

**Mission Statement**—The mission of the West Jefferson Business Association is to promote a positive and prosperous economic environment for West Jefferson, North Carolina.

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### **Article I – Name**

Section 1. The name of the association shall be the West Jefferson Business Association (aka WJBA).

### **Article II – Purpose**

Section 1. The purpose of the West Jefferson Business Association is to actively promote the diversity, well-being and prosperity of WJBA members, and support the expansion of a vibrant customer base.

### **Article III – Limitation**

Section 1. This association shall be non-partisan.

Section 2. The WJBA may from time to time work alongside other organizations and/or associations; however, WJBA's priority, focus and efforts will be to fulfill its mission and commitment to its membership.

Section 3. Each business that is a member in good standing will have one (1) member vote regardless of the number of individuals from that business that may participate in WJBA matters.

Section 4. No member of the WJBA is authorized to enter into any debt agreement on behalf of the WJBA without a unanimous vote of the board and a majority vote from the general membership.

### **Article IV – Membership & Board Members**

Section 1. Membership in the WJBA shall be open to any business located within the Town Limits or Extraterritorial jurisdiction (ETJ) of West Jefferson, North Carolina.

Section 2. Membership dues are for a calendar year and are payable on or before Jan. 31<sup>st</sup> of each year. If dues are not paid on or before Jan. 31<sup>st</sup>, the business will NOT be listed in that year's business directory. Dues will be considered delinquent if not paid in full by Feb. 28<sup>th</sup>. Members may lose their membership for delinquent dues or for good cause determined by a vote of the Board of Directors following notice and an opportunity to be heard. The annual membership fee is set each year by the Board. New members joining after January will have their membership fee prorated for that year.

Section 3. The following West Jefferson Town officials may participate as *ex-officio* members of the association: Town Manager, Town Clerk, Chief of Police, and others as deemed necessary by the Board. The Chamber of Commerce may also appoint one such member. Ex-officio members will be non-voting members and may not serve on the board or as officers, but they can serve on Committees as requested.

- Section 4. The WJBA Board will consist of a minimum of five (5) members and a maximum of nine (9) members.
- Section 5. Members in good standing shall be invited to nominate and vote, by mail or e-mail, for persons to serve on the Board of Directors.
- Section 6. Board members shall serve a term of two years. Terms will be staggered in-order to ensure at least three board members from the prior year serve the current year for the sake of continuity.
- Section 7. A member cannot serve on the board more than two consecutive terms.
- Section 8. In the event an association position becomes vacant during the year; the vacancy may be filled by a vote of current Board members.
- Section 9. More than 50% of the Board of Directors denotes a quorum at any meeting.

### **Article V – Officers & Committees**

- Section 1. The officers of this association shall be President, Vice President, Secretary and Treasurer, and shall be appointed each January by the Board of Directors.
- Section 2. The President shall preside at all meetings of the association and perform duties incidental to the office.
- The President shall undertake and diligently pursue all initiatives directed by the Board and shall not pursue initiatives unless they are approved by the Board.
- The President is authorized to disburse reasonable payments for budgeted expenses. All other disbursements must have individual BOD approval.
- The President shall, in consultation with the Board of Directors, appoint members to all committees.
- Section 3. The Vice President shall preside in the absence of the President and perform other such appropriate duties as directed by the President.
- Section 4. The Secretary shall be responsible for proper records and archives, corporate filings of the association, minutes of all meetings, and member notification of monthly meetings.
- The Secretary is responsible for the maintenance and regular updating of the WJBA website.
- Section 5. The Treasurer shall disburse the funds of the association, collect and deposit membership dues, maintain any/all bank accounts for the association, ensure proper tax filings are made and provide a financial report at each meeting or whenever called upon by the President.
- The Treasurer will only disburse funds after receiving a voucher from the president.
- Section 6. The President shall create ad hoc committees at the direction of the BOD. With the advice of the BOD, the President will appoint members serve on various committees within the

Association such as, but not limited to, Membership Committee, Events Committee, Marketing & Communication Committee, etc.

Committee chairs will promptly provide summaries of all committee meetings to the President.

- Section 7. Board Members, Officers and Committee Chairs are expected to attend all regularly scheduled meetings. If unable to attend, they are to notify the President of their absence prior to the meeting. The goal should be to attend ALL meetings, but it is recognized that this is not always possible, however; any Director, Officer or Committee Chair who misses more than two consecutive meetings during a single calendar year may be removed from an official position by the BOD to ensure the forward momentum of WJBA activities.

#### **Article VI – Meetings**

- Section 1. The WJBA will meet at West Jefferson Town Hall on the second Tuesday of each month at 8:30 a.m. If the BOD decides to postpone a meeting the president will notify all attendees at least eight days before the scheduled meeting.

Board meetings will be held quarterly or when needed throughout the year, as determined by the Board.

#### **Article VII – Fiscal Year**

- Section 1. The fiscal year for the association shall be the calendar year (January 1 – December 31).

#### **Article VIII – Parliamentary Procedure**

- Section 1. Parliamentary authority for the association shall be the most recent edition of Roberts' Rules of Order.

#### **Article IX – Amendments**

- Section 1. These By-Laws may be amended by a vote of the Board of Directors after the recommended amendments have been distributed to the WJBA members for review and comment.