



# **APEX DOWNTOWN BUSINESS ASSOCIATION**

**– ADBA –**

# **BYLAWS**

# **DECEMBER 20 17**

## **ARTICLE I OFFICES/NAMES**

### **Section 1 – Name:**

The name of the organization shall be the Apex Downtown Business Association, Inc. This name may be abbreviated as “ADBA” when appropriate.

### **Section 2 – Official Address:**

The principal offices of the ADBA in the State of North Carolina will be located in Apex, NC, sited at:

Apex Downtown Business Association, Inc.  
220 North Salem Street  
Apex, NC 27502

The ADBA may have such other offices, within or outside of the State of North Carolina, as a simple majority vote of the Board of Directors may designate, or as the business of the ADBA may require from time to time.

No one other than Officers, Board members, appointed committee members, and other ADBA members specifically authorized to do so may use an alternate address for the receipt of mail for official ADBA business. The official address of the ADBA at Apex is only to be used for correspondence related to ADBA business.

### **Section 3 – Purpose and Area Served:**

The Apex Downtown Business Association, Inc. (ADBA) is founded as a forum for discussions among businesses located either in the downtown area of Apex, North Carolina, or in the surrounding area. The ADBA will engage in activities to: encourage commerce and business within its stated area; make the downtown area accessible and convenient to the public; revitalize and enhance the downtown area; and host public events to attract the public to the area.

### **Section 4 – Designated Downtown Area of the Town of Apex:**

For the purposes of these bylaws, the specific boundaries of the downtown area are determined by the Board of Directors and ratified by the membership. The current Boundary Map and description is located in the Policies and Procedures Manual.

### **Section 5 – Organizational Requirements:**

The Apex Downtown Business Association (ADBA) is organized exclusively for purposes within the meaning of section 501(c)(6) of the US Internal Revenue Code, including, for such purposes, the making of distributions to organizations qualifying as exempt organizations under section 501(c)(3) of the US Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

No part of the net earnings of the ADBA shall inure to the benefit or be distributable to any of its members, trustees, officers, or other private persons, except the ADBA shall be authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the exempt purposes. No substantial part of the activities of the ADBA shall be propagandizing or otherwise attempting to influence legislation, and the ADBA shall not campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the ADBA shall not engage in any other activities not permitted to be performed by a corporation exempt from federal income tax under section 501(c)(6) of the US Internal Revenue Code, or the corresponding section of any future US federal tax code, or the corresponding section of any future federal tax code or United States Internal Revenue law.

Upon the cessation and dissolution of the ADBA, after paying or adequately providing for the debts and obligations of the ADBA, the remaining assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the US Internal Revenue Code or the corresponding section of any future federal tax code or United States Internal Revenue law, or shall be distributed to the US federal government or to a state or local government for a public purpose. Any such assets not so disposed shall be disposed by a court of competent jurisdiction of the county where the principal office of the ADBA is then located, exclusively for such purposes or to such organization(s) as the court shall determine, organized and operated exclusively for such purposes.

### **Section 6 – Conflict of Interest Policy:**

The purpose of the ADBA conflict of interest policy is to protect the interests of the ADBA when entering into a transaction or arrangement with the potential of benefiting the private interest of an Officer, Board member, or Member of the ADBA, or could result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and/or federal laws governing conflict of interest to non-profit organizations. The policy is detailed in the ADBA Policies and Procedures Manual as approved by the Board of Directors.

### **Section 7 – Name Ownership:**

The name and/or initials “Apex Downtown Business Association, Inc.,” “Apex Downtown Business Association” and “ADBA” are the intellectual property of the Apex Downtown Business Association, Inc. Additions or deletions to the names and/or initials (collectively called “terms”) set out above may be made by the Board at its discretion. Any logo or graphic drawing incorporating these terms is deemed the intellectual property of the Apex Downtown Business Association, Inc. The use of these terms is governed by the following:

- A. The terms listed above are to be used to identify the property, real or otherwise, owned or leased by the Apex Downtown Business Association, Inc.
- B. The terms listed above are to be used by the Apex Downtown Business Association, Inc. in advertising media.
- C. The terms listed above are to be used on ADBA letterhead or stationery. Use of such stationery is reserved for official ADBA correspondence by the duly elected Officers, Board members, and committee members appointed by the ADBA President or Board of Directors. No other use of official ADBA stationery, unless specifically authorized by ADBA Officers or Board members is permitted.
- D. The terms listed above may be applied to items necessary to the operation of the ADBA. These items include, but are not limited to, stationery, business cards, forms, brochures, message pads, and similar items. The materials may only be used in the normal operation of the ADBA.
- E. The terms listed above may not be used in a manner inconsistent with the policies as stated in these Bylaws or as may be established by the ADBA Board, the ADBA membership, or a committee appointed to establish a policy regarding the use of the official ADBA name.
- F. If in the event these terms and/or logos are protected by copyright, all users must acknowledge that copyright.
- G. The terms may not be used or reproduced on any souvenirs, memorabilia, or artifacts offered for sale, trade, or gift without the specific written permission of the ADBA Board. Any such use without authorization will be considered fraud.
- H. Use of the terms listed above for promotional items including, but not limited to, caps, tee shirts, patches badges, and printed matter of any kind by vendors other than the ADBA must include the statement, *“Used with permission of the Apex Downtown Business Association, Inc.”*
- I. No property, real or otherwise, unless owned or leased by the ADBA, may be labeled or stenciled with the ADBA name, initials, or logo. The ADBA must have a legally recognizable ownership interest in such property before or concurrent with said property being identified with any or all of the terms listed above. The use of the ADBA name, initials, or logo on any property not owned or leased by the ADBA is prohibited unless authorized by the ADBA Board.
- J. All files maintained by and original copies of all correspondence, memoranda, and other materials directed to Officers, Directors, and Members in the normal conduct of ADBA business are deemed, by virtue of the ADBA ownership of the terms listed above, to be the ADBA property held in trust for the ADBA by the Officers, Directors, and Members. The materials are to be surrendered by the Officers, Directors, or Members in their entirety, complete with no deletions upon the request of the ADBA Board, at the termination of office, or termination of membership in the ADBA.
- K. Members are permitted to use the ADBA logo on their websites to signify membership in ADBA and/or to link to the ADBA website.

**Section 8 – Notices and Announcements (“In Writing” Defined):**

All formal notices required to be given under these Bylaws or by any Officer, Director, committee Chair, or other entity shall be in written form. The term “written” shall be defined as:

- A letter or postcard delivered to the last known address of any Member by regular mail,
- Personal delivery of notices on paper or other media,
- Electronic mail (email) to the last known email address of any Member,
- Publication in the ADBA Newsletter or other news publication,
- Posting in the ADBA Events Calendar, or
- Posting in a specific area of the ADBA website.

**Section 9 – Intellectual Property:**

Any ideas, concepts or intangible assets created or initiated by ADBA or on behalf of ADBA is the property of ADBA, including but not limited to Events, Materials, Lists and Equipment.

## ARTICLE II

### MEMBERSHIP IN THE CORPORATION

#### Section 1 – Membership:

Membership in the ADBA shall be open to any individual business within the area described in Article I Section 3 of these bylaws, believing in the ADBA purpose and goals. Members shall pay annual membership dues as set by the ADBA Board. The membership year is 1 January to 31 December. Any individual, organization, or corporation, member or non-member, contributing additional funds to the ADBA shall be listed as a Sponsor of the ADBA at levels to be set by the ADBA Board.

#### Section 2 – Dues and Membership Levels:

Dues and membership levels in the ADBA shall be set by the ADBA Board, and shall be evaluated on an annual basis to determine any changes necessary. Changes in dues and/or membership levels shall be communicated to the membership on no less than a thirty (30) day notice. Current membership rates are stated in policy manual. The current membership levels are:

- A. Full Member:** A full member of the ADBA is any entity meeting the requirements of Article II Section 1 of these bylaws, located within the designated area described in Article I Section 4 of these bylaws. A full member is granted one (1) vote in the affairs of the ADBA where a membership vote is necessary under these bylaws.
- B. Associate Member:** An associate member of the ADBA is any entity meeting the requirements of Article II Section 1 of these bylaws, not located within the designated area described in Article I Section 4 of these bylaws. An associate member may participate in the discussions and deliberations at any ADBA meeting, but does not have a vote in the affairs of the ADBA where a membership vote is necessary under these bylaws. Associate members may serve on committees but may not be elected to the Board of Directors or elected as to any ADBA Officer position.
- C. Honorary Member:** An honorary member of the ADBA is any entity the ADBA wishes to so honor, meeting the requirements of Article II Section 1 of these bylaws. An honorary member pays no dues to the ADBA. An honorary member does not have a vote in the affairs of the ADBA. Honorary members may not serve on committees and may not be elected to the Board of Directors or elected as to any ADBA Officer position. Any full member of the ADBA may propose an entity for consideration as an honorary member. All honorary members must be approved by a majority vote of the ADBA Board of Directors present at the next Board meeting after the entity is proposed as an honorary member.

#### Section 3 – Member in Good Standing:

A member in good standing shall be defined as a Member having paid the appropriate current dues for their membership level. Good standing status is lost by any Member failing to pay current dues within four (4) months after the due date of such dues. Good standing status is reinstated upon payment of such dues. The voting membership of the ADBA consists only of Members in good standing.

#### Section 4 – Rights and Powers of Members:

Full Members of the ADBA (i.e., individual businesses) shall have one (1) vote in the affairs of the ADBA where a membership vote is necessary under these bylaws. Full Members shall be entitled to:

- A.** Elect the members of the ADBA Board of Directors,
- B.** Vote on ADBA affairs where a membership vote is required by these Bylaws,
- C.** Participate in full member-only initiatives,
- D.** Receive all notices, minutes, and bulletins published by the ADBA,
- E.** Listing of Member sponsored events in the ADBA events calendar, and
- F.** Attend ADBA meetings.

Associate Members of the ADBA (individual, organization, or corporation) shall not have a vote in the affairs of the ADBA where a membership vote is necessary under these bylaws. Associate Members shall be entitled to:

- A.** Participate in the discussions and deliberations of ADBA affairs at ADBA meetings,
- B.** Receive all notices, minutes, and bulletins published by the ADBA, and
- C.** Attend ADBA meetings.

Honorary Members of the ADBA (individual, organization, or corporation) shall not have a vote in the affairs of the ADBA where a membership vote is necessary under these bylaws. Honorary Members shall be entitled to:

- A.** Receive all notices, minutes, and bulletins published by the ADBA, and
- B.** Attend ADBA meetings.

#### Section 5 – Membership Meetings:

Membership meetings of ADBA will be held on a monthly basis. The last Membership Meeting in each calendar year shall be the Annual Meeting of the ADBA, and elections will be held at this meeting. If the membership desires to convene a special meeting, this shall be done at the earliest convenient date, allowing for ten (10) days advance notice to the membership, following receipt by the ADBA Board of a petition, signed by at least a quorum of Members requesting such action.

**Section 7 – Place of Meetings:**

Meetings of the Members of the ADBA shall be held at a place designated by the ADBA Board within the Town of Apex, North Carolina. However, the Board of Directors may, at its discretion, designate an alternate place within the State of North Carolina for any particular meeting, provided written notice is given to the Membership.

**Section 8 – Quorum:**

The rules for quorum at any meeting of the Members of the ADBA shall be ten (10) full members.

**Section 9 – Voting:**

Voting at meetings of Members of the ADBA shall be conducted in accordance with parliamentary procedure as shown in Robert’s Rules of Order, current edition.

The assignment or the transfer of voting rights is not allowed. Vote by proxy is prohibited in all Member and/or Board votes taken by the ADBA or any of its committees or other sub organizations.

The Secretary shall provide Members, no less than ten (10) days before any meeting where a membership vote is required, with a written ballot to be employed in voting by Full Members absent or unable to attend a meeting. This ballot shall give the Full Member the option to accept, reject, or abstain with regard to the issues, questions, or candidates for which it is issued. The Board of Directors shall interpret an *abstention* as a non-vote or non-participation and count it as neither “for” nor “against.” Written ballots shall be issued in conjunction with all matters requiring the approval of the Membership.

Written ballots shall be accepted only if returned to the Secretary by the date specified thereon, by mail, in person, or by bearer on the date of the meeting. The Secretary shall review all ballots to ensure they are properly executed before the taking of a vote.

**Section 10 – Conduct of Members:**

- A.** No Member shall engage in conduct detrimental to the ADBA.
- B.** Members retain the rights to use all of the rules and procedures set out in the ADBA Bylaws or *Robert's Rules of Order*, but no Member shall use any procedural rule for the purpose of hindering the ADBA in the orderly administration of its business or impairing its ability to fulfill contractual obligations.
- C.** During a meeting of the Membership or ADBA Board or of any committees, no Member shall refuse to abide by the rulings of the presiding officer.
- D.** Any Member with knowledge of the whereabouts of any assets or records of the ADBA shall disclose the same to the ADBA Board in a truthful and forthright manner, if requested to do so.

**Section 11 – Rejection of Membership:**

Applications for membership in the ADBA may be rejected by a simple majority vote of the ADBA Board attending a Regular meeting of the ADBA Board. Grounds for such rejections shall include but are not limited to:

- A.** Refusal to provide information on the ADBA application,
- B.** Refusal to submit dues with application.

**Section 12 – Expulsion, Suspension, and Denial of Renewal:**

A Member of the ADBA may be subject to expulsion or suspension by a simple majority vote of the ADBA Board attending a regular meeting of the ADBA Board. Grounds for such rejections shall be:

- 1.** Willfully and repeatedly violating, after reasonable warning, ADBA rules or policies established by the ADBA Board, the violation of which is likely to impede the orderly administration of ADBA affairs,
- 2.** Conduct prejudicial to the best interest of the ADBA,
- 3.** Conflict of interest with the Bylaws, policies, or best interests of the ADBA,
- 4.** Self-dealing in the assets of the ADBA, or
- 5.** Violating, after reasonable warning, ADBA rules, if the violation is deemed likely to cause property damage, personal injury, or death.

A member can apply for reinstatement under the appeals process described in the ADBA Policies and Procedures Manual.

## ARTICLE III

### THE BOARD OF DIRECTORS

#### Section 1 – Position, Number and Terms:

There will be a minimum of seven (7) and a maximum of eleven (11) members of the Board of Directors, consisting of a minimum of three (3) and maximum of four (4) Officers and a minimum of three (3) and maximum of seven (7) Directors. The term of office for any ADBA Board member shall begin on 1 January of the year following the close of the ADBA Board meeting when elections are held. Officers of the ADBA shall consist of a President, Vice-President, Secretary, and Treasurer. Directors shall consist of Events Chair, Marketing Chair, Finance Chair, Membership Chair and *Ad Hoc* chairs.

#### Section 2 – Qualification:

- A. Officers:** All Officers of the ADBA must be members of the ADBA Board at the time of their election or appointment. Officers shall receive no compensation, but may be reimbursed for expenses incurred in the transaction of ADBA business within the scope of their office. No individual person may hold the position of President along with any other Board position.
- B. Directors:** Any full member in good standing of the ADBA, at least twenty-one (21) years of age and having been a Member for not less than one (1) year, is eligible to serve on the ADBA Board. ADBA Board members shall receive no compensation, but may be reimbursed for expenses incurred in the transaction of ADBA business within the scope of their office.

#### Section 3 – Elections and Terms of Officers and Directors:

The President, Vice-President, Secretary, Treasurer, and Directors shall be elected by vote of the Full Members of the ADBA. At the ADBA Regular Meeting held before the ADBA Annual Meeting, the Board of Directors shall appoint a nominating committee of three (3) Members, including at least one (1) ADBA Board member to submit a slate of candidates. The committee shall receive nominations until the election as well as those made from the floor at the ADBA Annual Meeting, but nominees must be present and signify consent to nomination.

The term of office for any Officer or Director position named in these bylaws shall begin on 1 January of the year following the close of the ADBA Annual Meeting. Each Board member shall hold their offices for a term of one (1) year, and may succeed themselves if reelected or reappointed in subsequent years, with a limit of two (2) consecutive terms for President and Vice-President, not to return to the positions of President or Vice-President, respectively, for two (2) years.

ADBA Board positions becoming vacant during a term shall be filled by vote of the remaining Board members at the next Regular ADBA Board meeting at least ten (10) days following notification of the vacancy to the Secretary. A simple majority of those Board members present at such a meeting shall be necessary to elect the replacement Board member. The Board member elected as a replacement shall serve only the remainder of the term of the vacating Board member.

#### Section 4 – Powers, Duties and Roles:

The direction and management of the affairs and finances of the ADBA shall be vested in the ADBA Board. The ADBA Board is the final authority in interpretation of these Bylaws. These powers and duties are further enumerated as the following:

- A. Board of Directors:** The direction and management of the affairs and finances of the ADBA shall be vested in the ADBA Board. The ADBA Board is the final authority in interpretation of these Bylaws. These powers and duties are further enumerated as:
1. To initiate, control, supervise, and manage the activities of the ADBA for the purposes stated in Article I, Section 3 of these Bylaws,
  2. To control, supervise, and manage the affairs, business, and property of the ADBA,
  3. To enact and adopt rules, regulations, and policies for the governance and management of the affairs, business, and property of the ADBA,
  4. To have authority over the distribution and payment of the assets and finances of the ADBA, and ensure these assets and finances are used for the purposes designated by these Bylaws, and
  5. To set dues, to set designated downtown area, and determine member benefits.
- B. President:** The President shall preside at all meetings of the ADBA Board, be the principal executive of the ADBA, and supervise and manage the affairs and activities of the ADBA. The President shall sign contracts and all instruments the ADBA Board is authorized to execute, except in cases where the signing and execution thereof is expressly delegated by the ADBA Board or by these Bylaws to some other Officer or Agent of the ADBA, or is required by law to be otherwise signed or executed. The President, in general, will perform all duties incident to the office of President, and such other duties as may be prescribed by the ADBA Board from time to time.
- C. Vice-President:** The Vice-President shall assist the President in the supervision, management, and governance of the affairs and business of the ADBA. In the absence of the President, or in the event of disability or refusal to act on the part of the President, the Vice-President shall assume the duties of the President. When so doing, the Vice-President shall have all the powers and responsibilities of and be subject



to all the restrictions upon the President. The Vice-President shall also perform such other duties as may be assigned from time to time by the President or the Board of Directors.

- D. Secretary:** The Secretary shall keep the minutes of the ADBA Board and other meetings, maintain the official Membership Roster, be the custodian of the corporate records and the seal of the corporation, give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law. The Secretary, in general, performs all duties incident to the office of Secretary, and such other duties as may be assigned from time to time by the President or the Board of Directors.
- E. Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities the ADBA may hold. These duties shall also include the collection of funds for the ADBA, handling disbursements, and keeping complete and accurate records of receipts and disbursements, deposit all revenue, sign checks and financial instruments, prepare an annual report of the finances of the ADBA, and such other duties which may be assigned from time to time by the President, or by the ADBA Board. The Treasurer, in concert with the Board and Finance Committee, shall prepare an annual budget for each fiscal year, containing estimates of expected costs and disbursements. The Treasurer shall deposit all funds in the name of the ADBA with such banks, trust, companies, or other investments selected in accordance with the provisions of these Bylaws. The Treasurer may be required to give bond for the faithful performance of the duties of the office of Treasurer in such sums or with such surety or sureties as the ADBA Board will determine. The accounts of the Treasurer may be audited annually by an independent accountant, appointed by the ADBA Board.

**Section 5 – Meetings of the Board of Directors:**

- A.** The quorum necessary for the conduct of business by the ADBA Board shall consist of the presiding officer plus one half (½) of the remaining Board members.
- B.** Regular meetings of the ADBA Board may be held monthly at a date and time set by the ADBA Board. Regular meetings shall be open to any Member of the ADBA; however, this shall not preclude the ADBA Board from conducting business in executive session, at its discretion, when necessary at a Regular Board or Member meeting. Regular meetings of the ADBA Board shall be held no more than two (2) weeks before the next regular membership meeting. These meetings shall be held in conjunction with the regular Membership meetings.
- C.** Special meetings of the ADBA Board may be called by the President at any time, and the Secretary shall give written notice to each Board member, at least ten (10) days before the date of such meeting. Such notice shall state date, time, and place of such meeting, and the nature of the business to be transacted at such meeting. Special meetings of the ADBA Board may be called by the President upon receipt of a written request signed by two (2) Board members. The President shall then direct the Secretary to call the meeting by written notice to each Board member, at least ten (10) days before the date of the meeting. Such notice shall state date, time, and place of the meeting, and the nature of the business to be transacted. If at any time, the President is absent or unable to act, such special meetings may be called by the Vice-President or Secretary of the ADBA. Special meetings shall be open, unless announced in advance an individual meeting is to be held in executive session.
- D.** An Emergency meeting of the ADBA Board may be called by the President to address a specific issue. All requirements for the time limits of notification for such meeting are waived. The Secretary shall make a best effort to notify all members of the ADBA Board of such meeting before the meeting.
- E.** If it is not possible to bring the Board together at an emergency meeting, and a vote of the Board is necessary before the time of the next scheduled meeting, the President may authorize the Secretary to telephone or speak with each member of the Board to collect their individual votes on any matter. The Secretary shall file a written report of any such poll as part of the minutes of the next Board meeting after such a vote is taken.

**Section 6 – Resignation:**

Any Board member may resign at any time by giving written notice to the Secretary. Such resignations shall be effective at the time specified therein; acceptance of such resignation shall not be necessary to render it effective. Vacancies caused by resignation shall be filled as outlined in Article III, Section 3 of these Bylaws.

**Section 7 – Removal:**

- A.** A Member of the ADBA Board may be subject to removal for any of the following reasons:
  - 1.** Failing, or being unable due to health or personal reasons, to fulfill the duties of an Officer or Board member as outlined in Article III, Section 4 of these Bylaws,
  - 2.** Missing three (3) ADBA Board meetings with any twelve (12) month period without notification to the President or Secretary before the meeting or within twenty-four (24) hours after the meeting,
  - 3.** Willfully and repeatedly violating, after reasonable warning, ADBA rules or policies established by the ADBA Board causing an impediment to the orderly administration of ADBA affairs,
  - 4.** Self-dealing in the assets of the ADBA,
  - 5.** Conflict of interest with the Bylaws, policies, or best interests of the ADBA, or
  - 6.** Violating, after reasonable warning, ADBA rules, the violation of which is likely to cause property damage, personal injury, or death.

- B.** An Officer or Board member can be removed only by vote of the Membership at a Regular or Special meeting of the Members, provided notice is given in writing to the Membership of the intent to take such action. The following procedure shall be observed:
  - 1.** A petition requesting such action be taken shall be submitted to the Secretary. The petition shall state in detail the reasons why such action is requested. The petition shall be signed by no fewer than five (5) full members of the ADBA. The Secretary shall submit the petition to the ADBA Board for review; and if merited, and the ADBA Board shall place the matter on the agenda of the next meeting of the membership, whether regular or special.
  - 2.** The Officer or Board member being acted upon shall be given an opportunity to be heard, either orally or in writing, at the meeting.



## ARTICLE IV FINANCES

### Section 1 – Fiscal Year:

The fiscal year of the ADBA shall commence at 12:00:00AM on 1 January of each calendar year, and terminate at 11:59:59PM on 31 December of that same year.

### Section 2 – Budget:

The Treasurer, in concert with the Board and Finance Committee, shall prepare an annual budget for each fiscal year, containing estimates of expected costs and disbursements. The proposed budget will be voted on by the membership at the Annual Meeting, and ratified with a simple majority vote.

### Section 3 – Banking:

All funds of the ADBA not otherwise employed will be deposited with such federally insured banks, trust companies, or other investments as shall be directed by the ADBA Board.

### Section 4 – Checks and Withdrawals:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the ADBA shall be signed by such officer or officers, agent or agents, of the ADBA in such manner and as will, from time to time, be determined by resolution of the ADBA Board.

The ADBA Board may authorize the Treasurer to move any amount in a checking account into another type of account at any time by a simple majority vote of the Board members present at a Regular, Special, or Emergency ADBA Board meeting. Movements of funds from other types of accounts or instruments into checking must be approved by a simple majority vote of all Board members.

Expenditures of greater than one-thousand dollars (\$1,000.00) or more must be approved by a simple majority vote of Directors present at a Regular, Special, or Emergency ADBA Board meeting, unless previously approved in the annual budget.

### Section 5 – Contracts:

The ADBA Board may authorize any Officer or Officers, Agents or Agents, to enter into any contract or execute and deliver any instrument in the name of the ADBA, and such authority may be general, or confirmed to specific instances.

### Section 6 – Loans:

Loans may be contracted on behalf of the ADBA when expressly authorized by simple majority vote of the entire ADBA Board. Evidences of obligation will be issued in the name of the ADBA.

### Section 7 – Non-Profit Position:

The ADBA Board shall accept and/or receive funds and/or property, real or otherwise, as a gift, purchase, or trade on behalf of the ADBA. The ADBA Board shall decide on the distribution of funds and/or property, real or otherwise, on behalf of the ADBA, subject to the restrictions stated in these Bylaws and/or the Articles of Incorporation.

All activities of the ADBA shall be without gain or profit, directly or indirectly, incidental or otherwise, to the Officers, Board members, or Members of the ADBA.

No assets of the ADBA shall be distributed for the benefit of any Officer, Board member, or Member, except for reimbursement for expenses incurred in the transaction of ADBA business or for reasonable compensation for services rendered.

### Section 8 – Financial Solicitation:

Solicitation for financial support for the ADBA and its related activities is expressly reserved to the duly elected Officers and Board members of the ADBA. No individual, group of individuals, either ADBA members or persons not officially associated with the ADBA, may solicit financial contributions for or on behalf of the ADBA without the express consent of the ADBA Board.

A receipt must be provided upon request for each donation received, and a copy of that receipt forwarded to the Treasurer. All printed matter and advertising media shall note that the solicitation is sanctioned by the ADBA.

The right to solicit financial support may be delegated by the ADBA Board to a committee composed of one or more ADBA Members and/or persons not ADBA members. This delegation must be specific in nature and duration. One or more persons associated with the solicitation will be held personally liable to account for all donations received on behalf of the ADBA.

Members are encouraged to seek avenues of financial support for the ADBA and its projects, and make the Officers and Board members aware of potential sources of financial support. All solicitation will, however, be governed by this section of the Bylaws.

### Section 9 – Legal Actions:

The ADBA shall not enter into legal action as plaintiff unless such action is approved by a simple majority vote of the entire ADBA Board. Such actions as may be entered upon are subject to periodic review and continued approval thereof by the ADBA Board. Nothing in this section shall preclude the ADBA Board from seeking restraining orders or injunctive relief to protect the assets of the ADBA.

## ARTICLE V COMMITTEES

### Section 1 – Chair:

The chair of a permanent or *Ad Hoc* Committee is a member of the Board of Directors. The Chair shall be expected to attend all regular meetings of the Board and Membership, and present a written report of committee activities. If the Chair cannot attend a regular meeting of the Board and/or Membership, the written report must be submitted to the Secretary for presentation to the Board. The President of the ADBA shall be an *ex officio* member of every ADBA committee and shall be notified of all committee meetings and actions before they are implemented.

### Section 2 – Permanent Committees:

The Committee Chair shall determine at least two (2) other ADBA members as members of the committee. Permanent Committees of the ADBA are established by these Bylaws to handle ongoing activities, and may only be dissolved through the procedures for amendments to the Bylaws as outlined in Article VII of these Bylaws. The Chair of each Permanent Committee shall be appointed by the President of the ADBA, and shall hold that office until a successor is appointed by the President of the ADBA. The Permanent Committees of the ADBA shall be:

- A. Finance Committee:** The Finance Committee, approved by the Board and chaired by the Treasurer, shall be responsible for reviewing the finances of the ADBA. The committee may also be assigned other tasks in line with its general mandate by the President of the ADBA.
- B. Events Committee:** The Events Committee shall be responsible for organizing and executing any events, fairs, festivals, parties, gatherings, parades, or other special activities for the promotion of the ADBA and/or sponsored by the ADBA. The committee may also be assigned other tasks in line with its general mandate by the President of the ADBA.
- C. Membership Committee:** The Membership Committee shall be responsible for soliciting new members for the ADBA, maintaining contact and good relations with existing members, distribution of yearly dues notifications, and providing the Secretary with appropriate information on each member for the official Membership Roster. The committee can determine the type of membership for respective members, to be approved by the Board. The committee may also be assigned other tasks in line with its general mandate by the President of the ADBA.
- D. Marketing Committee:** The Marketing Committee shall be responsible for the public corporate image of the ADBA, preparation and approval of all collateral marketing materials, maintenance of the ADBA website, and social media marketing. The committee may also be assigned other tasks in line with its general mandate by the President of the ADBA.

### Section 3 – *Ad Hoc* Committees:

*Ad Hoc* Committees, as may from time to time be necessary, may be created or established by the President or a simple majority vote of the Board members present at any Regular or Special meeting.

These *Ad Hoc* Committees of the ADBA are created or established as outlined in Article V, Section 1 of these Bylaws, but remain in existence for a time and/or purpose designated by the creating or establishing entity. The Chair of each *Ad Hoc* Committee shall be appointed by the entity creating or establishing the committee.

## **ARTICLE VI**

### **AMENDMENTS TO THE BYLAWS**

- A.** These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a majority vote of the ADBA Board of Directors present at the meeting where the change is voted, provided at least ten (10) days notice is given of the intention to amend, alter, or repeal, or to adopt new Bylaws at such meeting. Such action of the Board of Directors shall take effect upon ratification by a simple majority of the Membership of the ADBA voting at the next regular meeting of the membership in accordance with the voting procedures outlined in Article II, Section 9 of these Bylaws.
- B.** Proposals for amending or repealing these Bylaws shall be submitted to the Secretary, in the form of a petition signed by no less than five (5) Members. The Secretary shall present the petition to the Board at its next Regular meeting.

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- Adopted by vote of the Board of Directors of the Apex Downtown Business Association, Inc., on 3 September 2008.
  - Modified by vote of the Board of Directors of the Apex Downtown Business Association, Inc. on 1 July 2012, and ratified by vote of the members of the Apex Downtown Business Association, Inc., on 6 July 2012.
  - Modified by vote of the Board of Directors of the Apex Downtown Business Association, Inc., on 5 February 2016, and ratified by vote of the members of the Apex Downtown Business Association, Inc. on 4 March 2016.
  - Modified by vote of the Board of Directors of the Apex Downtown Business Association, Inc., on 27 November 2017, and ratified by vote of the members of the Apex Downtown Business Association, Inc. on 1 December 2017.



**APEX DOWNTOWN  
BUSINESS ASSOCIATION**

**– ADBA –**

**POLICIES AND  
PROCEDURES MANUAL**

## **Interim Policies and Procedures Manual**

For any item in the bylaws designated to be addressed in the Policies and Procedures Manual, members should refer to the related item in the ADBA Bylaws dated March 2016.