

Greensburg Business Association
(A Section 501(C) (6) Corporation)

Incorporated Under the Laws
Of the
Commonwealth of Pennsylvania

By-Laws

Amended 4/2/07

By-Laws of
The Greensburg Business Association
A Non-Profit Corporation

ARTICLE I
GENERAL

- Section 1. The Corporate name shall be “The Greensburg Business Association, Inc.”, a non-profit corporation.
- Section 2. The purpose of the Corporation is to partner with the City of Greensburg in the development of plans and programs encompassing total community development, beginning in the core area and limited to the geographical boundaries of the City, (future expansion to be considered) and to conduct any lawful business of a not-for-profit basis.
- Section 3. To promote the common interests of its members, including promoting and improving business and maintaining high standards for business in the City of Greensburg.
- Section 4. To receive and administer funds for purposes of improving commerce and business conditions in Greensburg, Pennsylvania and without financial gain or profit, in accordance with Section 501(C)(6) of the Internal Revenue Code of 1954, as amended.
- Section 5. This corporation in its activities shall be non-partisan, non-political, and non-sectarian.

ARTICLE II
MEMBERSHIP

- Section 1. All adult citizens, associations, corporations, partnerships, governmental units or other legal entities who have property, residence, place of business or employment or other direct interest in the Greensburg area and who support the purposes and objectives of this Corporation shall be eligible for membership.
- Section 2. Membership in the Corporation is revocable by majority vote of the Directors.

Section 3. Any member shall be eligible for election to the Board of Directors.

ARTICLE III GOVERNMENT

Section 1. The general management of the affairs of the Corporation shall be vested in the Board of Directors, who shall be elected in the manner provided by the by-laws.

Section 2. The Board of Directors shall have the power to adopt, amend and repeal the by-laws of the Corporation, subject to the power of the members to change such action, except on a subject which is committed exclusively to the members by the Non-Profit Corporation Law.

Section 3. The Board of Directors shall have the power to establish and terminate committees, task forces or subordinate units.

ARTICLE IV MEETINGS AND NOTICES

Section 1. The Board of Directors shall meet no less than quarterly.

Section 2. A special meeting of the general membership may be held at such time and place as determined by the Board of Directors. A special meeting of the membership shall be called upon majority vote of the Board of Directors; or upon written request of a member addressed to the Secretary and approved by a majority vote of the Board of Directors.

Section 3. A special meeting of the Board of Directors shall be called by the President upon request or approval of the Executive Committee, or upon written request of five members of the Board of Directors.

Section 4. Notice of any meeting of the membership shall be given fourteen days prior to such meeting; Notice of any Board of Directors meeting shall be given five days prior to such meeting.

Section 5. At all meetings of the Board of Directors five members present shall constitute a quorum.

ARTICLE V NOMINATIONS AND ELECTIONS

- Section 1. Election to the Board of Directors shall be held annually.
- Section 2. The general membership shall elect the members of the Board of Directors.
- Section 3. The Board of Directors shall elect the officers of the Corporation
- Section 4. Any member shall be eligible for election to the Board of Directors; provided, however, a Director shall not succeed him/herself in office more than one time.
- Section 5. An Election Committee consisting of three members shall be established annually by the President at the August meeting of the Board of Directors; provided, however, the Election Committee shall be composed only of members who are Directors not eligible for re-election and members who are not candidates for office.
- The Election Committee shall obtain the names of candidates for Director and submit such names to the board of Directors at the September meeting of the Board of Directors at which time the Directors will vote to approve or disapprove of the slate.

ARTICLE VI
BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of up to nine members, each of whom shall serve three year terms.
- Section 2. Any Director absent from three consecutive meetings without approval of the President shall be removed from the Board and a successor shall be appointed by the President.
- Section 3. The GBA will provide liability insurance coverage for its Directors and Officers as appropriate to the activities of the GBA.

ARTICLE VII
OFFICERS AND COMMITTEES

- Section 1. The officers of the Corporation shall be President, Executive Vice-President, Secretary, and Treasurer who shall constitute the Executive Committee. There shall also be a Vice-President for Outreach and a Vice-President for Marketing.

- Section 2. The officers shall be Directors and be elected by majority vote of the Board of Directors for a one-year term.
- Section 3. Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices. As well as those that from time to time may be conferred by the membership of the Board of Directors.
- a. President: The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.
 - b. Executive Vice-President: The Executive Vice-President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.
 - c. Secretary: The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Corporation, and shall mail copies of the Minutes of each Board meeting to all members within sixty (60) days from the conclusion of each meeting. The Secretary shall also have such duties as may be assigned by the membership of the Board of Directors.
 - d. Treasurer: The Treasurer shall maintain in good order all financial records of the Corporation. The Treasurer shall also have such duties as may be assigned by the membership of the Board of Directors.
- Section 4. Standing committees will be Outreach and Marketing. Chairpersons of each of the standing committees shall be appointed by the Board of Directors, and serve three year terms on the Board of Directors. Other committees may be appointed, as needed at the discretion of the board of Directors.

ARTICLE VIII

FINANCE

- Section 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of “transfer of securities” shall be signed in the name and on behalf of the Corporation by no less than two of the following officers: President, Executive Vice-President, secretary and Treasurer.

- Section 2. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 3. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.
- Section 4. At the October Board meeting an ad hoc Budget Committee shall be appointed by the Board to prepare and present a proposed budget to the Board no later than December 1st preceding the new fiscal year. This committee shall serve until a budget is adopted by the Board of Directors prior to the beginning of the next fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE IX
FISCAL YEAR

- Section 1. The fiscal year of the Greensburg Business Association, Inc. will end on the 31st day of December each year.
- Section 2. The accounts of the Corporation shall be reconciled annually by an audit committee appointed by the President and approved by the Board. An audit shall be conducted as required by law. The financial status of the corporation shall at all times be available to members in good standing of the organization, within the records of the Treasurer.

ARTICLE X
JUDICIAL

- Section 1. The Board of Directors shall decide all claims or disputes relating to the internal business of the Corporation, to the standing of its members and to the interpretation of the Constitution and By-laws of the Corporation. The claims or disputes may be presented to the Board by officers, members or committees. After due notice to all parties concerned, a hearing shall be held by the Board or a majority of the members thereof. The Board shall have the power to regulate proceedings for each hearing.

ARTICLE XI
DISSOLUTION

- Section 1. If at any time the Corporation shall be dissolved and there shall remain in its possession any property, money or securities, such

property, money and securities shall not be distributed to the members of the Corporation, but on the contrary, shall be disbursed for purposes not inconsistent with those of the Corporation. Distribution under provisions of this article shall be by majority action of the Board of Directors in office at the time of dissolution.

Section 2. It is the intent of the corporation to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(C)(6) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the corporation shall inure to the benefit of any of its members or any other individual; and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Upon dissolution of the corporation,. The residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(C)(6) or 501(C)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

ARTICLE XII PARLIMENTARY PROCEDURE

Section 1. Roberts Rules of Order shall be used as a guide for governing proceedings of meetings of the Board of Directors, Executive Committee, all Committees and Task Forces, and any General Membership Meetings.