

# Bylaws

## About the Groton Business Association

TO PROMOTE THE COMMON GOAL OF THE ASSOCIATION MEMBERS BY FOSTERING LOCAL BUSINESS, AGRICULTURAL, CULTURAL AND EDUCATIONAL GROWTH IN THE TOWN OF GROTON. THROUGH A SERIES OF LOCAL FESTIVALS AND EVENTS, THE GROTON BUSINESS ASSOCIATION, PROMOTES COMMUNITY PROGRAMS, ACTIVITIES, HEALTH, EDUCATION AND THE ARTS. THESE EVENTS PROMOTE AND SHOWCASE LOCAL ARTISTS, NON-PROFITS, AND LOCAL BUSINESSES. PROFITS FROM THESE EVENTS ARE DONATED TO A VARIETY OF COMMUNITY PROJECTS AND SCHOLARSHIPS THROUGHOUT THE TOWN. THE GBA IS A NON-PROFIT ORGANIZATION EXCLUSIVELY FOR THE CHARITABLE PURPOSE WITHIN THE 501C3.

## GBA Goals

1. Generate more business for members,
2. Create business opportunities, and promote positive business and agricultural growth,
3. Encourage residents, organizations, and businesses to shop Groton,
4. Reach out and connect with the community through physical and monetary community service,
5. Collaborate with other groups and organizations to better deliver GBA Goals, and
6. Persistently evaluate the Value Proposition of GBA membership and ensure member satisfaction.

## GBA Bylaws

### Article I.

### Meetings

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- a. Monthly Membership Meetings – The GBA will hold regular meetings of the membership on the third Wednesday of each month. (At times, the GBA meeting may be on the fourth or fifth Wednesday, depending on external factors.) Meetings are usually in the evening, but lunchtime meetings will be scheduled from time-to-time. There are no meetings in the months of July and August. GBA’s first meeting of the year will be held in January.
- b. Executive Committee Meetings – The Executive Committee will meet quarterly; March, June, September, and December. Additional meetings may be necessary on an as-needed basis. The President will determine the dates and times. The purpose of these meetings is to review GBA’s operational well-being and community engagement; Financial, Sponsorship, Events, Marketing, and Giving. The Executive Committee will also interview and assess potential members of the Board of Advisors, collectively monitor the conduct of leadership according to the Board of Director Members Code of Conduct. The Executive Committee will also approve Bylaw update recommendations.
- c. Board of Directors Meetings – Board of Directors Meetings will elect Executive Committee Members and Board of Advisor Members. These meetings will also review potential new Bylaws, edit, delete or amending Bylaws, and address any other business that may arise.

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## Article II.

### Executive Committee

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- a. The Executive Committee shall consist of the President, Vice President, Treasurer/Clerk, the Director of Marketing and Events, and the Director of Giving.
- b. Duties of each Executive Committee Member:

#### **President**

Prepares the agenda for all meetings. Presides at all Executive Committee meetings and monthly Membership Meetings. Acts as a liaison between GBA, the Town of Groton, and the community as a whole. Assists all Executive Committee Members in any portions of their positions, Parliamentarian for both the Executive Committee and Board of Directors Meetings using Roberts Rules of Order as a guideline.

#### **Vice President**

Assists all Executive Committee Members in any portions of their positions, Parliamentarian for both the Executive Committee and Board of Directors Meetings, using Roberts Rules of Order as a guideline. If the President should be unable to chair an Executive Committee Meeting, Board of Directors Meeting, and/or a Monthly Membership Meeting, or to complete his/her term of office, the Vice President will assume the duties of the President.

#### **Treasurer/Clerk**

The Treasurer/Clerk works with the organization's bookkeeper and other staff to focus on money matters. The Treasurer ensures that reporting is accurate and that the board has the information it needs to make good decisions and makes sure that cash flow and investments are properly managed. The Treasurer works with the organization's finance manager, accountant, auditors, and maintains records.

#### **Director of Marketing and Events**

The Director of Marketing and Events will review the publication of activities that the organization produces and is involved with. The Director will review how and what media outlets the organization will utilize and oversee GBA messaging. The Director will also be knowledgeable of member accomplishments or notable activities that they are involved with and recognize them appropriately. The Director will be knowledgeable of all fundraising and events and oversee the logistics necessary to meet the organization's vision and goals.

#### **Director of Giving**

The Director of Giving is responsible for developing and maintaining a sub-committee whose primary focus is the organization's charitable contributions, how they will benefit the Groton community, and how they will be delivered, monetarily or otherwise. The Director will work with the Executive Committee to determine a budget.

- c. Authority:
  1. Raises issues for the general membership.
  2. Makes decisions for the GBA when there is a need for immediate response (such decisions to be kept to a minimum).
- d. Terms of Office:
  1. All Officers and Directors will be elected by the GBA Board of Directors.

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2. All Officers and Directors will serve one-year terms (Jan 1 – Dec 31).
3. There are no term limits for Officers and Directors.

## Article III.

### **Board of Directors**

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The Board of Directors is defined as, and shall consist of, *all of the members of the Executive Committee and all the members of the Board of Advisors.*

The overall Board of Director responsibilities are to assist with:

1. Setting the strategic direction of the organization and oversee its financial results and controls.
  2. Developing the strategy, policies, and procedures for the staff to execute,
  3. Furthering the Vision & Goals of GBA,
  4. Establishing relationships and seeking support from external stakeholders such as sponsors, donors, and related organizations,
  5. Evaluating risk and reviewing policies and procedures for compliance with legal and regulatory requirements,
  6. Recruiting, motivating, and thanking volunteers.
- a. Authority:
1. Raises issues for the general membership.
  2. The policy-making responsibilities of the GBA shall be vested in the Board of Directors, which shall control its property, and be responsible for its finances and affairs.
- b. Meetings:
1. The Board of Directors shall meet biannually, at least two (2) times a year at such regular time and place as may be determined by the President.

## Article IV.

### **Board of Advisors**

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The Board of Advisors consists of no more than three (3) individuals, exclusively chosen by the Executive Committee.

The overall Board of Advisors responsibilities are to assist with:

1. Setting the strategic direction of the organization and oversee its financial results and controls,
  2. Developing the strategy, policies, and procedures for the staff to execute,
  3. Furthering the Vision & Goals of GBA,
  4. Establishing relationships and seeking support from external stakeholders such as sponsors, donors, and related organizations,
  5. Evaluating risk and reviewing policies and procedures for compliance with legal and regulatory requirements,
  6. Recruiting, motivating, and thanking volunteers.
- a. Authority:
1. Raises issues for the general membership.
- b. Meetings:
1. The Board of Advisors shall meet biannually, at least two (2) times a year at such regular time and place as may be determined by the President.

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## Article V. Attendance

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Members of the Board of Directors must maintain 50% minimum attendance. The formula will be applied at the end of each administrative year during the nomination process.

## Article VI. Nominating Committee

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- a. This committee shall consist of the Executive Committee plus two other members from the general GBA membership.
- b. At the September GBA meeting, the President will appoint a Nominating Committee Chairperson from the general GBA membership.
- c. At the October GBA meeting, the Nominating Committee Chairperson will present the proposed slate of Officers and Directors. Additional nominations can be taken at this time.

## Article VII. Elections

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- a. Nominated Officers and Directors will be voted upon by the Executive Committee in November.
- b. The election for new and/or returning Officers and Directors will be announced at the December general GBA member meeting.
- c. Newly affirmed Officers and Directors will take office on January 1st of each year.
- d. Members of the Board of Advisors will be nominated and affirmed exclusively by the Executive Committee.

## Article VIII. Standing Committees

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- a. The Executive Committee shall appoint all the standing sub-committee chairpersons. Sub-committee chairpersons will recruit and recommend committee members for ratification by the Executive Committee.
- b. Two (2) permanent standing sub-committees shall be formed:
  1. Community Outreach Committee

The Community Outreach Committee is charged with establishing channels for businesses and the community to connect and collaborate with GBA, generating commerce and making it easier for businesses to flourish in Groton. This committee will assist with growing the GBA general membership and facilitate potential GBA sponsors when appropriate.

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## 2. Giving Committee

GBA's Director of Giving is responsible for developing and maintaining a sub-committee whose primary focus is the organization's charitable contributions, how they will benefit the Groton community, and how they will be delivered, monetarily or otherwise. The Director of Giving will work with the Executive Committee to determine a budget.

## Article IX.

### Membership

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Membership is open to Groton and surrounding area For-Profit and Non-Profit organizations/businesses, farmers/agricultural business owners, corporations, home-based businesses, educational institutions, and individual contributors that want to work together to foster economic growth, and the relationship between local businesses and Groton residents.

There are four (5) types of GBA Memberships:

1. **For-Profit Business Membership, \$200/year** – up to three (3) representatives can attend GBA Meetings with a paid Annual Membership.
  2. **Non-Profit Business/Organization Membership, \$200/year** – up to three (3) representatives can attend GBA Meetings with a paid Annual Membership.
  3. **Non-Profit Business/Organization Membership, \$100/year** – Only one (1) representative can attend GBA Meetings with a paid Annual Membership.
  4. **Individual Contributor Membership, \$100/year** – Only the Individual Contributor can attend GBA Meetings with a paid Annual Membership.
  5. **High School, Undergrad, and Postgrad Student Membership, \$25/Year** – Only the Individual Student can attend GBA Meetings with a paid Annual Membership.
- a. Renewal dues, based on the administrative year (January to December), are due in advance of January 1.
  - b. Dues for members are for a full year if the member joins before January 1. Members joining after February 1 will pay pro-rated dues towards their membership.
  - c. GBA Meeting attendees that do not pay annual dues, and repeating guests, will be charged \$30 at the door.

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**Article X. Protocol to amend or make an addition to the Bylaws**

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- a. Bylaw amendments and/or additions must be brought to the floor at a Board of Directors Meeting or voted on virtually.
- b. Proposed amendments and/or additions/deletions will be introduced, seconded, and discussed per Roberts Rules of Order.
- c. Passage of proposed amendments and/or additions/deletions requires a two-thirds (2/3) majority vote of the Board of Directors.

**Article XI. Check Signing Authority**

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- a. The Treasurer, President, the Director of Giving and the Finance Manager are authorized to sign checks up to and including \$3,000. Checks over \$3,000 must be signed by the President and either Treasurer or the Director of Giving.

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