

Business & Professional Association of Herkimer, Inc.

P.O. Box 413, Herkimer, New York 13350
HerkimerBPA@gmail.com
www.HerkimerBPA.com



By-Laws

The following are the By-Laws of the Business & Professional Association of Herkimer, Inc. which were updated/drafted on the 9th of December, 2020 and approved by the membership on Wednesday, January 13, 2021. Any and all By-Laws prior to this date are null and void.

Mission Statement: The Business and Professional Association of Herkimer was created to promote and protect the small businesses and professionals of Herkimer. Businesses working together to organize fun, family-friendly events within the Village of Herkimer to bring our community together.

Purpose of Association: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dissolution Clause: Upon the dissolution of the organization, assets should be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

From here forward The Business & Professional Association of Herkimer, Inc. will be referred to as the "Association" and Current Dues Paid Members as "Members".

Membership; any legally registered Business or Professional with the State of New York operating within the township of Herkimer is eligible by majority vote of dues paid members present. Membership holds an annual membership fee of \$50.00 due on 12/1 of each year. By being a paid member, you are eligible for all advertising opportunities, and committee involvement, as well as voting privileges.

Sponsorship; any legally registered Business or Professional with the State of New York operating outside the township of Herkimer is eligible by majority vote of due paid members present. Sponsorship holds an annual sponsorship fee of \$50.00 due on 12/1 of each year. By being a paid sponsor, you are eligible for all advertising opportunities, and committee involvement, however sponsorship does **not** entail voting privileges.

Business & Professional Association of Herkimer, Inc.

P.O. Box 413, Herkimer, New York 13350

HerkimerBPA@gmail.com

www.HerkimerBPA.com

- A. Officers are elected annually in the month of December with the elected position to commence January 1 of that ensuing year. Elected term of office is one year. All officers being voted in must be a dues paid member.**
- B. Elected officers are; President, Vice President, Secretary and Treasurer.**
- C. Election of Officers must be nominated and voted for at the annual meeting.**
- D. Duties of Officers;**
- **President** presides over meetings, casts a tie breaking vote if necessary. Calls meetings to order, orders bills to be paid by treasurer upon the vote and approval of members present. President also appoints Chair-persons for committees. Treasurer and President are the **ONLY** individuals who can, on behalf of the Business and Professional Association of Herkimer, contact an accountant or any other financial institution. President holds a Post Office Box key (may elect to hand key to Secretary).
 - **Vice President** will fulfill the duties of President when not in attendance. Vice President will also fill the unfinished term of the President in the event of resignation, death or any other reason. Vice President will serve as the liaison between the Business and Professional Association of Herkimer and the Village of Herkimer, as well as the County of Herkimer.
 - **Secretary** is responsible of keeping fair and accurate record of the meetings, responsible for communications, maintain the membership records. Secretary is responsible for providing meeting minutes to all members via social media as well as via email in a timely manner. Secretary is responsible for maintaining and updating Liability Insurance as needed.
 - **Treasurer** is responsible for paying bills upon order of the president with approval of the membership. Treasurer is responsible for all monies received and deposited in the financial institution of the association. Treasurer holds a Post Office Box key. The treasurer is responsible for providing account balances at every meeting and preparing annual reports for the Association to audit once annually. Auditing consisting of three nonelected dues paying members to review audit and sign off on the annual statements. Treasurer and President are the **ONLY** individuals who can, on behalf of the Business and Professional Association of Herkimer, contact an accountant or any other financial institution.

Business & Professional Association of Herkimer, Inc.

P.O. Box 413, Herkimer, New York 13350

HerkimerBPA@gmail.com

www.HerkimerBPA.com

- E. Conduct of officers**; it is the duty of the officers to be present at all meetings, if attendance cannot be made it is the officer's duty to notify the association. If any officer misses three consecutive meetings the officer can be subjected to removal of office. If an officer resigns during their term it is their duty to forward any and all records, accounts items or property of the association to the association immediately. Upon resignation or termination of Elected Office President, Vice President, Secretary or Treasurer, it is the duty of the committee present to appoint a replacement holding the position until the next election of officers.
- F. Membership Dues**, dues are \$50.00 annually, due by the second Tuesday of November (monthly meeting night) of each year. One month in delinquency will terminate membership. Any agreement of bartering or donation of services in lieu of yearly membership will be made by majority vote of dues paid members present at monthly meeting. Membership entails voting privileges.
- a. If a new member joins the association before June 1st, the full \$50 is due for that year, and the full \$50 will be due again by the upcoming November date and every year thereafter.
 - b. If a new member joins the association on or after June 1st, a reduced rate of \$25 will be due for that year, and the full \$50 will be due by the upcoming November date and every year thereafter.
- G. Sponsorship Fees**, fees are \$50.00 annually, due by 12/1 of each year. One month in delinquency will terminate sponsorship. Any agreement of bartering or donation of services in lieu of yearly sponsorship will be made by majority vote of dues paid members present at monthly meeting. Sponsorship does NOT entail voting privileges.
- a. If a new sponsor joins the association before June 1st, the full \$50 is due for that year, and the full \$50 will be due again by the upcoming November date and every year thereafter.
 - b. If a new sponsor joins the association on or after June 1st, a reduced rate of \$25 will be due for that year, and the full \$50 will be due by the upcoming November date and every year thereafter.
- H. Annual Meeting** is to be held on the second Wednesday in December at 7:00 pm for the purpose of Officer Elections, Auditing the books, Payment of Dues. Each paid membership will be allowed ONE vote for the purposes of voting for Officers.
- I. Monthly meeting** to be held **EVERY SECOND Wednesday of the month at 7:00pm** or specially convened notice will be given in due and timely notice. Notice will be given by email or through our social media accounts.

Business & Professional Association of Herkimer, Inc.

P.O. Box 413, Herkimer, New York 13350

HerkimerBPA@gmail.com

www.HerkimerBPA.com

- J. Conduct of meetings**; meetings are to begin as scheduled. The President will begin the meeting with the Pledge of Allegiance, Roll call by the secretary. At the discretion of the Presiding Officer the previous minutes will be read for informational purposes only. All discussion will go through the president. Discussion may be made by one member at a time. All motions must be made, seconded, and voted upon by dues paid members; in the event of a tie the President shall cast the tie breaking vote. Meetings will close upon the approval of the minutes by the members present.
- K. Insurance** it is mandatory that the association is properly insured without lapse. Secretary and President are the **ONLY** individuals who can, on behalf of the Business and Professional Association of Herkimer, contact the insurance representative and make any changes to the coverage. Annual bill will be presented to the Association for approval and provided to the Treasurer to be paid.
- L.** Association holds a Post Office Box within the Village of Herkimer for all mail correspondence. Annual fee applies, to be paid by the Treasurer. **TWO** keys are provided. Main key is to be held by the President (President may decide to hand to Secretary). Second key is to be held by the Treasurer.
- M.** All members are to be issued a copy of the By-Laws printed or electronic format.
- N.** Chairperson(s) of any *sponsored event* must be dues paid members of the association.
- a. Sponsored events must have open committee meetings.
 - b. Chairperson(s) of all sponsored events must report back to the Association with updates.
- O.** Standards and Qualifications of the Business & Professional Association *sponsored events*:
- a. Promote Herkimer's local businesses.
 - b. Community Supportive and Family Friendly.
 - c. Cannot contradict the Mission Statement of the Association, which is "To Promote, Protect, and Project business in Herkimer."
- P.** By-laws must be updated annually and an approved vote from two-thirds of the members present can amend the bylaws.