

JAMAICA PLAIN BUSINESS & PROFESSIONAL ASSOCIATION  
BY-LAWS (as amended to December 16, 2015)

ARTICLE 1 NAME & PURPOSE

1.1

The name of the organization shall be the Jamaica Plain Business and Professional Association (JPBAPA).

1.2

The purpose of the organization shall be to assist in the promotion, improvement and growth of the "Centre Street/South Street" commercial district of Jamaica Plain, with geographical boundaries of the intersection of Centre Street and South Huntington Avenue, the intersection of Centre Street and the Arborway and the intersection of South Street and the Arborway. Included in this "focus area" is any commercial area or side street with businesses on it contiguous to the main streets.

ARTICLE 2 GENERAL MEMBERSHIP

2.1

General membership shall be open to any individual, corporation or partnership operating a for-profit enterprise located in the focus area described in Section 1.2. In addition, any party that does not meet the criteria described in the preceding sentence can be approved for general membership by the board of directors.

2.2

*(intentionally left blank)*

2.3

Each general member shall pay annual dues to fund the operational and promotional expenses of the organization. These dues are payable by September 15 of each year. The amount of dues shall be decided by a vote of the general membership each year. Only general members whose dues are paid in full shall be entitled to full privileges of general membership, including the rights to vote and hold office.

2.4

General membership may be revoked if a general member's dues are in arrears as of January 1st, following a written notice from the treasurer. General membership may also be revoked for cause, as determined by the board, and by a quorum vote by the general membership.

## 2.5 General Membership Responsibilities

General members shall make decisions on the following by a majority of those present at a general membership meeting: election of the board of directors, removal of members of the board, and amendments to the organization by-laws.

## ARTICLE 3 BOARD OF DIRECTORS

### 3.1

The association shall be governed, except for certain decisions spelled out elsewhere in these bylaws, by a board of directors (board) composed of 12 to 15 general members elected by the general membership every year. The board shall meet monthly, a minimum of 8 times per year. Only board members may vote at board meetings.

### 3.2 Board Election

Any general member in good standing shall be entitled to serve as a board member. The election shall be held every year at the spring meeting of the general membership based on nominations from the general membership. The spring meeting shall be considered the annual meeting of JPBAPA. General members who cannot attend the meeting may vote by letter. The board shall take office on June 1.

## ARTICLE 4 DUTIES OF THE BOARD OF DIRECTORS

### 4.1 Managing the organization

The board shall conduct the business of the organization including, but not limited to, setting the budget, record keeping, outreach, meeting and program planning and notification. The board shall also oversee Association efforts to carry out the purposes of the organization regarding promotion, marketing, appearance, traffic and parking issues and other activities.

### 4.2 Committees

The board shall appoint committees as it deems necessary. Board members as well as general members of the Association in good standing may serve on committees.

### 4.3 Vacancies

A vacancy in the board during the term shall be filled by a general member elected by the board of directors.

## ARTICLE 5 OFFICERS

### 5.1

The officers of this organization shall be: President, Vice President, Clerk/Recording Secretary and Treasurer.

### 5.2

Only members of the board shall be entitled to serve as an officer.

### 5.3

All officers shall be elected by the board for a term of one year. The president shall not serve more than four consecutive terms in that office.

### 5.4

Election of officers shall take place at the first meeting of the new board.

### 5.5

A vacancy in an office shall be filled by a vote of the board of directors.

### 5.6

An officer or board member may be removed from office by a vote of the board for three consecutive absences from board meetings, for nonpayment of dues, or for cause.

### 5.7

Officers and board members shall serve without compensation.

## ARTICLE 6 DUTIES OF OFFICERS

### 6.1

The President shall preside at all board and general meetings and shall be responsible for creating the agendas for the meetings.

### 6.2

The Vice President shall preside in the absence of the President or whenever the President shall relinquish the chair.

### 6.3

The Clerk/Recording Secretary shall see that a record of all proceedings of the BAPA and of the board are kept and disseminated to the general membership. The Clerk/Recording Secretary shall give reasonable notice of all meetings, shall notify all committees of any matters referred to them and shall supervise the disposition of all correspondence in a timely fashion.

6.4

The Treasurer shall collect all dues. All monies shall be deposited with the Treasurer on or before the first of each month for purposes of financial reporting. The Treasurer shall receive all monies and special funds, shall pay all bills when approved by the board and shall make a report at regular board and general membership meetings and at such other time as the general membership shall request.

ARTICLE 7 MEETINGS

7.1

The JPBAPA shall have general membership meetings three times each year: fall, winter and spring. General membership meetings shall offer opportunity for members to network, take part in an informative program and do business for the organization as described in these by-laws.

7.2

The board of directors shall meet monthly, at least 8 times per year. The board may call special meetings. All board meetings shall be open to the general membership.

7.3

The dates, times and locations for general membership and board meetings for the next year shall be set by September 30. The schedule shall be mailed to all members of the association. Notice of board and general membership meetings with agenda shall be mailed to all general members no later than two weeks prior to the meeting.

7.4

At all meetings, Robert's Rules of Order shall prevail.

7.5 Quorum

Seven board members shall constitute a quorum for the transaction of business and votes at a board meeting. Twelve general members shall constitute a quorum at general membership meetings.

7.6

All decisions, except where otherwise indicated, shall be by majority vote.

ARTICLE 8 AMENDMENTS

8.1

Any general member may propose to the board an amendment to the by-laws at a board or general membership meeting. Proposed amendments shall be submitted in writing to the board. Notice of such proposed amendment shall be contained in the agenda for the next general membership meeting at least 20 days in advance. The amendment becomes effective if approved by two thirds of the general members present and voting.