

BY-LAWS

WESTSIDE BUSINESS LEADERS ASSOC. INC.

Effective Date: January 12, 2017

Article I

Name and Object

Section 1.

This Organization shall be known as Westside Business Leaders Association also known as WBLA.

Section 2

WBLA shall promote the material, civic and social improvement and betterment of Duval County, in general, and specifically the welfare and advancement of Westside Jacksonville by working for and in the community.

Article II

Time and Place of Meeting, Membership, Quorum, Administrative Year, Rules

Section 1.

The time and place of general meetings shall be the second Thursday of each month at a location determined by the Board of Directors. Meetings shall start promptly at 12:00 P.M. and end at 1:00 P.M.

Section 2.

The membership shall be open to those interested in the growth, development and welfare of Westside Jacksonville.

Section 3.

A quorum for general meetings shall consist of twelve (12) members.

Section 4.

The organization shall promulgate a written set of Rules governing certain aspects and areas of the association not fully addressed in the By-laws or Articles of Administration. At all times, the By-Laws and Articles of Incorporation shall prevail over the Rules.

Section 5.

The Administrative year shall be as set forth in the Rules.

Article III

Officers, Board of Directors, Chaplain, Sergeant at Arms

Section 1.

Selection of the Officers, Board of Directors (hereafter referred to as "Board"), Chaplain, and Sergeants at Arms shall be by a Nominating Committee. In September, the current President shall appoint a Chairman of the Nominating Committee as well as two members from the Board and two members from the general membership for a total of five (5) people on the Nominating Committee. The nomination slate shall be made and presented to the Board in October. If approved it shall be presented to the general membership for voting in November. Selection shall be by acclamation or, if necessary, majority vote of the members in attendance. A quorum is required. Those nominated for any position are entitled to vote. When there are nominations from the floor, the election shall be by ballot and a majority vote shall prevail. Elected Officers, the Board of Directors, the Chaplain, and the two Sergeant at Arms shall be installed at a meeting set by the Board prior to the 1st general meeting of the new year.

Section 2.

Officers and Board of Directors:

The Officers shall be President, First Vice President, Second Vice President, Secretary and Treasurer. The Board shall be comprised of the five Officers, the immediate past President, the Chaplain, the two Sergeant at Arms, and at least seven members from the general membership, making a minimum total of sixteen (16) persons on the Board.

Article IV

Duties of Officers, Chaplain, Sergeant at Arms

Section 1.

The President's duties are as follows:

- a. Shall preside at all meetings;
- b. Ex officio member with voting privileges of all standing committees except the nominating committee;
- c. Shall promptly appoint the Chairman of all committees;
- d. Shall appoint replacement Board Members and Officers whose positions become vacant through resignation or otherwise and shall present the replacement to the Board for approval;
- e. Insure that all Officers and committees perform their assigned duties.

Section 2.

When requested, and in his absence, the First Vice President shall assume the duties of the President and perform any duties assigned by the President. The First Vice President shall be responsible for annually providing an updated

membership directory or insuring that the website reflects the current membership.

Section 3.

The Second Vice President shall be responsible for any duties assigned by the President.

Section 4.

The Secretary shall be responsible for seeing that all recorded proceedings of each meeting are processed, respond to any correspondence as requested by the President. The Secretary shall provide the President and club historian with pertinent club information. The Secretary may recruit an assistant.

Section 5.

The Treasurer shall handle all funds of the Association, disbursing same as needed or instructed by the Board and furnish a monthly financial statement to the Board for review. The Treasurer shall communicate with the CPA to see that all necessary tax documents are timely filed. The Treasurer shall also maintain membership dues and shall issue membership renewal invoices in a timely manner consistent with Article VI, Section 1.

Section 6.

The Chaplain shall be a member of the Board. He shall see that proper prayer is given at the beginning of all meetings, visit the sick, send flowers for the deceased members and immediate family members and cards of condolence for all other family and members who are ill. The Chaplain shall chair the charities committee.

Section 7.

There shall be two (2) Sergeant at Arms. They shall be on the Board and shall keep order at all meetings, take care of the 50/50 tickets, door and give-away prizes, and ensure the club banner is available and displayed at all general meetings and special meetings when requested. The Sergeant at Arms shall maintain the membership badges.

Article V

Board of Directors

Section 1.

The Chairman of the Board of Directors shall be the current President. The Board shall consist of all officers, the immediate past president, and up to ten directors including the Chaplain and Sergeant at Arms. Each member of the Board shall be nominated by the Nominating Committee and elected by the general membership. Each member of the Board shall have one vote. Term of office for

non-officers shall be a two-year term, staggered so that one-half (1/2) of the Board is newly elected each year.
The Officers, Chaplain and Sergeant at Arms may serve continuously without term limits.

Section 2.

Board members will be assigned as Chair of a Standing Committee. Others shall be selected from the general membership.

Committees are:

- Communications (Public Relations, Website/Media)
- Program (speakers)
- Membership (Membership Drives/Directory)
- Charities (Designations and Amounts)
- Fund Raising (Oversee all functions)
- Education (Selection of Scholarship Candidates)
- By-Laws and Rules
- Social Director
- Budget
- Long-Range Planning

Each member of the Board shall serve on at least one committee.

Each chairman of a committee shall have a member from general membership to serve as co-chair.

Section 3.

A Quorum of the Board shall consist of not less than five current members of the Board.

Section 4.

All resolutions shall be presented to the Board orally or in writing and, if approved, shall be presented to the membership at the next regular Business Meeting for their action, if necessary. A quorum is required.

Section 5

The Board shall have the authority to remove from office any officer or director who abuses his or her office. Three (3) consecutive un-excused missed Board meetings shall be considered an abuse of office.

Section 6.

Proposed amendments to the By laws shall be approved by the Board by a majority vote, then, presented to the members and approved at a regular business meeting of the Association or a special meeting called for that purpose. Notice of the proposed amendments to the By-laws shall be given at a regular scheduled general meeting or a special mailing to the entire membership prior to

the general meeting voting on the proposed amendments. A majority vote of members in attendance, with a required quorum, shall be necessary to amend the By-laws. Amendment to the Rules, not in conflict with these By-Laws, shall be by majority vote of the Board.

Article VI

Dues

Dues shall be as stated in the Rules.

Article VII

Directory and Website

Cost of advertising in the Directory or website shall be set by the Board and stated in the Rules.

The website address is WBLA.org

Article VIII

501(c)(3) Organization

Westside Business Leaders Charities, Inc. is a 501(c)(3) Organization under the direction of the Board of Directors of The Westside Business Leaders Association.

Article IX

Fundraising

Fundraising activities shall be controlled by the Board (also See Westside Business Leaders Charities, Inc. By-laws).

Article X

Scholarships

All Scholarships shall be managed and awarded by Westside Business Leaders Charities, Inc.

Article XI

Lighthouse Club

Section 1.

An exclusive club for members who participate and excel in The Westside Business Leaders Association as determined by the Board of Directors, or who sponsor at least six members.

Section 2.

A green jacket with the lighthouse patch is awarded to each Lighthouse Member. The names of the Lighthouse members (past and present) shall be maintained on the Website.

Article XII

Past President Recognition

Commencing with year 2004, a green jacket and past-president's patch shall be awarded to each past President (if not already a Lighthouse Club member} completing a full term as President.