
Appendix G

The Bylaws of the Brady Village Merchants Association

THE BYLAWS OF THE BRADY VILLAGE
MERCHANTS ASSOCIATION

ARTICLE I
NAME

The name of the association shall be the Brady Arts District Merchants Association (herein referred to as the “Association”).

ARTICLE II
DEFINITIONS

The term “District” as used in these Bylaws shall mean the geographic area encompassed by the Brady Village Tax Increment District Number One as approved December 9, 1993, (and extended in 2009) by the Tulsa City Council and such other lands as the Association, by adopted resolution, may add from time to time or those added by local government agency.

ARTICLE III
PURPOSE

Section 1: The purpose of the Association shall be to promote continued growth, progress and improvements by and to all businesses within the District, including advertising, beautification, public relations and special events.

Section 2: Nothing herein shall authorize this Association directly or indirectly, to engage in or include among its purposes, any activities prohibited by federal, state or local laws.

ARTICLE IV
DURATION

The period during which this Association is to continue as a corporation is perpetual.

ARTICLE V
MEMBERSHIP & VOTING RIGHTS

Membership shall consist of all business entities which have a physical business location within the District, as defined in Article II above. In order to be a voting member, the business must pay dues as may be required and be present at the meeting where voting takes place. It is at the sole discretion of the business owner to determine representation for meetings of the Association. Each business shall be allotted one vote.

Associate Membership shall consist of individuals and/or businesses which contribute to the promotion of the District but do not have a physical business location in the District. Associate Members are non-voting members of the Association but may attend meetings at the discretion of the executive board as defined in Article VI below.

ARTICLE VI
OFFICERS AND EXECUTIVE BOARD

Section 1. The Association shall nominate and elect, by simple majority, of the members in good standing and present, Officers at the annual meeting each December. Nominations for Officers will be at the November Meeting and reopened at the December meeting prior to voting.

Section 2. The officers shall constitute an Executive Board. The members of the Executive Board will be President, Vice President, Secretary and Treasurer.

2.A. The President shall conduct all meetings; be the primary contact for activities between the Association and the Brady Village Owners' Association and/or other outside entities; delegate activities among the officers.

2.B. The Vice President shall preside over meetings in the absence of the President; have the primary responsibilities for overseeing committees; act as source for procedural rules during meetings as described in Article VII below.

The Treasurer shall collect dues and other moneys which may become due to the Association; be responsible for payment of moneys owed by the Association as required; maintain the financial records and accounts of the Association; provide a monthly report to the Association; provide records for internal or external audit as may be required from time to time; be responsible for compliance with federal, state and local requirements for maintaining the tax-exempt status of the Association.

2.D. The Secretary shall maintain membership records; take attendance and record minutes at the meetings as required; be responsible for seeing that minutes are sent to all members within one week of the meeting via email; maintain all meeting minutes and attendance records in a fashion that is easily transmitted to the next Secretary and available to any member for review.

Section 3. Each Officer shall serve a term of one (1) year. Officers may be reelected to the same office or to another office in subsequent elections.

Section 4. Officers shall assume their duties, upon election, beginning in January.

Section 5. Executive Board may appoint Committee Chairpersons, if so desired, as needed for special functions within the Association or for events sponsored by the Association.

Section 6. **Resignations** Any Officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **Vacancies** If a vacancy shall occur among the Officers, such vacancy may be filled by a majority vote of the Members in Good Standing. The process for filling the vacancy will include 1.) nominations at the meeting immediately following the date of notification of the resignation; and 2.) election will be at the following meeting. The new Officer will assume the duties of the Office immediately upon election and the new Officer so chosen shall hold office for the remainder of the unexpired term of the replaced Officer.

ARTICLE VII ASSOCIATION MEETINGS

Section 1. **Monthly Meetings** The Association shall hold regularly scheduled monthly meetings occurring the second Wednesday of each month, at a designated time and location. The meeting date may be changed by a majority vote at the meeting immediately preceding the meeting to be changed.

Section 2. **Special Meetings** A Majority of the Executive Board may call a special meeting by giving *ten (10)* days prior notice to all *voting* members. Notice will be delivered via email or phone call as may be required.

Section 3. **Procedure** All Monthly and Special Meetings will be conducted under Robert's Rules of Order.

ARTICLE VIII
DUES

The Association, by simple majority of voting members, may establish an amount of dues to be paid in order to support the purpose of this Association. All dues paying members shall be considered members in good standing and afforded the right to vote. Business Owners owning multiple businesses within the District, shall be allowed to join the Association under each business entity, and granted one vote per membership. Dues, if required, will be due for each business.

ARTICLE IX
COMMITTEES & COMMITTEE CHAIRPERSONS

Section 1: The Executive Board may establish various Committees, at its discretion. The Executive Board will appoint a Committee Chairperson to each committee. Other Committee Members will be volunteers of all members.

Section 2: The Executive Board will establish the budget for any Committee, the function of the Committee and the time frame for the Committee's existence.

Section 3: The Committee Chairperson will

3. A. be responsible for the assigned task completion and method;
3. B. determine meeting times and places;
3. C. provide notice to all Committee members of committee activities to assure their participation;
3. D. provide a status report of Committee activities to the Association at its regularly scheduled meetings.

ARTICLE X
CHECKS

Section 1. The President and Treasurer are authorized to establish accounts for the Association.

Section 2. The President and Treasurer are authorized to sign checks or demands for money and notes of this Association. All checks over \$1000 require two signatures to make the check or note valid.

Section 3. All checks must be accompanied by appropriate documentation. The Treasurer must review all checks and expenditures on a monthly basis.

ARTICLE XI
AUDIT

The books and records of the Association will be open to review by any Voting Member of the Association with five (5) days prior written notice. This Notice must be delivered to the Treasurer's address of record and confirmed received by the Treasurer.

ARTICLE XII
NONDISCRIMINATION

The Association is an Affirmative Action/Equal Opportunity Association. The members, officers, committee persons and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, national origin, color, religious creed, marital status, ancestry, mental capacity, sexual

orientation, physical disability or present or past history of mental disorder.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended, rescinded, or supplemented by a majority vote, provided such amendments are presented in writing to all voting members of the Association a minimum of *twenty (20)* calendar days prior to taking action thereon at a regular or special meeting, called for this particular purpose.