

# Bylaws and Operating Document

## FORT THOMAS BUSINESS ASSOCIATION

### ARTICLE ONE:                   **Name**

The name of the association is the **Fort Thomas Business Association**; herein referred to as the **FTBA**.

### ARTICLE TWO:                   **Mission and Purpose**

#### **Our Mission:**

The mission of the FTBA is to provide leadership to its members by supporting and fostering a sustainable local economy

#### **Our Purpose:**

- } Market and promote Fort Thomas businesses, increasing awareness of the area
- } Unify the direction of the business community
- } Provide networking, referral, and educational opportunities
- } Promote and encourage private enterprise and economic development in conjunction with government and community organizations

### ARTICLE THREE:               **Members**

1. Classes of Membership:    Active Member
2. A business that completes a membership application and pays the required annual membership dues as established by the FTBA Board, is considered an Active Member in the association
3. New or existing Active Membership applications are subject to initial and periodic review by the FTBA Board to ensure the association's mission and purpose are maintained
4. Each Active Membership is provided a single vote
5. FTBA Membership Dues (Annual Membership: January 1<sup>st</sup> to December 31<sup>st</sup>)
  - a. Dues shall be established annually by the FTBA Board and are due the 1<sup>st</sup> day of January
  - b. Dues become delinquent on the 1<sup>st</sup> day of February
  - c. Active Membership will be dropped for non-payment of dues the 1<sup>st</sup> day of March
  - d. The annual dues fee established by the FTBA Board is charged for each business
  - e. An Active Membership is represented by at least one individual employed by that business and is provided a single vote, regardless of who represents the business ' Active Membership
  - f. In order to hold office or exercise voting rights, membership dues must be paid up-to-date
  - g. All names, addresses, and information collected on FTBA members are to be used for FTBA purposes only and other usage must be approved by the FTBA Board and general membership by majority vote

### ARTICLE FOUR:               **Officers**

#### **1. Officer Positions**

- a. Officer positions shall consist of the following: President, Vice President, Secretary, Treasurer, and immediate Past President
- b. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the FTBA
- c. President and Vice President shall be elected in the odd-numbered years and the Secretary and Treasurer shall be elected in the even numbered years
- d. In order to qualify for an officer position, the individual must be an active member with dues current

**2. Nomination of Officers**

- a. The FTBA Board shall appoint a Nominating Committee in August consisting of three active members currently not holding an officer position
- b. The Nominating Committee shall present to the FTBA Board in October all names for each position up for election at the November General Membership Meeting
- c. All nominations will be posted on the FTBA website and sent via group email before the General Membership Meeting in November when elections are to be held annually for open officer positions
- d. Active members with current dues can be nominated at any time prior to the November elections or from the floor during the meeting provided that the individual being nominated accepts the nomination and understands the position

**3. Election of Officers**

- a. Election of officers shall take place at the November General Membership Meeting
- b. Each officer shall be elected to serve a single term, consisting of two years
- c. An elected officer shall not succeed him/herself in the same position more than once
- d. An elected officer is not eligible to hold more than one elected officer position at one time
- e. Each term of office begins on the first day of January and ends on the thirty-first day of December, or until their successor is elected

**4. Vacancies of Officers**

- a. A vacancy occurring in any elected position, except the office of President, shall be filled for the unexpired term by a non-elected person elected by the FTBA Board
- b. If the position of President is vacated before the term expires, the current Vice President will assume the role for the remainder of the un-expired term

**ARTICLE FIVE: Officer Duties****1. President**

- a. Presiding officer and administrator
- b. Chief Executive Officer of the Association and shall preside at all general membership meetings
- c. Provide leadership with respect to allocation of resources within the association
- d. He/She shall have such additional powers as may be conferred and shall perform such other duties as may be required by these bylaws, or as may be prescribed by the FTBA Board and the association from time to time
- e. Prepare an annual statement to be presented to the association in January, which outlines a general strategy and plan for the upcoming year and may include specific goals and objectives
- f. Host and conduct FTBA Board Meetings and any Executive Officer meetings, providing leadership and guidance to Chairpersons and other members of the FTBA Board
- g. Secure a location to conduct FTBA Board meetings and any Executive Officer meetings throughout the year and provide secure facilities to hold association records (historical documents, marketing material, membership forms, etc.)
- h. Serve as liaison between the FTBA and government officials and agencies, representing the association as needed in the community at large

**2. Vice President**

- a. Serves as an aide to the President
- b. In the absence or disability of the President, the Vice President shall be the official representative of the association and shall assume all powers and perform all duties of the President
- c. Serve as liaison between the FTBA and other civic and business associations
- d. Collect and disseminate on a weekly basis all physical mail sent to the FTBA via the post office box located at the Fort Thomas Post Office

- e. In the event the Vice President is unable to check the post office box, the President will assume the role and properly disseminate all mail received

### 3. Secretary

- a. Keep up-to-date records of all FTBA proceedings: General Membership Meetings, FTBA Board Meetings, and Executive Meetings
- b. All records maintained by the Secretary will be the property of the association and passed to subsequent officers from year to year
- c. Prepare meeting agendas for General Membership, FTBA Board, and Executive Meetings
- d. Provide copies of past proceedings for approval at FTBA Board Meetings
- e. Maintain and provide access to an FTBA Board Contact List containing accurate names, addresses, phone numbers, and email addresses of board members
- f. Facilitate the flow of information between members and the FTBA Board by serving as the primary contact person for all correspondence
- g. Maintain all FTBA letterhead and envelopes for use by the association and the FTBA Board
- h. Mail thank you cards and similar correspondence to outside parties as requested by the FTBA Board
- i. In the absence or disability of the current Secretary, the President shall appoint an active member to assume all duties described herein

### 4. Treasurer (fiscal year: January 1 through December 31)

- a. Serves as custodian for all FTBA financial records, past and current
- b. Manages and maintains all active bank accounts holding FTBA funds
- c. Prepares the FTBA Annual Budget, with the assistance of the FTBA Board, to be presented in draft form each December at the FTBA Board meeting for approval
- d. Provides the approved FTBA Annual Budget to the membership at the January meeting and will provide financial reports as subsequent general membership meetings
- e. Presents a monthly financial report to the FTBA Board outlining the financial condition of the association, all deposits and disbursements, and status compared to the approved budget
- f. Issue checks signed by at least one of the following: Treasurer, President, or Vice President
- g. Pay invoices according to terms of payment; not allowing the FTBA to default or become delinquent
- h. Ensure proper documentation and signatures are on file with the financial institution indicating only current officers authorized to sign checks, make withdrawals, and maintenance the account
- i. Bond shall be determined and properly set by the FTBA Board as needed
- j. In the absence or disability of the current Treasurer, the President shall appoint an active member to assume all duties described herein
- k. The financial records will be examined within sixty days of December 31<sup>st</sup> by a committee comprised of three active members elected by the FTBA Board at the December FTBA Board meeting
- l. Ensure funds are disbursed in accordance to three FTBA Board approved financial commitments:
  - i. Fourth at the Fort: \$500 (disburse in May)
  - ii. Merchants and Music Festival: \$500 (disburse in August)
  - iii. Holiday Walk: \$250 (disburse in November)

*These commitments will continue annually unless the budget does not allow it or the FTBA Board elects to amend the commitment(s)*
- m. Properly files annual tax and organizational documents and pays required fees to state and federal agencies to ensure FTBA status is maintained

### 5. Past President

- a. Serve on the FTBA Board and Executive Committee
- b. Assist the President and other board members with any transfer of duties and responsibilities as needed, specifically, the transfer of all association records to be maintained by the current President as outlined above in a new location

## ARTICLE SIX Meetings & Member Communication

### 1. General Membership Meetings

- a. Held on the 4<sup>th</sup> Thursday of the uneven months of the year (January, March, May, July, September, and November)
- b. The annual meeting of the general membership shall be held in the month of January
- c. The FTBA Board may elect to change the scheduled meetings by majority vote
- d. Additional membership meetings may be called by the President, a majority vote of the FTBA Board, or by at least 15 active members of the association
- e. Members shall receive regular electronic notices of membership meetings in the form of a broadcast email from the Webmaster on the 1<sup>st</sup> day of the month, 15<sup>th</sup> day of the month, and Wednesday prior to the meeting
- f. Fifteen members shall constitute a quorum at General Membership Meetings

### 2. FTBA Board Meetings

- a. Held on the 2<sup>nd</sup> Friday of each month
- b. The President or the FTBA Board may elect to change, cancel, or limit these meetings as needed
- c. A majority of the members of the FTBA Board shall constitute a quorum

### 3. Executive Committee Meetings

- a. At the discretion of the President, Executive Committee Meetings can be called at any time
- b. A majority of the members of the Executive Committee shall constitute a quorum

### 4. Website

- a. The website, [www.ftba.biz](http://www.ftba.biz), shall be owned and maintained by the association until the FTBA Board determines its future usage
- b. The Webmaster Chairperson will update, maintain, and serve as the contact for the website
- c. Updates, changes, and improvements may be made on a regular basis at the discretion of the Webmaster and FTBA Board

### 5. Newsletter

- a. A paper newsletter will be distributed to all active members on the 15<sup>th</sup> day of March, June, September, and December
- b. The Webmaster will post each newsletter on the website for the community at large to access
- c. Each newsletter will include the following, but is not limited to:
  - i. President's Message
  - ii. Schedule of upcoming events, meetings, and other relevant activities as provided by the Social and Program Chairperson(s)
  - iii. Renaissance update
  - iv. Fourth at the Fort update
  - v. Images of any paid advertisements from members as provided by the Publicity Chairperson
  - vi. Contact information for members and non-members on how to join or contact the FTBA
  - vii. Relevant commentary on recent FTBA events, meetings, etc. that may be provided from time to time by FTBA Board members

## ARTICLE SEVEN Executive Committee

The Executive Committee consists of the President, Vice President, Secretary, Treasurer, and immediate Past President

## ARTICLE EIGHT FTBA Board

1. Consists of the President, Vice President, Secretary, Treasurer, immediate Past President, and Chairpersons of all Standing Committees
2. Carries out the directives of the membership in accordance with its mission and purpose
3. Oversees the function of committees, creating new ones if necessary
4. Monitors the financial condition of the association with respect to the budget

## ARTICLE NINE Committees / Chairpersons / Other Board Positions

1. The FTBA Board shall appoint members to serve as Standing Committee Chairpersons
2. Chairpersons and other board positions described below have full voting privileges on the FTBA Board
3. Additional committees can be created by the FTBA Board by majority vote or by the general membership by majority vote of members present at the meeting
4. Committees shall consist of a Chairperson and may include other members
5. The President or the FTBA Board appoints members to committees if necessary
6. Chairpersons report directly to the FTBA Board on all committee activities and require approval from the FTBA Board or membership
7. The President or appointee from the President shall be an ex-officio member of all committees except the Nominating Committee
8. As needed or if requested by the President or FTBA Board, Chairpersons may provide a written report of committee meetings, activities, plans of action, etc. to the Secretary on a regular basis
9. Standing Committees and other FTBA Board positions consists of the following but may not limited to:
  - a. **Audit** Committee (elected annually by the FTBA Board consisting of 3 active members)
  - b. **Bylaws** Committee (formed as needed by the FTBA Board)
  - c. **City Government Advisor** (representative from the city with no voting privileges)
  - d. **Consultant** (appointed by the President)
  - e. **Membership** Chairperson
  - f. **Nominating** Committee (elected annually by the FTBA Board consisting of 3 active members currently not holding an officer position)
  - g. **Parliamentarian** (appointed by the President)
  - h. **Program** Chairperson
  - i. **Publicity** Chairperson
  - j. **Renaissance Board** Representative
  - k. **Social** Chairperson
  - l. **Webmaster** Chairperson
10. Roles & Responsibilities for selected board positions are as follows:
  - a. **Program Chairperson**
    - i. Acquire speakers and/or presenting guests for all General Membership meetings including the Annual Dinner in January
    - ii. Secure the location for all General Membership meetings held throughout the year and secure food and/or drink for each meeting
    - iii. Provide at each meeting a sign-in table at the entrance to greet members/guests, collect business cards, and display any pertinent program information for the meeting
    - iv. Communicate and coordinate schedules with guests, providing necessary material and information they need to attend and present at the meetings
    - v. Introduce guest speakers at the meeting and work with the Secretary on the agenda, timing, and program details

- vi. Manage and coordinate Business Member Commercials, which includes collection of business cards, drawing of winners, and scheduling the three winners for the next meeting
- vii. Send reminders to guests and presenting business of the drawings

**b. Social Chairperson**

- i. Coordinate the association's major program events: Annual Dinner in January, Government Forum in March, and Summer Picnic in July
- ii. Secure date, time, location, food, and drink for each event
- iii. Prepare and provide regular reports to the FTBA Board for board approval of all plans, expenses, and details related to each event
- iv. Send advance invitations, track responses, and report back to FTBA Board the attendance for each event and plan for accordingly
- v. Be on-site at least ½ hour before each event to ensure adequate preparation has been made
- vi. Work closely with the Program Chairperson to secure speakers and related details to each event, forming teams of helpers if needed
- vii. Secure business participants for the Business After-Hours held on the 4<sup>th</sup> Thursday in the months of February, April, June, August, and October, starting at 5:30 p.m.
- viii. Assist each business with preparation and execution of the Business After-Hours at their location
- ix. Prepare any stories or information pieces in the paper newsletter and on the website to help communicate and inform members and residents of each event

**c. Membership Chairperson**

- i. Maintain and manage the official current FTBA membership list in an excel spreadsheet format for use by the association and as its historical record
- ii. Collect, save and record all data from membership forms into the excel spreadsheet, which is to be made available to the FTBA Board
- iii. Data collected on the spreadsheet will include, but is not limited to all data provided on membership forms
- iv. Provide the FTBA Board at each board meeting an up-to-date listing of all active members, past members, and friends of the association, via email or paper copy
- v. Assist the Program Chairperson, Social Chairperson, Publicity Chairperson and other FTBA Board members with the creation of labels, envelopes, or other printed material needed for mailings and group emails
- vi. Ensure proper transfer of all electronic data and membership documentation to new Chairperson as terms expire

**d. Publicity Chairperson**

- i. Compile and create the paper newsletter as outlined in Article Six to be distributed to all active members on the 15<sup>th</sup> day of March, June, September, and December
- ii. Work with the membership to secure advertising in the paper newsletter, association website, local newspapers, or community events as approved by the FTBA Board
- iii. Notify local media outlets like Ft. Thomas Living, Recorder, and Inside Your Town of meetings and events as they occur
- iv. Assist the Program and Social Chairpersons on membership notification and advertising if needed throughout the year to promote meetings, speakers, events, etc.

**e. Webmaster**

- i. Maintain, manage, and improve the association's website, [www.ftba.biz](http://www.ftba.biz) as outlined in Article Six
- ii. Regularly update and check the accuracy of all web content including membership information, meeting dates and times, etc.

- iii. Maintain and manage the association's group email list to be used on a regular basis for notification of meetings, events, and other FTBA activities
- iv. Notify members via the association's group email list on the 1<sup>st</sup>, 15<sup>th</sup>, and Wednesdays before all general membership meetings
- v. Obtain up-to-date records of active members from the Membership Chairperson on a regular basis to ensure accuracy, work with the Publicity Chairperson to obtain any web advertising, and post event information by working with the Social and Program Chairpersons
- vi. Monitor the website to ensure performance and availability by working as the direct contact for the technology company acting as host and provider  
Note: The Webmaster must have adequate technology in his/her possession (computer, internet access, capacity, etc.) to meet the requirements to manage and maintain the website and the group email list

## **ARTICLE TEN                      Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt

## **ARTICLE ELEVEN                Amendment of Bylaws**

1. Bylaws can be repealed, amended, or revised by a two thirds vote of the members of the association at a General Membership Meeting
2. Proposed amendments or revisions shall be supplied in writing to the FTBA Board for review and consideration prior to a vote
3. Amendments and/or revisions to be voted upon by the general membership shall be supplied to all active members at least one week prior to the meeting
4. At the general membership meeting, proposed amendments and/or revisions are read and discussed in full before a vote is conducted
5. Bylaws, amendments, or revisions become effective upon approval

## **ARTICLE TWELVE              Dissolution**

1. The association shall be dissolved by an affirmative vote of two thirds of its members present at a meeting called for such purpose, and only after all proper claims against the association have been satisfied shall any assets be distributed pursuant to this article
2. Upon dissolution of the association, assets shall be disbursed equally to the Newport and Alexandria Business Associations

LAST AMENDED AND APPROVED:        **November 15, 2007**