

# **Garland Downtown Business Association Bylaws**

## **ARTICLE ONE**

### **Name, Purpose, Offices, and Boundaries**

#### **Section 1 – Name**

The name of the Corporation shall be The Garland Downtown Business Association, hereinafter referred to as GDBA.

#### **Section 2 – Purpose**

The GDBA exists as a Nonprofit Corporation to promote, revitalize, and increase the business activity and foot traffic in the Garland Downtown Business District and the City of Garland, Texas and to provide assistance to its members.

#### **Section 3 – Principle Office**

The principle office of the GDBA in the State of Texas shall be in the City of Garland, County of Dallas.

#### **Section 4 – Registered Office and Registered Agent**

The GDBA shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be identical with the principle office of the GDBA in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

#### **Section 5 – Boundaries**

The Garland Downtown Business District shall be considered to be bounded on the North by Walnut Street, on the South by Avenue D, on the East by First Street, and on the West by Garland Road, and shall be inclusive of both sides of these boundary streets.

## **ARTICLE TWO**

### **Board of Directors**

#### **Section 1 – General Powers**

The affairs of the GDBA shall be managed by its duly elected and qualified Board of Directors.

#### **Section 2 – Officers**

The Board of Directors of the GDBA shall consist of the President, Vice President, Secretary, Treasurer, immediate past President, up to four (4) Members-At-Large and up to four (4) Ex-Officio Members with at least one being a city employee. Ex-Officio Members are non-voting members.

#### **Section 3 – Election**

The Officers of the GDBA shall be elected by the membership of the GDBA at the regular quarterly meeting in December of each year. A nominating committee of at least three members will be appointed to present a Slate of Officers. The Slate shall be presented to the membership at least two (2) weeks prior to the December quarterly meeting. Nominations to offices will also be accepted from the floor. Elections will be conducted in accordance with Robert's Rules of Order, Newly Revised.

#### **Section 4 – Tenure and Term of Office**

The Officers of the GDBA shall serve a one (1) year term from January 1 – December 31.

If a Board Member misses more than two consecutive meetings, the Board may, at its discretion, review that Board Member's standing.

#### **Section 5 – Vacancies**

Vacancies shall be appointed by the remaining Officers for the remainder of the unexpired term of office.

### **Section 6 – Meetings of the Board of Directors and Membership**

#### **Board of Directors**

A monthly meeting of the Board of Directors will be held on a consistent day of the month, with time and location to be announced. This day of the month will be the same for the entire calendar year. Special meetings of the Board of Directors may be called by the President or upon the request of any two (2) Officers. Notice of the time, date, purpose, and place of such special meetings must be given to each Board Member at least three (3) days prior to the meeting.

A quorum for Board of Directors meetings shall be defined as 51 percent. A Board Meeting may be held without a quorum but no motions may be voted on.

### **Section 7 – Duties of Officers**

**President:** The President shall preside over all meetings and attend committee meetings as needed, and appoint an Audit Committee of at least three people.

**Vice President:** The Vice President shall preside in the absence of the President. In case of vacancy in the Office of the President, the Vice President shall serve in the capacity of the President until a new President may be appointed.

**Secretary:** The Secretary shall keep accurate minutes of the meetings of the Board of Directors and the regular monthly meetings, copies of all documents addressed at the meeting, and shall maintain a current listing of all members.

**Treasurer:** The Treasurer shall be the official custodian of the GDBA funds and be responsible for keeping accurate records of income and disbursements. The Treasurer shall deliver a written report to the Board of Directors at the regular monthly Board meeting as well as at the quarterly membership meeting.

Duties not specified above shall be assigned by the Board of Directors as necessary.

## **ARTICLE THREE**

### **Committees**

#### **Section 1 – Committee Eligibility**

All paid Members and supporting members are eligible to serve on committees. Committee Chairs shall be appointed by a majority of the board.

#### **Section 2 – Standing Committees (Permanent)**

The GDBA shall have the following Standing Committees: Membership, Events & Business Outreach, Social Media and Awards.

Each Committee Chair will select the members of their committee.

#### **Section 3 – Special Committees (Temporary)**

The Board may create new Special Committees such as an Audit Committee and Nominating Committee and appoint Chairs as needed. All paid members are eligible to chair or serve on committees.

## **ARTICLE FOUR**

### **Meetings of the Membership**

#### **Section 1 – Regular Meetings**

Regular Meetings will be held quarterly, in March, June, September and December. The Board of Directors may waive or reschedule a regular meeting for reasons such as conflict with a recognized holiday. The Board of Directors may not waive, and must notify the membership in

writing at least 15 days prior to rescheduling the December regular meeting. A quarterly meeting of the membership will be held on a consistent day of the month, with time and location to be announced. The day of the month will be the same for the entire calendar year.

**Section 2 – Special Meetings**

Special Meetings of the Association may be called by the President or at the request of any two (2) Board Members. Notice of the time, date, purpose, and place of such special meetings must be given to each member at least three (3) days prior to the meeting.

**Section 3 – Meeting Agendas**

An Agenda will be created at least four (4) days prior to the quarterly General Membership Meeting and distributed and publicly posted. Members must submit their requests for agenda items in writing to the President at least one (1) week prior to the regular quarterly meeting.

**ARTICLE FIVE**

**Membership and Dues**

**Section 1 – Membership**

Membership in the Association shall be open to anyone who has ownership in business or property and or holds office on the board of a nonprofit organization, other than GDBA, located within the Association boundaries as noted in Article One, Section 5. Others who live or work outside of the Association's geographical boundaries shall be allowed to join as "Supporting Members". Only Members will be allowed to vote, but Supporting Members may participate in other Association activities.

**Section 2 – Dues**

All membership dues are based on calendar year. Members may join at any time, but dues may not be pro-rated. Existing members will be invoiced in November for the next calendar year. Dues for Members and Supporting Members shall be the same.

**ARTICLE SIX**

**Amendments to the Bylaws**

**Section 1 – Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by presenting such alteration, amendments, or proposals for new Bylaws in writing to the President and the Board of Directors, who will then present the proposals at the regular quarterly meeting for discussion. The proposal will be publicly posted at least 30 days prior to the date of any meeting at which changes will be considered. An affirmative vote of two-thirds of the members present and voting shall be necessary for adoption. Adopted proposals will become effective immediately.

Dated: 12/23/2004  
Updated: 01/01/2017

Signed: \_\_\_\_\_