

Milford Merchants Association  
55 Bridge Street P.O. Box 194  
Milford, New Jersey 08848

## **BY-LAWS**

### **1.0 PRINCIPAL OFFICE**

The Association's principal office for the transaction of its business is located at 55 Bridge Street, with a mailing address of Post Office Box 194, Borough of Milford, County of Hunterdon, State of New Jersey. The Association may have such other offices as may from time to time be designated by its members or its executive committee.

### **2.0 THE COUNCIL**

**2.1 Council as Governing Body.** A council of five (5) members will govern the Association.

**2.2 Composition and Terms of Service.** The members of the council first elected will consist of a President, Vice President, Treasurer, Secretary and Trustee. Thereafter, each council member will be elected to the council by the Association bi-annually to serve two (2) years.

**2.3 Election to Council.** Election to the council will be by ballot (paper or verbal) of the Members. A plurality of votes cast will be required to elect. Vacancies occurring in the council will be filled via appointment by the council until the next annual election, by vote of the members.

**2.4 Nomination of Council Members.** Nominations will be made, announced, and closed at the October meeting for final vote at the November meeting. This process may be part of the meeting minutes or under separate cover. Terms of office commence in January

**2.5 Executive Committee.** The Executive Committee will consist of the current Council Officers.

**2.6 Management of Association Property.** Property of the Association may be used in with the council's directions. The council will not incur any debt or liability, or any combination of debts or liabilities, exceeding the Association's net assets.

**2.7 Insignia, Colors, Badges and Flags.** The council may adopt insignia, colors, badges and flags for the Association as it deems desirable.

**2.8 Parties Authorized to Bind Association.** The President and one (1) other officer shall be the parties authorized to execute contracts and instruments in the name of the Association, when such contracts and instruments are authorized by the members, either generally or specifically. Authority may be given to other parties on a limited basis only by resolution or motion approved by a majority of the members.

### **3.0 ASSOCIATION MEETINGS**

**3.1 Regular Meetings.** Regular meetings of the Association will be held on a day during the third week of every month at a time and place designated by resolution of the council. Meetings will commence at either 9:00 a.m. or 6:00 pm as so designated.

**3.2 Special Meeting.** The President may call a special meeting of the Association at any time by request of members, or at the discretion of the President.

**3.3 Quorum.** Four members, at least two of whom are officers, will constitute a quorum at meetings of the Association.

**3.4 Order of Business.** The order of business at Association meetings will be as follows, and may be modified as appropriate:

1. Member sign in
2. Motion to approve Minutes of preceding meeting and action thereon.
3. Treasurer's Report
4. Reports of Officers and Committees
5. Elections (as appropriate)

6. Old business
7. New business
8. Announcement of next meeting

#### **4.0 OFFICERS**

**4.1 Designation of Officers.** The officers of the Association will be President, a Vice President, a Secretary, a Treasurer and a Trustee. The officers shall be elected biannually, and will hold office until their successors have been elected. Any full member of the Association as defined in Article 5.2.1, will be qualified to be an officer of the association. A Non-Profit member, as defined in Article 5.2.3 may be considered for officer nomination with the approval of the council.

#### **4.2 Duties of the President.**

**4.2.1 Presiding Officer.** The President or, in the absence of the President, the Vice President, will preside over all meeting of the Association and the council. In the absence of both, temporary presiding officer will be elected from among the members present.

**4.2.2 Appointing Committees.** The President will appoint all committees of the Association and of the council, unless it is specially provided for or ordered otherwise.

**4.2.3 General Supervision.** The President will exercise a general supervision over all of the affairs of the Association.

**4.2.4 Ex-Officio Member of Committees.** The President will be a member, ex-officio, of all committees. In the president's absence, the Vice President may so serve.

**4.3 Duties of the Vice President.** In the President's absence or disability, the Vice President will perform all duties of the President, and in so acting will have all powers of, and be subject to all restrictions on, the President. The Vice President will have responsibility for new member and member registration activities.

**4.4 Duties of the Secretary.** The Secretary will keep a complete record of all proceeding, attendance, and correspondence of the Association and council. The Secretary will send notices of meetings to members of the Association or council as required. The Secretary will keep a record containing the names and contact information of each member of the Association and the date and manner of termination of any such membership and will perform all other duties usually pertaining to the office of Secretary.

**4.5 Duties of the Treasurer.** The Treasurer will keep the books and accounts of the Association, and will perform any other duties usually assigned to a treasurer. The treasurer will make payments only for bills properly approved by the council. All officers shall have authorized signatories on the Association's financial accounts. All checks issued shall require the signatures of two (2) officers.

**4.6 Duties of the Trustee.** The Trustee will provide advice and counsel to the council and membership, based on historical precedent within the Association and familiarity with the Milford community. To that end, priority for this position will be given to former officers, or members with a long Association membership. As the fifth member of the Council, the Trustee will also act as a tie-breaking vote when necessary.

#### **5.0 MEMBERSHIP**

**5.1 Compensation.** No member of any class will be compensated for the act of serving on the Council or in the Association as a whole. A member business may be compensated for providing a specific service when it has been determined by the Council that (1) said service is necessary for a function/event of the association, (2) said member is the best qualitative and economical choice for the service, and (3) it would be an undue hardship to expect the member to provide said service pro bono. Any such proposed compensation shall be approved by a vote of the membership.

**5.2 Classes of Membership.** The Association shall have the following membership classes:

**5.2.1 Full Member.** Full members shall include all Milford area business, professional and non-profit organizations who have been admitted to membership and have paid annual membership dues. For membership purposes, "Milford area" shall be defined to include the Borough of Milford, the townships of Holland and Alexandria, and Upper Black Eddy, PA. Membership shall be held by the business and not by individual employees of the business.

**5.2.2 Associate Member.** Entities doing business outside of the defined Milford area who are interested in joining the Association for the purposes of social contact, professional interaction and/or community involvement may apply for an Associate Membership which carries the following stipulations: (1) participation would include volunteering of time and expertise, but without voting privileges, (2) such entities are not eligible to hold officer positions; (3) the annual membership dues will be discounted as determined by the Council.

**5.2.3 Non-Profit Member.** Milford area entities which hold non-profit status, including but not limited to churches, service organizations, libraries, etc. can apply for this limited membership at discounted annual dues. Such membership can include officer nomination and voting privileges.

**5.3 Admission of Members.** Candidates for membership shall be admitted to membership upon completion of membership form and approved by the voting members.

## **6.0 ANNUAL DUES**

**6.1 Annual Dues.** The annual membership dues, payable in advance by April 1 of each year, shall be determined by the council and presented for approval at the Association's January meeting of each year. Members will be notified by letter in January of the succeeding year. Membership shall be one (1) calendar year.

**6.2 Effect of Non-Payment of Dues.** Any member neglecting to pay dues or obligations of any kind for a period of two (2) months after they are due, provided notice thereof has been mailed to the member, will forfeit his or her voting rights until membership dues are paid in full.

## **7.0 TERMINATION OF MEMBERSHIP**

**7.1 Termination by Resignation, Business Termination or Expulsion.** The membership of any member of the Association will automatically terminate on the member's written request for termination delivered to the president or secretary of the Association, or on the member's expulsion by the council. Membership dues are non-refundable.

**7.2 Rights on Termination.** On termination of membership, any right, title or interest of member in or to the property and assets of the Association will cease.

## **8.0 SUSPENSION AND EXPULSION OF MEMBERS**

**8.1 Grounds for Suspension or Expulsion.** Any member may be suspended or expelled from the Association for willful infractions of any bylaw, or for acts of conduct that the quorum of members deems disorderly, injurious or hostile to the Association's interest or objectives, provided the council gives notice to such offending member of the proposed expulsion against him or her and he or she is provided an opportunity to be heard in his or her own defense.

**8.2 Initiation of Suspension or Expulsion.** Proceedings under this section will be initiated by resolution of the members at a regular meeting, and filed with the secretary. On adoption of a motion approved under Section 8.1, the secretary will deliver to the interested member, at least ten (10) calendar days prior to the date of the meeting, a copy of the motion, together with a notice of the time and place of meeting, at which the interested member may challenge his or her expulsion. Final determination of expulsion shall be determined by vote of the members.

## 9.0 AMENDMENTS

These bylaws may be amended by the affirmative vote of a majority of the members voting at any regular or special meeting of the Association, provided notice of the amendment or amendments and the nature thereof is given to the members of the Association at least one (1) month prior to the date of the meeting at which the amendment or amendments are to be presented for consideration. Any adopted amendments to the bylaw will be binding on all members, including those who voted against them. Members not present at the meeting may vote by letter addressed to the secretary, prior to said meeting.

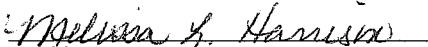
## 10.0 SUBSCRIPTION


By signing these bylaws, the member agrees and consents to any obligation hereinafter incurred by the Association.

## 11.0 DISSOLUTION

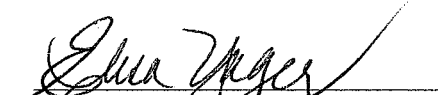
This Association may be dissolved by the vote of two-thirds majority of its members. In the event of dissolution, the Associations' property will be distributed to non-profit organization(s) by the determination of the council, less any fees incurred for dissolution.

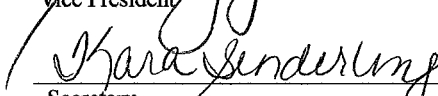
These Articles of Association for the Milford Merchants Association are adopted, as revised, on January 23, 2024.

  
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President

  
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Treasurer

  
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Trustee

  
\_\_\_\_\_  
Vice President

  
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Secretary