

AMENDED

CONSTITUTION OF THE ELM GROVE BUSINESS ASSOCIATION

KNOW ALL PEOPLE BY THESE PRESENTS, that the business and professional men and women of the VILLAGE OF ELM GROVE, Waukesha County, Wisconsin, have associated and do hereby associate themselves together for the purpose of promoting and advancing the business interests and the general welfare of the Community of Elm Grove and do hereby make, sign, and agree to the following Articles, which shall be known as the CONSTITUTION OF THE ELM GROVE BUSINESS ASSOCIATION:

ARTICLE I – NAME

Section 1 – The name of the Association shall be “ELM GROVE BUSINESS ASSOCIATION”

ARTICLE II – PURPOSE

Section 1 – This Association is formed to bring into one organization the business and professional men and women of the Village of Elm Grove and its general area, and to advance and promote their business interests and the general welfare of the Community.

ARTICLE III – MEMBERSHIP

Section 1 – Membership in the association shall be composed of, the business and professional men or women who operate or conduct a business or are interested in the welfare of business in the General Elm Grove area, and who have paid the Association dues for the current year:

Section 2 – Each Corporation, partnership, or sole-proprietor shall be entitled to one membership in the Association and to one vote in all matters before the Association. Each membership shall designate its representative, shall have the privilege of holding office in the Association or becoming a member of the Executive Board.

ARTICLE IV – RESIGNATION OR TERMINATION OF MEMBERSHIP

Section 1 – Resignation of members may be at any time when a member, not in default of payment of dues, files their resignation, in writing, with the Secretary, and it shall become effective as of the date it was so filed.

Section 2 – This Association shall not be liable for the refunding of any dues, or other payments made to the Association, upon resignation or termination as herein above set forth.

ARTICLE V – OFFICERS

Section 1 – Officers of the Association shall be President, Vice President, Recording and Corresponding Secretaries, and Treasurer and they shall be elected by the Executive Board as provided by the By-laws. The appointment of two secretaries will be at the option of the President.

Section 2 – Duties of Officers shall be those usually incumbent upon their respective positions, unless otherwise provided in the By-laws.

ARTICLE VI – EXECUTIVE BOARD

Section 1 – Executive Board shall consist of seven members elected at large from the membership of the Association in the manner provided in the By-laws.

Section 2 – Four members shall be elected to the Executive Board in the even numbered years, and three in odd numbered years.

Section 3 – Tenure of officer shall be two years.

Section 4 – Vacancies in the Executive Board shall be filled by an appointment by the remaining members of the Board, for the remainder of the tenure vacated.

Section 5 – Any member shall be limited to two consecutive terms and further re-election not to take place unless one year or more has elapsed since the expirations of their last term.

Section 6 – The Executive Board is the governing body of the Association having general charge of its business and affairs, and subject to the provisions of the Constitution and By-laws, and any action duly voted at a meeting of the Association: it shall have the power to make such regulations and decisions, and to take such action as in its discretion shall appear necessary or advisable for the welfare of the Association.

Section 7 – The immediate past President will automatically become a member of the Executive Board until being replaced by the next retiring President.

ARTICLE VII – MEETINGS

Section 1 – Regular membership meeting shall be determined by the Board of Directors, with a minimum of six regular meetings per year. Special meetings may be held any time during the year as called by the President or Executive board with a minimum of five days notice.

Section 2 – Executive Board meetings shall be held as provided in the By-laws.

Section 3 –The Annual Meeting of the Association shall be the ~~June~~ Spring Luncheon meeting.

The business of the Annual Meeting shall be a report by the President of the activities of the Association during the preceding year, which shall be known as the “President’s Annual Report”.

Section 4 – Quorum necessary for the transaction of the business of the Association at any meeting shall be as provided in the By-laws. All meeting notices, voting, and formal business of the Association may be conducted “electronically” in order to be as inclusive as possible. Any member unable to receive electronic notices shall notify the Executive Board or Secretary to receive written notices by U.S. Post.

ARTICLE VIII – VOTING

Section 1 – Voting shall be only by members in good standing (Any member whose dues are paid, shall be a member in good standing). Electronic, (email) voting shall be allowed for all elections and changes to the Constitution, By-laws and other necessary issues.

ARTICLE IX – AMMENDMENTS

Section 1 – Amendments to the Constitution may be made provided that no action on any proposed amendment shall be taken at any meeting unless a notice is mailed/mailed to each member in good standing of the Association, at least five business days before the date of the voting which shall state that an amendment, or amendments to the Constitution, will be considered. The notice shall contain a copy of the proposed amendment or amendments.

Section 2 – Submission of amendments to the Constitution may be made to the members by the Executive Board, or by a petition in writing, signed by at least ~~ten~~ five members in good standing, presented to any member of the Executive Board. Whenever such a petition has been duly presented, it shall be the duty of the Executive Board to submit the amendment therein proposed to the members of the Association for adoption in the manner as herein provided.

AMENDED

BY-LAWS OF THE ELM GROVE BUSINESS ASSOCIATION

ARTICLE I – ELECTION OF OFFICERS

Section 1 – The retiring President shall call a meeting of the newly elected Executive Board within three weeks after its election for the purpose of electing new Officers of the Association.

Section 2 – The members of the Executive Board shall elect one of their numbers President, and one of their numbers Vice-President. Each office shall be voted upon separately, and the member receiving a plurality of votes for the office under consideration shall be elected.

Section 3 – The newly elected President of the Association shall appoint a Secretary and Treasurer of the Association, and such appointments shall be subject to the confirmation of the Executive Board.

Section 4 – A person shall not hold the office of President or Vice-President consecutively for more than two terms, but may be re-elected after one year or more has elapsed since the expiration of their last term.

Section 5 – The Secretary and Treasurer may be appointed to succeed themselves in office, and there shall be no limit to the number of times they may be re-appointed.

Section 6 – The Secretary shall keep a perpetual roster of all Past Presidents, and the terms, which they served, and such roster shall be known as the “honor roll” of this Association.

Section 7 – The newly and appointed officers shall take office at the July meeting of the Association.

ARTICLE II – EXECUTIVE BOARD

Section 1 – The Executive Board shall prepare a slate of nominees to be elected to the Board to replace the vacating members, and shall prepare a written ballot containing the names of the nominees to be presented by electronic (email) ballot. The ballot, as prepared, shall contain one blank

space in addition to the nominees proposed, so that the membership will have the privilege of voting for any other nominee of their choice. are to be held prior to Jun 30th. New officers shall take office at the next scheduled meeting of the Executive Board.

Section 2 – The written electronic/email ballot prepared by the Executive Board shall be the ballot for election. All positions on the Executive Board shall be voted upon simultaneously, and each member of the Association in good standing shall be entitled to cast one vote for each vacancy to be filled. The number receiving the plurality votes shall be elected.

Section 3 – Executive Board shall meet at a time and place designated by the President, with a minimum of six meetings per year. Special meetings shall be held at any time, upon the call of the President or any three members of the Executive Board. The President shall give notice for all meetings electronically.

Section 4 – If a Board member misses more than three Board meetings in a fiscal year; the remaining members of the Board may vote that member off the Board.

ARTICLES III – COMMITTEES

Section 1 – The President shall as soon as possible after election, appoint as many committees as deemed necessary to carry on the functions of the Association and shall designate the chairperson of each. All appointments shall be subject to the confirmation of the Executive Board. The President shall define the duties and function of all committees. The Executive Board shall specify the term of the existence of the committee and/or the Association activity organized by the committee.

Spring Luncheon
New Members
Village Calendar
Memorial Day Party
Holiday Open house
Annual Picnic
Ribbon Cuttings

Section 2 – The President may, upon confirmation by the Executive Board, appoint an assistant, or assistants, to the Secretary and Treasurer, and their duties shall be defined as by the President and confirmed by the Board.

ARTICLE IV – CONDUCT OF MEETINGS

Section 1 – The conduct of all meetings of the Association shall be such as the Presiding Officers thereof shall determine, provided that in the event there is any objection to the parliamentary procedure followed, Robert’s Rules of Order shall there after govern such procedure of the meeting.

Section 2 – The President shall, immediately after election, appoint a parliamentarian for the Association.

ARTICLE V – QUORUM

Section 1 – The quorum necessary for the transaction of the business of the Association at any of its meetings shall be one-fourth of the paid membership.

Section 2 – The quorum necessary for the transaction of the business of the Executive Board shall be four.

ARTICLE VI – DUES

Section 1 – Dues for membership shall be established annually by the Executive Board. New membership shall be pro-rated, computed by quarters of calendar year divided into the annual dues amount.

Section 2 – Due date for the payment of dues shall be May 15th of each year.

ARTICLE VII – GUEST PRIVILEGES

Section 1 - No guest shall be entitled to attend the meetings of the Association unless invited by a member and accompanied by a member. No guest shall have the privilege of attending more than two meetings in any one calendar year.

Section 2 – Any person employed by a member, or corporate officer of a corporate member, or a partner of a partnership shall not be considered a guest, and shall have the privilege of attending all meetings of the Association.

Section 3 – The Elm Grove Village Manager, or his/her designee, and the Village Board of Trustees, will automatically be invited to attend general meetings, as ~~an~~ honorary members, but ~~is~~ are not entitled to voting privileges.

AMENDED CONSTITUTION AND BY-LAWS OF THE ELM GROVE BUSINESS ASSOCIATION

Revised – April 1957, May 1971, September 1976, May 1977, December 1979,
December 1991, April 1992 April 2015, August, 2017