

BRIGHTON BOARD OF TRADE

BYLAWS

May 2014

As amended April 2018

ARTICLE I: Name and Purpose

Section I: The name of the organization shall be: The Brighton Board of Trade, Inc.

Section II: The Brighton Board of Trade, Inc. (“Board of Trade” or “BBOT”) is formed for the purpose of advancing the commercial, industrial, professional and civic interests of Brighton. Its purpose is to support a healthy business climate in which retail, commercial, industrial and non-profit interests can work together to foster a community supportive of trade.

ARTICLE II: Membership

Section I: Any individual, partnership, corporation or other business entity engaged in business or professional activity in the Brighton area shall be eligible to apply for membership in the Board of Trade. Applications for membership shall be submitted to the BBOT Board of Directors (“Board of Directors” or “Directors”) which shall vote at the next meeting. In reviewing membership of applications, the Board of Directors will use a variety of criteria it deems appropriate at that time. Businesses not accepted for membership will be encouraged to re-apply after one year decline.

Section II: Each member of the BBOT shall pay the annual dues as established by the Board of Directors, payable no later than May 1st, or in the case of new members, 30 days from the date of his acceptance by the board. Affiliate membership shall be available to businesses located outside of the Brighton area, or to individuals with an interest in the BBOT’s mission, at a rate of \$25.00 per year. Affiliate members shall receive the organization’s newsletter and be invited to attend meetings with no voting privileges.

Section III: Election to membership and affiliate membership shall require the affirmative vote of a majority of the Directors present and voting.

Section IV: When the Board of Directors shall become satisfied that any BBOT member has violated the stipulations of Section II, Article I, such member may be expelled from the Board of Trade by a majority vote of the Board of Directors. No member shall be expelled without being given an opportunity to be heard before the Board of Directors in such member's own defense.

Section V: Residents of the area who are not engaged in business or professional capacity will be welcomed at specially designated meetings of the BBOT or Board of Directors without voting privileges.

Section VI: Any BBOT member whose entertainment, food or alcohol license is suspended with cause from the city or state governments may have their membership status reviewed by the Board of Directors at its next scheduled meeting. Suspension of six months membership shall require a 2/3 vote of the Board of Directors. No member shall be expelled without being given the opportunity to be heard before the Board of Directors in such member's own defense.

ARTICLE III: Officers and Directors

Section I: Officers of the Board shall consist of: President, First Vice President, Second Vice President, Treasurer, Secretary or Executive Secretary and a minimum of six Directors.

Section II: Officers shall be elected to one year terms. Members of the Board of Directors shall be elected to three year terms. One third of the Directors shall be elected annually. In the event an Officer or Director is unable or unwilling to complete his/her term, the Board of Directors may at its next meeting, by 2/3 vote of those present, elect another Officer or Director to complete that term. In its sole discretion, the Board of Directors may remove, by 2/3 vote of those present at the Directors meeting, any Director who has missed three consecutive Board of Director meetings. Any Director subject to removal shall be given notice of any such potential vote to remove prior to any such vote and shall be given an opportunity to be heard by not less than three officers/directors prior to any such vote.

Section III: A nominating committee of not less than five members of the Board of Directors shall be appointed by the President at the January meeting of the Board of Directors which committee shall nominate from the membership of the Board of Trade as many members as are to be voted for members of the Board of

Directors and Officers as there are vacancies to be filled. The nominating committee shall report to the President at the February meeting of the Board of Directors. Officers and Directors shall be elected at the annual meeting of the BBOT each Spring. At the annual meeting nominations for Officers or Directors may be made from the floor.

Section IV: The Secretary shall mail to all members of the Board of Trade at least 10 days prior to the annual election a ballot listing all of the nominees recommended by the nominating committee. The Secretary shall also record and distribute minutes of meetings in brief to and from the Board of Directors and the Board of Trade files.

Section V: The immediate past president shall serve as an ex-officio member of the Board of Directors for a period of two years after his/her term of office has expired.

Section VI: Duties of the Officers and Directors and the conduct of meetings shall be in accordance with Roberts Rules of Order.

Section VII: A Senior Advisor is a former or present Director that is nominated by the president and approved by a vote of the Directors. A senior advisor will have the same duties and responsibilities as a Director. The only exception is he/she is not required to attend monthly meetings. A senior advisor must be a member of the BBOT.

ARTICLE IV: Meetings

Section I: Regular Directors' meetings shall be held each month, with the possible exception of July and August, at a time and place determined by the President. All members of the BBOT are invited. The annual meeting of the BBOT will be in the Spring of each year at a time and place determined by the Board of Directors.

Section II: In the event of an emergency matter which requires a vote of the Board of Directors prior to the next scheduled monthly meeting of the Directors, at the direction of the President the Directors may vote on such matter by email or other electronic means.

ARTICLE V: Parliamentary Procedures

Section I: All questions of Parliamentary procedures shall be determined by Roberts Rules of Order.

ARTICLE VI: Amendments

Section I: These bylaws may be amended by 2/3 vote (with a minimum of ten members) of those present at any regular or special meeting of the BBOT provided notice of the proposed change shall have been given all members not less than ten days prior to such meeting.

ARTICLE VII: Finances

Section I: Finances of the Board of Trade shall be the responsibility of the Treasurer who shall present a written status report at each Board of Directors' meeting.

Section II: The President shall instruct the Treasurer to pay routine invoices from the Treasury; provided, however, that a majority of the Board of Directors present and voting at any Directors' meeting approves expenditures in excess of \$500.00.

Section III: Dues shall be payable within 30 days of receipt of billing. Those who fail to pay within 60 days after that may be removed from the membership rolls of the BBOT by majority vote of the Board of Directors.

ARTICLE VII: Community Interest Issues

Section I: The Board of Trade is a non-partisan, non-political alliance of those interested in fostering commerce and community service. In cases where the Board of Directors determines that there is an issue of overriding community interest in which the position of the BBOT should be made public, the President shall bring such an issue to the Board of Directors for a vote. In such cases, President shall send members of the Board of Directors a copy of his/her resolution no less than ten business days in advance of the date of the Directors' meeting when the issue shall appear as an agenda item. A 2/3 vote of the Board of Directors present and voting shall be required for such votes.