By Laws for the Pittsboro Business Association

I. Name

1. The name of the organization shall be Pittsboro Business Association.

II. Board of Directors

1. The Board of Directors shall serve without pay and consist of a minimum of five (5) and a maximum of nine (9) members of the PBA, in good standing. The Board of Directors will be elected from the membership at the annual meeting. The initial Board of Directors has been appointed from the membership.

2. Board members shall serve two year terms, which end in February. Annually, elections shall not consist of more than five (5) Board seats.

3. Mid-term vacancies shall be filled by the Board, with the recommendation of the President.

4. Board members with three (3) unexcused absences from regularly scheduled Board meetings during their term shall be dismissed from the Board.

5. The Board of Directors shall meet monthly.

III. Purpose

The mission of the Pittsboro Business Association is to:

1. Further the role of its member businesses by providing coordination and information to its members,
2. Invigorate local community spirit leading to a town of active residents, and
3. Attract visitors from throughout the state of North Carolina to Pittsboro.

To this end the association will:

a) Create and hold special community events at least ten times a year.

b) Stimulate awareness of the businesses, events and services available in Pittsboro, NC.

c) To promote cooperation between member businesses and services, recognizing that there is strength in working together for benefit of all.

d) Develop and maintain a current website including links to member businesses and a calendar of events.

e) Participate in shaping the current and emerging businesses and a community environment that promotes high-quality products and services, and a superb quality of life for residents of Pittsboro.

III. Officers

1. The officers of the board shall consist of two (2) Co-chairs, Secretary, and Treasurer and shall be selected from the Board.

2. Elected officers will serve a term of one year.

a) Co-chair(s) shall preside at all meetings and Co-chair(s) perform other duties as associated with the office.

b) The Secretary shall be responsible for keeping minutes of all Board meetings and distribute copies of minutes to all members in good standing. The Secretary shall be responsible for proper maintenance and storage of official PBA documents.

c) The Treasurer shall keep record of the organization's budget and prepare financial reports on a monthly basis. The Treasurer shall be responsible for procedures which; ensure fiscal responsibilities are being met, allow for review of the financial documents by PBA Board of Directors, members in good standing and other invested parties.

IV. Membership

1. Membership in the Pittsboro Business Association is open to any merchant or business with a retail outlet, business establishment, or office ~~within the zip code of 27312~~ that is interested in the development of the town of Pittsboro. (added) An individual membership will constitute representation of a maximum of two (2) businesses maintained by an individual.

2. Each member of the PBA shall pay annual dues. The amount of annual dues is determined by the Board of Directors and shall be reviewed at least every 24 months by the Board.

3. In order to be a member "in good standing," the member must be current with their annual dues, have a business in operation and have provided proper contact information to the PBA.

4. Voting privileges shall be extended to all members in good standing of the Pittsboro Business Association. Individual members shall be entitled to cast one vote at Board Member elections.

5. Regular meetings of the membership shall be held at 9:00 a.m. on the second Wednesday of each month, unless otherwise ordered by the Pittsboro Business Association co-chairs. A PBA member who would like to add an agenda item can do so by contacting the Board a Co-chair at least five business days before the scheduled meeting. The Co-chair(s) will make every effort to allow the agenda item, if there is available time.

6. Special meetings of the membership may be called by a Co-chair. In order to conduct PBA business at a special meeting all members of the group in good standing must be informed of the meeting a minimum of 48 hours before the meeting, and have a quorum of the Board in attendance.

7. ~~A quorum consists of ¾ of the current Board of Directors. A majority consists of 50% of the quorum.~~ A ~~quorum~~ majority is required to conduct business at PBA meetings or via electronic agreement. Passage of a motion related to a structural change, or finance, requires a majority of all ~~present~~ Board Members either by voting in person or by electronic agreement.

8. The first meeting in February shall be known as the Annual Meeting and shall be for the purpose of electing the Board of Directors, installing officers, receiving reports of officers and committees, and for any other business that may arise.

VI. Committees

1. The Board may appoint standing and ad hoc committees as needed.

VIII. Conflict of Interest

1. Any Board member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting in an impartial manner, will offer to excuse her/himself and will vacate her/his seat and refrain from discussion and voting on said item.

IX. Fiscal Policies

1. The fiscal year of the Pittsboro Business Association will run from January 1 to December 31.

X. Amendments

1. These bylaws may be amended by a ¾ vote of all Board members ~~present at any meeting~~, provided a copy of the proposed amendment(s) are given to each PBA member in good standing at least one week prior to said meeting.