



By-Laws

Kensington-Talmadge Business Association 2018-19

Drafted: 5/9/18

ARTICLE I - ORGANIZATION

SECTION 1. NAME

The name of the organization shall be the Kensington-Talmadge Business Association.

SECTION 2. PURPOSE

The purpose of this organization is to promote common business and community interest in the community of Kensington-Talmadge. This organization is organized for non-profit purposes and individual members will not derive profit from the organization.

ARTICLE II - MEMBERSHIP

SECTION 1. QUALIFICATIONS

Membership in this organization shall be open to all businesses located in the Kensington-Talmadge area* and individuals who live in the Kensington-Talmadge area* who have a business elsewhere.

*as defined by the City of San Diego Planning Department
(<https://talmadge.org/wp-content/uploads/2017/01/1lukental.pdf>)

SECTION 2. DUES

There shall be regular dues of \$75 annual per qualifying business, starting January 1, 2018.

Dues are payable at any time. Members can elect to auto-renew membership via PayPal, or pay by other methods, in which case the Treasurer or Membership Committee Chair will contact for renewal.

SECTION 3. BOARD MEETINGS

There shall be 12 regular Board meetings per year. The Executive Board shall have the power to postpone a meeting or call a special meeting, if such action is deemed advisable; but not to cancel a regular meeting unless under unusual circumstances.

ARTICLE III - EXECUTIVE BOARD

SECTION 1. COMPOSITION

The Executive Board shall be composed of five appointed officers, namely, the President, Vice President, Secretary, Treasurer, and Membership Director.

SECTION 2. TERM

The term of office shall be two years. Officers may run for a consecutive term. Officers may be elected for a second term if the majority of current members are in favor.



SECTION 3. QUALIFICATIONS

Qualified office candidates shall be:

- 1) members in good standing of at least 6 months
- 2) have attended at least two meetings during the prior year
- 3) exhibit the qualities necessary to fill the position
- 4) secure 10 signatures on a petition to run for office

The position of President can only be filled by a member who has served on the Board for at least one term.

SECTION 4. TERMS OF OFFICERS

Officers serve two-year terms. Officers may serve up to three terms in a single position. The terms begin in January every other year.

SECTION 5. ELECTION OF OFFICERS

Nominating committee: The outgoing and existing officers in good standing shall be the nominating committee, as a standing committee of the Association. The Nominating Committee shall present the Officer candidates to the Association Members at least two months prior to elections in December. At this time, should anyone choose to run who was not nominated, they are required to submit a petition of support with 10 KTBA member signatures. At that point, they will be added to the official ballot.

Ballot: Election of officers shall be done via an email sent to all current members in December.

A simple majority of the returned ballots is required to win the position. Election results will be announced once votes have been tallied.

SECTION 6. VACANCY

If a vacancy occurs among the elected officers, it shall be appointed by the Executive Board.

SECTION 7. POWERS AND LIMITATIONS

The Executive Board shall be the governing body of this organization. Meetings of the board shall be called by the President when necessary. It shall have no power to create any indebtedness or obligations for expenditure beyond the amount of funds available. It shall sit in judgment on matters of policy, and shall act upon recommendations of appointed committees. Meetings are to be held at the local businesses of members.

SECTION 8. QUORUM

A majority of the whole membership of the Executive Board constitutes a Quorum. When a decision is required and the vote is split 50/50 the President has the deciding vote.

SECTION 9. PRESIDING OFFICERS

The presiding officer shall be the President, and in their absence the Vice President, or Secretary, Treasurer, or Membership Director in that order, or in the absence of them all, a Chairman is to be elected by the members of the Board Present.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS AND COMMITTEES

Duties and responsibilities of Board Officers subject to change based on individual's skill set.

The President is responsible for setting the annual schedule of Board Meetings, election of officers, approving content for meeting agendas, setting the annual schedule of Member mixers, leading the mixers, and deciding the general direction of the association.



The Vice President is responsible for managing the website and email marketing, helping to create content for meeting agendas, and attending all Board Meetings.

The Secretary is responsible for taking meeting minutes and assigning tasks to Board members, as well as writing content for emails and social media.

The Treasurer is responsible for keeping all financial records, making deposits, handling all check requests, submitting non profit tax requirements and ensuring KTBA is in good standing with its accounts, and preparing an annual budget with the help of the Board of Directors.

The Membership Director is responsible for introducing new and current businesses to the benefits of KTBA membership and encouraging them to join, as well as recognizing partnership opportunities in which potential or current businesses members can highlight their services through participating in KTBA events.

ARTICLE 2 - COMMITTEES

SECTION 1. REGULAR COMMITTEES

The Association shall appoint committees as it sees fit, which may include committees for events such as the annual Holiday Bike Ride and Spring Walkabout:

ARTICLE VI - AMENDMENTS

SECTION 1. AMENDMENTS

Any proposed amendment to these Bylaws can be submitted by email and will be discussed for approval by the Board. The Executive Board will take a vote on such proposed amendment. A two-thirds vote will be necessary to pass.

KTBA

All ideas must be brought to the Board in a round table format for review and unanimous approval. Each idea will have up to nine (9) minutes for presentation and review. Any additions and/or changes that significantly increase the cost or the initial concept previously approved by the board must be submitted for re-approval.

Appropriateness of all undertakings must be determined to be in line with the KTBA Mission Statement and Purpose, which includes, but is not limited to, the benefits of small businesses within the KTBA, the community of KTBA and the KTBA itself.

All costs must be assessed and funds must be available in the general fund, without taxing the liability of the KTBA to function and fulfill its obligations and promises to its members. Timetables must be established to be reasonable and attainable.

A percentage of all proceeds of all events must be allocated to the KTBA general fund in order to limit the costs and promote long-term viability of the organization.

It is not the position of the KTBA to target individual businesses for promotion, but to promote all businesses within the KTBA as a whole when possible.