

BY-LAWS

SOLOMONS BUSINESS ASSOCIATION

Revision 1 – April 2005

ARTICLE I – NAME

The name of this organization as herein adopted shall be The Solomons Business Association. (Hereinafter SBA)

ARTICLE II - PURPOSES

The purposes are as follows:

- a) To promote and encourage commerce, business, balanced development and tourism in the Solomons Community, Calvert County, Maryland.
- b) To promote the orderly development of the Solomons Town Center Plan and the fulfillment of the goals and objectives set forth therein.
- c) To increase public awareness of the beneficial aspects of economic development and the ancillary benefits, e.g. jobs and money entering the economy because of economic development.
- d) To protect and enhance the environment through the development process in a balanced fashion being aware that Solomons is a Town Center and also a sensitive and extremely beautiful natural asset.

ARTICLE III – MEMBERSHIP

- a) SBA is organized and established to benefit all businesses and the owners of commercial property and/or developable land in the Solomons Community. Membership will be granted without regard to the race, creed, color or religion of any person.
- b) Members may be admitted by the approval of a majority of the Board of Directors after paying membership dues. Such approval shall not be unreasonably withheld. Each entity identified in IIIa above shall select and designate only one (1) individual to represent it for voting purposes.
- c) Membership dues will be set by the Board of Directors after approval by a majority of the members present.
- d) Members may be expelled by the Board of Directors for non-payment of dues or budget subscriptions sixty (60) days after notification their dues are delinquent. A member may be expelled for cause after the member has the opportunity of a hearing before the Board of Directors at a proposed time and place, and after reasonable notice. A unanimous vote of all the Board of Directors shall be necessary to expel a member for cause.

ARTICLE IV – MEETINGS

The Board of Directors shall provide for membership meetings whenever they may be deemed necessary. There shall be a membership meeting at least quarterly. At all meetings ten percent (10%) of the members in good standing shall constitute a quorum. Board meetings with 7 Directors shall constitute a quorum.

ARTICLE V – BOARD OF DIRECTORS

a) The government of the SBA, the control of its property and the final authority for its Directors shall be vested in a Board of Directors which shall consist of eleven (11) members who shall be elected for a term of two (2) years each. The membership shall nominate and vote for Directors, as there are vacancies to fill. Those candidates who receive the highest number of votes shall be elected.

b) The Board of Directors is authorized to secure the services of any persons, companies or corporations as well as to make any expenditures deemed necessary to carry out the business of the SBA with the approval of a majority of the members present (see Article IV).

c) Three consecutive unexcused absences of a Director may be cause for termination.

ARTICLE VI – OFFICERS

a) Within thirty (30) days after the annual election, the Directors shall meet and elect officers for the ensuing year: a President, a Vice President, a Secretary, and a Treasurer.

b) The President shall preside at all meetings and perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall be ex-officio member of all committees.

c) The Vice President shall act in the absence or disability of the President, and in the absence or disability of both the President and the Vice President, the Board of Directors shall choose one of its members to act temporarily as presiding officer.

d) The Secretary shall record and keep the minutes of all annual and special meetings of the general membership and all meetings of the Board of Directors. The Secretary shall give notice to all members, in writing, at least ten (10) days in advance. The Secretary shall keep a list of all members and mail the notices of dues as established by the Board of Directors. The Secretary will annually provide to all members in good standing a list of the membership. The secretary may be compensated at an amount determined by the Board of Directors.

e) The Treasurer shall receive and disburse the funds of the SBA and keep all monies of the SBA deposited in its name. The Treasurer at the quarterly meetings shall make reports to the Board of Directors. The President and the Treasurer shall have the ability to sign checks.

ARTICLE VII – PARLIAMENTARY PROCEDURE

The proceedings of all meetings shall be governed by and conducted according to the latest edition of Robert’s Manual of Parliamentary Rules.

ARTICLE VIII – BY-LAWS AND AMENDMENTS

These By-Laws are effective upon affirmative vote of the majority of the Board of Directors upon approval of the members. All members shall be given access to the By-Laws upon attaining status of a member of the SBA.

a) The By-Laws may be altered or amended upon ten (10) days notice to the members of the Board of Directors and upon the approval of a majority of the general members voting. Notice of all amendments shall be provided to the membership by the Secretary within sixty (60) days of its adoption.

ADOPTED THIS 30th day of April, 2005.

BOARD OF DIRECTORS

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