

**GALLOWAY TOWNSHIP
BUSINESS ASSOCIATION
(GTBA)**



CONSTITUTION & BY-LAWS

**A New Jersey Non-Profit Corporation
NJ Identification # 040032421
EIN # 27-1146300**

**By-Laws Adopted: October 9, 2009
Amended: Not yet amended**

CONSTITUTION AND BY-LAWS OF THE GALLOWAY TOWNSHIP BUSINESS ASSOCIATION

PREAMBLE

It being a well-established fact that a number of individuals laboring for the accomplishment of the same purpose, and more likely to obtain the objects desired by combining their efforts than by separate action, and by forming themselves into an organized body will better protect their individual rights and to provide a collective voice representing their needs to support philosophies which are consistent with the free enterprise system and responsible business growth, we do therefore form ourselves into an organization of interested members in and businesses of Galloway Township, New Jersey, under the name and for the objects hereinafter set forth and do hereby adopt the following Constitution and By-Laws for its rules and guidance.

ARTICLE I: NAME AND LOCATION

Section 1 The name of the organization shall be **GALLOWAY TOWNSHIP BUSINESS ASSOCIATION**, hereafter referred to as the **ASSOCIATION** and also may be referred to in approved abbreviation form as **GTBA**.

Section 2 The address of the GTBA shall be the address of the Secretary or at such other place as the membership may direct from time to time.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1 The purposes and objectives of the GTBA are to provide:

- (a) Educational programs, forums and professional enrichment programs for its members.
- (b) Charitable giving and youth scholarship awards that support the Galloway community.
- (c) Business-to-business networking and lead generating professional contacts.
- (d) Group marketing, promotion, advertising and public relations programs.
- (e) Access to business information and resources through a single on-line resource portal.
- (f) Special promotional events, sidewalk sales and retail traffic builders.
- (g) Alliances and co-ventures with other like minded businesses and professional associations and organizations.
- (h) Professional and social networking and fellowship with other like minded professionals.
- (i) Best practices and idea exchanges with other members.
- (j) Business district enhancements and beautification programs.
- (k) Member discounts and shared services-group savings plans.
- (l) Visibility, credibility and recognition for member businesses.
- (m) Governmental advocacy and better access to elected and appointed public officials.

ARTICLE III: MEMBERSHIP

Section 1 There shall be the following classifications of membership:

- (a) Member
- (b) Associate Member

Section 2 **Member**

- (a) General membership shall be open to the Galloway business, professional and service community. The physical business' location and address must be located in Galloway Township.
- (b) General members, in good standing, shall be entitled to vote at all meetings on any matter presented; may serve on all committees by appointment; may hold any elected office in the GTBA; and may attend all functions and affairs sponsored by the GTBA.
- (c) Member acceptance is subject to Board of Director approval.

Section 3 **Associate Member**

- (a) Associate membership shall be open to any person interested in the Galloway business, professional and service community but not meeting the requirements of Section 2 (a) above. Associate membership shall be open to any person who has demonstrated interest in business development and friendship toward the GTBA.
- (b) The associate member shall be nominated by a member in good standing.
- (c) Associate members shall not be entitled to vote, hold an elected office in the GTBA; and may not serve on the Board of Directors.
- (d) Associate member acceptance is subject to Board of Director approval.

ARTICLE IV: DUES AND ASSESSMENTS

Section 1 The annual membership dues shall be \$75.00 for any general or associate member.

- (a) Each member business is entitled to designate one (1) primary contact and two (2) additional secondary contacts to receive regular member benefits and communications and to participate in programs at the member rate.
- (b) A member business may designate additional contacts above those described in Section 1(b) above to receive regular member benefits and communications and to participate in programs at the member rate for an additional annual fee of \$10.00 per individual contact.
- (c) The Board of Directors may agree to waive membership fees for the following reasons:
 - a. Reciprocal memberships or partnerships with other like minded associations, organizations or business type trade groups.
 - a. In exchange or barter for services otherwise approved by the Board of Directors.
 - b. For students or student interns serving the GTBA.

ARTICLE V: MEETINGS

- Section 1** Regular meetings shall be held a minimum of four (4) times a year. The times, dates and place of meetings will be decided and announced by the Board of Directors prior to the adjournment of each meeting. If the Board of Directors so desires, the time, dates and place of meeting may be established for an indefinite period of time, or to such time as a change is necessitated.
- Section 2** If a meeting falls on or near a holiday, a substitute day shall be announced by the Board of Directors at the preceding meeting.
- Section 3** Special meetings may be called by the President or by a request in writing by three (3) members of the Board of Directors or ten (10) general members and shall be received by the Secretary at least fifteen (15) days prior to the date of the requested meeting.
- Section 4** Six (5) members of the Board of Directors and six (6) additional voting members shall constitute a quorum at any General meeting.
- Section 5** (a) Six (5) members shall constitute a quorum at any Board of Directors meeting. Any business of GTBA, in order to be transacted, shall be presented by proper motion for approval of the organization. A majority vote shall be required for the disposition of any business presented at any legal constituted meeting, except on recommended actions presented by the Board of Directors which will require a two-thirds (2/3) vote of the members present at any meeting to reverse such action.
- Section 6** Order of Business at meetings shall be pursuant to Robert's Rules of Order, and may be by agenda presented by the President or Vice President.

ARTICLE VI: OFFICERS AND DIRECTORS

- Section 1** **Officers**
- (a) President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
 - (e) Immediate Past President
- Section 2** **Directors**
- (a) The GTBA will have six (6) Directors to provide counsel and advice to the elected Officers and the Board of Directors.
 - (b) The term for any Director shall be two (2) years.
 - (c) Three (3) Class I Directors will be elected in even numbered years. Three (3) Class II Directors will be elected in odd numbered years.
 - (d) A Director may only serve one (1) two-year term but may return as a Director starting one (1) full year after the previous term expiration as a Director.
 - (e) In the inaugural year of the organization both the Class I and II elected Directors with terms expiring in either 2009 or 2010 may be elected to one (1) additional term. The stipulation of Section 2 (d) above will apply thereafter.

Section 3

No elected member of Galloway Township Council, appointed professional or staff member of the municipality may serve as an Officer or Director of the GTBA.

ARTICLE VII: DUTIES OF THE OFFICERS

Section 1

President

- (a) The President shall preside at all meetings of the GTBA at which he/she can be present.
- (b) He/she shall be an ex-officio member on all committees and shall appoint the Chair of all committees not provided for within these by-laws.
- (c) He/she is authorized to countersign with the Treasurer all checks for payment of bills and obligations of the GTBA approved by the membership.
- (d) He/she shall preside at all meetings of the Board of Directors at which he/she is in attendance.
- (e) Including the aforementioned provisions, he/she shall have all the other powers and duties generally recognized as pertaining to this office.

Section 2

Vice President

- (a) In the absence of the President, the Vice President shall assume the duties of the President.
- (b) He/she is authorized to countersign, with the Treasurer, all checks for payment of bills and obligations of the GTBA approved by the membership.
- (c) He/she shall be the Parliamentarian of the GTBA.

Section 3

Secretary

- (a) The secretary shall keep a record of the proceedings at each regular or special meeting of the GTBA, and the Board of Directors.
- (b) Along with the Treasurer he/she will maintain a database of all members for the purpose of communications.
- (c) He/she shall make available at each meeting of the general membership the minutes of preceding meetings.
- (d) He/she shall keep a complete file of the activities while in office and turn same over to his/her successor.
- (e) He/she shall keep an accurate copy of the original by-laws with every amendment made thereto in order.
- (f) Including the aforementioned provision, he/she shall have all the other powers and duties generally recognized as pertaining to his/her office.
- (g) The secretary shall notify each member of every meeting to be held by the GTBA, at least five (5) days in advance of such meeting.
- (h) He/she shall attend to all correspondence of the GTBA and shall furnish copies of all outgoing data to the President.
- (i) He/she shall keep a file of all correspondence received by and forwarded by the GTBA and turn over same to his/her successor.
- (j) He/she will have permission to edit and modify the website as determined by the President, Vice President or Board of Directors.
- (k) He/she will be responsible for both electronic and non-electronic distribution of communications to members.

Section 4 **Treasurer**

- (a) The Treasurer shall receive and disburse all funds of the GTBA.
- (b) He/she shall deposit all funds in account or accounts in financial institutions designated by the Board of Directors.
- (c) He/she shall keep an accurate system of books and records in forms and manner approved by the Board of Directors.
- (d) Along with the Secretary he/she will maintain a database of all members for the purpose of communication.
- (e) He/she shall submit an annual report to the membership at the annual meetings and at such time as requested by the membership.
- (f) He/she shall, with the President or Vice President sign all checks for payment of bills and obligations incurred by the GTBA approved by the membership.
- (g) He/she shall present his/her books and records to the Board for audit within five (5) days after the end of his/her term each year.
- (h) He/she shall forward annual bills before November meeting of each year to each member for annual dues and special assessments.
- (i) He/she shall report to membership at the February meeting any delinquencies of members whose dues are in arrears.
- (j) He/she shall notify each member in arrears by February 1st that he/she will make such report to the membership at the February meeting.
- (k) Including the aforementioned provisions, he/she shall have all other powers and duties generally recognized as pertaining to this office.

ARTICLE X: BOARD OF DIRECTORS

Section 1 An eleven (11) member Board of Directors shall consist of the four (4) elected Officers, the Immediate Past President and six (6) elected Directors.

ARTICLE XI: DUTIES OF THE BOARD OF DIRECTORS

Section 1 The Board of Directors will act on all business of the GTBA and will be the administrative body of the organization acting in the best interest of the membership.

**ARTICLE VIII: NOMINATION, ELECTION AND
INSTALLATION OF OFFICERS AND DIRECTORS**

Section 1 Nominations for Officers and Directors At-Large shall be submitted by members by the last general meeting each year. Additional nominations may be made from the floor at the last general meeting.

Section 2 Elections will take place before the first regular meeting of the New Year.

Section 3 Installation of officers shall take place at the first meeting of each year.

Section 4 In the event of a vacancy in the office of the Vice President, the secretary, or the Treasurer, the office shall be filled for the remaining term, by appointment by the President subject to the approval of the membership. A vacancy in the office of the President shall be filled, first by the Vice President, second by the majority vote of the membership.

ARTICLE XII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1 The President shall be the Chair of the Board of Directors and shall preside at all meetings of that Board. The Vice President will act as Chair, in the absence of the President and, in the absence of the President and the Vice President, the Treasurer shall act as Chair.

Section 2 The secretary shall keep a record of proceedings at each regular meeting or special meeting of the Board of Directors.

Section 3 A meeting of the Board of Directors shall follow the installation of officers prior to the next membership meeting. The Board will also meet at a date prior to every general membership meeting. All other meetings of the Board of Directors shall be at the call of the Chair or by the request of at least three (3) members of the Board of Directors provided all members of the Board are notified at least forty-eight (48) hours before the stipulated time for such meeting and provided such date and time is reasonable.

Section 4 The presence of a majority of the Board of Directors then in office shall constitute a quorum for the transaction of all business and except as otherwise provided by these by-laws, the acts of the majority of the Board at a meeting, at which a quorum is present, shall be the acts of the Board of Directors.

ARTICLE XIII: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 The secretary shall make a report of the proposed actions of the Board of Directors at the next regular meeting of the GTBA.

Section 2 Approval of every proposed action of the Board of Directors is not required by the membership of the GTBA and any action which is not contested will be considered approved and confirmed.

Section 3 If a member desires to contest or discuss any proposed action of the Board, it may, however, by proper motion from the floor, be acted upon by the membership at large.

Section 4 The proposed action of the Board may be reversed if a proper motion received two-thirds (2/3) supporting vote of the members present at any meeting.

ARTICLE XIV: COMMITTEES

- Section 1** All committee Chair will be appointed by the President, except as otherwise provided in these by-laws.
- Section 2** The President will announce these appointments at the first regular meeting after taking his seat as presiding officer.
- Section 3** Each committee shall be composed of at least two (2) members in addition to the Chair and as many more as the Chair feels is required.
- Section 4** Any matter to be undertaken should be placed in the custody of one of the standing committees, if at all possible.
- Section 5** All committee Chairs shall keep a complete file of the committees' activities while in office and turn over same to his/her successor.
- Section 6** All committees which handle money shall keep records and forms as required by the Board of Directors and shall make all financial records available to the Treasurer and members of the Board of Directors for audit and review within ten (10) days after the conclusion of all affairs or functions of the committees.
- Section 7** The President shall advise the Chair of each committee as to his/her duties and responsibilities.

ARTICLE XV: RESPONSIBILITIES OF STANDING COMMITTEES

Section 1 There will be a number of standing committees responsible to fulfill the Purposes and Objectives of the GTBA as defined in Article II above. Each Committee will have a Chair and members that serve on the committee in addition to any members assigned by the President.

Section 2 **Committees:**

Finance and Administration

- 1) Assist the GTBA Treasurer with maintenance of financial records and payment of the bills as needed.
- 2) Prepare the annual budget for review and presentation to the Board of Directors and members.
- 3) Prepare budgets and revenue forecasts for special projects and events in conjunction with the respective committees.
- 4) Provide additional oversight along with the Treasurer and Board of Directors on all administrative and operational functions of the GTBA.

Marketing and Communications

- 1) Increase visibility and awareness for the Galloway business community through effective external advertising, promotion and public and media relations campaigns to incrementally build a unified and recognized Galloway brand.

- 2) Develop and utilize effective mediums to communicate internally with the members of the GTBA including, but not limited to websites, newsletters, and e-mail communications, as well as traditional non-electronic forms of communications.
- 3) In tandem with the Membership and Member Programs committee create periodic targeted promotional campaigns and develop target market opportunities for the purpose of attracting new members to the GTBA.

Special Projects and Events

- 1) Create periodic activities, events, seminars, projects and enrichment opportunities that directly benefit the GTBA and help to fulfill the Purposes and Objectives of the GTBA.
- 2) In tandem with the Membership and Member Programs committee organize and plan member meetings and functions including selecting venues, guest speakers, food and beverage menus and related ancillary activities.
- 3) Foster ongoing educational and networking opportunities to benefit the GTBA members.

Membership and Member Programs

- 1) In tandem with the Special Projects committee organize and plan member meetings, functions and programs including selecting venues, guest speakers, food and beverage menus and related ancillary activities.
- 2) In tandem with the Marketing and Communications committee create periodic targeted promotional campaigns and develop target market opportunities for the purpose of attracting new members to the GTBA.
- 3) Create programs designed to ensure member retention and fulfillment of member expectations.
- 4) Periodically survey the membership on the effectiveness and value of services and benefits offered by the GTBA to determine which are most valuable and desirable and make recommendations to the Board of Directors on future needs and opportunities.

Business Advocacy and Community Development

- 1) Create business alliances within the GTBA in the four geographical commercial “nodes” of Galloway Township (Rt 30 corridor, Smithville/Rt. 9, Town Center, and College/Hospital) for the purpose of advancing common interests within those specific commercial “nodes”.
- 2) Serve as a liaison to local, county and State governments and governmental agencies and advocate for positions that are consistent with the Purposes and Objectives of the GTBA as described in Article II above.
- 3) Serve as a liaison to other community organizations, non-profit charitable organizations, the Galloway schools, Absegami High School, Richard Stockton College of NJ, AtlantiCare Regional Medical Center, the airport and the FAA.

ARTICLE XVI: ASSETS OF THE ASSOCIATION, DISSOLUTION

Section 1 The GTBA does not contemplate pecuniary gain or profit, incidental or otherwise, to its members, Officers or Directors. If the GTBA shall have any net earnings, they shall be devoted exclusively to the Purposes and Objectives of the GTBA as defined in Article II above. No part of any net earnings of the GTBA shall inure to the benefit of any member or person.

Section 2 In the event of the dissolution of the GTBA the remaining assets thereof shall be donated to a non-profit group(s) voted on by the existing Board; their successors or assigns, having a dedicated interest in the Township of Galloway, provided, however, that said organizations shall qualify for an exemption under 501(c)(3) of the Internal Revenue Code of 1954 as one organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall, at the time, qualify for an exemption under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVII: AMENDMENTS

Section 1 These by-laws may be amended at any regular meeting of the GTBA with the following procedures:

- (a) Presentation of a proposal by any member or group of members by a proper motion at a regular meeting, and passed with two-thirds (2/3) affirmative vote.
- (b) Reading of proposed amendment at the next regular meeting with revisions and changes requested and supported by proper motion of the membership by majority vote.
- (c) Publication of final proposed amendment in unit bulletin or by special mail to each member.
- (d) Final passage by two-thirds (2/3) affirmative vote of members present at the next regular meeting.

Section 2 “Robert’s Rules of Order”, revised edition, shall be the authority for matters of procedure not covered by these by-laws.