

BY-LAWS of THE MEYERSDALE AREA MERCHANTS ASSOCIATION

REVISED AS OF JUNE 30, 2014

ARTICLE I – NAME AND LOCATION

The name of this organization shall be the **Meyersdale Area Merchants' Association** and the location of its principle office shall be 515 Thomas Street, Meyersdale, Somerset County, Pennsylvania. C/O The White House Restaurant. The mailing address is: PO Box 33, Meyersdale, PA, 15552

ARTICLE II – OBJECTS AND PURPOSES

Section 1 -Mission Statement

The vision of the Meyersdale Area Merchants' Association (MAMA) is to promote and nurture an environment of goodwill and prosperity among businesses, citizens, and community organizations; MAMA will strive to foster, protect, and promote the commercial, industrial, civic, agricultural, tourism, and general interests of the Meyersdale area by providing progressive leadership and effective communication.

Section 2 -Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section3-Limitation of Methods

The Meyersdale Area Merchants' Association, in its activities, shall be non-partisan, non-sectional, and non-sectarian, and shall take no part in nor lend its influence or facilities either directly or indirectly to the nomination, election or appointment of any candidate for public office, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Meyersdale Area Merchants' Association.

ARTICLE III -MEMBERSHIP AND DUES

Section 1 -Types of Members

Members of the Meyersdale Area Merchants' Association shall be classified as active members.

Section 2 -Eligibility

Any reputable firm, corporation, partnership, association, enterprise or individuals in sympathy with the purpose of the Meyersdale Area Merchants' Association shall be eligible to apply for membership.

Section 3 -Method of Application

Each applicant for membership shall make application in writing, stating corporate, firm or individual name and agreeing, if admitted, to conform to the by-laws, the rules, regulations and policies adopted from time to time by the Board of Directors. Full payment of dues must accompany any membership application. Each applicant shall have the recommendation of at least one member of the Meyersdale Area Merchants' Association in good standing.

Section 4 -Election to Membership

All membership applications shall be submitted as promptly as practicable to the Executive Committee, which shall then present them to the Board of Directors, with that committee's recommendations in regard thereto, and election to membership shall be within the power of the Board of Directors exclusively.

Section 5 -Membership Dues

Minimum annual dues for membership shall be established annually by the Board of Directors and shall be paid annually in advance. The current dues schedule will be disclosed on all new membership applications. Any increase in membership dues shall be by a majority vote of the membership present at any officially called general meeting. At least a quorum of the Board of Directors must be present to approve a dues increase.

Section 6 -Representation -Right to Vote

Any active member other than an individual (such as a firm, corporation, partnership, etc.) may designate one or more of its active officers or executives for service on committees or in other activities, subject to appointment of the President; and each such active member shall designate one of its active officers or executives to exercise for it the right of balloting on any questions at issue. All active membership shall have equal voting privileges. Each membership shall have one vote in all matters requiring such measures.

Section 7 -Membership

Membership shall be conferred on and in the name of that firm, corporation, partnership, association, enterprise or individual accepted as a member as provided in this article.

Section 8 -Forfeiture of Membership

Any member failing to pay their dues by the due date, shall have the privileges of membership suspended at a cutoff date designated by the Board of Directors (no later than 30 days after the new fiscal year). Members shall be reinstated without application, upon payment of dues provided less than one calendar year has elapsed. Dues paid during this period are applied to the current unpaid year regardless of the date paid. During this unpaid period the member has no voting rights. Forfeiture of membership shall not relieve the holder from any contractual obligations to the Association.

Section 9 -Reinstatement of Forfeited Membership

After one year of inactivity the said member must reapply as a new member as provided in ARTICLE III. However, due to conditions beyond the candidates control, (sickness, etc.) the Board of Directors may waive these requirements.

Section 10 -Membership on a Continuous Basis

All memberships will continue in force upon payment of dues during the renewal period.

ARTICLE IV-BOARD OF DIRECTORS

Section 1-Personnel

The personnel of the Board of Directors shall be defined as Directors.

(a) Directors shall be elected annually by the membership, as hereinafter provided, for three-year terms

(b) Under special circumstances additional directors from the membership may be appointed by the President subject to the approval of the Board of Directors, for a duration of the length of a project or similar requirement of no more than one year. The board may extend this term if necessary.

(c) Under certain circumstances the President with the agreement of the Board of Directors may temporarily designate representative/s to certain civic, educational, governmental or military groups as honorary members of the Board of Directors. As such they have no voting rights.

(d) Any duly elected officer shall automatically be a member of the Board of Directors during his/her term of office even though his/her tenure as a Director may otherwise expire on July 1 next following his/her election as an officer.

(e) A majority of the Board of Directors should own a business in the Meyersdale School District area. That business may, however, designate a representative who must be an employee of the business, in lieu of the actual owner. Certain "businesses (e.g. Library, non profit organizations, banks, hospital, etc.) with no defined owner should be appointed in writing by their Board of Directors. However, all such appointed memberships are made at the discretion of the Board of Directors of MAMA.

Section 2 – Authority

The government of the Association, the direction of its work, and the control of its property shall be vested in the Board of Directors. The Board of Directors shall consist of thirteen (13) members. The Board may adopt such rules, regulations and policies for conducting the business of the Association and for carrying on its work as may be consistent with these by-laws, and shall authorize and define the powers and duties of all committees and other action groups. Decisions on issues properly brought before the Board of Directors will be decided by a vote of those Board members present. As long as a legal quorum is present at the Board meetings, a majority vote of those present will decide issues brought before the Board of Directors.

Section 3 -Meetings

The Board shall meet at least once each month at such place, date, and hour as may be fixed by the Board, or by the President, if the Board fails to so provide. The Board shall make available to the membership (in writing if requested, or by electronic access, internet, Association website) an annual report of the work and finances of the Association.

Section 4 -Quorum at Board Meetings

At least 51% of the Board of Directors shall be required for a quorum at any Board meeting.

Section 5 -Attendance at Board Meetings

Absence from **four (4)** consecutive unexcused boards and membership meetings without an excuse deemed reasonable, a Director shall vacate the place of a Director on the Board, and his/her successor shall be chosen. An absence shall be deemed reasonable if the Association office is notified prior to the meeting and the President accepts the excuse as being reasonable.

Section 6 -Vacancies

The Board of Directors shall have the power to fill all vacancies on the Board between the annual elections of Directors, and those appointed shall serve out the unexpired terms of the person they succeed.

Section 7 -Limitation of Tenure

The normal length of the term of office for Directors elected by the membership shall be three years. It will be the responsibility of the sitting Board and officers to stagger the terms of the Board members so there will be continuity and experience sitting on the Board. The President shall encourage a healthy rotation of members on the Board in order to foster an environment of fresh, new ideas, and to encourage participation by new members. Board members **may** be eligible to be re-elected to the Board upon completion of their three-year term.

Section 8 -Election of Board

(a) Date of Election.

Election of new directors shall be completed by the final quarterly meeting of each year.

(b) Nominating Procedure

The President shall appoint Nominating Committee chairman. The nominating committee Chair person shall select the committee membebers. The committee shall be comprised of at least three directors and one member at large. If a member at large is not available this requirement may be bypassed. They will select qualified candidates from the membership roles. Qualified candidates will be notified by mail or email and must be allowed to either accept or refuse the nomination. The Committee may nominate one or more candidates. A member of the Nominating Committee may be nominated. Immediately after the list is presented to the membership the chair shall dismiss the nominating committee.

The committee shall be made up of at least three directors and one member at large. Their charge will be to determine qualified candidates from the membership roles.

Qualified candidates will be notified either by mail or e-mail and must be allowed to either refuse or accept the nomination. (After candidates are selected the list will be presented to the membership at the nearest regular meeting before the annual meeting.) During the Annual Meeting nominations may be entertained at which point the President will close the nomination and begin the Balloting. In the course of the annual meeting each candidate will be allowed to introduce him/herself and briefly describe their goals for the organization.

(c) Ballots

The Board of Directors shall be elected by mailed ballots (sent either by physical or e-mail) bearing names of all nominees submitted in accordance with by-laws provisions of Article IV, Section 8 (b). One such ballot shall be mailed (physical or e-mail) to each voting member in good standing at least ten (10) days before the date required for return of the completed ballot.

(d) Voting

All voting shall be by official written ballot at the Annual Meeting. Written Ballots shall be used and distributed at the annual meeting in a controlled manner. Each ballot will have the selected candidates names listed and a number of blank lines for write-in votes. One membership--One vote. At least three uninterested members will audit the ballots and present the results to the presiding officer. A tie vote may be broken by a re-vote or a coin flip or similar method with the agreement of the parties involved. After ballots are audited and confirmed, they will be destroyed. No proxy voting shall be allowed.

(e) Terms of officers

Each officer is elected for a term of two years. The offices of president, vice president, secretary may be carried over for another term and should be staggered. The treasurer's office shall be a term of two years, however he/she in no case be elected for more than two consecutive terms, unless an official audit is conducted.

ARTICLE V – OFFICERS

Section 1-President

The principle officer of the Association shall be the President, who shall preside at all the meetings of the Association and of the Board of Directors. He/she shall, subject to the approval of the Board, appoint all committees and other action groups except the Executive Committee and he/she shall be an ex-officio member of these committees. He/she shall preside at the annual meeting of the Association and at such other times he/she deems proper, he/she shall recommend or suggest to the membership and the Directors such actions as may tend to promote the prosperity of the community and increase the usefulness of the Association. He/she shall have general supervision of the business and affairs of the Association and

shall assist in formulating and promoting the general program of the Association. He/she shall be a member, and the chairman, of the Executive Committee. He/she shall submit an annual report of the activities of the Association to the membership. The annual report shall contain only a basic overview of the accomplishments for the year. He/she shall have authority to sign all contracts, notes or other obligations of the Association and to execute deeds, mortgages or deeds of trust, when so authorized by the Board of Directors. The Vice-President or the Treasurer shall attest his or her signature on such documents.

Section 2 –First Vice President

The First Vice-President shall act in the absence or disability of the President, and shall also perform such other duties as may be delegated to him/her by the Board of Directors and the President.

Section 3 -Second Vice President

The Second Vice-President shall act in the absence or disability of the President and First Vice President, and shall also perform such other duties as may be delegated to him/her by the Board of Directors and the President.

Section 4 -Treasurer

The Treasurer shall be the custodian of the funds of the Association, causing all such funds to be deposited in a depository bank. He/she shall require that all incoming funds be transmitted first to the office of the Association where the Assistant Treasurer shall record or cause to be recorded, all payments of funds to the Association prior to depositing of such funds to the Association's credit in the regular depository. All checks or vouchers issued against the Association's account or accounts shall be signed by two designated signers (President, Treasurer, or Assistant Treasurer as designated by the Board of Directors and duly recorded at the bank where the Association's account(s) may be.). The Treasurer shall prepare financial reports, at least quarterly, monthly when possible, and present them to the Board of Directors. At the expiration of his/ her term of office, the Treasurer shall deliver to the Board all books, papers, records, and property of the Association which may be in his/her possession. The treasurer's records may be audited at any given point in time upon request of a Director or no less than annually.

Section 5 – Assistant Treasurer

The Assistant Treasurer shall act in the absence or disability of the Treasurer and comply with the conditions set forth in Section 4 of this Article.

Section 6 –Secretary

The Secretary shall perform such duties as may be prescribed or delegated by the Board of Directors. It shall be the duty of the Secretary to conduct the official correspondence, preserve all records, documents, files and communications, and maintain accurate records of the proceedings of meetings of the membership, the Board of Directors. At the expiration of the term of office, the Secretary shall deliver to the Board all records, files and property of the Association, which may be in his/her custody.

Section 7- Secretary

The Assistant Secretary shall act in the absence or disability of the Secretary and comply with the conditions set forth in Section 4 of this Article.

ARTICLE VI-CONTINUANCE OF TERMS OF OFFICE

All Directors and Officers of the Association shall continue to hold their offices until their successors are elected and qualified, unless otherwise provided.

ARTICLE VII -COMMITTEES AND OTHER ACTION GROUPS

Section 1-Executive Committee

The Executive Committee shall be composed of the President as Chairman, the Vice-President, 2nd Vice-President, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary. The Executive Committee may meet at least once each month. It shall be the function of the Executive Committee to act, when considered necessary, in an executive capacity between meetings of the Board of Directors, upon matters requiring immediate attention and in cases where it seems impracticable to have a special meeting of the Board of Directors. The Board may, from time to time, delegate such other powers and functions to the Executive Committee, as the Board may deem advisable.

Section 2 -Auditing

The Executive Committee of the Association each year shall be responsible for an annual audit being made of the financial records and books of account of the Association, either by the committee or by a special auditor or auditors appointed by the committee with the approval of the Board of Directors.

Section 3 -Committee Appointments and Tenure

The President shall appoint all committees and other action groups as provided in Article V, Section 1. He/she shall appoint an appropriate number of committee members of standing committees to serve three-year terms so that continuity of knowledge of the work of those committees will be preserved. Other committee members may then be appointed by the President to serve for one-year terms.

Section 4 -Duties and Authority of Appointed Action Groups

Each division, committee, task force or other action group appointed by the President shall, prior to the beginning of each fiscal year, submit a statement in writing to the Executive Committee detailing its recommended short-range and long-range goals and the estimated cost thereof. All appointed action groups shall report to the Board of Directors and all decisions shall be subject to the approval of the Board before becoming binding upon the Association, unless the Board shall have given limited powers in advance. No appointed action group shall represent the Association in advocacy of, or in opposition to, any matter without the specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under general powers delegated to such a group by the Board. After the annual budget has been approved by the Board of Directors, all committees and other action groups must operate within the approved budget allocated to them.

No additional funds shall be spent by such groups without the prior approval of the Board of Directors. No committee or other action group shall attempt to raise additional project money without such Board approval. In seeking Board authority to spend additional funds or to raise additional funds, the committee or other action group will submit to the Executive Committee a written request explaining the need, the amount of money needed, and how the money is to be raised. The Executive Committee will, in turn, submit such a request to the Board of Directors with its recommendations. There will be no fund-raising projects for, or in the name of the Meyersdale Area Merchants' Association, without the approval of the Board of Directors.

Section 5 -Budget Committee

The Budget Committee shall consist of the President, the Treasurer, and other personnel, if any, desired by the Treasurer. As soon as possible after the annual election of the President and officers, and prior to July 1, the Budget Committee shall compile a budget of estimated expenses and income for submission to the newly elected Executive Committee. This Executive Committee shall submit the budget it has approved to the new Board of Directors at its July meeting. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Association.

Section 6-Grant Committees.

Grant committees, being an important asset, will be chosen as necessary at points in time for prompt application for the appropriate grant program. Individuals will be chosen from the membership and for their expertise on the subject under consideration. They will provide reports and documentation to the Board on a regular basis.

ARTICLE VIII – MEETINGS

Section 1 -Annual Meeting

The Annual Meeting of the Association shall be held before the start of the fiscal year. The Fiscal year for the Meyersdale Area Merchants Association shall be July 1 to June 30. A reorganization meeting shall be held at the next regularly scheduled meeting.

Section 2 -Other Meetings

The Board of Directors may provide for holding monthly, quarterly, or such other meetings of the Association membership as may be considered necessary or desirable. The date for any special meeting shall be not less than five (5) nor more than fifteen (15) days after the posting of a mailed notice.

Section 3 -Notice

Notice of annual meeting or any other membership meeting shall be mailed, posted in the “The New Republic” newspaper, or posted on the website at least fifteen days in advance of such a meeting.

Section 4 – Quorum

Ten percent (10%) of the membership in good standing shall constitute a quorum at any open membership meeting of the Association.

Section 5 – Limitation of Debate

Each member shall be entitled to speak on any subject under consideration by the Association. At the discretion of the presiding officer, the time allowed for debate may be limited to no more than five (5) minutes. Special circumstances may dictate more time if necessary

Section 6 -Parliamentary Procedure

All questions on parliamentary procedure shall be decided according to Robert's Rules of Order.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Association shall extend from July 1 to June 30 inclusive.

ARTICLE X – REFERENDA

Upon request in writing of five (5) percent of the voting members in good standing the Board shall submit, or upon its own initiative may submit, a question to the members of the Association for a referendum vote by mail (physical or electronic), the ballot for such vote to be accompanied by a brief, stating both sides of the question.

ARTICLE XI – DISBURSEMENT OF FUNDS

Section 1-Disbursement of Funds

All disbursements of the Association's funds shall be made by check, except small expenditures from petty cash. No appropriations or expenditures of money shall be made or authorized except by the Executive Committee or the Board of Directors. No Director, Officer, or employee of the Association, without authority, shall contract any obligation or incur any debt on behalf of the Association. Nothing in this Article shall require direct action by the Executive Committee or the Board of Directors to permit disbursements for routine and legitimate expenses under a previously approved program of work and budget of the Association for the current year.

No appropriation of money or other property of the Association shall be made for any purpose other than to defray the routine or budget expenses, except by two-thirds vote of the Board of Directors or a two-thirds vote of the voting members present at a membership meeting of the Association.

Section 2-Dissolution of Funds

Dissolution of the **Meyersdale Area Merchants Association (MAMA)** assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) Internal Revenue Code or corresponding section of any future tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE XII – SEAL

The Meyersdale Area Merchants' Association may have a seal of such design as the Directors may adopt.

ARTICLE XIII – BOND

The Board of Directors shall name officers to be bonded and shall pay the bond.

ARTICLE XIV – AMENDMENTS

Section 1-Amendments

These by-laws may be amended at any regular membership meeting by majority vote of the members present in good standing, or by majority vote of the members present at any special meeting called for this purpose, provided at least five (5) percent of the voting membership shall be present and voting provided that such proposed amendment shall be plainly stated in writing at their regular or called meeting before which they are to be considered, or by majority vote in a referendum for this purpose.

Section 2- Notice of Meetings

Notice of meetings at which such amendments are to be considered must be given not less than ten (10) days prior to such a membership meeting.

Section 3-Approval of Amendments

All proposed amendments to, or revisions of this instrument, must first receive the approval of the Board of Directors.

END