



## ARTICLE I - ORGANIZATION AND PURPOSE

**SECTION 1. Name & Address.** This organization shall be known as the DOWNTOWN BUSINESS ASSOCIATION (DBA). The address of the DOWNTOWN BUSINESS ASSOCIATION shall be: P O Box 2609, Elko, Nevada 89803.

**SECTION 2. Purpose-** The Elko DBA will promote, preserve and enhance the prosperity of the downtown area and support the overall betterment of the Elko Community.

**SECTION 3. Downtown Area.** The downtown area is hereby defined as being bounded on the south by River Street, on the east by 12<sup>th</sup> Street, on the west by 1<sup>st</sup> Street, and on the north by Court Street. (Appendix 1- Map)

**SECTION 4. Non-Profit Status-** the DBA shall be organized and operated as a nonprofit corporation.

**SECTION 5.** The DBA in its activities shall be non-partisan, non-sectarian, and non-sectional. It shall not by resolution or otherwise be committed to the support or endorsement of any candidate for public office.

## ARTICLE II – MEMBERSHIP, ELIGIBILITY, DUES, BENEFITS AND TERMINATION

**SECTION 1. Membership and Eligibility-** Any business, organization or individual located within the DBA boundaries that supports the purpose of the DBA is welcome to join the DBA, and participate in DBA events and programs. Members may join at any time during the year and their membership will be valid until the end of the calendar year. Membership is contingent upon approval of the board.

There shall be two categories of membership.

- a. **General Membership** will consist of businesses located in the designated downtown area and shall include the opportunity to participate in promotional projects and campaigns specifically benefiting the DBA.
- b. **Associate Membership** will consist of all others who are not in the designated downtown area and/or individuals who are not associated with a business in the designated downtown area as approved by the General Membership.

**Voting Privileges-** All members in good standing shall have such rights and privileges as voting members. Staff will not have a voting privilege. Members with delinquent dues or assessments will not have voting privileges. A written proxy vote will only be accepted through an officer of the Board of Directors or staff. Absentee ballots will be allowed at the Annual Meeting and Election of Officers.

**SECTION 2. Dues-** Membership dues shall be set by the Board of Directors and ratified by the General Membership. Annual dues are payable within the first quarter of each calendar year (January-December) due date of March 31<sup>st</sup> each year.

New members shall pay dues on a prorated basis if they join after the second quarter of the year. Dues collected after the second quarter of the year will be calculated for the remainder of the current year Plus the subsequent year's dues.

**SECTION 3. Assessments-** Assessments for each campaign or promotion shall be set by the Board of Directors and presented to the General Membership for approval.

**SECTION 4. Membership Benefits-** The benefits of each of the DBA Membership Types are outlined in a separate document, which is provided to all prospective members considering membership, and to all ongoing members in the case of any changes to the benefits of their respective Membership Type. Membership benefits are determined at the sole discretion of the DBA Board, and may be reviewed from time to time.

**SECTION 5. Termination-** Expulsion of any member shall be only for the following reasons:

- a. For non-payment of dues or assessments that are ninety (90) days in arrears;
- b. A DBA member engages in behavior or actions that, in the sole discretion of the DBA Board, are in conflict with the purpose of the DBA, the DBA Board has the option to terminate said member's DBA membership, with no refund of any dues paid.
- c. A DBA member submits a request, in writing, to resign from the DBA, which shall be accepted by the Board of Directors.

**SECTION 6. Compensation-** Staff to the Board of Directors will be the only members compensated for services.

### **ARTICLE III – BOARD OFFICERS, ADMINISTRATION AND ELECTIONS:**

**SECTION 1. Board of Directors-** the Board of Directors shall be composed of the following: President, Vice-President, Past President, Treasurer, Secretary and Four (4) members at large. One (1) member at large position may be held by an Associate Member, and up to two (2) member at large positions may be filled by an associate member. When the Treasurer also serves as the Secretary, five (5) members at large are required. This Board of Directors shall have supervision, control and direction in the affairs of the DBA and may execute the powers granted by the By-Laws. The Board may appoint such agents as it considers necessary to fulfill the mission of the DBA and its goals.

**SECTION 2. Nomination-** Nomination for officers and members at large shall be by any member in good standing with the DBA. Nominations shall be presented at the September general meeting, and an election shall be by ballot sent out via email or in person at the general meeting of the General Membership in October. Election results will be announced at the general meeting in November. There will only be one vote allowed for each business within the DBA.

**SECTION 3. Term-** Term of office shall be one (1) year.

#### **SECTION 4. Officers**

**President-** the President shall be the Chief Executive Officer of the DBA and have the general powers and duties of supervision and management usually vested in the office of the President. He/she shall preside at all Board of Directors and General Membership meetings.

**Vice President-** the Vice-President shall have such powers and perform such duties as assigned by the President and shall preside over meetings in the President's absence.

**Past President-** The Past -President shall have duties as assigned by the President and shall preside over meetings in the absence of the President and Vice-President. This position will be held by the current outgoing President.

**Treasurer-** the Treasurer shall have custody of the DBA's funds, and shall keep full and accurate account of receipts and disbursements in the books belonging to this organization. He/she shall prepare a financial statement for each Board of Directors meeting, file such forms as are required at State and Federal levels and present all records for an annual audit. He/she shall deposit all monies to credit of organization in such depositories as designated by the Board of Directors. The President, Vice-President and Treasurer shall be authorized to sign drafts.

**Secretary-** the Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors or the General Membership, and any other notices as shall be required by the Board of Directors. He/she shall record the proceedings of such meetings and offer such records for inspection at all meetings.

**SECTION 5. Meetings-** Meeting of the Board of Directors shall be designated by the President and shall be held not more than once a month.

**SECTION 6. Special Committees-** Special committees may be appointed by the President to complete such tasks as may be deemed beneficial to the purposes and membership of the organization.

**SECTION 7. Vacancies-** Vacancies on the Board of Directors shall be filled by the Board of Directors by appointment, until the next annual election by the General Membership. Any Board Member missing three (3) consecutive meetings can be reviewed by the Board.

**Section 8. Staff-** The Board of Directors may appoint or hire staff for the purpose of carrying out the Corporation's daily operations and may delegate such power to staff as is necessary to supervise effectively the Corporation's affairs and activities. All staff must have a job description that must be reviewed and approved by the Board of Directors annually. Staff will attend Board of Director meetings. The President will be the point of contact for any Contractor/staff and will sign agreements.

#### **ARTICLE IV – QUORUM AND MEETINGS:**

**SECTION 1. Quorum-** Majority vote of the members present at the duly noticed meeting shall be required for a quorum at all meetings.

**SECTION 2. General Membership Meeting-** General Membership meetings shall be held each month on the day designated by the General Membership from time to time. The location of the meeting shall be decided by the Board of Directors. Written notice of date, time and place of meeting, and the general nature of the business to be considered shall be given not less than three (3) working days prior to the meeting.

**SECTION 4. Special Meetings-** Special meetings may be called by the President. The President shall notify the complete Board of Directors of such meetings, and shall state the purpose of such meeting. Unless an emergency exists, such notice shall be three (3) working days prior to time set for such meeting.

#### **ARTICLE V – Finances:**

**SECTION 1.** Upon approval of an annual budget, the board of directors and staff are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval. Disbursements made by check must be signed by two (2) members of the executive committee.

**Section 2.** All money paid to the DBA shall be placed in a general operating fund at an approved financial institution, which shall be reviewed annually. Surplus funds shall be deposited to interest bearing accounts upon approval by the Board.

#### **ARTICLE VI – AMENDMENTS:**

**SECTION 1. By-Laws-** These By-Laws may be amended, added to or repealed by a majority vote only at General Membership meetings where notice of the proposed change has been given in the written notice of such meetings. Any changes may be proposed at any meeting of the Board of Directors or General Membership.

**APPENDIX 1**

City of Elko Downtown Business Association Boundary Map

