



BY-LAWS OF THE THOMPSON BUSINESS ASSOCIATION

ARTICLE I

Purposes and powers

Section 1. Purpose:

The purpose of the Thompson Business Association (from here on referred to as “the TBA”) is to promote and publicize the Thompson Business Association members as a whole.

This purpose is to be achieved by unified advertising, public relations, and promotion campaigns to encourage the growth and success of all member businesses in Thompson.

Section 2. Powers:

The TBA, through its governing body and in accordance with these bylaws, shall have such powers as are necessary to carry its purpose into effect, providing such powers are in accordance with the laws of the state of Connecticut.

Section 3. Incorporation:

The TBA shall be incorporated without capital stock under the laws of Connecticut. No part of the funds of this corporation shall be used directly or indirectly to advance the candidacy of any individual or party or to influence the passage or defeat of legislation. This organization may take positions on legislation affecting the welfare of its members and may designate a person to express said position, but the same shall be done without expense of money. This association shall be strictly non-partisan.

ARTICLE II

Executive Committee

Section 1. Officers:

The officers of the Thompson Business Association shall be: President, Vice President of Promotion, Vice President of Membership, Treasurer, and Secretary. Each officer shall be a representative member of the TBA, and shall serve without compensation.

Members of the Executive Committee shall assume the elected office beginning two weeks after the official election at the annual meeting.

Section 2. Executive Committee:

The officers of the TBA shall constitute the Executive Committee. The Executive Committee shall be the governing body of the TBA.

All checks for less than one thousand dollars shall have the President's and the Treasurer's signatures.

All checks for one thousand dollars or more shall have the President's, the Treasurer's, and another officer's signature.

Section 3. Quorum:

The majority of the members of the Executive Committee present at any meeting shall constitute a quorum.

Section 4. Meeting of the Executive Committee:

Meetings of the Executive Committee shall be held at such time and at such place as the President may designate. Notice shall be given to all members of the committee of such meeting, at least three days prior to the date of the proposed meeting. Meetings of the committee shall be held not less frequently than monthly.

Section 5. Vacancies:

A vacancy on the Executive Committee for any reason shall be filled with an appointee by the remaining members of the Executive Committee.

Section 6. Duties:

a) The Executive Committee shall manage the affairs of the TBA and will make all rules and regulations necessary to accomplish the purposes of the TBA. It will annually adopt and submit to the members the budget of the TBA for their approval.

b) The Executive Committee shall also have the authority to employ any organization or individual to provide services that the Executive Committee deems advisable for the fulfillment of the purposes of the TBA.

Section 7. President:

The President shall be the principal executive officer of the TBA and shall supervise and conduct all of the business and affairs of the TBA. The President shall officiate at all meetings of the TBA and the Executive Committee, and shall perform all duties of the office and other

duties as prescribed by the Executive Committee. The President shall, subject to the approval of the Executive Committee, appoint all general committees and shall be an ex-officio member of all such committees. The President may sign, with the Secretary or other authorized officer of the TBA, such contracts and other documents which the Executive Committee has authorized, unless the signing and execution has been delegated by the Executive Committee to some other officer or agent of the TBA, or shall be required by law to be otherwise signed or executed. The President's authority, at all times, shall be subject to the control and discretion of the Executive Committee.

Section 8. Vice President of Promotion:

In addition to having all of the powers and responsibilities of the office and acting on the President's behalf in the event of absence or disability, the Vice President of Promotion will be responsible for development and implementation of advertising and promotions to fulfill the purposes of the TBA. All advertising and promotional plans must be approved by the Executive Committee prior to implementation. The Vice President of Promotion has the authority to appoint a committee from within, and / or outside the TBA membership. Members of the promotion committee will receive no pay.

Section 9. Vice President of Membership:

The Vice President of Membership shall have the responsibility of promoting the spirit of cooperation and good will among the members. The Vice President of Membership shall take a leadership role in securing cooperation, support, and participation of the members in advertising and promotional activities and in attendance at membership meetings. The Vice President of Membership shall assume the responsibility of keeping all members informed of matters of concern to the membership. The Vice President of Membership may also act on behalf of the President and the Vice President of Promotion in their absence.

Section 10. Treasurer:

The Treasurer shall be responsible for the accounts of the TBA, all funds of the TBA and shall cause all funds of the TBA to be deposited in such banks or other depositories selected and approved by the Executive Committee.. The Treasurer shall assure that all bills are to be paid when properly approved, and will preserve vouchers for all payments. The Treasurer shall check, approve, and present to the Executive Committee all financial reports and statements, serve on all committees dealing with finances, and perform such other duties as may be directed by the President of the Executive Committee. The Treasurer shall, at each regular meeting of the Executive Committee, make a statement of the financial condition of the TBA. At the annual meeting, the Treasurer shall submit a detailed report to the members. The Treasurer may also be asked to provide a financial update at any regular membership meeting.

Section 11. Secretary:

a) The Secretary shall conduct all official correspondence of the TBA, be custodian of the records, record all minutes of the meetings of the members of the Executive Committee and of all committees, issue notices to all members of all meetings of the TBA, and give notice to all officers of all meetings of the Executive Committee. The Secretary shall act in the

absence, disability, or refusal to act of the President and the Vice Presidents, shall have all of the powers and perform all of the duties of the President when acting on his behalf, shall be subject to all the restrictions upon the President, and shall perform such other duties as may be directed by the President of the Executive Committee.

b) The Secretary may be the Chief Administrative Officer of the TBA.

ARTICLE III **Committees**

Section 1. Standing and Special Committees:

a) The President shall appoint standing or special committees as needed.

b) Each committee shall have duties consistent with its title. Said committees shall report to the Executive Committee.

ARTICLE IV **Membership**

Section 1. Eligibility:

a) PRIMARY MEMBERS: Shall be confined to those persons, firms, or corporations (including non-profits) with offices in Thompson, and who pay an Association fee to the TBA in accordance with the by-laws. Each business within the TBA shall designate one person to represent such business during voting activities.

b) ASSOCIATE MEMBERS: Shall be any persons, firms, or corporations (including non-profits) with offices not in Thompson, and who pay an Association fee to the TBA in accordance with the by-laws. Each business within the TBA shall designate one person to represent such business during voting activities.

Section 2. Termination of Membership:

a) Members may be expelled by the Executive Committee for non-payment of dues within a timeframe deemed appropriate by the Committee, or for noncompliance with these by-laws. No member may be expelled (except for non-payment of dues) until such member has been allowed a hearing before the Executive Committee after a 30- day notice of the proposed time and place.

b) A member expelled for any reason other than non-payment of dues will have the right to appeal the action of the Executive Committee to the entire membership upon written request to the President. The appeal shall be heard within 30 days of the request. A vote of the Executive Committee expelling a member shall be overruled only on the vote of at least

two-thirds of the TBA membership present and voting at the meeting.

Section 3. Resignation or Expulsion (Obligations):

The resignation or expulsion of a member shall automatically terminate the member's membership in the TBA. Such termination shall not relieve such member of the obligation to submit any overdue payments in dues.

ARTICLE V

Membership Meetings and Voting Procedures

Section 1. Annual Meeting:

a) Time and place

The annual meeting of the members of the TBA shall be held in January, at a time and place to be determined by the Executive Committee.

b) Agenda

The agenda of the January annual meeting shall include the election of officers, the annual report of committees, and other business deemed appropriate by the Executive Committee and the TBA members.

Section 2. Special Meetings:

a) Special meetings of the TBA may be called at any time by the President. To call special meetings, 5 members of the TBA shall make an application to the President stating the purpose of the meeting.

b) At any special meeting, no business shall be transacted other than that stated in the notice of such meeting.

Section 3. Notices:

Notice of membership meetings stating the place, day, and hour of the meeting and, in case of the special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five, or more than 30 days before the date of the meeting, either personally, or by email or by postal mail.

Section 4. Quorum:

Those members present at any meeting called in accordance with these by-laws shall constitute a quorum.

Section 5. Voting Procedures:

a) Except as otherwise provided, voting at all membership meetings be on the basis of one vote for each business represented.

b) Unless otherwise stated, a simple majority vote shall constitute passage of all matters properly brought before a members' meeting.

c) Only representatives of members in good standing, and not delinquent in the payment of their dues, will be entitled to vote on any matter.

d) Voting on any matter or in any election will be via show of hands, unless the presiding officer shall order, or any representative shall request that voting be by ballot.

ARTICLE VI **Budget and Dues**

Section 1. Fiscal Year:

The fiscal year of the TBA shall commence on the first day of January and continue until the 31st day of December each year.

Section 2. Dues:

Annual dues must be paid in advance. Payments must be paid annually, unless otherwise agreed upon by the Executive Committee. Members will be billed on a regular schedule in accordance with these by-laws.

Primary members: \$85

Associate members: \$95

Non-profit members: \$55

Section 3. Disbursements:

The funds of the TBA shall be used only for the purposes specified in the by-laws of the organization, on behalf of its members as a whole, and for the necessary expenses of the TBA. The primary purpose for the expenditure of funds shall be to increase the sale of merchandise or services for the members of the TBA by general advertising and promotional activities. Funds shall not be used for entertainment of the members or to pay business expenses or make charitable contributions on behalf of individual members.

Section 4. Profits and Dividends:

No profits or dividends shall be distributed to any member of the TBA. Upon termination of this Association, any funds remaining after payment of debts and

obligations shall be turned over to the Town of Thompson.

Section 5. Advertising Funds:

No advertising funds shall be used for the benefit of any particular business unless that business pays its fair share of the cost of the advertising.

ARTICLE VII
Ratification of the By-Laws

These are the current by-laws approved and adopted by the membership.

DATE: _____

PRESIDENT _____

VICE PRESIDENT of PROMOTION _____

VICE PRESIDENT of MEMBERSHIP _____

TREASURER _____

SECRETARY _____ TBA