

# **Clifton Business and Professional Association (CBPA)**

By-Laws, Last Update: February 1994

## **PREAMBLE:**

The purpose of the Clifton Business and Professional Association is to promote growth and improve conditions under which merchants and professionals conduct their business within the Clifton Business District (CBD). The CBD is defined as Ludlow Avenue; east to Brookline Avenue, and west to Whitfield Avenue, with Bryant Avenue to the north and Dixmyth Avenue to the south.

## **ITEM I: MEETINGS AND VOTING:**

Section 1. There shall be held a minimum of four scheduled meetings per year: January, April, July, and November. At the November meeting all committees shall give a final report on their activities for the year.

Section 2: The fiscal year of the Association is to run from January 1<sup>st</sup> to December 31<sup>st</sup>.

Section 3. Special meetings of the members may be held at any time at the call of the president or any fifteen members. Notice of the special meeting must be in writing as outlined in Section 4. The fifteen members must submit their petition in writing, to the president. The president is required to call this meeting.

Section 4. Notice of all meetings shall be given to all members in writing, at least ten days prior to the date of the meeting.

Section 5. One third of the membership constitutes a quorum for conducting business at any regular or special meeting.

Section 6. Absentee voting is permissible only for the election of officers. Signed ballots must be received by an elected official no later than 24 hours prior to the election. There shall be no voting by proxy at any of the meetings.

Section 7. All meetings will be conducted in conference with "Roberts Rules of Order."

## **ITEM II: ELECTIONS AND OFFICER'S RESPONSIBILITIES AND DUTIES**

Section 1: Election of officers shall be held at the January meeting, with a majority of all the votes cast determining the choice. Officer's term is one year.

Section 2: The officers of the Association shall be:

- A. A president, whose duty it shall be to preside at the meetings of the Association in all matters as the executive head thereof.
- B. A vice-president, whose duty it shall be to assist the president, in any and all matters and to act in lieu of the president in his or her absence.
- C. A secretary, whose duty shall be to keep full and accurate records of all transactions of the Association and minutes of all meetings. Copies of the minutes shall be distributed to each individual member.
- D. A Treasurer; who shall be the custodian of the funds of the Association, and who shall keep records of all transactions; all of which records shall be the sole property of the Association and open to inspection at all reasonable times by any active member thereof. The treasurer shall give a full financial report at each regularly scheduled meeting.

Section 3. No officer shall run for the same office more than two consecutive terms.

#### ITEM III: EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the Association shall consist of the four officers of the Association and the Chairman of any committees appointed by the president of the Association.

Section 2. The Executive Committee shall have complete control of the business affairs of the Association and control the management of its funds and property; subject, however, to the right of the regular members in meeting assembled, to veto any action taken by the Executive Committee or to direct it to take such action as they deem proper.

Section 3. The Executive Committee shall hold at least nine monthly meetings per year. Special meetings of the Executive Committee may be called at any time by the president deems proper, or at a call of any five members of the Committee. A simple majority shall be sufficient to pass on any subject before the Executive Committee.

#### ITEM IV: OTHER COMMITTEES

Section 1. There shall be five standing committees in addition to the Executive Committee:

- A. Parking Lot: Provides monthly report including usage, income and expenses, and promotion of lot parking.
- B. Promotion and Advertising: Develops marketing strategy for the overall promotion of the CBD, presents ideas to the membership and works with merchants and community groups in the development of a cohesive plan to promote Clifton.
- C. Economic Development: Makes certain the EQD guidelines are followed; works with the city and Clifton Town Meeting in the development of programs that that benefit the business district.

- D. Membership: Reviews all applications for compliance with membership guidelines and determines acceptance or rejection. Responsible for mailing renewal statements, and welcome new and prospective members into the business community.
- E. Nominating: Accepts names of and reviews potential candidates for election or replacement of officers. Responsible for the arranging of printed material necessary for elections and conducting the election process.

Section 2. President and/or Executive Committee can form ad hoc committees as deemed necessary.

#### ITEM V: MEMBERSHIP

Section 1. Any person, corporation, partnership, or association doing business or practicing a profession in the CBD may be eligible for membership. In order to qualify, there must be a physical presence and be identifiable by signage. (See PREAMBLE for CBD boundaries). Current members in good standing who fall outside the newly adopted membership guidelines may continue as members of the association.

Section 2. Upon approval for membership, each member will abide by all provisions of the By-Laws of the Association with the provisions and regulations set forth in the By-Laws.

Section 3. Members who cease to do business in or practice a profession in the CBD shall immediately cease membership.

#### ITEM VI: MEMBERSHIP DUES

Section 1. Each member shall pay annual dues in January. The amount of dues shall be suggested by the Executive Committee and voted by membership.

Section 2. Any member of the Association whose dues shall become delinquent for a period exceeding 90 days shall automatically be dropped from membership. Reinstatement is only by reapplication.

#### ITEM VII: FUNDS

Section 1. All funds of the Association shall be held in the custody of the treasurer, and no bond shall be required for the faithful performance of his/her duties. The funds of the Association shall be deposited in a financial institution in the name of the Association. No expenditures shall be made except by check drawn by the treasurer, and then only after the expenditure has been approved by the membership excepting authorized expenses and all miscellaneous expenses. Miscellaneous expenses are not to exceed \$250.00. All checks must be signed by both treasurer and president.

#### ITEM VIII: BY-LAWS

Section 1. By-Law changes and amendments can be proposed by a vote of the majority of members at any meeting. For adoption, proposed amendments must be submitted to the full membership at least 10 days prior to the next meeting, where the vote for adoption will take place.

#### ITEM IX: VOTE

Section 1. Each and every member of the Association shall have one vote in the Association on all matters including the amending of the By-Laws.

#### ITEM X: SPECIAL ELECTION

Section 1. It shall be permissible for a special election to be held at any regular meeting for the purpose of filling any vacancy existing among the officers of the Association.

#### ITEM XI: INDEMNIFICATION

Section 1. The corporation shall, to the full extent permitted by the Ohio Nonprofit Corporation Laws, indemnify all persons whom it may indemnify pursuant to such laws.