

**Bylaws of the
Westerville Uptown Merchants Association
P.O. Box 154
Westerville, Ohio 43086**

Article 1: General

Section 1. *Name*

The name of this organization will be Westerville Uptown Merchants Association.

Section 2. *Purpose*

The purpose of this organization is to promote and improve the business environment in Uptown Westerville.

Section 3. *Eligibility Based on Territory*

Businesses and professionals with offices within the north-south boundaries of Walnut Street to Old County Line Road and east-west boundaries of West Street to Otterbein Avenue are eligible for full or sponsoring memberships.

Businesses outside this district are eligible for a sponsoring membership.

Article II: Membership

Section 1: *Types of Membership*

All Memberships are 12 month Memberships, renewable upon the member's anniversary date.

Full Membership: Option available to active businesses. Voting rights, hold office, and all WUMA membership feature benefits including online presence, advertising, free participation in WUMA promotional programs, and public relations opportunities.

Sponsoring Membership: No voting rights, cannot hold office, select WUMA membership feature benefits including online presence, free participation in WUMA promotional programs, and public relations opportunities.

Select Complimentary Membership: Complimentary memberships are at the discretion of the membership. Complimentary members are subject to these bylaws. No voting rights, cannot hold office, online presence, public relations opportunities.

Section 2: *Dues*

The amount of membership dues will be set by recommendation of the officers and a vote of the general membership for Full and Sponsoring Memberships.

Select Complimentary Memberships have no member dues.

Section 3. *Billing*

Memberships are for 12 months and each membership renews on the anniversary date. Dues are billed annually, due 30 days from the billing date for Full and Sponsoring Memberships.

Section 4. *Multiple Locations and Multiple Businesses*

Members with multiple businesses or locations, may include additional businesses and locations in the directory of members, but have one vote per paid Membership.

Section 5. *Member Suspension and Expulsion*

Any member may be suspended or expelled at a general meeting of the association, upon recommendation of the officers, for reasons they deem good and proper by a $\frac{3}{4}$ vote of the quorum present. Before any member is expelled, written notice of the charges against them and of the time and place of the meeting of the officers, at which the same are to be considered, will be mailed to them. The notice will be sent to the address as it appears in the records of the association at least ten (10) days before each meeting. The member will be given an opportunity to respond to such charges.

Section 6. *Vision, Etiquette, and Standards*

In order to support a creative, positive, welcoming environment that focuses on WUMA's mission statement and goals, WUMA membership carries a high standard of professionalism, mutual consideration and courtesy, community, and fairness.

WUMA meetings, committees, communications, and events support a safe environment where no person will feel oppressed, alienated, bullied, excluded, humiliated, de-energized, or belittled by any other person.

WUMA members listen actively and maintain an honest respect for each others' ideas, perspectives, and contributions, and express concerns, responses, compliments, and questions to member(s) directly and in a kind manner to create an atmosphere of mutual support and benefit.

Article III: Officers

Section 1. *Officers*

The officers of the association will be a president, vice president, secretary, treasurer, and past president.

Section 2. *Terms*

Each officer will serve, without compensation, for a term of one year beginning on the first of July. No elected officer may succeed himself or herself for more than two terms.

Section 3. *Election of Officers*

Nominating Committee: A nominating committee of three (3) full members will be appointed by the president at least thirty (30) days prior to May 1st. The committee shall include the name of the current vice president as a nominee for president. Following the report of the nominating committee at the April meeting, an opportunity will be given for nominations from the floor. All officer candidates must be full members in good standing with dues current and paid in full and with active businesses. The officers will be chosen by a majority of members throughout the month of May.

Officers will be elected for a period of one (1) year.

Election of officers will be by secret ballot unless all positions are not contested.

New Officers will be announced at the June WUMA meeting.

New Officers terms will begin with the July WUMA meeting.

Section 4. *Officer Voting*

Member votes can be mailed anonymously to the WUMA P.O. Box, delivered in person or e-mailed to the current WUMA president. The president will hold all delivered or email votes in confidence.

Section 5. *Duties of Officers*

1. President: The president will preside over meetings. The president will sign the records thereof and further duties as will be required of her or him by the membership. The president will have the authority to appoint such special committees as deemed necessary.

2. Vice President: The vice president shall perform all the duties of the president in case of absence of the president until the office of president is filled by an election. The vice president will have the authority to appoint such special committees as

deemed necessary. The vice president will serve as membership chair, which includes the duties of recruiting new members, encouraging current members to renew, addressing member feedback, questions, and concerns, and following up on past due membership fees.

3. Secretary: The secretary will keep the minutes of all general membership meetings, distribute them to all members in a timely fashion, and keep meeting minutes on record. The secretary will keep a copy of the association bylaws both on-paper and in a universally accepted and accessible software medium in digital form.

4. Treasurer: The treasurer will receive and be in charge of all monies and securities and will disburse and otherwise deal with the same as ordered by the officers. The treasurer will hold to a standard of responsiveness to the membership. The treasurer will keep accurate account of all monies received and disbursed and shall generally perform such duties as may be required by the membership.

5. Immediate Past President: The position shall be held by the president of the prior year. The immediate past president will advise the officers and will have one vote on all issues that require a vote.

6. Vacated Offices: In the case that both president and vice president are absent or unable to perform their duties, the officers may appoint a president pro temp.

7. Signing Authority: All officers will have signing authority on behalf of WUMA and for financial accounts, unless an officer is precluded from doing so by conflict of interest, business constraints, and conditions. For single expenditures over \$750.00 two (2) signers will be required.

8. Debit Cards: The president and treasurer will hold debit cards on behalf of the association.

9. Post Office Box Key: The secretary and treasurer will each be in possession of one post office box key.

10. Expiration of Term of Office: On the expiration of term of office, the officers will turn over all moneys, access to moneys, records, and property of the association. Upon expiration of terms, new signature cards and necessary authorities will be obtained.

Section 6. *Vacancies*

Officer vacancies may exist in the event of death, resignation, or expulsion. The remaining officers may, by vote of the majority of their number, fill any vacancy in an office, from the full membership roster, for the unexpired term.

Article IV: Meetings

Section 1. *General Membership Meetings*

General membership meetings will be held the first Thursday of each month, alternating a morning meeting (held at 8:15 a.m.) and an evening meeting (held at 6:15 p.m.). Each meeting will last no longer than one hour. These meetings are the time when the members are encouraged to give input and opinions to the officers on upcoming issues.

Section 2. *Meeting Etiquette and Standards*

To encourage meeting participation and efficiency, WUMA members are completely present and engaged in meetings, including respecting each speaker, avoiding side conversations, and silencing electronic devices.

Section 3. *Quorum*

Articles requiring a vote will be satisfied by a 2/3 affirmative vote by members present at a general membership meeting, which constitutes a quorum.

Section 4. *Voting by Members*

At any meeting of the members, each establishment shall be entitled to one vote either in person or in written form. In the case of businesses with multiple locations or owners with multiple businesses, one vote is allowed per membership dues paid.

The membership may decide to open voting to all eligible members, present or not, with open voting for a period of 7 consecutive days after an issue is considered at the general meeting.

Section 5: *Officers*

The officers will meet and communicate as needed involving general business of the association. Officers may bring issues to the general membership for vote at their discretion, provided the majority of officers agree. Event chairs may be asked to give reports at these meetings at the discretion of the president who sets the agendas for officer meetings.

Section 6: *Optional Meetings*

The president may set optional membership meetings for ideas and brainstorming. The president will set the date, time, place, and agenda for any optional meetings.

Article V: Committees

Section 1: *Appointment*

The president may appoint a committee chair for promotions, government relations, membership, advertising, bylaws, and as needed.

Section 2: *Progress Reporting*

Member committees can form as needed. Committees will provide reports to the membership regularly or at the discretion of the president.

Section 3: *Budgeting*

Each committee is responsible for setting up a budget for each WUMA project or event as needed.

Section 4: *City of Westerville Event Permit Process*

Each committee is responsible for completing and respecting the City of Westerville event permit process.

Article VI: Events, Features, and Sponsorships

Section 1: *Uptown Westerville Farmers' Market*

The Westerville Uptown Merchants Association presents annually the Uptown Westerville Farmers' Market.

The Uptown Westerville Farmers' Market is a vendor-fee based event. The Uptown Westerville Farmers' Market maintains a separate checking account that includes the treasurer and a designated market manager as signers.

The designated market manager and treasurer will coordinate on accounting and financial reporting.

Uptown Westerville Farmers' Market expenses are paid from this account. The Westerville Area Resource Ministry (WARM)/Uptown Westerville Farmers' Market Fresh Green vendor voucher/reimbursement program utilizes this account.

Section 2: *The Uptown Gift Card*

The Westerville Uptown Merchants Association presents the Uptown Gift Card.

The Uptown Gift Card maintains a separate checking account that includes the treasurer and an additional designated signer. This account is used as a contingent liability holding/clearing account for Uptown Gift Card to-be-claimed funds.

The designated Uptown Gift Card signer and treasurer will coordinate on accounting and financial reporting.

Uptown gift card expenses will be paid from the general checking account.

Section 3: *Midnight Madness*

Halloween-themed, uptown merchant showcase, Midnight Madness, is held on the Friday closest to Halloween each October.

This event is funded out of the Westerville Uptown Merchants Association general funds.

In the event of revenue realized for Midnight Madness, revenue will go directly to the general checking account.

Section 4: *Home for the Holidays*

Holiday-themed, uptown merchant showcase, Home for the Holidays, is held on the Saturday after Thanksgiving each November.

This event is funded out of the Westerville Uptown Merchants Association general funds.

In the event of revenue realized for Home for the Holidays, revenue will go directly to the general checking account.

Article VII: Parliamentary Authority

The rules contained in the latest edition of *Roberts Rules of Order Revised* shall govern the association.

Article VIII: Amendments

Amendments may be made to these bylaws by presenting said amendment in writing at any general meeting of the association, but no action shall be taken thereon until the next general meeting. It shall require a 2/3 vote of the quorum present to adopt an amendment.

Voting on bylaw amendments will be open to all eligible members, present or not, by opening voting for a period of 7 consecutive days after an amendment is considered at the general meeting.

Article IX: Endorsements

WUMA will not endorse any candidates or issues on the ballot.

Article X: Reading of the Bylaws

These bylaws shall be reviewed by a bylaws committee, appointed by the president and reviewed by the general membership each year.

Copies of the bylaws will be distributed to each member and are available through the WUMA secretary as needed.

WUMA bylaws will be posted on the WUMA website.

Article XI: Donations

Any member seeking a donation of funds of the association for any purpose shall first submit the request to the officers, either in person or by letter.

Westerville Uptown Merchants Association Bylaws revisions accepted by vote of the general membership on August 6, 2009.