



**Business On Broadway, INC.
Fort Wayne, IN
Bylaws
January 1, 2011**

Article I – Name and Organization

Section 1: This organization shall be known as Business On Broadway, hereinafter referred to as BOB or The Association.

Section 2: Business On Broadway is an independent, non-profit corporation, organized, established and existing under the laws of the state of Indiana, and located in Fort Wayne.

Article II – Mission and Objectives

Section 1: The mission of Business On Broadway is to support the interests of business and property owners on Broadway and to provide a professional forum for promotion, education and networking among its member businesses.

Section 2: The objectives of Business On Broadway shall be:

- A. To establish an organization of the business persons thoroughly representative of the professional interests of the businesses located along the Broadway corridor in Fort Wayne, IN.
- B. To promote and encourage the creation and expansion of businesses and professional organizations along the Broadway corridor.
- C. To establish a business climate favorable to Broadway-based business and professional enterprises.
- D. To encourage active participation by local business people and organizations and citizens in all things related to Broadway corridor business and professional development.
- E. To unite the members of the Broadway business community and to promote a greater sense of business and social unity and esprit among the BOB membership.
- F. To present a united voice regarding issues of concern to Broadway area businesses and professionals.
- G. To work to improve the reputation, aesthetics and condition of the Broadway corridor and to increase awareness of the historic and unique personalities of Broadway businesses and properties.

Article III – Membership

Section 1: Eligibility - Any owner, partner, corporate officer, designated representative or “friend” of any recognized business, business activity, profession, or other legitimate business enterprise located with offices on Broadway (from Main Street to Rudisill Boulevard) or adjacent to the Broadway corridor in the city of Fort Wayne (i.e. property is on the corner of Broadway and “other street” and address is “other street” or property shares a common property line with a property that is on Broadway) is eligible for membership in Business On Broadway. BOB membership application shall be submitted for consideration of membership. Members are only allowed to represent the one business or organization for which membership was originally applied for and granted. No dual representation will be allowed.

Section 2: Approval - The Board of Directors shall, at its sole and absolute discretion, but consistent with the provisions of Section 1 review and act as the final approving authority for all applications for membership in Business On Broadway.

Section 3: Dues - The annual dues of this Association for regular members shall be in an amount recommended by the Board of Directors and approved by the membership of the Association in connection with the approval of the annual budget. Dues must be submitted with application of membership and shall be refunded if membership is not approved. Dues will not be pro-rated due to timing of the application submission. Any member who refuses or neglects to pay its indebtedness due to Business On Broadway within ninety (90) days from the due date shall be automatically suspended. The Treasurer shall send written confirmation of the automatic suspension to said member, registered receipt requested. If the default is not corrected within thirty (30) days thereafter said member shall be automatically dropped from the membership rolls, unless the Board of Directors shall take contrary action.

Section 4: Assessments - Assessments regarding events, activities, or functions conducted by BOB shall not be an administrative expense and must be established either by the Board of Directors or by a majority vote of the active general membership during any regular or special meeting. Any decision by the Board of Directors regarding assessments must be ratified by the general membership.

Section 5: Voting – Active members in good standing (those that have paid their dues) shall have the privilege to vote on issues brought forth before the membership. Each business member shall have one vote.

Article IV – Board of Directors

Section 1: General Management - The management, direction, and control of the officers of the association shall be in the Board of Directors, consisting of the Association President, Vice- President, Secretary, Treasurer, Immediate Past President, and six members at large. The Board of Directors shall exercise general control of the business, property, and affairs of the corporation and shall have the power to act as a body for the association between meetings.

Section 2: Regular Meetings - Regular meetings of the Board of Directors shall be held monthly throughout the calendar year.

Section 3: Special Meetings - Special meetings of the Board may be called by the President or by three members of the board by giving at least two (2) days notice to all Board Members and shall specify the particular business to be transacted at said meeting.

Section 4: Quorum - The quorum for all board meetings shall be six members of the board.

Section 5: Vacancies - Any vacancies that may occur may be filled by a majority vote of the members present at the next regular *Association* meeting or a meeting so called for that purpose of the Association for the unexpired term of the Board member whose seat is presently vacant.

Section 6: Removal - Any director may be removed from office for cause deemed sufficient by a not less than two-thirds vote of the entire membership of the Board at a meeting so called for that purpose and his/her successor may be elected at that meeting, subject to the approval of the general membership.

Section 7: Installation and Term of Office - The installation of the ~~officers and~~ directors shall take place at the regular January general membership meeting. ~~Officers (President, Vice-President, Secretary, Treasurer and immediate past President) shall hold office for one year or until their successor(s) shall be elected.~~ The term of office for directors shall be two years with some positions elected for only one year during the initial election in order to allow for the staggering of terms and to avoid having a board with no experienced members. *The election and installation of the Officers (President, Vice-President, Secretary, Treasurer and immediate Past President) shall occur at the first Board meeting following the General Membership January meeting. The Officers shall hold office for one year or until their successor(s) shall be elected.*

Article V – Business On Broadway Officers and Directors

Section 1: The officers of the Corporation shall be as follows: President, Vice-President, Secretary, and the Treasurer. No person may hold more than one office.

Section 2: Eligibility - Any member, in order to be eligible to become an officer or director, shall have been a member of BOB for at least one year, with the exception of the first year when all officers and directors are also new members as the organization has not previously existed. No member in arrears of dues shall be eligible to serve as an officer or member of the Board of directors.

Section 3: Nominations - The president shall appoint, in September of any given year, a nominating committee of three members, who shall draw a ballot for the ~~offices of the President, Vice-President, Secretary, Treasurer and~~ Board of Directors, for any terms which are expiring and shall present such a ballot to the general membership at the next regular meeting or special meeting. At that time, additional nominations, if any, may be made from the floor, whereupon the nominations process shall be closed and nominations for the respective officers and directors shall be listed in the meeting notice at where elections will take place.

Section 4: Installation and Terms of Office - The installation of the BOB ~~officers~~ Directors shall take place at the regular January meeting and they shall hold office for *two years or until their successors shall be elected.* The six at-large board members shall serve two years with three elected in even number years and three elected in odd number years. *The installation of the BOB Officers shall take place immediately after their election at the first Board meeting following the General membership January meeting. The Officers shall hold office for one year or until their successor(s) shall be elected.*

Section 5: The duties of the Officers shall be:

President: The President shall be the Chief Administrative Officer of the Corporation. He or she

shall preside over all meetings of BOB and at all meetings of the Board of Directors. The President shall carry into effect or cause to be carried into effect all orders and resolutions of the Board of Directors, and shall discharge such other duties as may from time to time be prescribed by the Board of Directors and the Membership. The President shall serve on the Board of Directors of one year as Immediate Past President upon completion of his or her term as President; shall direct official correspondence; shall be an ex-officio member of all committees; shall appoint all committees not otherwise provided for by vote of the BOB membership or by these By-laws; and may, at his or her discretion or upon the written recommendation of the Board of Directors, remove from office any member of the committee, for the neglect of duty or for any cause deemed sufficient; he or she shall fill vacancies in committees. The President shall approve all bills or claims against BOB, and the same are paid by the Treasurer. The President shall enforce these By-laws and perform all duties incidental to the office of President. The President shall be responsible for establishing the agenda of each general membership meeting, moderate all meetings, schedule and hold the monthly Board of Director meetings and oversee additional committees.

Vice-President: The Vice- President shall, in the absence or disability of the President, perform these duties and exercise the powers of the President and shall perform such other duties as the Board of Directors, members or the President shall prescribe. The Vice President shall serve as the Parliamentarian at all meetings, act as Membership chairperson for BOB and maintain the membership and related data bases and files.

Secretary: The secretary shall attend all meetings of BOB and of the Board of Directors and shall be responsible for recording the minutes of all proceedings in books belonging to BOB. The Secretary shall likewise be responsible for notifying all members and /or officers or directors of meetings of BOB and shall be responsible for attending to all correspondence of BOB. The Secretary shall be under the supervision and direction of the President and shall act as liaison officer between the membership, officers, and directors, committee members and/or other parties having legitimate interest in the business activities of BOB. He or she shall keep the general records of Business On Broadway and track attendance at all Board of Directors and general membership meetings. He or she shall present to the Directors or membership all communications addressed to BOB or to him or her as Secretary. The Secretary shall file any and all reports or other documents with the Indiana Secretary of State or other legitimate authority by law for a non-profit corporation. He or she shall attend to and complete the duties regarding any matter pertaining to the office of Secretary.

Treasurer: The Treasurer shall be responsible for the receipt, care, and safe custody of all funds and securities of Business On Broadway. All funds of BOB shall be deposited to the credit of Business On Broadway in depositories designated by the Board of Directors or members and may be withdrawn only by a check signed by the Treasurer and the President, or by the Treasurer and the Immediate Past President. The Treasurer shall disburse funds only as may be ordered by majority vote of the Board of Directors or members for items not part of the approved budget. The Board of Directors shall have a limit of one hundred dollars for operating expenses. The Treasurer shall keep correct books of account as the membership may require. The Treasurers' books and accounts shall be open for inspection at all times by any officer or member of the Board of Directors. The Treasurer shall furnish, if requested or required, a surety bond from a company acceptable to the Board of directors, should said Directors deem necessary. The premium for such bond shall be paid for from Business On Broadway funds. The Treasurer shall furnish an annual written financial report to members at the annual meeting. He or she shall do and perform all duties of and pertaining to the office of Treasurer, including the collection of membership dues.

Board Members: Board Members shall serve a two-year term with the exception of those elected for only one year during the initial election in order to allow for the staggering of terms and to avoid having a board with no experienced members.

Article VI – Meetings

Section 1: Regular Meetings - The regular annual membership meeting of Business On Broadway shall be held at St. Joseph Hospital, 700 Broadway, on the fourth Thursday of January at 5:30 p.m. At the sole discretion of the Board of Directors and with ample notice to the general membership, a regular meeting date and location may be changed. The Directors shall use reasonable discourse with changing a meeting, e.g. because the meeting has been scheduled at a time which will conflict with another meeting and such conflict will not be in the best interest of BOB; or, because of the availability or non-availability of speakers; because of weather, or because of other purposes deemed reasonable by said board of directors.

Section 2: Special Meetings - Special meetings may be called by the President, a majority of the Board of Directors or at the request of ten general members. A minimum of five (5) days notice will be given in writing to each member.

Section 3: Quorum - Eleven members shall constitute a quorum.

Section 4: Parliamentary Procedures - The rules contained in “Robert’s Rules of Order Revised” govern Business On Broadway in all cases in which said Rules are applicable, and in which they are not inconsistent with the By-Laws or any special rules of Business On Broadway.

Article VII – Operations

Business On Broadway, INC. shall operate on a calendar year basis defined as January 1st through December 31st.

Article VIII – Execution of Instruments

Section 1: Bank Accounts - Bank accounts shall be maintained at banks and trust companies approved by the Board.

Section 2: Borrowing - No officer shall have the authority to borrow money in the name of Business On Broadway, except by vote of the Board.

Section 3: Deeds, Leases, Mortgages, Etc. - With the advice, consent and written authorization of the Board, deeds, leases, mortgages, contracts, and other legal instruments requiring the signature and seal of Business On Broadway, INC. shall be executed in behalf of BOB by the President, or if he or she is not available, by the Vice-President, and the Secretary and the Treasurer unless generally or in a particular instance the Board shall otherwise order or provide.

Article IX – Amendments

These By-Laws may be altered, amended, or repealed or revised by a two-thirds vote of the

membership, in good standing, at any regular, annual, or special meeting of Business On Broadway provided a copy of such proposed amendments or revisions shall be discussed and acted upon . These By-Laws shall be reviewed as deemed necessary. ~~at least annually by a committee consisting of three members, appointed by the President.~~



**Business On Broadway, INC.
Fort Wayne, IN
Bylaws
January 1, 2009
*Amended January 27, 2011***

Signatures of Approval

The following founding members of Business On Broadway indicate approval and agreement to the above By-Laws dated January 1, 2009 by signing below:

Name: _____ Date: _____
Business Name: _____
Business Address: _____

Name: _____ Date: _____
Business Name: _____
Business Address: _____

Name: _____ Date: _____
Business Name: _____
Business Address: _____

Name: _____ Date: _____
Business Name: _____
Business Address: _____

Name: _____ Date: _____
Business Name: _____
Business Address: _____

Name: _____ Date: _____
Business Name: _____
Business Address: _____

Name: _____ Date: _____
Business Name: _____

Business Address: _____

Name: _____ Date: _____

Business Name: _____

Business Address: _____