

SHIPSHEWANA RETAIL MERCHANTS ASSOCIATION, INC.  
BYLAWS

**ARTICLE I: LEGAL STATUS AND PRINCIPAL OFFICE**

Section 1.01

Shipshewana Retail Merchants Association, Inc. (SRMA) was incorporated in the State of Indiana on December 20, 1985, as a Not-For-Profit corporation 501(c)(6), and has the legal powers conferred by the Indiana Not-For-Profit Act as defined with the Certificate of Incorporations.

Section 1.02

The SRMA's principal office shall be in or around Shipshewana, and shall be identified by maintaining a permanent Shipshewana, Indiana address.

**ARTICLE II: STATEMENT OF PURPOSE**

Section 2.01

The purpose of the SRMA is strengthening Shipshewana Visitors' experience by focusing on placemaking, events, and festivals in a unified effort; and providing networking opportunities to its members.

**ARTICLE III: MEMBERSHIP**

Section 3.01

Any person, partnership, or corporation engaged in business (retail, manufacturing or service) in and around Shipshewana, Indiana, area shall be eligible to become a member upon paying the annual dues.

Section 3.02

"In and around Shipshewana" shall be defined as all of Newbury Township, in LaGrange County, Indiana.

Section 3.03

If an application is received from a business outside of Newbury Township, but Shipshewana is considered to be its natural center for business activity, the application shall be acted upon by the members of the SRMA.

Section 3.04

New members may be accepted throughout the fiscal year by paying one-half (1/2) the annual dues through the first six months of the Membership Year (starting September 1); membership dues will be pro-rated monthly for the last six months of the Membership Year.

**ARTICLE IV: DUES**

Section 4.01

The dues for members shall be reviewed annually by February by the Board of Directors and adjusted as necessary to meet the SRMA's goals for each new calendar year.

Section 4.02

The Membership Year is defined as September 1 to August 31.

**ARTICLE V: MEMBERSHIP RESPONSIBILITIES**

Section 5.01

Members are encouraged to attend all scheduled membership meetings.

Section 5.02

Members, or appropriate representatives, are encouraged to actively participate in the work of the SRMA, such as serving on committees as requested, or to do other tasks as may be necessary to accomplish the goals of the SRMA

## **ARTICLE VI: MEMBERSHIP MEETINGS AND QUORUM**

### Section 6.01

All paid memberships are SRMA Members in good standing. Each Membership receives one vote.

### Section 6.02

Regular Meetings of the SRMA Members shall be held at such time and place as designated by the Board of Directors. Notice of the meetings shall be given by any practical means.

### Section 6.03

Special Meetings shall be held whenever called by the Board President, or if he/she is absent or unable to act, by the Vice President, or by any five (5) SRMA Members. The written notice of any Special Meeting shall state the purpose of the meeting, and be mailed by SRMA Staff.

### Section 6.04

An Annual Meeting shall be held.

### Section 6.05

A Quorum to transact business shall consist of a majority of SRMA Members present at any meeting, except for by-law amendments which requires two-thirds of those present.

## **ARTICLE VII: BOARD OF DIRECTORS**

### Section 7.01

The Board of Directors will consist of five persons from the SRMA membership and, as Ex-Officio member (non-voting), the Executive Director of the SRMA.

### Section 7.02

The Board of Directors will be elected by the SRMA membership from a slate prepared by the Nominating Committee.

### Section 7.03

The election of the Board of Directors shall be held annually in November for a term of office coinciding with the calendar year. Directors will serve a term of 3 years, and may serve a maximum of 2 consecutive terms.

### Section 7.04

#### Duties and Responsibilities

- A. Establishes mission and program direction for the organization and periodically reviews program plans and progress.
- B. Sets policies for the organization
- C. Approves annual budget as submitted by the Finance Committee and reviews periodic financial reports.
- D. If recommended by the Board of Directors and approved by the Membership, the President, Vice President, Secretary, Treasurer may borrow funds on behalf of the Association. Any loan must be signed by 3 of the 4 officers named.
- E. Members of the committees shall be elected by the SRMA membership from a slate prepared by the Nominating Committee. Members of the Board of Directors will review recommendations from the Nominating Committee and forward to the membership for election. If a committee position becomes vacant the Board of Directors will appoint a member to that committee to fill the term of the vacated position.
- F. Exercises fiduciary role to ensure that the organization is properly managed: this includes any insurance needs.
- G. Develops and reviews Personnel Policies
- H. Develops contracts to hire personnel as needed.
- I. Maintains corporate status, ensures that proper paperwork is submitted to governmental agencies.
- J. Reviews financial and business dealings to protect the organization from lapsing into non-exempt status
- K. Exercises proper judgment in conflict of interest transactions
- L. Maintains minutes, attendance records and deals with Board Members who have lapsed in their responsibilities.
- M. Responsible to carry out the Association's activities to enhance goodwill between Association members, other retailers, manufacturing and service business, the community of Shipshewana, and the visitors to Shipshewana.

N. Attend monthly Membership meetings and all Board of Director meetings.

Section 7.05

In the case of an unexpired term, the Board is authorized to fill a vacancy for the unexpired term from the membership.

**ARTICLE VIII: DUTIES OF THE OFFICERS**

Section 8.01

The Board will organize itself each calendar year, in January, by electing the following officers: President, Vice President, Secretary, and Treasurer

Section 8.02

The duties of the officers are as follows:

- A. The PRESIDENT shall preside at all meetings of the Membership and Board of Directors meetings; call such meetings as shall be deemed necessary and as required by these bylaws: supervise the Executive Director; and perform such other duties as may be designated by the Board of Directors.
- B. The VICE PRESIDENT, in the event of absence, resignation, disability or death of the President, possesses all the powers, and performs all the duties of that office. He/she shall perform such other duties as designated by the Board of Directors.
- C. The SECRETARY shall be responsible for seeing that minutes are kept of all Membership and Board of Directors meetings; maintaining Permanent Records; and overseeing all legal requirements.
- D. The TREASURER shall supervise the custody of all funds of the SRMA and shall see that a true and accurate accounting of the financial transactions of the SRMA is made and reports of such transactions are regularly provided to the Board of Directors and the Membership.

Section 8.03

In the case of an unexpired term of an officer, the Board is authorized to fill a vacancy for the unexpired term from the current Board.

**ARTICLE IX: COMMITTEES**

Section 9.01

The NOMINATING COMMITTEE shall be composed of three (3) Association members serving three (3) year terms. The appointments shall be staggered to allow for one (1) new appointment each year. The Nominating Committee is appointed by the Board of Directors and shall be responsible for selecting a slate of nominees for the Board of Directors, for securing replacement committee members for those who complete their term limits, and other duties as assigned by the Board of Directors.

Section 9.02

The Board may organize committees to carry out tasks to meet it's objectives.

**ARTICLE X: PERMANENT RECORDS**

Section 10.01

The SECRETARY of the Board of Directors shall be responsible to ensure the following records are maintained:

- A. Annual Membership Roster
- B. Certificate of Incorporation
- C. Bylaws and all related revisions and amendments
- D. Minutes of the Annual meeting, monthly Membership meetings, Board of Directors meetings, and all special meetings. In the case of a Special meeting, the Minutes should note how authorized, the notice given, the names of those present, and the proceedings thereof.
- E. Year-end Summary Reports from all committees and the Executive Director, (which are submitted for the Annual Meeting). This will be submitted to the Board of Directors, to be added to their year-end Annual Report.

Section 10.02

The TREASURER of the Board of Directors shall be responsible to ensure the following records are maintained:

- A. Accounting Records and Reports indicating an accurate record of any properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- B. SRMA Insurance Policy

**ARTICLE XI: ANNUAL REPORT**

Section 11.01

At the end of each calendar year, the Board of Directors shall prepare and publish, or cause to be prepared and published, a report on the affairs of the SRMA and an annual financial report. The President shall present the Annual Report and Financial Statement at the Annual Meeting of the SRMA.

**ARTICLE XII: FISCAL YEAR**

Section 12.01

The fiscal year of the Association shall be January 1 through December 31.

**ARTICLE XIII: CONFLICT OF INTEREST**

Section 13.01

Annually Board members are asked to disclose conflicts of interest.

**ARTICLE XIV: AMENDMENTS**

Section 14.01

Amendments to the Articles of Incorporation or the Bylaws may be adopted by a two-third (2/3) majority vote of the SRMA Members present at any meeting called, provided that thirty (30) days written notice had been given to the entire membership stating the proposed amendment by email or USPS.

**ARTICLE XV: DISSOLUTION CLAUSE**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)6 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Originally Adopted: September 3, 1987

Amended: May 1988

Amended: December, 1988

Amended: November, 1993

Amended: March 3, 2005

Amended: October 6, 2005

Amended: October 5, 2006 – Association Monthly Meeting

Amended: August 4, 2010-Association Meeting

Amended: December 01, 2011 – Association Meeting

Amended: November 01, 2012 – Association Meeting

Amended: October 1, 2020 – Association Meeting