

Hillsdale Business Alliance By-Laws

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*As adopted by resolution at the
HBA Steering Committee Meeting*

January 12, 2016

Name and Purpose

1. The name of this organization is the Hillsdale Business Alliance (HBA).
2. The HBA exists to **promote** local businesses to residents, visitors and other businesses, to **share** best practices, collective experience and insights with HBA members, to **advocate** business-friendly programs, policies and practices through two-way communication with elected officials and town committees, and to **support** our neighbors and the community through charitable efforts, sponsorships and projects.
3. The HBA is independent of the government of the Town of Hillsdale.

Membership

1. Membership in the HBA is open to all businesses within 2 miles of the Hillsdale Town boundaries.
2. A member of the HBA is an owner, officer, or designated representative of such business that has paid its current annual dues.
3. Dues are set at \$25.00 for the period from the adoption of these By-laws through December 31, 2016. In subsequent years, dues are set at the Annual Meeting by a vote of the general membership and cover the following calendar year.

Officers

1. The officers of the HBA shall be Chair, Vice-Chair, Secretary, and Treasurer.
2. General Responsibilities of the Officers
 - a. *Duties of the Chair*
 - i. The Chair shall set the agenda one week prior to and preside over the meetings of both the general membership and the Steering Committee.
 - ii. The Chair shall have responsibility for all affairs of the HBA.
 - iii. The Chair shall present the nominees for Chairs of Standing Committees and of Ad Hoc Committees, as designated by members of said committees, to the Steering Committee for approval.
 - b. *Duties of the Vice-Chair*
 - i. The Vice-Chair shall preside over meetings of the HBA or the Steering Committee in the absence of the Chair.
 - ii. If a vacancy occurs in the office of Chair, the Vice-Chair shall perform the duties of Chair until an interim election to fill the vacant office, which election to be held within 60 days of such vacancy.
 - c. *Duties of the Secretary*
 - i. The Secretary shall maintain an up-to-date membership list for the purpose of determining HBA membership and shall make the list available at all member meetings.
 - ii. The Secretary shall record and maintain the minutes of the general membership and Steering Committee meetings, shall keep attendance lists, and shall e-mail the minutes to each Steering Committee member within 14 days after each meeting.
 - iii. The Secretary shall retain all HBA records.
 - d. *Duties of the Treasurer*
 - i. The Treasurer shall have charge of all HBA funds, pay all obligations approved by the

- Steering Committee, and make a report to the general membership and Steering Committee at each meeting.
- ii. The Treasurer shall open (or renew) an account for the HBA at a bank designated by the Steering Committee. The Steering Committee shall designate two officers who will be authorized to sign checks in the absence of the Treasurer. Two signatures will be required on all checks of \$200 or more.
 - iii. All checks, invoices, and contracts shall be first received by the Treasurer, who shall maintain a permanent photocopy file. All checks and other payments shall be deposited within five (5) business days. Contracts approved by the Steering Committee shall be signed by the Chair and Treasurer.
 - iv. The Treasurer is responsible for any governmental reporting that may be required.
 - v. The Treasurer shall receive all dues payments and shall communicate such receipts to the Secretary in order for the Secretary to maintain an up-to-date membership list.

General Meetings

1. Membership meetings.

There shall be a General Meeting held each year in November, for which notice shall be given by the most feasible means to all businesses currently members of the HBA, to conduct the following business:

- a. Election of officers and Steering Committee Members.
- b. Setting the annual dues for the following year.
- c. Soliciting input from the membership as to goals and activities.

2. Special Meetings of the general membership

The Chair, with the approval of a majority of the Steering Committee, may call a Special Meeting at any time. A Special Meeting must also be held if 10 members or 20% of the total membership of the HBA, whichever is fewer, submit a written request for such a meeting to any officer of the HBA.

3. All meetings, both General and Special, may include additional items for discussion as suggested by the Chair or requested by any attending member.
4. At least 14 days in advance of a General Meeting and 5 days in advance of a Special Meeting, all members shall be notified of the agenda of items to be discussed and/or voted upon at that meeting.

Rules of Order and Voting

1. On all matters of procedure not otherwise specified in these by-laws, [Robert's Rules of Order - Summary Version](#), latest revision, shall be the official guide. (Attached)
2. No action may be taken at a General or Special Meeting unless a quorum is present. A quorum shall consist of either 10 members or 20% of the total membership, whichever is fewer.
3. No actions may be taken at a Steering Committee Meeting unless a quorum is present. A quorum shall consist of either 5 members or 40% of the total membership, whichever is fewer.
4. Operational, functional, and organizational actions of the HBA shall be determined by a simple majority vote of the members present.

Committees.

1. Steering Committee

a. Powers and Numbers

The affairs and property of the HBA shall be managed by or under the direction of the Steering Committee in accordance with these By-laws. The number of Steering Committee Members that shall constitute the Steering Committee shall be at least five (5) but no more than twelve (12). Within these specified limits, the number of Steering Committee Members can be increased or decreased by resolution of the Steering Committee. Such action by the Steering Committee shall require a vote of a majority of the entire Steering Committee, and no decrease shall shorten the term of any incumbent Steering Committee Member.

b. Election and Term

The initial Steering Committee Members shall be the persons holding such position at the time of adoption of these By-laws. They shall serve until the first Annual Meeting of the entire HBA membership when officers and Steering Committee members shall be elected by the general membership.

Steering Committee Members shall hold office for a term of two (2) years and each shall continue in office for such term or until such member's successor shall have been elected or qualified, or until such member's removal, resignation, or death.

At the first Annual Meeting when Steering Committee Members are elected by the general membership, half of those elected will serve for a term of one (1) year. Those who will be elected to a one (1) year term may volunteer for this designation or be selected by lot.

c. Newly Created Steering Committee Memberships

Newly created Steering Committee Memberships resulting from an increase in the authorized number of Steering Committee Members or from vacancies occurring in the Steering Committee for any cause may be filled by vote of the majority of the Steering Committee Members, although less than a quorum, or by a sole remaining Steering Committee Member. Each Steering Committee Member so elected shall serve until the next annual meeting, or until such Steering Committee Member's successor is elected or appointed, or until such Steering Committee Member's earlier removal, resignation, or death.

d. Leave of Absence

Any Steering Committee member who has been in office for at least twelve (12) months may, by written notice to the Steering Committee, take a leave of absence from the Steering Committee for up to six (6) months. No Steering Committee member shall take more than six (6) months leave within any two-year term, and any such cumulative leave of absence will be deemed a resignation from the Steering Committee.

e. Removal

Any Steering Committee Member may be removed with cause by a majority of the entire Steering Committee upon written notice signed by all of the other Steering Committee Members.

f. Resignation

Any Steering Committee Member may resign at any time by giving five (5) days written notice to the Chair or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

g. Steering Committee Meetings

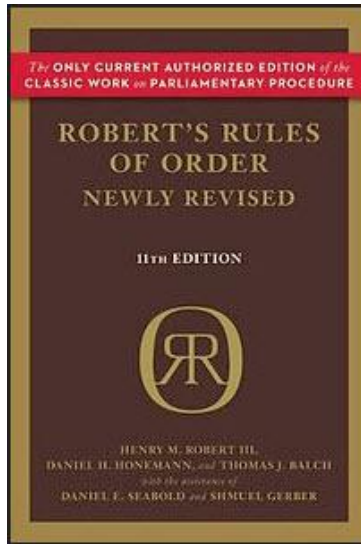
The regular meetings of the Steering Committee shall be held at such times and places as may from time to time be fixed by the Steering Committee or may be specified in a notice of meeting. Regular or special meetings of the Steering Committee may be held at any time upon the call of the Chair or any two Steering Committee Members. These meetings shall be open to the general membership.

2. Standing Committees

- a. Development and Member Services, **which will be responsible for:**
 - iv. Promoting the HBA and its mission throughout the Hillsdale business community;
 - v. Developing a list of benefits available to members of the HBA exclusively or at a reduced cost;
 - vi. Organizing the General Membership Meeting in November, as well as any other member activities approved by the Steering Committee.
- b. Communications, which will be responsible for:
 - vii. Developing and implementing methods of communicating with HBA members and the community at large about activities, events, and other topics of interest;
 - viii. Developing and maintaining an on-line presence through such means as an HBA web site, Facebook page, and others deemed appropriate.
 - ix. Designing, reviewing, preparing, and organizing the distribution of announcements, brochures, and other materials at the request of the Steering Committee.
- c. **Events**, which will be responsible for planning, organizing, and executing activities and events that will accomplish the following:
 - x. Strengthen the Hillsdale business community by providing opportunities for the public to visit the Town and participate in member-sponsored activities.
 - xi. Raise money to fund the operations of the HBA, such money to be placed in the General Fund unless designated for a specific purpose with such designation approved by a majority vote of the Steering Committee;
 - xii. Support the initiatives of the Town and of other groups for the general benefit of Hillsdale.
- d. **Marketing**, which will be responsible for:
 - xiii. Developing opportunities for paid advertising on the HBA web site and in the HBA newsletter, as well as other appropriate venues as they become available;
 - xiv. Promoting the HBA through paid or complimentary advertising, in co-operation with the Communications Committee;
 - xv. Developing group advertising opportunities for HBA member businesses.

Amendment of the By-Laws

These by-laws shall be reviewed annually by the Steering Committee and may be amended, in accordance with [Robert's Rules of Order - Summary Version](#), by a majority vote at two consecutive Steering Committee Meetings.



Robert's Rules of Order - Summary Version

Introduction to Robert's Rules of Order

What Is Parliamentary Procedure?

It is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion.

Why is Parliamentary Procedure Important?

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization. Today, Robert's Rules of Order newly revised is the basic handbook of operation for most clubs, organizations and other groups. So it's important that everyone know these basic rules!

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officer's reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

The method used by members to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

There are four Basic Types of Motions:

1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

How are Motions Presented?

1. Obtaining the floor
 - a. Wait until the last speaker has finished.
 - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
 - c. Wait until the Chairman recognizes you.
2. Make Your Motion
 - a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ..."
 - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
4. Another member will second your motion or the Chairman will call for a second.
5. If there is no second to your motion it is lost.
6. The Chairman States Your Motion
 - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.
 - c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
7. Expanding on Your Motion

- a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
 - b. The mover is always allowed to speak first.
 - c. All comments and debate must be directed to the chairman.
 - d. Keep to the time limit for speaking that has been established.
 - e. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
8. Putting the Question to the Membership
- a. The Chairman asks, "Are you ready to vote on the question?"
 - b. If there is no more discussion, a vote is taken.
 - c. On a motion to move the previous question may be adapted.

Voting on a Motion:

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for a exact count.
2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

There are two other motions that are commonly used that relate to voting.

1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order.
2. Have members obtain the floor properly.
3. Speak clearly and concisely.

4. Obey the rules of debate.

Most importantly, *BE COURTEOUS*.

For Fair and Orderly Meetings & Conventions

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies requires all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything!

Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr/Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair! Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!

- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!

The Rules

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists includes size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table

- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful - may be moved to "**Close Debate**" if preferred
- **Informal Consideration:** Move that the assembly go into "**Committee of the Whole**" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

Taken from: <http://www.robertsrules.org/>