

# Gibsonville Merchants Association

## Constitution

### **ARTICLE I**

#### **NAME**

The name of this organization shall be the Gibsonville Merchants Association.

### **ARTICLE II**

#### **OBJECTS**

The object of this organization are and shall be:

1. To effect a closer association of the merchants and business people of Gibsonville through educational and cooperative programs,
2. To report to proper authorities worthless, unworthy or fraudulent advertising and donation solicitation, and all kinds of fake and fraudulent schemes in the community,
3. To develop Gibsonville and the territory adjacent thereto as a trading center,
4. To advocate legislation beneficial to merchants and the consuming public and to oppose legislation detrimental to said interests,
5. To disseminate trade information, encourage improved business methods and generally to advance the interests of merchants and secure more friendly relations,
6. To affiliate and cooperate with the North Carolina Merchants Association in all of its endeavors and activities in behalf of mercantile interests,
7. To develop a genuine spirit of cooperation among its members in all matters pertaining to the welfare of the community and to make Gibsonville a better place in which to live, and
8. To perform such other services as the members of the association may determine from time to time which would ensure to the mutual benefit and protection of the membership and the consuming public.

### **ARTICLE III**

#### **MEMBERSHIP**

SECTION 1. The membership of the Association may consist of any reputable individual or firm interested in the sale of merchandise, commodities, or service, and such others as the Board of Directors of the Gibsonville Merchants Association may deem eligible. After adoption of this Constitution, each prospective member shall be required to furnish an application for membership, which application must be approved by the Board of Directors and then voted on by the membership in an open meeting.

SECTION 2. Membership shall be not less than one year unless otherwise stated on the application blank, after which time, same may be discontinued by giving in writing to the President of the Association at least ten days before expiration, otherwise the dues of said member will be payable at the beginning of the next year.

SECTION 3. Any member or representative of any member firm of this Association whose conduct has been hostile to the objects of or injurious to the character of the Association, or in conflict with its Constitution and By-Laws or its established rules, may be suspended by the President if deemed necessary for the good of the Association until the next regular meeting of the Board of Directors: and said member may be suspended for a specific length of time or expelled from the Association by a two-thirds vote of the Board of Directors until a full opportunity has been given for a hearing to the member charged with such violation in the meaning of this Section.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

#### **PRESIDENT**

SECTION 1. The President shall preside at all meetings, in his/her absence the Vice President and in the absence of both, a chairman, to be elected protem by the members present. The President, unless otherwise ordered by the Board of Directors, shall have the authority to appoint from the membership of the Association, such standing and special committees as he/she may deem proper, defining each committee's powers and duties and fixing the period of the committee's existence where these conditions are not otherwise provided for in this Constitution and By-Laws. The term of service shall be 2 years.

SECTION 2. The President shall call a special meeting of the Association at any time upon request of five members and he/she shall call a special meeting of the Board of Directors upon request of three members of the Board.

SECTION 3. The President shall be ex-officio member of all committees. He/She shall appoint committees as needed.

SECTION 4. The President shall present to the Association, the Board of Directors or any committee of the Association, such information and recommendations as he/she may deem for the good of the Association and at each annual meeting of the Association he/she shall present a report of the year's work with such recommendation as he/she may deem advisable.

SECTION 5. President shall perform all other duties pertaining to his/her office or which may be imposed upon him/her by the Board of Director.

#### **VICE PRESIDENT**

In the absence of the President, all of his/her authority and duties shall devolve upon and be exercised by the Vice President. The Vice President may move into the President's position the following year, but if

something happens during the year and Vice President cannot or does not wish to do that, the President will remain in office until a person can be elected. The term of office shall be 2 years.

#### **TREASURER**

The Treasurer shall have charge of all funds of the Association and shall disburse said funds upon warrants or vouchers drawn upon him/her by the Secretary and signed by the President (limit \$200.00). Any amount over the \$200.00 limit would require membership approval at an open meeting. He/She shall render a summarization at the monthly meetings and a full report at the annual meeting of the Association of all monies received and paid out by him//her and shall keep an accurate account of all transactions of his/her office. He/She shall collect dues from members, but may delegate this duty to his/her assistant with the approval of the Board Of Directors. In the event the office of Treasures and Secretary shall be combined the Secretary shall perform all duties assigned to the Treasurer. The term of office shall be 2 years.

#### **SECRETATRY**

The Secretary shall keep a record of all the proceedings of the Association and shall act as Secretary to the Board of Directors and keep the minutes of said Board. He/She shall keep a complete and accurate list of the membership of the Association and shall have charge of all correspondence of the Association. The President and Treasurer shall sign all checks of the Association. The Secretary, at each meeting of the Board of Directors and at each annual meeting of the Association, shall make a detailed report of the activities of his/her office. The Secretary shall perform any other duties required of him/her by the President and the Board of Directors. The term of office shall be 2 years.

#### **BOARD OF DIRECTORS**

SECTION 1. The Board of Directors shall consist of at least seven members and shall have charge of the general business of the Association. The Board of Directors shall meet bi-annually in the months of January and June, and more often as occasion may require.

SECTION 2. The Board of Directors shall be elected by the entire membership of the Association at the annual meeting, which meeting shall be held on the 2<sup>nd</sup> Thursday of March each year unless the date for the annual meeting shall be changed by a two-thirds vote of the Board of Directors.

SECTION 3. The board of Directors will act as a nominating committee; but accept nominations from the floor for the Association's President Vice President, Treasurer and Secretary.

SECTION 4. The retiring President of the Gibsonville Merchants Association shall automatically become a member of the Board of Directors for a period of one year.

SECTION 5. Four members of the Board of Directors shall constitute a quorum.

SECTION 6. The Board of Directors shall act as the final arbitral board in all controversial matters and disputes arising between members and which are referred to the Association for adjustments.

## **ARTICLE V**

### **VACANCIES**

Vacancies for whatsoever cause among the Directors or of any of the Officers of the Association shall be filled for the unexpired term by the Board of Directors.

## **ARTICLE VI**

### **AMENDMENTS**

This Constitution may be amended at any regular meeting of the Association by a two-thirds vote of those attending or by a two-thirds vote of those attending a special meeting if notice is given in the call for the special meeting that amendments will be offered to the Constitution.

## **ARTICLE VII**

### **DISSOLUTION CLAUSE**

In the event of dissolution of the Gibsonville Merchants Association, all of its assets shall be distributed to an organization that is exempt under the provisions of the Section 501(3) of the Internal Revenue Service.