

**The Official By-Laws**  
**of the Worthy and Honorable Organization, known as the**  
**Suwanee Business Alliance**

1. **MISSION and PURPOSE** : The Suwanee Business Alliance exists in order to :
  - a. Facilitate interaction and business relations between members
  - b. Promote and recommend member businesses to others
  - c. Create a “sense of community” between member businesses
  - d. Support local community activities and charitable organizations

These objectives will be accomplished through monthly networking meetings of the SBA, operation of the SBA website promoting the SBA and its members, participation in community events such as Suwanee Day, organization of an annual Golf Tournament, and various other activities.

2. **MEMBERSHIP and DUES**

- a. Membership in the SBA is open to all business people in and around the Suwanee area, and also to elected officials and other individuals with an interest in growing the business community in the Suwanee area.
- b. **Dues** : Annual dues are currently **\$60.00** per member. Additional memberships for other individuals from the same company are currently **\$30.00** annually per person. The level of the annual dues may be changed from time to time, as voted on by the SBA Board of Directors (BoD). Annual dues are payable on the anniversary of each member’s enrollment in the SBA.
- c. **Non-Profit Organizations** : Non-profit organizations (*501 (C)(3) corporations only*) will receive a 50% reduction (currently **\$30**) from the standard annual membership dues. The dues for additional memberships from these organizations are currently **\$20** per year. The level of the annual dues may be changed from time to time, as voted on by the BoD.
- d. **Termination of Membership** : Membership will be terminated for non-payment of dues. Each member will be sent a written invoice, and have 30 days in which to make payment.
- e. **Election of the BoD** : At the Annual Meeting, the BoD will present a slate of nominees, prepared by a Nominating Committee of the board, for membership of the BoD for the upcoming year. The Nominating Committee will invite suitable candidates and accept nominations from the membership during the month prior to the Annual Meeting in November. Members will vote on the proposed slate of candidates by show of hands at the Annual Meeting.
- f. **Annual Meeting** : The annual membership meeting will be the November meeting. The new Board members will be elected at that time and installed at the first meeting in the new year, usually the January meeting.

### 3. BOARD OF DIRECTORS

- a. **General Powers** : The primary responsibility of the Board of Directors (BoD) is to manage and direct the affairs of the SBA. Other than normal operating expenses (e.g. networking meeting expenses, office supplies, website expenses, etc.), the BoD will have no authority to obligate the SBA for any debt.
- b. **Board Composition and Tenure** : The BoD shall consist of eleven (11) persons, elected from the membership of the SBA. Board members shall be elected for a 2-year term, with half of the Board members being elected each year. Board members shall be eligible to serve 2 consecutive terms.
- c. **Organization of the Board** : The BoD, at their annual meeting in November, shall elect five (5) SBA officers from the board membership. These officers will be the President, Vice President, Secretary, Treasurer and Membership Chair. Each officer shall hold office until a successor has been elected.
- d. **Removal of Officers** : Any officer may be removed by the BoD when, in the judgement of the majority of board members, it is in the best interest of the SBA.
- e. **President** : The President shall be the principal officer of the SBA, and shall, in general, direct the business and affairs of the SBA. He/she will be an official signatory of the SBA, and may sign, along with any designated SBA officer, any instrument that the BoD has authorized for execution. The holder of the office of President shall be exempt from the annual dues during his/her tenure of office.
- f. **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 holder of the office of Vice President shall be exempt from the annual dues during his/her tenure of office.
- g. **Treasurer** : The Treasurer shall have custody of, and be responsible for, all funds belonging to the SBA. The Treasurer shall receive, and give receipts for, monies due and payable to the SBA, shall deposit all money in the name of the SBA in banks or depositories, as directed by the BoD. In addition, the Treasurer, in conjunction with the President, shall prepare & present an "Outline Budget" for the coming year, at the January networking meeting of the SBA, and a "Financial Summary" of the previous year's financial activity at the December networking meeting of the SBA. The holder of the office of Treasurer shall be exempt from the annual dues during his/her tenure of office.
- h. **Secretary** : The Secretary shall keep the minutes of the BoD meetings, and, when required, the minutes of the general and special member meetings. The Secretary shall maintain the records of the minutes of board meetings, and circulate the agendas for upcoming board meetings, as provided by the President. The holder of the office of Secretary shall be exempt from the annual dues during his/her tenure of office.
- i. **Membership** : The board member responsible for Membership shall be responsible for maintaining and growing the membership of the SBA, through activities to attract and retain new members, maintenance of records of, and communications with, guests at meetings, and general promotion of the SBA through the primary communication

channel, the SBA website. The holder of the office of Membership shall be exempt from the annual dues during his/her tenure of office.

- j. **Financial Oversight** : The BoD will periodically review the financial accounts of the SBA through the appointment of a Finance Committee. This review will be performed annually after the SBA Books are closed for the fiscal year, or at any other time deemed necessary by the President, such as after a new Treasurer takes office. The Finance Committee shall consist of at least 2 people, one of which will be a BoD member and another should be a non-BoD member, with all members willing to donate their time to this short-term assignment.
- k. **Signatories** : The President, Vice President and Treasurer shall be signatories on behalf of the SBA for matters approved by the SBA BoD, such as contracts or agreements. The Treasurer plus the President and/or the Vice President to be signatories of checks on behalf of the SBA.
- l. **Board Meetings** : The BoD shall meet monthly, at a time and place agreed to by the officers. Regular BoD meetings are open to the membership on a non-participatory basis.
- m. **Special Board Meetings** : A special meeting of the BoD may be called with at least five (5) days advance notice.
- n. **Quorum** : A simple majority of the current BoD present at 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 rescheduled.
- o. **Voting** : A simple majority of directors at any meeting where a quorum is present may conduct and vote on SBA business, except for matters regarding changes in these by-laws.
- p. **Vacant Board Positions** : Vacant board positions shall be filled by election of a majority of a quorum of the BoD. The newly-elected Board members shall complete the unexpired term of the former Board members, and be eligible for election to the board at the next annual election date.

#### 4. COMMITTEES

- a. 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 the SBA, without the approval of the BoD.
- b. Each committee will be directed by a designated Chairperson and will report to the BoD. Committee Chairpersons may be invited to attend Board meetings at appropriate times, at the discretion of the BoD.

#### 5. SERVICES & PRODUCTS

- a. The SBA will endeavor to use products and services from members in good standing. Good business practices will prevail and competitive bids will be obtained when deemed necessary. The BoD may commit up to \$500.00 without competitive activity on routine expenses, or when time is of the essence.

## **6. AMENDMENT OF SBA BY-LAWS**

- a. The By-Laws of the SBA may be amended at any board meeting of the SBA, as long as the following conditions have been met :
  - i. Board members have been informed, in writing by e-mail, at least 7 days before the meeting concerned, of the nature and details of the proposed by-law change.
  - ii. If the proposed change to the By-Laws has been proposed by a non-board member, then that member has been invited to attend the board meeting concerned in order to present & argue his/her proposed change.
  - iii. A two-thirds majority of the board members present at the meeting agree to the proposed change, after hearing presentations for and against the proposal.
  - iv. Voting was by show of hands, and the count was made by the President or Vice President as chair of the meeting.
  - v. The full membership was alerted to the by-law change by subsequent announcement on the SBA website within 7 working days.

## **7. DISSOLUTION OF THE SBA**

- a. If the general membership desires to dissolve the SBA, the procedures below shall be followed.
  - i. Members shall be informed, in writing by e-mail, at least 7 days before an upcoming meeting, of the nature and details of the proposed dissolution.
  - ii. A two-thirds majority of the members present at the meeting agree to the proposed dissolution, after hearing presentations for and against the proposal.
  - iii. Voting shall be by show of hands, and the count shall be made by the President or Vice President as chair of the meeting.
  - iv. The full membership shall be alerted to the dissolution motion by subsequent announcement on the SBA website.
  - v. Following dissolution, the funds remaining in the SBA bank accounts shall be distributed as follows :
    1. All outstanding debts & obligations of the SBA shall be paid, or accrued for, by the Treasurer. Assuming that sufficient funds remain, each member will receive a refund of 50% of his/her annual dues for the current year.
    2. Remaining funds, if any, will be donated to local Suwanee charities, as designated by the SBA Board members.
    3. Trademarks, domain names, tradeshow items, furniture and any other physical or intellectual assets of the SBA shall be disposed of by auction through e-Bay or similar site, managed by the Treasurer. Members shall be made aware of this auction in order that they may bid on items if they wish. Any funds raised will be added to the funds mentioned above.