

BYLAWS OF THE PHOENIXVILLE AREA BUSINESS ASSOCIATION



Dear Members,

Please read and consider the changes to our By-Laws as set forth by the Executive Officers.

Normal print demonstrates the current By-Laws. Items in *italics* represent changes the Executive Officers are recommending.

Items in **bold** represent any comments or reasoning that the executive officers would like you to consider.

Under each potential change, is a voting block where you can check yes or no. This is for those who will not be present at the January meeting, but would still like to register their vote.

One overall change the Executive Officers agreed to was to change the By-Laws to more gender neutral language as all the officer position references referred to males only.

ARTICLE I- NAME

The organization is to be known as the Phoenixville Area Business Association.

ARTICLE II – OFFICES

- 1. The registered office of the organization shall be located at P.O. Box 235, Phoenixville, PA 19460
- 2. The organization shall have offices at such location as it may be deemed necessary from time to time.

- 1. *The organization shall have offices at such location as it may be deemed necessary from time to time.*
- 2. *The mailing address of the organization shall be located at P.O. Box 235, Phoenixville, PA 19460.*

Vote on changing Article II

YES

No

ARTICLE III –PURPOSE AND PHILOSOPHY

The purpose and philosophy of the organization shall be as follows:

- a.) To attract and promote business in the Phoenixville Area, with a concentration on the revitalization of the Downtown Business District;
- b.) To provide for a pooling of resources and source for group purchasing efforts amongst business people with common interests in the Phoenixville Area.
- c.) To provide a network for business referral amongst the organization’s membership;
- d.) To provide for the educational and social needs of its membership;
- e.) To engage in such other business as the Association might be allowed, by law or otherwise.

ARTICLE IV-MEMBERSHIP

- A.) Membership in the Association shall be open to any and all business persons in the Greater Phoenixville Area.
- B.) Annual dues for membership in the Association shall be set at \$60.00 per year, however, any member who is also a member in good standing of the Phoenixville Area Chamber of Commerce shall be charged the sum of \$50 for membership in the Association.
- C.) The following shall constitute grounds for dismissal from membership in the association:
 - a. Non-payment of dues;
 - b. Such other grounds as may from time to time be determined by the Association’s Executive Officers.
- D.) Upon dismissal or termination of membership, the former member shall not be entitled to the benefits and privileges of membership in the Association, particularly, but not limited to any right to participate in the Association’s group medical plan.

A. Membership in the Association shall be open to any and all businesses in the Greater Phoenixville area, non-profit organizations that serve the Greater Phoenixville area and individuals who are invested in the betterment of the Phoenixville area.

B. Annual dues for membership in the Association shall be set as follows:

- \$75.00 per year for businesses with 0-5 employees,
- \$125.00 per year for businesses with 6 or more employees,
- \$70.00 per year for non-profit organizations,
- \$40.00 per year for associate members.

(suggestions were made that if this person gets a vote, they should pay \$75.00, if they do not and they are just associate members with no vote they pay \$25.00 per year. These are folks that want to be involved, but don't own a business).

Vote on Changing Article IV

YES No

ARTICLE V-MEETINGS

1. The regular meeting of the Association shall be held on the first Tuesday of each month, at 8:30 a.m.
2. Special meetings may be called by the President or by majority vote of the Board of Directors at anytime.

1. *The regular meetings of the Association shall be held on the second Wednesday of each month at 6:30 PM.*

Vote on changing Article V.

Yes No

ARTICLE VI-OFFICERS

1. Executive Officers of the Association shall be chosen by the membership-at-large at its' March regular meeting. The Executive Officers shall be President, Vice President, Secretary, and Treasurer. The officers shall serve a term of two (2) years.
2. Any officer of the Association may be removed by a 2/3 vote of the membership present at a regular or special meeting attended by at least 20% of the total membership where, in the Association's judgment, the best interests of the Association will be served thereby.
3. The president shall be the Chief Executive Officer of the Association; he shall preside at all meetings; he shall have general and active management of the affairs of the Association and shall see that all orders and resolutions of the Association are carried into effect. He shall execute bonds, mortgages and other documents in the name of the Association. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
5. The Secretary shall attend all meetings of the members and act as clerk thereof, and record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the associations when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such other duties that may be prescribed by the Board of Directors or President, under whose supervision he shall be.
6. The Treasurer shall have custody of the Association's funds and securities and shall keep full and accurate accounts and receipts and disbursements in books belonging to the Association and shall keep the moneys of the Association in a separate account to the credit of the Association. He shall disburse the funds of the Association as may be ordered or required taking proper vouchers for such disbursements, and shall render to the President and Officers, at the regular meetings of the Association or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the association.
 1. *Executive Officers of the Association shall be chosen by the membership-at-large at its' November meeting and take office in January of the following year. The Executive Officers shall be President, Vice President, Secretary, and Treasurer. The officers shall serve a term of two (2) years.*
 2. *The president shall be the Chief Executive Officer of the Association; he shall preside at all meetings; he shall have general and active management of the affairs of the Association and shall see that all orders and resolutions of the Association are carried into effect. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. (Recommendation is to delete the text "He shall execute bonds, mortgages, and other documents in the name of the Association.")*

Vote on changing Article VI

Yes

No

ARTICLE VII-VACANCIES

If the office of any Officer or Agent, one or more, becomes vacant for any reason, the Executive Officers may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VIII-BOOKS AND RECORDS

1. The Association shall keep an original or duplicate record of the proceedings of the members and the Officers, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association and an original or a duplicate membership register, giving the names of the members and showing their respective addresses and the class and other details of the membership of each. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided herein shall be kept at either the registered office of the Association in this Commonwealth, or at its principal place of business wherever situated.

2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person, or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and officers and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a Power of Attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Association at its registered office in this Commonwealth or at its principal place of business, wherever situated.

1. *The Association shall keep the By-Laws, including all amendments, records of the members, minutes of the meetings, and annual reports shall be kept by both the President and Secretary of the Association. Each Executive Officer shall have a copy of the By-Laws and membership records. Meeting minutes will be distributed by email or in person, as requested and at each meeting to approve the minutes of the previous meeting.*

Vote on changing Article VIII

Yes

No

ARTICLE IX-OFFICER LIABILITY

A director or officer of the Association shall not be personally liable for monetary damages for any action taken on behalf of the Association or any failure to take action, unless;

1. The Director or Officer has breached or failed to perform the duties of his office under Section 8363 (relating to the standard of care and justifiable reliance); and
2. The breach or failure to perform constitutes a self dealing, willful misconduct or recklessness.

Exception: The provisions of this section shall not apply to:

1. The responsibility or liability of a Director or Officer pursuant to any criminal statute; or
2. The liability of a Director or Officer for the payment of taxes pursuant to Local, State, or Federal Law.

ARTICLE X- COMMITTEES

1. The standing committees of the Association shall be as follows:
 - a. Membership
 - b. Ways and Means

c. Public Relations & Promotion

2. The President may also from time to time establish such ad hoc committees as may be necessary or advisable.

1. *The standing committees of the Association shall be as follows:*

a. *Membership Committee*

b. *Events Committee*

Vote on changing Article X

Yes

No

ARTICLE XI- ANNUAL REPORT

1. The Officers of the Association shall present annually to the members a report, verified by the President and Treasurer, showing in appropriate detail the following;
 - a. The assets and liabilities of the Association as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal change in assets and liabilities during the year and immediately preceding the date of the report;
 - c. The revenue or receipts of the Association both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
 - d. The expenses or disbursements of the Association for both general and restricted purposes, during the year immediately preceding the date of the report.
 - e. The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of the members.

ARTICLES XII-NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid to his address appearing on the books of the Association. If notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for transmission to such person. A notice of meeting shall specify the place, date, and hour of the meeting and any other information required by statute or by these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

1. *Executive Officers will take ordinary measures to make certain that members have advanced knowledge of the meetings, both regular and special meetings.*
2. *Members wishing to receive notice must leave the appropriate and preferred contact information with the Executive Officers and must update the information with any changes.*

Vote on changing Article XII

<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
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ARTICLE XIII-MISCELLANEOUS PROVISIONS

1. The fiscal year of the Association shall begin on the 1st day of January of each year.
2. One or more persons may participate in a meeting of the Association by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute a presence in person at such meeting.

ARTICLE XIV-AMENDMENTS

1. By-Laws may be adopted, amended, or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notices to the members of that purpose.