

Johnsburg Area Business Association Inc.

Bylaws

Revision Date: January, 2020

Johnsburg Area Business Association Inc.

Article I

Name

Known as the Johnsburg Area Business Association Inc., herein referred to as "JABA". It was originally and remains established as a not for profit organization under the framework of a IRC 501(c) (6) and its principle office is registered and shall remain located within the Village of Johnsburg, Illinois area. JABA also maintains a post office box within the Johnsburg/Ringwood area.

Article II

Purpose

JABA shall be an informal association of business, professionals, and community leaders whose goal and objectives are to work together to enhance the business environment and prosperity of the area through networking, social media marketing, and problem solving. Further, to educate the business community on local, county, state and federal legislative affairs developing business strategies. The objective is to promote the "common business interest" and not to engage in a regular business of a kind ordinarily carried out for profit.

Mission

To promote business, support business interests, and provide programs and services that best serve the common interests of our members and community.

Vision

To be a sought after resource for enhancing area business opportunities and help improve economic vitality through business development.

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Article III

Restrictions of Activities

JABA shall observe all local, state, and federal laws which may apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code. The organization's Internal Revenue Service ID Number is 36-4236838.

In order to comply with non-profit regulations, JABA shall be nonpartisan, nonsectarian and shall take no part in or lend its influence directly or indirectly in support of the election or appointment of any candidate for city, village, township, school board, fire protection district, library, state, or federal office.

Article IV

Fiscal Year

The association's business year shall be from January 1st to December 31st of each year.

Article V

Membership

Membership shall be open to any business within or adjacent to Johnsburg who serves the residents and other businesses of the area. This includes home-based businesses, medical offices, utilities, lawyers, sole proprietors, associations, corporations, or professionals whose goals and objectives are to enhance the business environment of the greater Johnsburg area through networking.

Each applicant shall make written application in such as the organization may prescribe. An application may be rejected by a vote of the JABA officers at an executive committee meeting if, in the opinion of the officers, it would not be in the best interest of JABA to accept the application.

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Annual dues shall be established for the following year during budget preparation and will be communicated to the membership at the November annual meeting. Thereafter the Treasurer shall provide each member with a written invoice prior to December 15th and such invoice shall be payable in full on or before January 15th. If dues aren't settled prior to February meeting, the respective member shall be automatically dropped from membership in JABA.

If membership is established in the 4th quarter of the calendar year, dues shall be 50% of the annual amount. The member will then receive a full dues invoice for the next calendar year in the regular invoice cycle as noted above.

Each member business or government organization shall be limited to one voting member who shall be designated when dues paid. Voting members may be changed by written notice to the President and Treasurer. There shall be no honorary or in kind memberships.

Any member may be expelled for conduct unbecoming a member as determined by the vote of the JABA membership at a monthly meeting.

Article VI

Officers

The officers shall be a President, a Vice President, a Treasurer, a Secretary, the immediate Past President and the Village of Johnsburg Economic Development Committee Chairperson.

At the regular meeting held on the first Wednesday in October, a Nominating Committee composed of the officers shall nominate candidates to be elected at the annual meeting in November. Before the elections, at the annual meeting in November, additional nominations from the floor shall be permitted.

The term of office for all officers shall be for two years. In the event of a vacancy, the executive committee shall appoint a successor to fulfill the term. The term for all officers shall begin January 1st. No proxies shall be

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allowed in the election of officers. No member shall hold more than one officer positions at a time, or serve more than two consecutive terms in the same office. An exception may occur by a majority vote of a quorum present at a membership meeting. These officers shall perform the duties as:

President: The President shall serve as Chief Executive Officer of JABA and shall preside at all meetings. The President shall represent JABA before all other organizations.

Responsibilities include but are not limited to:

- Monthly member meeting and agenda
- Organizational issues and concerns
- Business membership issues and concerns
- Planning issues and concerns
- Organization development and delegation

Vice President: The Vice President shall assist the President and other officers in their duties and shall perform duties of the President in the absence or disability of the President.

Responsibilities include but are not limited to:

- Membership
- Events
- Strategic Planning
- Committees

Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by JABA and for their proper disbursement. The Treasurer shall provide financial reports to the President and all members at each meeting. The Treasurer shall submit monthly bank statements with check register and reconciliation to the Secretary to record with the minutes each month for the purpose of an annual audit to be completed by a third party by the end of the first quarter of the calendar year.

Responsibilities include but are not limited to:

- Cash/Reserves
- Financial statements
- Budgets
- Billing, invoicing, collections, deposits, bill paying, banking

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Secretary: The Secretary shall attest to the actions of the officers and shall prepare and submit minutes of all meetings. Secretary shall correct all minutes as approved by the membership, seal approved minutes, and maintain sealed minutes in JABA's minute book.

Responsibilities include but are not limited to:

- Meeting minutes
- Agenda issues and concerns
- Website development, issues and concerns
- Administration issues and concerns

Village of Johnsburg Economic Development Committee Chairperson:

The EDC Chairperson will shall assist with coordinating efforts and communication between JABA, the Economic Development Committee and the Village.

Responsibilities include but are not limited to:

Building relations with member businesses and the Village

Past President: The Immediate Past President shall assist the President and other officers as requested by the President.

Responsibilities include but are not limited to:

Reviewing JABA operations and procedures

Monitor activities and results with reason and justification

Critique JABA organizational plans

Provide tie breaker vote on all officer issues

Mentor the president and other officers as needed

Address membership issues and conduct

Article VII

Committees

The following committees exist for the purpose of carrying out JABA's objectives:

The Executive Committee shall consist of the immediate past president, current president, Vice President, Secretary, Treasurer and the EDC Chairman of the Village of Johnsburg. The Executive Committee will meet at least monthly for the purpose of planning and reviewing progress toward

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the objectives of the organization. The Executive Committee shall appoint all committee heads and assist in the selection of committee personnel.

Scholarship Committee – A scholarship is awarded to a local high school student who exhibits involvement in school and community service. The Committee chair prepares documents and works with local high schools to notify students of the scholarship opportunity. Committee members assist in the selection of the scholarship recipient by reviewing and scoring applications.

Expo Committee – For the planning and execution of the annual business expo. The Committee Chair handles logistics for the Expo. Committee members assist the chairperson with preparation for the Expo, set up and clean up after the Expo.

Membership Committee – For the purpose of membership recruitment and engagement.

State of the Village Committee – For the planning and execution of the annual State of the Village Dinner and address by the President of the Village of Johnsburg.

Banner Committee – For the purpose of marketing JABA and other local organizations via banners on poles throughout the Village of Johnsburg.

Parade Committee – For the planning and execution of JABA's presence in Johnsburg's annual Saufen und Spiel parade.

Other committees may be developed as needed

No action by any JABA member, committee or officer shall be binding upon, or constitute an expression of the policy of the JABA organization until it has been approved or ratified by the membership.

Meetings of committees may be called at any time by the President or by the Chairman of such committees.

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Article VIII

Operating Budget

An operating budget for the upcoming fiscal year shall be developed for JABA by the President, Officers and Committee Chairs and presented for membership approval by no later than the November meeting. After the final adoption of the new year budget no indebtedness shall be incurred or expenditure made unless submitted in writing and authorized by the members at any regular meeting. The budget may be amended as necessary with the review and recommendation of the executive committee. A two-thirds roll-call vote of "voting members" at any regular meeting shall be required to approve a budget amendment.

ARTICLE IX

Meetings

Regular meetings are held on the first Wednesday of each month unless rescheduled by the President. The regular meeting on the first Wednesday in November shall be the annual meeting and shall be for the purpose of electing officers standing for election, receiving reports of the officers and for such business as may come before the organization.

Nine (9) members of the Organization shall constitute a quorum.

Article X

Order of Business

The President shall set the agenda for all membership meetings. Members may request item(s) to be placed on the agenda for discussion and/or action. If the President believes the requested item(s) may be detrimental to the operations and/or integrity of JABA, the President may request a majority vote for item to be placed on the agenda.

The proceedings of JABA meetings shall be governed by and be conducted according to Roberts Revised Rules of Order.

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Article XI

Outside Help

The President and other Officers are responsible for day-to-day operations of JABA and shall work towards the better good of the membership and other needs of the organization. With approval of the membership the President is authorized to appoint an Executive Director to assist the Board with day-to-day operations. Duties of the Executive Director are included in Exhibit A Position Description. The Executive Director is a volunteer position subject to appointment annually by the President with approval of the membership.

In addition, with approval of the membership the President is authorized to retain a temporary contract employee(s) to complete a project at a rate to be determined. The temporary employee may be a current JABA member.

Article XII

Amendments

Bylaws will be reviewed annually by the officers and may be amended at any regular meeting of JABA provided that the proposed amendment(s) has been submitted in writing at the previous regular meeting. A two-thirds roll-call vote of "voting members" at any regular meeting shall be required to approve a bylaw change.

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EXHIBIT A

POSITION DESCRIPTION

EXECUTIVE DIRECTOR

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The Executive Director is responsible for the organization's consistent achievement of its mission and financial objectives. In program development and administration, the Executive Director will enhance the organizations effectiveness by providing professional management support, representing the Association and support operations. The Executive Director reports to the President, or in his/her absence, the Vice President.

ESSENTIAL POSITION FUNCTIONS

1. Maintains services by organizing operations, routing correspondence and providing information services to our members.
2. Responsible for a membership drive campaign annually.
3. Establish and manage a membership retention plan.
4. Keep the Board of Directors informed by reviewing and analyzing reports, summarizing and presenting information and requests.
5. Plan bi-monthly Board meetings and events with the Board members/committees by identifying, assembling and coordinating requirements, establishing contacts, develop schedules and assignments, coordinating mailing lists and setup and breakdown of events. This includes the coordination of ribbon cutting ceremonies.
6. Working with the Treasurer in maintaining financial accounts and historical financial records. Monitors budgets by comparing and analyzing actual results with plans and forecasts.
7. Coordination, attendance and maintenance of minutes and record keeping at Association Board meetings.
8. Market Association activities, programs and goals.
9. Maintain social media accounts
10. Establish networks, maintain a sound working relationship and cooperative arrangements with community groups and organizations.
11. Establish and maintain contact log noting new members and leads on membership drive. Provides monthly membership updates to the Board.
12. Provide business assistance and act as a resource for new and existing local businesses.
13. Other duties as assigned.

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MINIMUM QUALIFICATIONS

1. High School diploma required, College degree preferred.
2. Appropriate written skills, leadership skills, interpersonal skills, a high level of professionalism and sound time management skills/practices.
3. Working knowledge of Quick Books, Excel and various social media outlets.

COMPENSATION AND BENEFITS

Not Applicable

DISCLAIMER

The guidelines in this Position Description are not intended to in any way create any contractual obligations with respect to employment.

NOTHING IN THIS POSITION DESCRIPTION NOR ANY OTHER COMMUNICATION BY THE BOARD OF DIRECTORS OR ANY OTHER MEMBER, WHETHER ORAL OR WRITTEN, IS INTENDED TO IN ANY WAY CREATE A CONTRACT OF EMPLOYMENT.