

OFFICIAL BY-LAWS
of the
LAWRENCEVILLE BUSINESS ALLIANCE,
an incorporated organization

A. **MISSION AND PURPOSE:** The Lawrenceville Business Alliance (“LBA”) exists to:

1. Facilitate interaction and business relationships among its members;
2. Promote and recommend member businesses;
3. Create a sense of community between and among member businesses; and
4. Support local community activities and charitable organization.

These objectives will be accomplished through monthly LBA networking meetings, use of the LBA website to promote LBA and its members, LBA participation in Lawrenceville-area community events, and other activities.

B. **MEMBERSHIP AND DUES:**

1. **Membership:** LBA membership is open to all business-people in and around the Lawrenceville area and to elected officials and other individuals interested in the growth of the business community in and around Lawrenceville, Georgia.
2. **Dues:**
 - a. **Basic Membership:** Basic membership dues are currently **\$60.00** per year for an individual or the first member of a business. Additional individuals from a member business may be added for **\$30.00** per year. The annual dues may be changed from time-to-time as voted on by the LBA Board of Directors. Annual dues are payable on the anniversary the member’s enrollment in

LBA. Each member will be sent a written invoice and will have 30 days in which to make payment.

- b. **Non-Profit Organization Memberships:** 501(c) non-profit organizations will receive a 50% reduction from the basic membership dues.
 - c. **Termination for Non-Payment:** Membership will be terminated for non-payment of dues.
3. **Annual Meetings:** The annual membership meeting will be the regularly scheduled November meeting. New Board of Directors members will be elected during the annual meeting and will be installed at the first meeting the following year, usually during the January meeting.

C. **BOARD OF DIRECTORS**

- 1. **Election of Board of Directors:** At the Annual Meeting, the Board of Directors (“BoD”) will present a slate of nominees, prepared by a nominating committee of the BoD, for membership on the BoD for the upcoming calendar year. The nominating committee will invite suitable candidates and will accept nominations from members each October. Members will vote on the proposed slate of candidates by show of hands at the Annual Meeting.
- 2. **General Powers:** The primary responsibility of the BoD is to manage and direct LBA affairs. Other than normal operating expenses (e.g., networking meeting expenses, office supplies, website expenses, etc.), the BoD will not have authority to obligate LBA for any debt.
- 3. **Composition and Tenure:** The BoD shall consist of eleven (11) persons elected from LBA membership. BoD members shall be elected for a 2-year term and shall be eligible to serve two (2) consecutive terms.
- 4. **Officers:** The BoD, at its annual meeting in December, shall elect seven (7) LBA officers from the BoD members-elect elected in the prior Annual Meeting of the membership. The

officers will be: President, Vice President, Secretary, Treasurer, Membership Chair, Programs and Events Chair, and Member at Large. Any officer may be removed by the BoD when, in the judgment of the majority of the BoD members, such removal is in the best interest of LBA.

- a. **President:** The President shall be the chief executive officer of LBA and shall, in general, direct its business and affairs. The President shall be an official signatory of the LBA and may sign any instrument the BoD has authorized for execution. The President shall be exempt from annual dues during his/her tenure in office. Kevin Jones will serve as President until election of the first slate of officers. Such service will not affect his ability to serve two consecutive terms thereafter.
- b. **Vice President:** In the absence of the President, or in the case of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall also perform other duties that from time-to-time may be assigned by the BoD. The Vice President shall be exempt from annual dues during his/her tenure in office. Jason Bright will serve as Vice President until election of the first slate of officers. Such service will not affect his ability to serve two consecutive terms thereafter.
- c. **Treasurer:** The Treasurer shall have custody of, and responsibility for, all LBA funds. The Treasurer shall receive, and give receipts for, monies due and payable to LBA and shall deposit money in the name of LBA in banks or depositories as directed by the BoD. In addition, the Treasurer, in conjunction with the President, shall prepare and present a "Financial Summary" of the prior year's operations and an "Outline Budget" for the calendar year at the January LBA networking meeting. The Treasurer shall be exempt from annual dues during his/her tenure in office Herrari Hamilton will serve as Treasurer until election of the

- first slate of officers. Such service will not affect his ability to serve two consecutive terms thereafter.
- d. **Secretary:** The Secretary shall keep and maintain the minutes of the BoD meetings and, when required, the minutes of general and special member meetings. The Secretary shall prepare and circulate agendas for upcoming BoD and membership meetings as provided by the President. The Secretary shall be exempt from annual dues during his/her tenure in office. Lisa Engberg will serve as Secretary until election of the first slate of officers. Such service will not affect his or her ability to serve two consecutive terms thereafter.
 - e. **Membership Chair:** The Membership Chair shall be responsible for maintaining and growing LBA membership through, among other things, activities to attract and retain new members, communications with guests, and promotion of LBA through the LBA website. The Membership Chair shall be exempt from annual dues during his/her tenure in office. Heather Bellew, will serve as Membership Chair until election of the first slate of officers. Such service will not affect his or her ability to serve two consecutive terms thereafter.
 - f. **Programs and Events Chair:** The Programs and Events Chair shall be responsible for the overall development and management of LBA events and programs. Including, but not limited to recruiting and sponsors, and promotion of the events. The primary focus will be during the November and December months. With a focus on food insecurity and a toy drive of sort. Supporting the committee to develop the goals and theme for the event. Creating a comprehensive event timeline incorporating sub-committee time lines. Carol Love will serve as Programs and Events Chair until election of the first slate of officers. Such service will not affect his or her ability to serve two consecutive terms thereafter.

- g. **Member at Large:** The Member at Large shall serve as a liaison between the BoD and the rest of the LBA members. He or She has no specific duties, and the role may change according to need based on LBA. He or she shall understand that it is imperative that a member at large attends all board meetings. Attendance gives the member an understanding of the board's direction and stance on issues. Taking information back to the membership in a timely fashion. Bobbie Menneg will serve as Member at Large until election of the first slate of officers. Such service will not affect his or her ability to serve two consecutive terms thereafter.
5. **Financial Oversight:** The BoD will periodically review LBA's financial accounts. This review will be performed annual after LBA's books are closed for the fiscal year or at any other time deemed necessary by the President, including but not limited to after a new Treasurer takes office.
6. **Signatories:** The President, Vice President, and/or Treasurers shall be signatories on behalf of LBA for matters approved by the BoD, including but not limited to contracts or agreements. The Treasurer plus the President and/or Vice President shall sign checks on behalf of LBA. Notwithstanding the forgoing, only one signature shall be required for checks of less than \$500.00.
7. **Board Meetings:** The BoD shall meet quarterly at a time and place agreed to by the officers or, if no agreement can be reached, at a time a place designated by the President. Regular BoD meeting are open to the membership on a non-participatory basis. If approved by a majority of the officers, a special meeting of the BoD may be called with at least five (5) days' notice.
8. **Quorum:** A simple majority of the current BoD present a meeting shall constitute a quorum for the transaction of business at any BoD meeting. If a quorum is not present, the meeting shall be adjourned until a quorum is in attendance.

9. **Vacant Positions:** Vacant BoD positions shall be filled by election of a majority of a quorum of the board. The replacement BoD member shall complete the unexpired term of the former board member and be eligible for election to the board at the next annual meeting. If the replacement board member has served less than three (3) full years when his or her first full term expires, he or she shall be eligible for an additional term.

D. Committees

1. The BoD may appoint or designate committees to oversee, sponsor, direct and manage any special events, projects, and promotions adopted by the BoD. The committees will not assume any authority to commit funds or actions by LBA without BoD approval.
2. Each committee shall be directed by a chairperson appointed by the BoD and will report to the BoD. The BoD may ask committee chairpersons may be attend board meetings as appropriate.

- E. Products and Services:** LBA will endeavor to use products and services from members in good standing. Good business practices will prevail and competitive bids will be obtained as deemed necessary by the BoD. The BoD may commit up to \$500.00 without competitive bids on routine expenses or when time is of the essence.

F. Amendments:

1. These By-Laws may be amended at any BoD meeting so long as the following conditions are satisfied:
 - a. The BoD members are informed in writing by email at least seven (7) days before the meeting of the nature and details of the proposed amendment and the intent for the board to vote on same at such meeting;
 - b. If the proposed amendment has been proposed by someone who is not a BoD member, then that member is invited to attend the BoD meeting to present the proposed amendment;

- c. There is a quorum available to vote on the proposed amendment and the proposed amendment is approved by a two-thirds majority of the BoD members who vote on the proposal; and
 - d. Voting is by show of hands, and the count is made by the President or Vice President.
 2. The full membership shall be advised of any approved amendment by announcement of same of the LBA website within seven (7) days of such change.
- G. **Dissolution:** LBA may be dissolved as follows:
 1. Members shall be informed in writing by email at least seven (7) days prior to the meeting at which there will be a vote of intent to vote to dissolve the association.
 2. There is a quorum available to vote on dissolution and dissolution is approved by two-thirds of the members who vote on the issue.
 3. Voting will be by a show of hands, and the count will be made by the President or Vice President.
 4. If dissolution is approved, the full membership shall be advised of the dissolution by announcement on the LBA website.
 5. If dissolution is approved, then within one-month of such approval, the Treasurer shall place for auction on a public site such as ebay all non-monetary LBA assets. Members shall be made aware of the auction and may bid on the items.
 6. Following liquidation of LBA's assets as in paragraph 5, above, any funds belonging to LBA will be distributed as follows:
 - a. All outstanding LBA debts and obligations shall be paid.
 - b. If funds remain after payment of all LBA debt, then funds will be distributed evenly to all members who are

current in their dues payment up to the amount of the last dues payment he or she paid.

- c. If funds remain after the payments described in paragraph b, above, then the remaining funds will be donated to local Lawrenceville-based charities as designated by the BoD.