

WBBA Articles of Incorporation and By Laws

ARTICLE I - NAME

The name of this Corporation shall be The Wilson Borough Business Association.

ARTICLE II – PURPOSE

The purpose of the Corporation is to encourage growth of the commercial interests of Wilson Borough, by the pursuit of policies and goals designed to constantly improve and promote business and services, both professional and retail, as well as manufacturing and housing located in the Borough of Wilson. . The purpose of the Corporation shall include, but not be limited to; institutional promotion, sales promotion, community involvement, parking and traffic improvements, as well as aid or support of any programs designed to make Wilson Borough a better place to live, work and play. The purpose of the Corporation shall include any other lawful purpose conducted on a not-for-profit basis as defined by the Non-profit Corporation law of 1988 of the Commonwealth of Pennsylvania.

ARTICLE III – OFFICERS OF THE CORPORATION

The location of the registered offices of the Corporation is as stated in the Articles of Incorporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and either amend its articles or file with the Department of State a statement of change of registered office of the Corporation.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility of General Membership

Any principal, owner and/or employee of any retail, wholesale, manufacturing, service or professional business entity shall be eligible for Membership in this Corporation, so long as the aforementioned entity is located in the Borough of Wilson.

Also eligible are any interested resident of the Borough of Wilson, or any owner/lessor of property located in Wilson Borough, or any religious or other non-profit organizations, so long as they are located in Wilson Borough.

Section 2. Voting Rights of Members

Every Member of the Corporation shall be entitled to one vote.

Section 3. Dues

Dues shall be imposed upon Members in such amounts as shall be determined by the Members, upon the recommendation of the Board of Directors. Dues shall be paid annually, when and if imposed.

Section 4. Expulsion of Members

No Member shall be expelled (i.e., terminated for any reason other than the non-payment of dues) from the Corporation without reasonable notice, trial and conviction.

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- Section 5. Quorum
The Members of the Corporation, present at any meeting in person or by ballot of proxy, shall constitute a quorum. The act of a simple majority of these Members shall be the act of the Members.
- Section 6. Manner of Voting
The manner of voting by Members on any matter, including changes in the articles or by-laws, in addition to a voice vote, may be by ballot or proxy.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. Definition of the Board
The Board of Directors shall consist of Members of the Corporation in good standing. The Board of Directors is vested with the management of the business and affairs of the Corporation.
- Section 2. Power of the Board
The Board shall have the power to act for and bind the Corporation in all matters concerning the business of the Corporation. Each director shall have an area of responsibility to monitor and oversee and shall make reports concerning the same at the meetings of the Board of Directors. All board members must sit on a standing committee of the corporation.
- Section 3. Number of Directors
The number of Directors shall be not less than five (5) or more than ten (10). The Board of Directors shall consist of the elected officers, the immediate past president and Directors. An ex officio position of a liaison for the Borough of Wilson is provided by appointment of the assembled Board of Directors. If he liaison qualifies for general membership, they are entitled to voting rights as such but their vote shall not affect any Board quorum.
- Section 4. Election and Terms of Directors
Directors (other than Officers) shall be elected by the vote of the Board of Directors. Terms of Directors shall be two (2) years, or until their successors are elected and installed, and shall be staggered to achieve, as nearly as possible, an even rotation of Members. No Director shall be eligible for re-election by the Board after having served two (2) terms until at least one (1) year has elapsed.
- Section 5. Quorum of Directors
A minimum of 50% of attending Members of the Board of Directors shall constitute a quorum. The act of majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

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Section 6. Non-Compensation

No Director acting in his or her capacity as a Director shall receive compensation for services rendered as a Director. This does not include any business services or transfer of products or service provided to the Corporation by a member business.

Section 7. Conflict of Interest

No Director shall use his or her position, or any knowledge gained therein, in such a manner that a conflict between the interests of the Corporation and his or her personal interests arise. Any Director participating in an activity deemed to be in conflict with the best interests of the Corporation may be removed by vote of the Board.

Section 8. Removal of Directors

Any Director who fails to attend two (2) consecutive meetings without a valid excuse communicated to the Secretary, may be removed from the Board by vote of the Board. Any Director may be removed either with or without cause at any time by a majority vote of the Directors at a meeting called for such purpose.

Section 9. Vacancy of the Board

Any Board vacancy shall be filled by Board election. The newly elected Director shall serve for the unexpired term of the predecessor. Eligibility for the subsequent re-election shall be limited to two (2) additional consecutive terms until at least one (1) year has elapsed.

ARTICLE VI – OFFICERS

Section 1. Roster of Officers

The officers of the Corporation shall be as follows:

- A. President
- B. First Vice President
- C. Recording/Corresponding Secretary
- D. Treasurer

Section 2. Election of Officers

At the June Annual Meeting of the Members, the Members shall elect from their members in good standing the Officers set forth in Section I above. The candidates receiving the highest number of votes shall be elected. The Officers shall serve for a term of one (1) year, beginning at the conclusion of the July Board of Directors meeting at which time the new Officers shall be installed. No officer may be elected to the same office for more than two (2) consecutive terms without one (1) year having elapsed.

The chair of the nominating committee shall be responsible for nominations and election. He or she shall solicit nominations from the Membership in May and prepare a slate for presentation to the Membership in June. Nominations may also be made from the floor at the time of the election.

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No names shall be placed upon the ballot without first procuring the consent of the nominee.

Section 3. Multiple Officeholders

No Director shall hold more than one (1) office simultaneously.

Section 4. Duties of Officers

A. PRESIDENT shall set the agenda and preside at all meetings of the Members and the Board of Directors. The President shall appoint all committee chairmen subject to the approval of the Board of Directors and shall be an ex-officio Member of all committees except elections. The President shall perform such other duties as may be described from time to time by the Board of Directors.

B. FIRST VICE PRESIDENT shall perform all duties and exercise all powers of the President in the absence of the President. The First Vice President shall oversee all committees dealing with promotions and events. The first Vice president shall assist and advise the President in the appointment of Directors and committee chairs for all the corporations events. The first Vice president shall perform such other duties as may be described from time to time by the Board of Directors or the President.

C. TREASURER shall have charge and custody of all funds of the Corporation, shall deposit funds as required by the Board, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings to the Directors as required by the Board of by law, and shall perform, in general, all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, these By-Laws, or which may be assigned from time to time by the Board of Directors or the President. The Treasurer shall be responsible for developing and overseeing all financial planning for the Corporation. The Treasurer shall advise and assist the President in naming a budget committee and formulating an annual budget to be submitted to the Membership in May for their vote in June shall submit the books for review or audit in December before turning them over to the new Board which is installed in January.

D. RECORDING/CORRESPONDING SECRETARY shall keep minutes of all meetings, post the minutes at all general meetings and shall give all notices required by the President of Board of Directors, such as required by law or by these By-Laws. Shall be responsible for all correspondence of this association and shall oversee all liaison activities. The corresponding Secretary shall assist the President and First vice president in naming the Directors and promotion and events committee chairs and shall compose any other correspondence or order any supplies as may be required by the President or Board of Directors. The

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Corresponding Secretary shall perform such other duties as may be described from time to time by the Board of Directors or the President.

Section 5. Conflict of Interest

No Officer shall use his or her position, or any knowledge gained therein, in such a manner that a conflict between the interests of the Corporation and his or her personal interests arise. Any Officer participating in an activity deemed to be in conflict with the best interests of the Corporation may be removed by vote of the Board.

Section 6. Removal of Officers

Any Officer who fails to attend two (2) consecutive Board of Directors meetings without a valid excuse communicated to the Secretary, may be removed from the Board by vote of the Board. Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served. However, such removal shall be without prejudice to any contract rights of the Officer so removed.

Section 7. Vacancies of Office

- (1) If a vacancy occurs in the office of President, the First Vice President shall assume office until a new President is elected. Said election shall take place within thirty (30) days of the vacancy unless such vacancy occurs within sixty (60) days of the June Annual meeting, in which case the new President shall be elected at the June Annual Meeting.
- (2) The President shall fill vacancies occurring in any other office through appointment with ratification by the Board of Directors at its next regularly scheduled meeting. Such vacancies shall be filled within thirty (30) days of the vacancy unless such vacancy occurs within thirty (30) days prior to the June Annual Meeting, in which case vacated positions shall be filled at the June Annual Meeting.

ARTICLE VII – MEETINGS

Section 1. Meetings of Members

The meetings of Members shall be held at least quarterly and as often as monthly. The purpose of these meetings is to communicate committee reports, work on the association's programs and attend to any other business that may arise.

An Annual Meeting for the purpose of electing officers shall be held in June of each year. An Annual meeting for the purpose of voting upon the budget shall be held in December of each year.

Section 2. Special Meeting of the Members

A special meeting of the Members may be called by ten (10) percent of the Members in good standing. At least five (5) days notice shall be given in writing and such notice shall state the purpose of the meeting.

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Section 3. Meetings of the Board of Directors

The Board of Directors shall meet at least quarterly and as often as monthly. Any Member is welcome to attend a Board of Directors meeting as an observer but may not address the Board unless placed on the agenda by the President or other presiding officer.

Section 4. Special Meetings of the Board of Directors

A special meeting of the Board of Directors may be called by any of the following:

- A. The President
- B. Three (3) Officers or Directors

Special meetings of the Board of directors shall be called on five (5) days notice in writing, unless such written notice shall be waived by the Board.

Section 5. Waiver of Notice

Attendance of a Director or Member at any meeting shall constitute a waiver of notice of such meeting, except where a Director or Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Action by Communications Equipment

Directors may participate in a meeting of the Board or of any committee appointed by the Board by means of conference telephone or other communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting. The manner of voting on any matter by a Director, in addition to a voice vote, may be by telephone poll or by written ballot.

ARTICLE VIII – INFORMAL ACTION

Section 1. Action by Consent

Any action required by law, the Articles of Incorporation or these By-Laws, or any action which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent.

Section 2. Waiver of Notice

Whenever any notice under this Article is required to be given under the provisions of the Nonprofit Corporation Law of 1990 of the Commonwealth of Pennsylvania as amended, the Articles of Incorporation, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of the Board, specify the general nature of the business to be transacted.

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ARTICLE IX – COMMITTEES

Section 1. Standing Committees

The President shall, with the consent of the Board of Directors, appoint, oversee and monitor the following committees: PROMOTION/PUBLIC RELATIONS, FINANCE. Tenure on a standing committee shall be for one year or until successors are appointed.

Additional Standing Committees may be created by the Board of Directors at any time by quorum.

Section 2. Duties of Standing Committees

A. PROMOTION/PUBLIC RELATIONS.

To present to the public Wilson Borough's shopping, dining and service opportunities by staging special events, sponsoring special merchant sales opportunities, cooperating with the city in beautification efforts in the Downtown area and producing visual, audio or print materials highlighting the many attractions and historical sites in Wilson Borough; always striving to produce such programs in a self-supporting manner through the use of advertising sales or fund-raisers or promotional items sales or direct promotions or any other fiscal enhancement that may be appropriate. To distribute, on behalf of the association, information publicizing the goods and services available from our Membership through the use of press releases, Billboards, TV or radio spots, mass-mailings, newsletters, brochures, maps or any other format that will showcase the unique qualities of our Members' establishments; always striving to produce such programs in a self-supporting manner through the use of advertising sales, direct donations or any other fiscal enhancement that may be appropriate.

B. FINANCE

To prepare an annual budget based on the realistic means available for raising funds and the needs of the various committees.

Section 3. Committee Membership

The President may appoint persons who are not Members of the Board to any committee, except the Nomination committee.

Section 4. Powers of Committees

No committee of the Board shall have the power to bind the Corporation in any manner.

ARTICLE X – ANNUAL REPORT

The President and Treasurer shall, at the December Meeting, present the Annual Report of the condition of the Corporation and income and expenses projections for the coming year.

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ARTICLE XI – OPERATIONS

Section 1. Fiscal Year

The fiscal year of this Corporation shall run from July 1 through June 30, or as changed from time to time by vote of the Board of Directors.

Section 2. Books and Records

This Corporation shall keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors meetings. The Corporation will keep at its registered office or principal place of business a Board register giving names and addresses and the original or a copy of its By-Laws, including amendments to date, certified by the Secretary of the Corporation.

Section 3. Execution of Documents and Checks

All checks, drafts, promissory notes and other corporate obligations over the amount of \$100.00 shall be signed by any two (2) of the following three officers: President, First Vice President and Treasurer. The Treasurer alone may sign all checks, drafts, promissory notes and other corporate obligations under the amount of \$100.00.

ARTICLE X11 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Unless otherwise restricted in its By-Laws, a non-profit Corporation shall have the power to indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including but not limited to, any action by or in the right of the Corporation), by reason of the fact that he/she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his/her conduct was unlawful.

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Expenses (including attorneys' fees) incurred in defending any such action or proceeding may be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he/she is not entitled to be indemnified by the Corporation as authorized in this subchapter or otherwise.

ARTICLE XIII – GOVERNING RULES

Roberts Rules of Order (revised) shall be the parliamentary authority where applicable and where there is no conflict between said Rules and the By-Laws of this association.

ARTICLE XIV – REGULATION OF STORE HOURS

It shall not fall within the scope of this association to in any way attempt to regulate times of store openings and closings, night hours or Sunday openings in Wilson Borough. It shall be acceptable, however, if the Members desire to set a recommended schedule.

ARTICLE XV- AMENDMENT OF THE BY-LAWS

These By-laws can be amended at any meeting of the Members by a simple majority vote provided that the amendment has been submitted to the Members, in writing, at least ten (10) days prior or at the previous meeting of the Members.

ARTICLE XVI – ADOPTION AND AMENDMENT OF THE BY-LAWS

The founding Board of Directors adopted these By-Laws January 23, 2008 by unanimous vote at a regular meeting of their members.