

## **PARSONS AREA MERCHANTS ASSOCIATION CODE OF REGULATIONS**

### **ARTICLE I – Name, Mission and Activities**

**Section 1. Name** | The name of this organization shall be Parsons Avenue Merchants Association, dba Parsons Area Merchants Association (“PAMA”).

**Section 2. PAMA Area** | The area served by PAMA shall be the same as the Columbus South Side Area Commission (“CSSAC”) (the “Parsons Area”).

**Section 3. Mission** | PAMA is a nonprofit organization that promotes and supports businesses and property owners in the Parsons Area.

PAMA works to achieve vibrant and sustainable economic development in South Columbus, especially promoting existing businesses, local food and green businesses, local artists, and other local businesses and social services that support and develop the South Columbus workforce and our families.

PAMA promotes and supports local entrepreneurs to create and grow new sustainable businesses, and PAMA promotes and supports the diversity of South Columbus as an economic and social development strength.

**Section 4. Approved Activities** | PAMA may conduct any activities consistent with the mission that are permitted by law, the articles of incorporation, and this code of regulations. PAMA is organized as a non-profit corporation, whose income tax-exempt status under the 501(c)(6) section of the Internal Revenue Code of 1954, as amended, was recognized by the Internal Revenue Service. PAMA shall conduct its operations and shall balance its activities in such a way as to maintain that status.

**Section 5. Prohibited Activities** | PAMA shall not render or deny services on the basis of race, color, creed, religion, ethnicity, national origin, ancestry, gender, marital status, age, handicap, sexual orientation, or gender identity. PAMA will not discriminate or otherwise base any matter regarding employment, election to the Trustees, or to an Officer position on the basis of race, color, creed, religion, ethnicity, national origin, ancestry, gender, marital status, age, handicap, sexual orientation, or gender identity.

**Section 6. Fiscal Year** | PAMA’s Fiscal Year shall be from January 1 through December 31.

### **ARTICLE II – General Membership**

**Section 1. General Members** | Any business or individual promoting a positive image of the South Side may become a member of PAMA (“General Member”) by paying dues as in a manner and amount determined by the Trustees. Each Business/Organization Member is entitled to one (1) vote. Entities that share a common member or relationship shall be considered to have the interests of the whole represented by that one member and are limited to one (1) vote. Members

shall have the right to vote, as set forth in these Bylaws, on any matter presented at a General Membership Meeting.

Applicants for membership to PAMA must submit dues with the application. Applications received during October, November and December shall be considered to be for the following calendar year; all other applications shall be considered to be for the current calendar year (January 1-December 31). Dues submitted shall remain in effect for the remainder of the current calendar year.

**Section 2. General Membership Meetings** | All General Membership meetings should be held at a designated site in the Parsons Area or in a manner conforming to Article II Section 3 of this Code of Regulations. Members may attend a meeting in person or by means of authorized communications equipment, which, for purposes of this Code of Regulations shall mean communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to communicate with each other.

The Secretary shall provide no less than 10 days' notice of the time and place of each meeting by personal delivery or by electronic mail.

The General Membership shall hold a monthly meeting to foster networking, establish partnerships, and provide updates related to the Parsons Area business atmosphere. Monthly meetings shall be open to the public.

The General Membership shall hold an annual meeting of the General Membership each November to elect officers, distribute any annual report, and establish goals for the upcoming year ("Annual Meeting"). The annual meeting shall be open to the public.

Special meetings of the General Membership may be called by the Executive Director, President, Vice President, or by not less than fifty percent (50%) of the General Membership. **In addition to meeting in person, Members may meet by telecommunication methods.**

**Section 3. Action Without Meeting** | Any action that may be taken by the vote of the General Membership or of Trustees at a regular or special meeting, except Trustee elections, may be taken without a meeting and by transmission by authorized communications equipment (as defined herein) if done in compliance with Chapter 1702 of the Ohio Nonprofit Organization Law as specified below:

- a. **Action by General Members.** Action by General Members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, the proportion or number of voting members, not less than a majority, that the articles or the bylaws permit.
- b. **Action by Trustees.** Action by the Trustees may be authorized or taken without a meeting only upon the affirmative vote or approval of, and in a writing or writings signed by, a simple majority of the Trustees.
- e. **Signed Writing.** Any transmission by authorized communications equipment that contains an affirmative vote or approval of a General Member or Trustee is a signed

writing for purposes of Ohio law. The date on which that transmission is sent by the General Member or Trustee is the date on which the writing is signed. Any such writings shall be filed with or entered upon PAMA's records.

### **ARTICLE III – Board of Trustees**

**Section 1. Composition** | PAMA shall be governed by a Board of Trustees (“Trustees”). Trustees shall be General Members in good standing. Trustees shall consist of an odd number of members, not less than seven (7) and not more than eleven (11), unless approved by amendment of this Code of Regulations.

PAMA values diversity and, as such, Trustees should be representative of the General Membership and the broader community PAMA serves. Trustees should include Parsons Area business owners and neighborhood stakeholders.

**Section 2. Terms of Trustees** | Upon election, Trustees shall serve a two-year term. A Trustee may serve a maximum of three (3) consecutive terms. After a two (2) year hiatus, a person may serve as a Trustee again. Terms begin on January 1 following the election.

Trustee terms limits will be determined based in accordance to the above, and starting on the first dated adoption of the PAMA Bylaws found at the end of this document.

**Section 3. Elections of Trustees** | Trustees shall be elected from and by the General Membership. The General Membership shall hold Trustee Elections at the Annual Meeting. The Election Oversight Committee shall oversee the election process. The Election Oversight Committee shall present a slate of proposed Trustees prior to the Annual Meeting for current Trustee approval. Nominations may also be made from the floor when the proposed slate is presented for vote at the Annual Meeting. After the elections, the current Trustees shall vote to approve elected Trustees by December 15 and the new terms will begin on January 1.

**Section 4. Duties** | Trustees shall:

- a. Conduct PAMA business;
- b. Managing property;
- c. Set organization policy and procedures;
- d. Employ the Executive Director;
- e. Guide PAMA activities;
- f. Adopt an annual budget;
- g. Monitor financial activities;
- h. Create appropriate committees; and
- i. Conduct other business the Trustees deem necessary to carry out PAMA's mission.

Trustees shall not receive any compensation for their services.

**Section 4. Trustee Meetings** | Regular Trustee meetings may be held at such times between each Annual Meeting as the Trustees specify. Trustee meetings shall be held in a public location. Trustees may attend a meeting in person or by means of authorized communications equipment, which, for purposes of this Code of Regulations shall mean communications equipment that provides a

transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

The Secretary shall provide written notice of the time and place of each Trustee meeting to each Trustee by personal delivery or by electronic mail at least two (2) days before each meeting.

The Secretary shall distribute written materials for Trustees to consider, if any, at least two (2) days in advance of any annual or regular meeting.

Trustees shall hold a meeting annually to consider reports and conduct other business on the first Wednesday of November or on such other date as may be specified by the Trustees.

Special meetings of the Board of Trustees may be called by the President, Vice President, or any two (2) Trustees.

**Section 5. Voting** | No action of the Trustees shall be effective unless a quorum, defined as at least one-half of the number of Trustees, are present. Quorum voting also applies to any meetings conducted remotely as outlined in above.

**Section 6. Attendance** | Each Trustee shall make reasonable efforts to attend all Trustee meetings. More than three (3) unexcused absences from regularly scheduled Trustee meetings shall be grounds for removal from the Trustees. A majority of remaining Trustees may vote to temporarily fill any Trustee vacancy for the remainder of the unexpired term. General Members may fill any Trustee vacancy, whether the vacancy was temporarily filled by the Trustees, at any special meeting of the General Members called for that purpose or at an Annual Meeting. Any Trustee so elected by the General Members shall hold office until the original end of the term for the person that they replaced.

**Section 7. Removal of Trustees or Officers** | A majority of Trustees may vote to remove any Trustee, Officer, or Director for refusal, neglect, or failure to perform the duties of the office or position or for any act contrary to the policies or instructions of the Trustees.

Alternately, any Trustee may be removed, with or without cause, at any time by vote of a majority of General Members at a special meeting of General Membership called for that purpose. Any vacancy caused by the removal of a Trustee may be filled at the same meeting as outlined in this section.

**Section 8. Evidence of Trustee Action** | The secretary shall prepare written minutes of every Trustee meeting include a recording of the matters considered at the meeting, the resolutions adopted, and other actions taken. The minutes of each meeting shall be approved at a subsequent meeting of the Trustees and shall be maintained.

## **ARTICLE IV – Officers**

**Section 1. Officers** | The following Trustee Officers shall be elected from Trustees by the General Membership:

- a. **President.** The President shall preside at all meetings of the General Membership and, unless another person is designated by the Trustees, all Trustee meetings. The President shall supervise the Executive Director's daily activities, work with the Executive Director to establish meeting agendas, and coordinates Trustee policy with the Executive Director.
- b. **Vice President.** The Vice-President serves as the President in the absence of the President. The Vice President shall perform other duties as delegated by the President.
- c. **Treasurer.** The Treasurer oversees PAMA's finances, acts as Chair of the Finance Committee, works with the Executive Director on financial matters, maintains necessary financial records, and issues monthly and annual financial reports to Trustees.
- d. **Secretary.** The Secretary prepares the Trustee meeting packet, prepares and attests to meeting minutes, and maintains custody of Trustee records.

The President, Vice-President, Secretary, and Treasurer shall have the authority jointly or separately to sign, execute, and deliver in PAMA's name any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Trustees, except where the signing or execution thereof was expressly delegated to another individual.

In their discretion, a majority of Trustees may delegate the authorities and duties of any Officer, to any other Trustee. A majority of Trustees may delegate additional duties to any Officer that are not inconsistent with this code of regulations.

**Section 2. Nomination, Election and Tenure of Officers** | Trustee Officers shall be elected and serve for a period of two (2) years. Terms will begin on January 1 following an election. Any interim vacancies in the offices of President, Vice-President and Secretary shall be filled by appointment by the Trustees. Appointees shall serve until the term end of the Officer they are replacing. Each Officer may be re-elected for a subsequent period not to exceed two (2) consecutive full terms. After a hiatus of two (2) years an individual is again eligible for an appointment.

The Elections Oversight Committee shall present a slate of proposed Officers prior to the Annual Meeting for Trustee approval. Nominations may also be made from the floor when the proposed slate is presented for vote at the Annual Meeting.

**Section 3. Resignation or Removal of Officers** | Any Officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary. A resignation shall take effect at the time specified therein, and unless otherwise specified, shall become effective upon delivery. The acceptance of such Resignation shall not be necessary to make it effective unless so specified in the Resignation.

Any Officer may be removed by a majority of General Members, with or without cause, at any time. Any vacancy by reason of this section may be filled at the same meeting by a simple majority vote of the General Members. Any Officer so elected by the General Members shall hold office until the original end of the term for the person that they replaced.

**Section 4. CSSAC Representative** | The CSSAC appoints one (1) commissioner to represent PAMA. Trustees shall select a Trustee or the Executive Director to serve one (1) term for a period of two (2) years. This person shall report to Trustees when the CSSAC will hold its next election.

## **ARTICLE V – Committees**

**Section 1. Establishment and Appointment** | Trustees shall maintain the Standing Committees described herein. The Trustees may also establish such ad hoc committees that, in the judgement of the Trustees, will advance PAMA goals. All committees shall include at least two (2) Trustees. Each Committee shall establish goals, timelines and provide a report at each Trustee Meetings.

The President shall appoint a Trustee to serve as Chair for each committee. The President shall appoint additional General Members, Trustees, or non-members to each committee except the Executive Committee).

**Section 2. Standing Committees** | There shall be the following Standing Committees:

- A. **Executive Committee.** There shall be an Executive Committee consisting of all PAMA Officers. The President may call Executive Committee meetings as they deemed necessary to address PAMA the business. The Executive Committee shall:
  - a. Conduct necessary business between Trustee meetings;
  - b. Approve financial transactions and other actions on behalf of the Trustees when it would be impracticable or inadvisable to await a Trustee meeting to authorize such transaction or other action;
  - c. Conduct and present to trustees an annual evaluation of the Executive Director's performance; and
  - d. Other duties as assigned by the Trustees.
- B. **Governance Committee.** The Governance Committee shall:
  - a. Conduct ongoing examinations of how the Trustees are functioning and how they are furthering PAMA's mission through a triannual strategic planning process;
  - b. Biannually review the PAMA Code of Regulations on even years to ensure continuity and accuracy;
  - c. Draft amendments to ~~to~~ the PAMA Code of Regulations as necessary;
  - d. Create policies and procedures consistent with the PAMA Code of Regulations as are necessary for daily business operations;
  - e. Review PAMA compliance with the Code of Regulations, including adherence to the conflict of interest and ethics policies;
  - f. Ensure that Trustees receive appropriate orientation, ongoing training, and have an adequate understanding of their roles and responsibilities; and
  - g. Other duties as assigned by the Trustees.
- C. **Finance Committee.** The Treasurer is chair of the Finance Committee. The Finance Committee shall consist of the Executive Director and one other Trustee. The Finance Committee shall:
  - a. Prepare an annual budget to be approved by the Trustees;

- b. Develop and review fiscal procedures;
  - c. Prepare a fundraising plan, if any;
  - d. Prepare and submit reports to the Trustees on the state of PAMA's finances Board showing income, expenditures and pending income;
  - e. Assist the Treasure in maintaining PAMA's financial records; and
  - f. Other duties as assigned by the Trustees.
- D. **Membership Committee.** The Membership Committee shall:
- a. Identify and maintain information on potential General Members, including new businesses in the Parsons Area;
  - b. Review applications for membership and make a recommendation to the General Members on the admittance of new members; and
  - c. Other duties as assigned by the Trustees.
- E. **Scholarship Committee.** For as long as PAMA offers college scholarships to college bound students from the Parsons Area, the Scholarship Committee shall:
- a. Conduct fundraising activities to support a scholarship program;
  - b. Connect with South High School guidance faculty regarding the availability and advertising of a scholarship(s) for students;
  - c. Prepare and review scholarship applications;
  - d. Notify scholarship recipients of the results of a scholarship application; and
  - e. Other duties as assigned by the Trustees.
- F. **Communications Committee.** The Communications Committee shall:
- a. Oversee communication between PAMA, its General Membership, and the public.
  - b. Oversee PAMA branding and style guidelines;
  - c. Provide guidance to the Executive Director on PAMA's social media channels;
  - d. Annually review the PAMA website to ensure content is timely, accurate, and appropriate; and
  - e. Other duties as assigned by the Trustees.
- G. **Election Oversight Committee.** The Election Oversight Committee shall:
- a. Identify needs and recommend suitable candidates to fill vacancies on the Board of Trustees, Executive Committee, and in the Executive Director position;
  - b. Present nominations for a slate of Officers and Trustees to be considered at the Annual Meeting;
  - c. Oversee the annual elections;
  - d. Track and maintain Trustee roster and terms, and
  - e. Other duties as assigned by the Trustees

Committees shall meet at the call of the Committee Chair as deemed necessary to address PAMA business. Unless otherwise stated or ordered by the Trustees, all Committees shall act by a majority of its members at a meeting or through electronic communication.

## **ARTICLE VI – Executive Director**

**Section 1. Retention and Supervision** | The Trustees may retain an independent contractor to serve as Executive Director, who shall be subject to Trustee's general supervision. The Trustees shall establish the terms and conditions of the Executive Director's appointment, including but not limited to compensation, if any. The Executive Director's contract may be terminated by the Trustees.

The Trustees shall form an Executive Director Search Committee only when there is a need to fill this role. This Committee shall consist of the Executive Committee Members, two (2) additional Trustees, and up to three (3) additional volunteers from the Trustees and/or the General Membership. If there are more than three (3) volunteers, the General Membership will vote to determine who will be the additional members of the committee.

**Section 2. Duties of Executive Director** | The Executive Director Search Committee shall create a outlining tasks and expectations of the contractor position. The Executive Director shall serve as a non-voting Trustee.

**Section 3. Annual Performance Review** | The Executive Committee shall conduct the Executive Director's annual performance review prior to the first Trustee meeting of the calendar year. The Executive committee should present the review's conclusions and any amendments to the Memorandum of Understanding at the first Trustee meeting of the calendar year.

## **ARTICLE VII – Financial Management**

**Section 1. Annual Budget** | The Finance Committee shall develop and present a proposed annual budget for the Trustees to adopt at the annual meeting in November. The budget shall detail anticipated income and expenditures for the upcoming year.

Expenditures made by PAMA should be in alignment with the outlined budget. Non-budgeted expenses shall be brought to the attention of the Trustees, whether during a regular Trustee meeting or electronically, for approval by the majority of the Trustees.

Trustees are authorized to pay for expenses outlined in the approved budget, and approved for spending under (\$200.00) in total.

**Section 2. Documentation** | The Treasurer shall maintain such cancelled checks, contracts, invoices, and other evidence of the amounts and purposes of all expenditures of PAMA funds as required.

The Treasure is also responsible for ensuring any necessary filing to retain PAMA's status as a 501(c)6 non-profit corporation.

**Section 3. Contract Authority** | The Trustees shall review any contracts over a \$200.00 threshold for the purchase of professional services, or goods or services, for the hiring of consultants, for the leasing of office space and equipment, to provide services, and/or for other purposes consistent with the mission of PAMA.

## **ARTICLE VIII – Conflict of Interest**



**Section 1. Conflicts Defined** | No Trustee, Officer, or agent of PAMA, nor any member of his or her immediate family, his or her partner, or any organization that employs or about to employ any of the foregoing, shall:

- A. During the tenure of the Trustee, Officer, or agent, have any interest, direct or indirect, in any contract with, or purchase by, PAMA, or any interest in the proceeds thereof;
- B. Accept gifts, favors, or other financial considerations from any vendor or contractor doing business with, or seeking to do business with, PAMA (this does not prevent the acceptance of promotional or other items, the cumulative value of which is nominal); or
- C. Accept food, entertainment, or similar gratuities from any vendor or contractor doing business with, or seeking to do business with, PAMA.
- D. Engage in any conflict of interest prohibited by the terms of any grant received by PAMA or governmental contract to which the PAMA is a party.

**Section 2. Reporting of Conflicts** | Any Trustee, Officer, or agent of PAMA who becomes aware of any conflict of interest prohibited under section 1 of this Article, shall immediately report the same to the President and Executive Director. Inadvertent or unavoidable conflicts may, in the Board's discretion, be resolved by requiring the Trustee, Officer, or agent of PAMA to abstain from participation in matters involving the outside entity involved in the conflict of interest, if not otherwise prohibited by law or prohibited by the terms of the relevant grant received by the PAMA or governmental contract to which PAMA is a party.

#### **ARTICLE IX – Liability / Insurance**

**Section 1. Liability** | In the absence of misconduct, fraud or bad faith, the present and former Trustees, Officers and Members of PAMA shall not be personally liable for its debts, obligations or liabilities.

**Section 2. Insurance** | The Board of Trustees may authorize the purchase and maintenance of such insurance on behalf of the present and former Trustees, Officers and Members of PAMA as may protect them against any liability asserted against them in such capacity, whether or not PAMA would have the power to indemnify such persons under applicable law.

#### **ARTICLE X - Amendments**

**Section 1. Revisions and Review** | Amendments or revisions of the Code of Regulations may be made as deemed necessary by the Board of Trustees by an affirmative vote of the majority of the Trustees.

These Code of Regulations may be Amended as permitted at any regular meeting of the Trustees by an affirmative vote of two-thirds of the Trustees provided that proper notice and time of review has been given. Such amendment shall take effect ten (10) days after such publication.

Adopted January 12, 2018

**Revised, Adopted August 6, 2020**