

Gold Canyon Business Association Incorporated Bylaws

Bylaws of Gold Canyon Business Association, Inc. of Gold Canyon, Arizona

ARTICLE I General Information

Section 1. NAME

The name of the corporation Gold Canyon Business Association, INC. (also known as GCBA).

Section 2. PURPOSE

The purpose of the Association shall be to provide a forum to discuss, represent and/or become an advocate for the business membership of the Greater Gold Canyon Area. The Association will disseminate information pertaining to any public, private, governmental, commercial or developmental activities that may affect the present or future character or environment of the Greater Gold Canyon Business Community, and to serve as a conduit between those entities and the membership.

Section 3. FISCAL YEAR

The fiscal year of the Gold Canyon Business Association shall be the calendar year of January 1 to December 31.

Section 4. DEPOSITORY

The Board of Directors is authorized to establish a checking account with a local bank protected by the Federal Deposit Insurance Corporation. Additional accounts such as Money Market Accounts or Certificates of Deposit are also authorized, as the Board deems necessary or useful, for the investment of Association funds; such accounts must also be protected by the FDIC. Authorized signatures on all accounts shall consist of the Treasurer's and the President's signature.

ARTICLE II Members

Section 1. MEMBERSHIP

Members will consist of business owners, government agencies, civic groups, or their Representatives. These groups must be conducting their business or influencing business functions within the geographical boundaries of the Greater Gold Canyon Area. The Board of Directors will designate the "Greater Gold Canyon Area".

Section 2. DUES

The Board of Directors shall establish Annual Membership Dues to cover administrative and operational costs of G.C.B.A. and other expenses deemed necessary by the Board. Dues shall be levied annually.

ARTICLE III Meeting of Members

Section 1. REGULAR

The regular meetings of the members may be called at any time by the President or by the Board of Directors to inform, advise, and update the members of any information or action affecting the Association or its members. The Board of Directors shall designate the location, date, and time of such meetings and notify the members in writing at least two (2) weeks in advance of said meeting.

Section 2. ANNUAL

The regular meeting in January shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports from the officers and committees, and for any other business that may arise. The Board of Directors shall designate the location, date, and time of such meeting and notify the members in writing at least two (2) weeks in advance of said meeting.

Section 3. SPECIAL MEETINGS

Special meetings may be called by the President or by the Board of Directors, and shall be called upon the written request of at least ten (10) percent of the members of the Association. The purpose of the meeting shall be stated in the call. At least (2) week notice shall be given.

Section 4. QUORUM

The presence at a meeting of no less than ten (10) percent of the members of the Association shall constitute a quorum.

Section 5. VOTING

Members of the Gold Canyon Business Association current in the payment of dues are eligible to vote. Votes are restricted to one vote per business. Written ballots shall be used for the election of Board members; all other issues may be voted by show of hands. To be eligible to vote at the Annual Meeting, dues must be received by the Gold Canyon Business Association by the end of the preceding month.

ARTICLE IV Board of Directors

Section 1. GENERAL DUTIES

The Board of Directors shall hereinafter be referred to as the "Board". The affairs of the Gold Canyon Business Association shall be managed by the Board, and the Board shall have the usual powers of a Board of Directors of a nonprofit membership corporation. The Board shall make all the rules and regulations that it deems necessary or proper for the governance of the Gold Canyon Business Association for the due and orderly conduct of its business affairs and management of its assets consistent with the Articles of Incorporation and Bylaws. Payment of all accounts payable requires authorization of the Board.

Section 2. NUMBER

The affairs of this Association shall be managed by a Board of five (5) Directors.

Section 3. ELECTION AND TERM

At the first Annual Meeting the members shall elect one (1) Director for a term of one (1) year, two (2) Directors for a term of two (2) years and two (2) Directors for a term of three (3) years; and at each Annual Meeting thereafter the members shall elect an appropriate number of Board members to fill those terms expiring at that

meeting to a term of three (3) years. The candidate or candidates receiving the largest number of votes shall be elected. Candidates for Board of Director must be active members in good standing. In the event of a tie vote, a runoff election between or among the tied candidates will occur and the candidate with the largest number of votes will then be declared the winner. Election of Board Members shall be by written ballot. Their term of office shall begin at the close of the Annual Meeting at which they are elected.

Section 4. NOMINATIONS

At least sixty (60) days before the Annual Meeting, the Board shall appoint a member to serve as chairperson of the Nominating Committee. The chairperson will then appoint at least two (2) but not more than five (5) members of the Association to that committee. Current Board members of the Gold Canyon Business Association may not serve on the Nominating Committee. The Nominating Committee shall submit a list of candidates to the membership at the Annual Meeting. Additional nominations may be made from the floor by eligible members at Annual Meeting. The Secretary will be asked to place one vote for the election if there are no contested Board positions.

Section 5. REMOVAL

Any member of the Board absent from the regular Board meetings without valid reason may be removed from the Board by a majority vote of the Board. Any member of the Board may be removed from the Board with or without cause, by a 2/3 majority vote of the members at any Annual or Regular meeting of its members.

Section 6. BOARD VACANCIES

In the event of death, disability, resignation or removal of a board member, a successor from the membership in good standing shall be appointed by the remaining Board members to fulfill the unexpired term.

Section 7. MEETINGS

The Board is encouraged to meet monthly, but is required to meet at least once each quarter at a location, date and time determined by the Board. Meetings of the Board shall be held when called by the President or by any two (2) Board members, after not less than two (2) days notice to each Board member.

Section 8. QUORUM

A majority of the Board members shall constitute a quorum. Lack of a quorum precludes any business of the association from being conducted.

ARTICLE V Officers of the Board

Section 1. ENUMERATION

The officers of the board shall be: President, Vice-President, Secretary and Treasurer and At Large

Section 2. ELECTION AND TERM

The officers shall be elected from the board membership by the Board members at their first meeting following the Annual Meeting in January. This meeting shall occur within two (2) weeks following the Annual Meeting. The term of office for all officers shall be one (1) year. No officer shall serve more than three (3) consecutive years in the same office.

Section 3. OFFICER VACANCIES

Any vacancy in an office shall be filled by the Board, by appointment for the unexpired term. All such appointed officers shall serve until the conclusion of the Annual Meeting of the members in January.

Section 4. DUTIES

The duties of the officers shall be as follows:

A. President

The President shall preside at all General Member Meetings and meetings of the Board; shall be responsible for the usual duties of a general membership non-profit corporation president; shall be an ex-officio member of all committees except the Nominating Committee and shall be responsible for the preparation of the Annual Report to be presented to the members at the Annual Meeting in January.

B. Vice-President

Shall perform the duties of the President in the absence of the President and shall discharge such other duties as may be required by the Board.

C. Secretary

Shall certify eligibility of members, record the votes; keep the minutes of all Board meetings and General meetings; maintain current records for all members of the association together with their addresses.

D. Treasurer

Shall receive and deposit all monies of the association in appropriate bank accounts; disburse such funds as directed by the Board, establish and maintain in a current fashion, appropriate cash journals and financial statements; submit quarterly financial statements to the Board, prepare an Annual Financial Statement for the members at the Annual Meeting in January; and be prepared to present the books for audit.

ARTICLE VI Committees

Committees, standing or special, shall be appointed by the President, as the Association or the Board of Directors shall from time to time deem necessary, to carry on the work of the Association. The Nominating Committee and Membership committee are considered standing committees established in the bylaws to carry on the continuing work of the Association. The President shall be ex-officio member of all committees except the Nominating Committee.

ARTICLE VII Books and Records

The Board shall assure that the books and records of the association are maintained in a current and orderly manner. Any member of the Association who desires to inspect or review the books is entitled to do so.

ARTICLE VIII 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 IX
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Association by a two-thirds (2/3) vote of a quorum of members provided the amendment has been submitted in writing at a previous regular meeting, or via email to the membership at least 15 days before the vote. There will be two (2) acceptable methods for amending these Bylaws:

A. Amendment proposed by member:

1. The member must present the proposed amendment to the membership, in printed form, at a regular meeting. There must be sufficient copies of the said amendment to provide a copy to each member present at that meeting.

B. Amendment proposed by Board:

1. The Board will appoint a Committee to study proposed amendments.

2. Upon completion of their task, said Committee will report their findings to the Board. The Board will then present any appropriate changes to the membership for approval by submitting a printed copy of proposed amendment to each member present at a regular meeting.

ARTICLE X
Property Rights

The members of the Association shall have no property rights whatever in the Association or its assets. Upon any dissolution of the Association, all the remaining assets thereof shall be sold and/or distributed to a charitable organization to be selected by the board.