

CHEROKEE BUSINESS ASSOCIATION

BY - LAWS

ARTICLE 1

MEETINGS

Section 1. Regular meetings of the association shall be held on a day in the third week of each month with date, time and place to be selected by the Advisory Board.

Section 2. Special meetings may be called by the President, a majority of the Advisory Board, and or on written petition submitted to the President and Secretary by ten general members in good standing, at least three (3) days prior to holding thereof.

Section 3. Notice of any regular meeting or of any special meeting which might be called by the President, or Advisory Board, or on a petition of the membership, shall be mailed to each member stating the time, hour, date and place of meeting at least forty-eight (48) hours prior to the time fixed for the meeting.

Section 4. Ten (10) per cent of the general members of the association shall constitute a quorum at any meeting of the association.

ARTICLE 2

DISTRICT

The association district shall be fixed with the following boundaries:

Starting at Broadway and the prolongation of the north line of Utah Street, proceeding westwardly along the prolongation thereof and the north line of Utah Street (and including all property fronting along the north line of Utah Street) to Gravois Avenue, thence southwestwardly along the northwestwardly line of Gravois Avenue (and including all property fronting along the northwest line of Gravois Avenue) to Potomac Street, thence eastwardly along the south line of Potomac Street and the prolongation thereof (and including all property fronting along the south line of Potomac Street) to the west line of Broadway, thence northwardly to the point of beginning.

ARTICLE 3. deleted

ARTICLE 4. deleted

ARTICLE 5.

OFFICERS AND THEIR DUTIES

SECTION 1. The President shall be the chief executive officer of the association and the Advisory Board; he shall carry out the orders of the Advisory Board and shall have such powers as may be necessary to carry out any of the powers herein conferred and shall perform such other duties as are customary and usual for the President of such an organization; he shall execute all instruments in writing, requiring the signature of the association, and appoint such committees as he may deem necessary. He shall be an ex-officio member of all committees. He shall countersign all checks.

SECTION 2. The First Vice President shall perform the duties of the President in his absence and shall succeed to the office of President in the event of a vacancy in the office of President.

SECTION 3. The Secretary shall attend all meetings of the association and the Advisory Board: keep a full and complete record of the proceedings of said meetings.

SECTION 4. The Treasurer shall keep a true and complete account of all moneys received and disbursed by the association; shall collect all dues and other money payable to the association and all checks received by him shall be made payable to the association. He shall deposit any funds received immediately upon receipt of the same bank or banks designated by the Advisory Board; he shall present to the President for signature and shall keep correct and complete books of account which shall be open to inspection of the officers and Advisory Board of the association monthly a full report of the financial condition and he shall perform such other duties as are usually performed by the treasurer of such an association. His compensation for services shall be determined by the Advisory Board.

ARTICLE 6

ADVISORYBOARD

Section 1. Nine Advisory Board members shall be elected by the membership, each for a term of three (3) years, three to be replaced each year at the annual election to replace the three (3) Advisory Board members whose term expire. Vacancy on the Advisory Board shall be filled by a majority vote of the Advisory Board until the next annual election when election by the membership to fill the unexpired term of any Advisory Board member, who, for any reason, does not complete his term of office, shall also be held.

Section 2 The President and Secretary of the association shall be President and Secretary of the Advisory Board and members of the Board. The Immediate Past president shall also be a member of the Board. In case the Immediate Past President shall be ineligible or unable to be a member of the Advisory Board, the Past President, latest in the point of time, eligible and available, shall serve as a member of the Board in lieu of the Immediate Past President.

Section 3. The Advisory Board shall meet at the call of the President or at the written request of a majority of the Advisory Board, but in no event less than once each month on a date which shall be prior to the regular meeting of the association. Notice of the date hour and place of meeting shall be given all members of the Advisory Board by the Secretary at least twenty-four (24) hours prior to the meeting except in an emergency.

Section 4. The Advisory Board shall have the power to transact routine business of the association and shall have the power to transact business and execute the same in emergencies.

Section 5. Reports of all Advisory Board meetings will be read at the meeting of the association next following the Advisory Board meeting.

Section 6. The Advisory Board shall appoint the Secretary of the association and shall fix his salary. It shall arrange that the Secretary shall be bonded. The Secretary shall serve at the pleasure of the Advisory Board.

Section 7. Any member of the Advisory Board absent for three (3) consecutive called meetings of the Advisory Board without an excuse acceptable to the majority of the Advisory Board shall forfeit office automatically.

ARTICLE 7

ELECTION OF OFFICERS AND ADVISORY BOARD MEMBERS

Section 1. The election of officers of the association and members of the Advisory Board will be done annually at the regular meeting of the association in December and the officers elected shall take office on January first (1) of the succeeding year.

Section 2. At the October meeting of the association the President shall select a nominating committee of three members. The nominating committee shall report to the November meeting of the association, in writing, its nominations for the respective officers of the association and for the Advisory Board. Nominations to any elective office may also be made by petition of five general members of the association, said nominations to be filed with the Secretary of the association at least five (5) days prior to the December meeting. Printed ballots will be prepared for the use of the representatives of the general members during the election which ballots shall contain the names of all nominees for each office, by whatever means nominated, who were nominated at least five (5) days prior to the December meeting.

Section 3. A majority vote of the ballots cast by those present shall be necessary to elect a nominee to any office. If no candidate for any office shall receive a majority of the votes cast, then another ballot shall be taken for that office and the name of the candidate having the least number of votes on the previous ballot shall be dropped and only the votes of the remaining candidates cast in connection with the new ballot shall be counted.

Section 4. In case of a vacancy in any office, except the Presidency, the Advisory Board shall elect a person to fill the unexpired term of such office, except that vacancies on the Advisory Board shall be filled only until the next annual election.

ARTICLE 8

COMMITTEES

Section 1. Subject to the approval of the Advisory Board, except as otherwise herein provided, the President shall appoint the members of all standing committees for a period of one year.

Section 2. The President may appoint, from time to time, such other committees within the association as he may desire.

ARTICLE 9

CONTRACTS FOR PARKING LOTS

The officers of the association, with the advice and consent of the Advisory Board, are authorized to enter into negotiations for the purchase, lease, or any other legal method of obtaining property for use as off-street parking purposes within the boundaries of the District as hereinbefore set forth. However, any contract entered into as a result of such negotiations must be first approved by at least two thirds (2/3) of the general membership present and voting at a meeting specially called to discuss such contract to provide off-street parking. Prior to signing a contract to provide off-street parking, the appropriate officers will be specifically empowered to do so by a majority vote of the general membership present at any duly called meeting.

ARTICLE 15

ORDERS OF BUSINESS

1. Opening of Meeting
2. Roll call of officers
3. Reading of the minutes of previous meeting
4. Reading of the minutes of Advisory Board meetings and of financial report
5. Applications for membership
6. Passing on applications for membership
7. Introducing new members and/or their representatives
8. Communications
9. Reports of Advisory Board, committees, officers and employees
10. Report of special meetings
11. Unfinished business
12. New Business
13. Good of association
14. Adjournment

ARTICLE 16

RULES OF ORDER

In the absence of any prescribed rules or customs in the association for its guidance, Roberts Rules of Order shall be accepted as the authority governing the conduct of procedure at meetings of the association and the Advisory Board when any questions arises not provided for in these By-Laws.

ARTICLE 17

AMENDMENTS

Amendments to these By-Laws may be proposed, in writing, to the Secretary, by three general members of the association. The Secretary shall notify all members of the association of such proposed amendments shall be voted upon at the next regular meeting of the association occurring not less than five (5) days after receipt of the proposed amendment by the Secretary. If the majority of the general members present shall vote in favor of said proposed amendment, the same shall be accepted.