

**BY-LAWS  
FOR  
MIDDLETOWN TOWNSHIP  
BUSINESS & PROFESSIONAL  
ASSOCIATION**

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**ARTICLE I - NAME**

1. The registered name of the Association shall be the Middletown Township Business and Professional Association, and shall be known as MTBPA. Its' address shall be P.O. Box 4042, Elwyn, Pennsylvania 19063.
  
2. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or activities of the Association shall require.

## **ARTICLE II - PURPOSES**

1. The purposes of the Association shall always be to promote the mutual interest of its members and the general population of Middletown Township. Specifically, these objects are also its purposes:
  - a. to promote prosperity through the science of distribution of goods and services;
  - b. to support and encourage free enterprise;
  - c. to improve ethical standard of all members of the business community;
  - d. to devote itself to making Middletown Township a better place in which to live;

- e. to provide an avenue for the exchange of ideas between and among members;
- f. to provide the membership with a central source to which it may come for the honest discussion of those matters affecting Middletown Township;
- g. to maintain for the good of the Association and other members of the business community informational ties to the Delaware County Chamber of Commerce and other agencies fostering the growth and development of society.

## **ARTICLE III - MEMBERS**

1. Active and/or Associate membership in the Association shall be open to all persons who live within the Township of Middletown, and to all persons who either work for or are retired from business within the Township, regardless of residency.

All active members at the time of approval of these By-laws may continue their membership regardless of place of residence or business.

2. Membership for those actively engaged in their work and for retirees may be held in the name of individuals, corporations, agencies, businesses, or partnerships, and in such case there shall be one vote.

3. Businesses, corporations, agencies, and/or partnerships may elect to name an official, active member to the Association who shall hold all rights and privileges of the Association as set forth in these By-laws. In the event the person designated to be the representative cannot attend meetings, another person may be selected to attend with full privileges of the Association.
  
4. There shall be three classes of members: Regular Members, Associate Members, and Corporate Members.
  - a. A regular member shall be any individual doing business or retired from business and residing within the Township, regardless of the location of the business, corporation, agency or partnership.

1. Regular Members may be either actively engaged in work or be retired.
  2. Regular Members may be from either profit or non-profit agencies.
- b. Associate Members are those individuals or businesses who want to hold membership for social reasons only, by they employed or Retired.
1. Associate members may not hold office.
  2. Associate members may not vote.

- c. Corporate Members are those Business that employ twelve (12) or more people and have three (3) or more departments and want to include various departments in the Association's functions.

5. The Board of Directors, by affirmative actions of two-thirds of all members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at a regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessment.
  
6. Upon written request signed by a former member and filed with the secretary, the Board of Directors may by the affirmative vote of two-thirds of the member of the board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

7. Membership in this Association shall not be transferable or assignable.
8. Each regular member shall be entitled to one vote.

## **ARTICLE IV - BOARD OF DIRECTORS**

1. There shall be a Board of Directors elected by the members of the Association and whose duties and responsibilities shall be to manage the business affairs of the Association.
2. The initial Board of Directors of the Association shall take office on January 1, 1993.
3. The board of Directors shall be comprised of eleven (11) members as follows: six (6) at large board members, four (4) officers, and the past president. The board members shall be elected as follows: six (6) at-large board members shall be elected by the general membership in November to serve staggered terms of two (2) years. Three (3) members serving a two (2) consecutive year term beginning in January of even numbered calendar years and three (3) members serving a

two (2) consecutive year term beginning in January of odd numbered calendar years. The elected officers (president, vice-president, Secretary, and Treasurer) shall be elected by the general membership in November and each shall serve a one year term beginning in January. The Past president will serve a one year subsequent to his/her term as president.

4. Three elected directors shall serve a two-year starting in January and three elected directors shall serve a one-year term starting in January.
5. A majority of the directors and officers in office shall be necessary to constitute a quorum for the transaction of business of the board and the acts of the majority of the directors and officers present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

6. In the event of a vacancy on the Board of Directors, the president may propose to the remaining members of the board a candidate to fill the vacancy. In such situations, the board may vote to fill the vacancy on an interim basis until the next regular election.
7. Any offer may be removed by the Board of Directors whenever, in its judgement the best interest of the Association will be served, but such removal shall be without prejudice to the contract rights of any person so removed. No person shall be removed except for cause clearly stated.
8. The Board of Directors shall meet not fewer than two times each year with a report to the membership following each meeting.

## **ARTICLE V - OFFICERS**

1. Officers of the Association shall be a President, a Vice-President, Secretary, and Treasurer.
2. All Officers shall assume their duties and responsibilities on January 1 of each year.
3. All officers and all members of the Board of Directors shall serve without pay or other form of remuneration.

## **ARTICLE VI - DUTIES OF OFFICERS**

1. The President shall be the chief executive officer of the Association and shall:
  - a. preside at all meetings of the members and directors;
  - b. have general and active management of the affairs of the Association;
  - c. see that all orders and resolutions of the Board of Directors are carried into effect.
  - d. execute bonds, mortgages and other documents requiring a seal, under the seal of the Association;
  - e. be ex-officio a member of all committees and;
  - f. have the general powers and duties of supervision and management usually vested in the officer of President,

2. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time. In the event the President resigns or is removed from office, the Vice President shall become the president for the remainder of the term as well as his/her own term which would immediately follow.
  
3. The Secretary shall keep minutes of the Association and such additional records and files as may be necessary for the proper conduct of the office. The Secretary shall conduct the correspondence of the Association under the direction of the officers and the chairman of the committees and Board of Directors.

4. The Treasurer shall have custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association.
  - a. all funds shall be deposited in a financial institution as directed by the Board of Directors;
  - b. the Treasurer shall conduct the Association's banking business;
  - c. the Treasurer shall keep complete records of income and expenditures of funds;
  - d. the Treasurer shall issue checks in payment of debts of the Association on the signed orders of the President and/or Secretary;

- e. the Treasurer shall make available all books and records of the financial affairs of the Association to the budgeting and auditing committee;
- f. the Treasurer shall bill members for the collection of dues and other monies which shall be deposited in a bank to the credit of the Association.
- g. bills for dues for the following year shall be mailed not later than November 15 of each year and such dues shall be paid not later than April 1.

## **ARTICLE VII - COMMITTEES**

1. The standing committees of the Association shall be as follows:

1. Membership Committee
2. Program Committee
3. Budget and Auditing Committee
4. Educational Affairs Committee
5. Township Affairs Committee
6. Sunshine Committee
7. Public Relations Committee
8. Nominating Committee
9. Business Alerts Committee
10. Projects Review Committee

2. In addition to the standing committees the President shall at his/her discretion appoint such other committees as he/she seems necessary in the interests of the Association.
3. Committees are to meet as their duties and responsibilities require. The Nominating committee shall, however, meet in time to present a slate of officers and board members to the full membership at the November meeting.
4. The terms of all regular committees expires at the end of December in each year.

## **ARTICLE VIII - COMMITTEES RESPONSIBILITIES**

1. The duties and responsibilities of the standing committees shall be as follows:

- a. Membership Committee - This committee shall consist of a chairman and other members as required as appointed by the president. It shall have general overview of the work of securing and considering applications for membership and submitting the application to the Board of Directors for its consideration and action.

- b. Program Committee - This committee shall consist of a chairman and other members as required and appointed by the President. Its principal purpose shall be to arrange suitable programs for each of the Association. This committee shall provide for all arrangements necessary to the success of the meeting, including meeting all guests, the introduction of the program and acknowledging the thanks of the Association.

- c. Budget and Auditing Committee - This committee shall consist of a chairman and two other members as appointed by the President. This committee shall prepare for approval by the board of directors the annual budget of income and expenditures. Annually this committee shall provide to the full membership an accounting of the financial standing of the Association.
- d. Education Affairs Committee - This committee shall keep the Association informed of educational affairs of the Rose Tree Media School District, of Post-secretary educational affairs and of private and public post-secondary institutions within the Township of Middletown.

- e. Government Affairs Committee - This committee, appointed by the President, shall keep the Association informed of all appropriate matters under consideration by the Middletown Township Council and/or other government agency handling affairs that may affect the township. If the Association wished to bring before the Township Council and/or other government agency any matter which may affect the Township, the Township Affairs Committee shall be designated by the president to speak in the name of the Association.

- f. Sunshine Committee - This committee, appointed by the President, shall keep members informed of the health of Association members and also send good wishes of the Association to those members so needing.
  
- g. Public Relations Committee - This committee, appointed by the President, shall be responsible for the art of making the Association known and respected by its members, prospective members and the general public, using in a responsible way whatever media are available to the committee.

- h. Nominating Committee - This committee, comprised of the retiring President and the immediate three past Presidents shall be directed by the President to present to the members at the November meeting a slate of officers and board members; the immediate past president shall serve as chairman of the nominating committee.

- i. Business Alerts Committee -  
This committee shall alert members of any information that would be of urgent interest to the members and such information may be communicated by telephone. The President shall appoint the chairman of this committee and the chairman may appoint as many members to this committee as deemed appropriate.

- j. Projects Review Committee - This committee shall have a chairman and two other members, appointed by the President. The purpose of this committee shall be to review all projects brought before the Association and, further, to recommend to the Board of Directors either acceptance or rejection of the project.

## **ARTICLE XI - PROCEDURES**

1. Robert Rules of Order shall govern in all matters not covered by the by-laws.

## **ARTICLE X - ELECTIONS**

1. Officers shall be elected for a one year period at the November meeting.
2. Officers may be re-elected. There will be no term limits.
3. The President shall select and announce the nominating committee at the September meeting, such committee to meet not later than the October meeting.
4. The nominating committee's slate of officers and board members shall be presented at the November meeting and voted upon by the members.
5. Nominations for officers and for the board may be made from the floor with the approval of the nominee.

## **ARTICLE XI - VACANCIES**

1. The President shall have the right to make interim appointments to any position declared vacant except that appointments to the Board of Directors will be ratified by a majority of that board. In the event the presidency shall be vacated, the Vice President shall assume the presidency. All appointments to an elected office shall be permanently filled at the next general election in November.

## **ARTICLE XII - RESIGNATIONS**

1. Members may resign at any time provided that such resignations shall be submitted in writing. Such resignations shall not, however, absolve the member from any liability for unpaid dues or fees or charges incurred during his/her membership.

## **ARTICLE XIII - MEETINGS**

1. Regular meetings of the Association shall be held once each month at a time and place determined by the Board of Directors except there shall be no regular meetings in July and August.
2. Special meetings of the Association shall be called when appropriate as determined by the President and notice of special meetings shall be given to the full membership at least ten days prior to the meeting.

3. The annual meeting of the Association shall be in November and it shall be at the annual meeting that Association officers are elected, members of the Board of Directors are elected, and dues announced to the members.
  
4. The December meeting shall be social in nature at a time and place determined by the Board of Directors. There shall be no business conducted at the December meeting except for the installation of new officers and board members.

## **ARTICLE XIV**

### **DUES AND FINANCES**

1. Dues shall annually be set by the Board of Directors with approval of the members not later than the Annual meeting in November, for Both Regular Members and Associate Members.
  
2. Dues shall be payable at full rate between January and April 1, thereafter they may be prorated as determined by the Board of Directors.
  
3. The fiscal year shall be July 1 to June 30.
  
4. An audit shall be made each year by a special committee named by the President.

5. Businesses, corporations, agencies, partnerships or individuals shall pay dues set by the association, and in the case of businesses, corporations, agencies and/or partnerships, they shall pay dues as individuals with right to designate a representative to the Association, in conformance with other parts of these by-laws.
  
6. Annually there shall be an audit of the financial status of the Association with an auditor's report given to the Association. The president shall select the special committee to make audit.

## **ARTICLE XV - QUORUM**

1. For the purposes of conducting the affairs of the Association a quorum shall consist of not fewer than 10% of the paid membership.

## **ARTICLE XVI - DELINQUENTS**

1. Members who become delinquent for a period of ninety days or until April 1 of each year shall be reported to the President for suspension, termination of membership or such other suitable action as may be deemed necessary and proper to the circumstance. Suspension or termination or membership shall not absolve the member from any liability for unpaid fees or other charges incurred during his/her membership.

## **ARTICLE XVII - LIABILITY**

1. No officer or member shall be personally liable for any bills or obligations of the Association, past or present except for payment of dues and fees or charges as set by the Board of Directors.

## **ARTICLE XVIII - EXPULSION**

1. Conduct of a member which reflects unfavorably upon the Association or which inflicts intentional damage to one or more other members shall be grounds for expulsion of the offending member. No member may be expelled, however, except by action by the Board of Directors and any member who has expulsion allegations brought against him/her shall have the right to be heard before the Board of Directors to answer the allegation before the board makes its decision.

## **ARTICLE XX - SEAL**

1. The Association seal shall have inscribed thereon the name of the association, the year of its organization (1968) and the words Association Seal, Pennsylvania.

## **ARTICLE XXI - AMENDMENTS**

1. Amendments to the By-Laws may be made at any business meeting of the Association provided at least thirty days notice of the proposed changes shall have been given to each member, in writing, through the mails.
2. All amendments to the By-Laws shall be properly noted and dated.

These By-Laws representing the working document directing the affairs of Middletown Township Business and Professional Association were approved by the membership in regular meeting.

on \_\_\_\_\_

President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Date of Amendments:

\_\_\_\_\_

\_\_\_\_\_