

By-laws 2/25/2000, rev. 12/2006, rev. 9/2009, rev. 11/2016

By-Laws
The Olde Pickerington Village Business Association

Article 1 – Name

The name of the organization shall be The Olde Pickerington Village Business Association, DBA, Pickerington Village Association.

Article 2 – Mission/Vision

1. To unite, through membership, people, businesses and organizations interested in the development and promotion of the Olde Pickerington Village. To serve and enhance the greater Pickerington/Violet Township community by relating our history and character through events and information. To be a voice and advocate for the Olde Pickerington Village with local government.
2. Promoting a vibrant community while preserving the character of the Olde Pickerington Village.

Article 3 – Membership

1. Membership shall consist of the following categories:
 - a. Village Business Member - Open to all merchants and professionals located within the Olde Pickerington Village. These members may hold any office on the Board of Trustees.
 - b. Business Member - Open to all merchants and professionals whose office is located outside of the Olde Pickerington Village, but within Violet Township. These members may hold any office on the Board of Trustees except President.
 - c. Associate Member - Open to all residents of the Olde Pickerington Village who would like to become involved in the activities of the PVA. These members may hold a member-at-large position on the Board of Trustees.
 - d. Friend of the Village - Open to all individuals who would like to become involved in the activities of the PVA. These members may not vote or hold a position on the Board of Trustees.
2. Application for membership is made by submitting the required “application for membership” form, properly endorsed and with the correct dues to the Association.
3. The Vice-President will approve all applications for membership.
4. Any eligible dues paying member whose dues are currently paid is permitted to vote in any association election, to participate in any other business of the Association, and to hold any office for which he or she is duly nominated and elected.

Article 4 – Dues

Dues shall be due and payable with the application for membership and annually thereafter by January 31. New memberships received after October 1. shall be considered paid through December 31 of the following year. Annual membership is from January 1 through December 31.

Article 5 – Meetings

1. Annual Meeting – The annual meeting of the Association shall be held once each year with the date to be decided by the board. This meeting can be held in conjunction with a regular meeting.
2. Officer Elections Meeting – Shall be held when the board sets a date, which shall be at the beginning of each year or as otherwise deemed appropriate.
3. Regular Meetings – Regular meetings shall be held twice per calendar year, with the date, time and place determined by the Board of Trustees.
4. Special Meetings – Special meetings of the members may be called by the President on written request to the Secretary or by any three members of the Board of Trustees. Notice of special meeting, starting time and place and the purpose of the meeting must be delivered/ communicated to each member one week before the meeting.
5. Quorum – One quarter of the members present at any meeting (regular, special or annual) shall constitute a quorum to transact business. Majority rule determines matters brought to a vote. All members shall be notified of meetings at least 7 days in advance of each meeting.
6. All meetings and events shall be held within the limits of the Olde Pickerington Village.

Article 6 – Government

1. The control and management of the affairs, property and funds of the Association, shall be vested with the Board of Trustees. They shall guide the activities of the Association in accordance with the by-laws and insure that Association purposes are pursued.
2. The elected Board of Trustees shall consist of the following positions:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. as many Members-at-Large as deemed necessary, but not mandatory, by the board
3. The President will serve as the Chief Operating Officer of the Association and will conduct the board meetings, and will cast the deciding vote should there be a tie when voting on issues.
4. Quorum – one quarter of those present at meetings shall constitute a quorum to transact business.
5. Voting – Majority rule determines matters brought to a vote.

6. General Purpose – The general purpose of the board is to guide the activities of the Association in accordance with the by-laws and insure that the Association purposes are pursued. Towards that end, the Board of Trustees will coordinate the work committees and officers, acting as a clearing center for policies and plans affecting the Association, and its entire program. To accomplish this purpose the Board functions include:
 - a. Fostering and directing committees under the Vice President to effectively administer the responsibilities of the function.
 - b. Acting on proposals, problems, plans, and written reports, which have been formulated by committees and officers.
 - c. Approving budgets and expenditures.
 - d. Approving changes in Association policies.
 - e. Evaluating Association programs and operations. Giving recognition for work well done.
 - f. Maintaining updated incorporation records with the Secretary of State regarding the “Statement of Continued Existence” and “Statutory Agent”.
 - g. Maintaining job descriptions for each elected officer, reviewed annually for update.
 - h. Appointing additional special members to the board with approval of 70% of the Board membership.
7. Duties of each officer are as follows:
 - a. President – The President shall be the executive head with the responsibility for overall Association performance. The by-laws provide guidelines for management.
 - b. Vice President – The Vice President shall assist the president and chair any special committees.
 - c. Secretary – The Secretary will maintain written records of those items pertinent to Association operations, including board minutes and chapter correspondence. Budgetary requirements will be submitted for board approval.
 - d. Treasurer – The Treasurer will serve as controller and budget director for the Association and maintain current financial status.
 - e. Member at Large – The Members at Large will perform duties necessary to carry out Association objectives as deemed necessary by the board.
8. No member shall hold more than one office at any time.
9. The term of office shall be for one year. An elected officer may succeed him/ herself in that office or may serve in another elected office.

- 10. Vacancies occurring on the Board of Directors during the year shall be filled by appointment by the President with approval of the Board of Directors.
- 11. To the extent permitted by law, each officer, Trustee and employee shall be indemnified by the Association against all liability including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party by reason of their being or having been a member of the Board of Trustees, officers or employees of the Association. The officers may secure and maintain such policies of insurance as it may from time to time consider appropriate.

Article 7 – Amendment to the By-Laws

These by-laws may be repealed, altered or amended or new by-laws adopted by a vote of the members present at a regular meeting only if the proposed change has been mailed or emailed to each member at least one week (7 days) in advance of the scheduled meeting. Two thirds of the membership present at the meeting must be in favor of the proposed change(s) for approval of a by-law change.

Article 8 – Procedures

Roberts Rules of Order, Revised, shall govern the meeting of the Association in all cases where applicable, unless otherwise provided by these by-laws.

Article 9 – Dissolution

- 1. This Association may be dissolved by a majority vote of members at any meeting with an emailed or written notice of the dissolution given to all members at least 30 days prior to the meeting.
- 2. Upon such dissolution, and after payment of all debts and liabilities of the Association, any remaining assets shall be distributed to an event committee, festival committee, or to an organization decided on by the current Board of Trustees.

Article 10 – Fiscal Year

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

Article 11 – Core Values

The core values of the Association are:

- 1. We will be **supportive**
- 2. We will be **welcoming**
- 3. We will **cooperate** with others
- 4. We will be **respectful** of others
- 5. We will strive for **consensus**
- 6. We will be **fair**
- 7. We will be of **service**
- 8. We will be **responsible**
- 9. We will value **community**
- 10. We will be **diligent**