

Union Centre Boulevard Merchant Association Amended and Restated By Laws

ARTICLE I. Name and Location

Section 1.1 Name. The name of the corporation is *Union Centre Boulevard Merchant Association* (the “Association”).

Section 1.2 Mailing Address. The Association’s official mailing address shall be P.O. Box 8048, West Chester, OH 45071

ARTICLE II. Purpose

Section 2.1 Purpose: The purpose of the Association is to function exclusively as a not-for-profit entity to promote new commerce and commercial activity in the Union Centre Boulevard corridor and Union Centre as the central business district of West Chester through the sponsorship of community activities such as the Food Truck Rally, Shamrock Shuffle, the Community Concert Series, or other community activities and events as may be established from time to time.

Section 2.2 Operation. The Association shall operate under the applicable federal and state laws as a not-for-profit corporation and shall not operate for the purpose of financially benefit any individual or member.

ARTICLE III. Membership

Section 3.1 Authority Vested in Membership. The Association as a whole shall act through decisions taken at regular and special meetings of the Association’s membership. The membership shall have exclusive, non-delegable authority over all of the following matters: (1) election and removal of officers as described herein; (2) approval of the Association’s annual budget; (3) appointment of the auditor for the Association and consideration and adoption of the auditor’s report; (4) adoption and amendment of the Association By Laws; (5) single monetary disbursements in excess of \$250 and related disbursements in excess of \$1,000 in the aggregate, except that the Executive Committee shall be authorized to make disbursements, from time to time, in excess of these limits in connection with the planning and operation of public and community events organized and sponsored in whole or in part by the Association; (6) establishment of ad hoc committees; (7) dissolution.

Section 3.2 Delegated Authority. The Executive Committee and/or officers of the Association shall have authority to act as to other matters specifically delegated under these By Laws and as the membership may otherwise,

from time to time, direct. Except as to those authorities specifically reserved to the membership by these By Laws, and subject to the requirements of Article V, Section 5.5 above, the Executive Committee shall have the authority to take reasonable and expedited action as may be necessary prior to the next meeting of the membership.

- Section 3.3 Definition of “Member”. “Members” shall be those individuals, businesses and organizations supporting the purpose of the Association and who are current in their payment of membership dues. Businesses with common ownership shall be deemed separate members of the Association under these By Laws so long as they each independently pay membership dues. Parties who have not paid their membership dues listed in Section 3.4 below, shall not be deemed members and shall not be entitled to a vote at any meeting of the Association. Only members shall have the right to serve in any elected or appointed office of the Association.
- Section 3.4 Voting. All members, as defined in Section 3.3 above, shall have one vote. Businesses and organizations who are members of the Association shall designate one representative entitled to cast one vote on the member entity’s behalf. In lieu of the usual member representative, a member may designate in writing a proxy, so long as such written proxy is delivered to the President or Secretary prior to the start of any membership meeting. No member shall be eligible to vote or be elected to any Association office if such member is shown on the books to be more than 30 days delinquent in payment of dues. Dues shall be \$50 per year unless changed by vote of the membership. Annual dues shall be invoiced no later than the first business day after January 1 of each year, and payment shall be due by the following January 31st.
- Section 3.5 Quorum. All Association members, as defined under Section 3.3 above, present at any membership meeting shall constitute a quorum for any action, except as otherwise required in these By Laws.
- Section 3.6 Meeting Agendas. The Secretary shall email meeting agendas to the membership at least three (3) days in advance of the Association meetings.
- Section 3.7 Meetings. Meetings of the Association shall be held monthly or as directed by a vote of the members. Notice of the meetings may be communicated by website posting, direct email or other written form not less than three (3) days in advance.

ARTICLE IV. Officers

- Section 4.1 Officers of Association. The officers of this Association shall be the President, Vice-President, Secretary, and Treasurer.
- Section 4.2 Signatories. The President, Vice-President, Secretary, and Treasurer are authorized to sign contracts and such other written instruments on behalf of the Association as shall become necessary or appropriate in protecting and carrying on the business and property interests of the Association. The membership may, from time to time and only for a specific purpose, expressly vote to authorize another individual to execute specified documents or take other specific action on the Association's behalf. All bank checks shall be executed by not less than two (2) Association officers.
- Section 4.3 Two-Year Terms. The President, Vice President and Secretary shall each be elected by the Association for two-year terms, and may serve successive terms or until a successor is elected.
- Section 4.4 Three-Year Term. The Treasurer shall be elected by the Association for three-year terms, and may serve successive terms or until a successor is selected.
- Section 4.5 Beginning/End of Terms. Terms of office shall ordinarily begin on the April 1 following the Association meeting in February at which such individual is elected, and shall ordinarily conclude on the March 30 when the applicable term has been completed. Between the February election and the assumption of new officers' duties on the following April 1, outgoing and incoming officers shall consult and coordinate together to transition applicable duties and responsibilities.
- Section 4.6 Election of Officers. The election of officers shall take place at an annual membership meeting of the Association in February. Each office shall be voted upon separately, and the candidate receiving the most votes shall be declared the winner. Nominations for elected positions shall be made by the Executive Committee and published in advance along with the agenda for the meeting. During the meeting, additional nominations may be received from the floor.
- Section 4.7 Removal and Resignation. Any officer may be removed from office upon a two-thirds (2/3) affirmative vote at a meeting of the membership called for this purpose, so long as fifty percent (50%) or more of all members eligible to vote are present at such meeting. Any officer may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect on the date of receipt of such notice. Such notice shall be shared immediately with the voting members via email by the Secretary or President.

Section 4.8 Duties. The duties of the officers are as follows:

- a) President: The President shall preside at meetings of the Association, and shall act as Chief Executive Officer.
- b) Vice-President: The Vice-President shall act in the place of the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the President.
- c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings, announce future meetings, keep appropriate records showing the membership, and perform, correspond, or such other duties as required by the President.
- d) Treasurer: The Treasurer shall receive and deposit in appropriate bank or savings and loan account all monies of the Association and shall disburse such funds as directed by resolution of the membership; keep proper books of accounts; cause an audit of the Association books to be made by a public accountant not less frequently than bi-annually; cause appropriate tax filings, and prepare an annual budget and statement of Income and Expenditures to be presented to the membership at its regular and annual meetings. The Treasurer shall monitor all funds held by the Community Foundation and shall include and update such information in Association financial reports on a regular basis.

ARTICLE V. Executive Committee

Section 5.1 Makeup of Executive Committee. The Executive Committee shall be comprised of the elected Association officers and up to three (3) additional, appointed at large members of the Association. Each member of the Executive Committee shall have a single vote at Committee meetings.

Section 5.2 Role of the Executive Committee. The members of the Executive Committee shall be deemed the trustees and legal fiduciaries of the Association and shall have all such responsibilities commonly associated with a governing board, subject to the Association By Laws and actions of the membership.

Section 5.3 Appointment of At Large Members. At large members of the Executive Committee shall be appointed by the officers of the Association.

Section 5.4 Terms of At Large Members. At large members shall serve one-year terms and their terms shall not be limited in number.

Section 5.5 Meetings/Quorum. The Executive Committee shall meet independently of the full Association membership prior to membership meetings. A quorum of the Executive Committee shall be a simple majority of the then serving Executive Committee members. All decisions taken by the Executive Committee shall be communicated fully to the Association no later than the next full membership meeting of the Association.

Section 5.6 Optional Appointment of Assistant Treasurer. The Executive Committee shall have the authority, in its reasonable discretion, to appoint an Assistant Treasurer, as needed, to assist the Treasurer. The Assistant Treasurer shall be subordinate to and directed by the Treasurer and Executive Committee. The Assistant Treasurer, if appointed, shall not be an officer, or member of the Executive Committee and therefore shall not have a vote. The Executive Committee may, in its reasonable discretion, terminate or replace the assistant Treasurer or eliminate or reinstate the Assistant Treasurer position at any time.

ARTICLE VI. Ad Hoc Committees

Section 6.1 The membership may, from time to time, create and disband other ad hoc committees as it deems appropriate in carrying out the purpose of the Association. Such committees shall report on a regular basis to the membership and shall be subject to the full membership's direction and control.

ARTICLE VII. Selection of Vendors and Services

Section 7.1 The Executive Committee shall have the authority to select vendors and services for and on behalf of the Association. Although the Executive Committee shall, whenever reasonably possible, entertain multiple, competing quotes for comparison purposes, members who are current on dues and who have been active volunteers in and supporters of Association-sponsored projects and events shall generally be favored for selection. However, this Article shall not be construed as requiring the selection of members over non-members in all cases, and selection criteria shall also include price, reliability, quality and other factors which the Executive Committee in its reasonable business discretion deems relevant. All decisions taken by the Executive Committee under this Article shall be communicated to the membership of the Association as required in Article V, Section 5.5 above. Notwithstanding the foregoing, the Executive Committee shall not have authority to select as a vendor for goods or

services any business owned all or in part or operated by a member of the Executive Committee without prior authorization of the full membership.

ARTICLE VIII. Amendment

Section 8.1 The membership may amend these By Laws at a membership meeting at which: (a) a quorum of at least 50% of the members, as defined in Section 3.3 above, is present; and (b) at least two (2) then-serving officers are present. The membership shall be notified that an amendment to the By Laws will be on the agenda at least thirty (30) days in advance of the meeting date.

ARTICLE IX. Dissolution

Section 9.1 The membership shall have the exclusive authority to dissolve the Association upon a majority vote at a meeting called for such purpose. Upon dissolution, the assets of the Association shall not be distributed among the membership or to any members, but shall be distributed to West Chester Township, Ohio to use, within twenty-four (24) months of the effective date of such dissolution, for (a) the beautification and enhancement of the Union Centre clock tower area; (b) a project or projects associated with the advancement, development and growth of new commerce and commercial activity in the Union Centre Boulevard corridor; or (c) some combination of (a) or (b) as the Township may otherwise determine.

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