

# BYLAWS

of the

## LONG BEACH MERCHANTS ASSOCIATION

### ARTICLE I Name

The name of this organization shall be Long Beach Merchants Association [LBMA].

### ARTICLE II Fiscal Year

The fiscal year of LBMA shall be January 1 to December 31.

### ARTICLE III Purpose

The purpose of LBMA is to promote tourism, improve the economic climate, and to promote local activities that will stimulate the new business in the area of the City of Long Beach.

### ARTICLE IV Membership

Section 1. Eligibility: The membership of LBMA is open to any merchant or business in Pacific County, Washington, who does a substantial business by, through, or in the city of Long Beach, and who has paid membership dues to LBMA. No person shall be excluded on the basis of race, creed, sex or national origin.

Section 2. Voting: Privileges shall be extended to all members of LBMA. Individual businesses shall be entitled to cast one vote.

Section 3. Regular Meetings: Regular meetings of the membership shall be held on the ~~first and third Thursdays~~ **first Friday of each month**, unless otherwise ordered by the Long Beach Merchants or by ~~it's~~ **its** Board of Directors at such time and place as membership shall from time to time prescribe and shall be published to the membership.

Section 4. Special Meetings: Special meetings of the membership may be called by the President, the Board of Directors, or upon the written petition of not less than ten (10) members. Members or guests wishing to present political or sales speeches or any topic that is in duration five (5) minutes or longer will be handled at a special meeting. Anyone wishing to address the regular meeting will have to request in advance that they be on the agenda.

Section 5. Quorum: Except as herein otherwise provided, ten (10) voting members and two (2) officers shall constitute a quorum.

Section 6. Honorary Membership: ~~Long Beach Merchants Association~~ LBMA, in keeping with its objective, reserves the right by public display, resolution or certificate, to honor members of the Association or citizens of the community.

Section 7. Annual Meeting: The first meeting in January shall be known as the annual meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 8. Members in good standing: Members in good standing are defined as those members who have completed all requirements for membership in the organization and whose dues are not delinquent. Only members, or designated representatives of members, in good standing shall serve as officers or directors of the Association, except as may otherwise be set forth in these Bylaws.

## **ARTIVLE V Dues**

Section 1. ~~Membership dues shall be due on the first day of September and each anniversary date of membership.~~ Membership dues shall be billed in September, due no later than the last day of December, and be valid for the coming calendar year. Dues shall be payable in full. Dues shall be in such amount or amounts as shall be fixed by a majority vote of the members in attendance.

Section 2. Any member whose dues remain unpaid as of the due date shall be delinquent, and after ninety (90) days in such delinquent status may be dropped from membership by majority vote of members in attendance.

## **ARTICLE VI Officers**

Section 1. The officers of ~~Long Beach Merchants Association~~ LBMA shall be President; Vice President; Secretary; and Treasurer.

Section 2. The President shall be present at all meetings, enforce the Bylaws, and have general supervision of the interests of the Association. The President shall have the power to appoint all new special and new standing committees, and shall appoint an agenda coordinator.

Section 3. The Vice President shall be an ex-officio member of all committees except the nominating or election committee, and shall be the chair of the membership committee. ~~The Vice President shall be responsible for membership dues billing.~~ The Vice President shall be responsible for counter-signing checks.

Section 4. The Secretary shall keep the minutes of all meetings of LBMA and of its Board of Directors. The Secretary shall be responsible for all correspondence as directed by the president ~~and for membership dues billing~~ and membership records, officer records, and notifying members of all meetings, time and place.

Section 5. The Treasurer shall receive all monies of the Association, excepting monies donated exclusively to specific festivals by benevolent societies or foundations, and to disburse the same in accordance within an approved budget or upon proper orders of the Board of Directors. He/She shall keep itemized balances, and render a financial statement at each meeting. At the end of each fiscal year, at the end of the treasurer's term of office, and at such other times as may be ordered by the Board of Directors.

Section 6. In the absence of the President, the officers shall serve preside in order previously listed.

Section 7. The term of office shall be for one year, and no officer shall serve more than two consecutive terms in one office.

Section 8. The Board of Directors shall submit a budget to membership.

Section 9. Any member in good standing may present a motion to the Association for the recall of an officer, board member or otherwise elected official. The Association may, by majority written ballot, recall any officer, board member or otherwise elected official of the Association.

## **ARTICLE VII Board of Directors**

Section 1. The Board of Directors may act in an advisory capacity in the formulation of policy, plans and programs for conduct of affairs of LBMA. The Board of Directors shall have final approval authority over the proposed budget.

Section 2. The Board of Directors may provide for an annual review of ~~the Long Beach Merchants Association's~~ LBMA's financial affairs and for an annual financial report to the general membership.

Section 3. The Board of Directors may ensure that the Treasurer files appropriate Federal and State tax forms and statements required of non-profit corporations, when these are appropriate. The board shall audit the Treasurer's accounts at the close of the fiscal year or termination of office and report at the annual meeting.

Section 4. There shall be five (5) directors. Three of the directorships are to be filled by election from the membership at large for terms of three years, with one directorship to open each year. Two of the directorships are to be filled by Immediate Past-Presidents of the Association for terms of two years each. Whenever there is an unscheduled vacancy in the Board of Directors, the remaining term of the vacant directorship is to be filled by election from the membership at large. Only current members of the Association may be directors.

## ARTICLE VIII Elections

Section 1. The President shall appoint an Election of Officers and Board Members Nominating Committee of six [6] from the members at large at the first meeting in ~~September~~ **October** each year. The Nominating Committee shall report at the first meeting in December at which time nominations from the floor shall also be called for.

Section 2. ~~Written ballots will be mailed to the full membership prior to the next meeting.~~ **An election by ballot shall take place at the December meeting** and the new Officers and Directors shall assume their duties at the first meeting in January.

Section 3. A Vacancy in the office of President shall be filled by the Vice President, who shall become President. A vacancy in any other office shall be filled **by another officer or Director, by** ~~by action of~~ the Board of Directors, until the next annual election.

## ARTICLE IX Committees

Section 1. The President shall appoint a Membership Committee promptly after each annual meeting. This committee will normally be chaired by the Vice President and shall consist of four additional members. It shall be the duty of this committee to solicit additional members from all eligible persons, including past members.

Section 2. ~~The President shall appoint new Festival Committee consisting of at least three members of the Association; one of which must be an officer or Board Member of the Association, promptly after the annual meeting. Standing Festival Committees shall have at least three members of the Association; The committees shall~~ Festival committees shall exist at the discretion of the Board of Directors and include a Board-approved chairperson and at least one officer or board member. Standing Festival committees shall be responsible for budgeting, planning, promoting and carrying out all activities required to produce and direct the festival. **Committee chairpersons shall develop, and/or maintain, a binder which includes all necessary information for their successor.** The committees shall submit to the Treasurer a detailed budget **each October, for the following year.** Prior to any disbursements by the Treasurer, **budgets must be Board-approved and invoices Chairperson-approved.** Mailing lists compiled by these ~~Standing Festival Committees~~ shall be the sole property of said committees and the ~~Long Beach Merchants' Association~~ **LBMA** and shall not be used for non-Association purposes.

Section 3. ~~A Tourism Committee may be appointed by the President promptly after each annual meeting. The composition and number of members of this committee shall be as deemed appropriate to generally review, research and/or initiate ways and means of promoting tourism in and around the city of Long Beach. In the event this committee promotes, conducts, or participates in seminars, conferences or meeting events that involve (require) extensive budgeting or disbursement of funds, this committee shall submit to the Treasurer a detailed budget prior to the commitment of funds.~~

The President may appoint a tourism committee. The composition and number of members of this committee shall be as deemed appropriate to generally review, research and/or initiate ways and means of promoting tourism in and around the City of Long Beach. In the event this committee promotes, conducts, or participates in seminars, conferences or meeting events that involve (require) extensive budgeting or disbursement of funds, prior to commitment of funds.

Section 4. Such other committees, standing or special, shall be appointed by the President as deemed necessary to carry on the work of ~~the Long Beach Merchants Association~~ [LBMA](#).

## **ARTICLE X Copyrights**

Section 1. Whenever the Association, or any committee thereof, purchase or otherwise acquires art work or material is to become the sole property of the Association, by copyright whenever applicable, to use and dispose of the Association, copyright whenever applicable, to use and dispose at its own discretion or that of the committee.

## **ARTIVLE XI Rules of Order**

Section 1. In all matters of parliamentary practice, the latest edition of "Roberts Rules of Order" shall be used as authority.

## **ARTICLE XII Indemnification**

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its directors, officers, committee members, or former directors, officers or committee members, against expenses actually and necessarily incurred by them in connection with the defense of any legal action, suit, proceedings in which they or any of them are made parties, or party, by reason of having been directors, officers, or committee members of LBMA, except in relation to matters as to which such director, officer, or committee member shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated in the existence of such liability for negligence or misconduct.

## **ARTICLE XIII Amendment of Bylaws**

Any regular meeting of ~~the Long Beach Merchants Association~~ [LBMA](#) can amend these Bylaws by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

These Bylaws, replacing all previous Bylaws, were adopted as amended this 6th day of November, 2009.

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Steven Linhart, President

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Merry Scharfe, Vice President

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Keleigh Schwartz, Secretary

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Sherry Hash, Treasurer