

# **Romeo M.R.P. Association**

## **Romeo, Michigan**

### **By- Laws 2009**

Updated May 2011

#### **Membership limited to the boundaries of the Village of Romeo.**

##### **Mission Statement: To promote business in the Village of Romeo.**

- 1) Paid membership is required to participate in any association activities and/or benefits. Membership is open to retail, restaurant, professional, service, non-profit, club and organizations within the Village of Romeo.
- 2) Decisions affecting the membership will be made by the membership on a majority-voting basis.
- 3) One membership equals one vote.
- 4) Meetings will be held on the 1<sup>st</sup> Tuesday of the month and will start promptly at 8:00 am. Location to be determined within the Village of Romeo.
- 5) The board will consist of a president, vice-president, secretary, treasurer and 3 directors, voted on by the membership, they will hold office for two years.. Directors will fill-in the Board sitting when needed. Directors will have staggered terms of office. Board members will not be compensated for their time.
- 6) The Secretary shall keep minutes of all meetings that the membership may review upon request.
- 7) The Treasurer shall assure that all bills are paid, assure that the budget is being kept and provide a report at monthly meetings. Two members of the Board must sign or acknowledge all contracts for the association.
- 8) The President/Vice President shall preside over all Board and membership meetings and regulate the pace of the meeting.
- 9) The Board meetings will be held monthly at the discretion of the board within Village limits.

- 10) Members are asked to assist in the continuation of the association by chairing or co-chairing events or leading special projects, at a minimum of 1 per year.
- 11) Any chairs of events are to use the promotional planner provided and when finished submit information to the President to be kept with the association files for future reference. Chairs are also responsible to maintain the event budget.
- 12) All event chairs will be given a detailed outline of their responsibilities prior to their event.
- 13) The President will have copies of the agenda available at his/hers place of business on the Monday prior to the meeting. Any member wishing to add an item to the agenda may do so by contacting the President on the Friday prior to the meeting (every effort will be made to add items to meeting agenda, however due to time restraints of the meetings, items may need to be added to the unfinished agenda list).
- 14) Membership meetings will run from 8:00am to 9:30am, the Board and the membership will keep to times allotted.
- 15) An open forum will be provided at the end of each membership meeting.
- 16) Membership meetings are held for the benefit of members, therefore participation will be reserved for paid members only. If anyone would like to sit in on a meeting as an observer they are welcome to do so.
- 17) If any member misses part or all of a membership meeting they are welcome to contact any board member for a recap.

**Restrictions on operations:**

- 1) No part of the assets or the earnings of the group shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the group shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.
- 2) No substantial part of the activities of the group shall be carrying on propaganda, or otherwise attempting to influence legislation, and the group shall not participate, in, or intervene in (including the publishing or distribution of statements) any political campaign of behalf of or in opposition to any candidate for public office.

- 3) Notwithstanding any other provisions of these articles, the group shall not carry on any other activities not permitted to be carried on (a) by a committee exempt from federal income tax under section 501 c of the Internal Revenue Code of 1986 or, (b) by a society, contribute to which are deductible under section 170 or c) by a nonprofit committee organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982 as amended.

### **Dissolution and Disposition of Group Assets:**

Upon the dissolution of the Group, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Group, dispose of all the assets of the Group exclusively for the purpose of the group to a charitable organization as the Board of Directors shall determine.

### **Liability:**

Except as otherwise provided by law, a volunteer director of the Group is not personally liable for monetary damages for a breach of the director's fiduciary duty.

The Group assumes all responsibility to any person, other than the Group or its members, for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as an officer occurring on or after the date this article is approved by the Board of Directors.

### **Policy**

Membership fee is \$175.00.

Non-member fee is \$ 40.00.

Non Profit Organization fee is \$0.00.