



YOUNGWOOD AREA BUSINESS ASSOCIATION  
ESTABLISHED 2007

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**Youngwood Area Business Association**

**Westmoreland County**

**Board of Directors  
&  
Operational Guidelines**

**SEPTEMBER 2016**

Version 2016.2/elc

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## **ARTICLE I– MISSION & PURPOSE**

### **SECTION 1.1 MISSION OF THE YOUNGWOOD AREA BUSINESS ASSOCIATION**

The mission of the YABA is “ *Bringing businesses together to empower and grow our community.*”

### **SECTION 1.2 PURPOSE OF THE YOUNGWOOD AREA BUSINESS ASSOCIATION**

The purpose of the Youngwood Area Business Association are:

- (a) To advance the commercial, industrial, professional, cultural, and civic welfare of the Borough of Youngwood and surrounding area;
- (b) To encourage the growth and to protect the interests of existing industries and businesses while giving assistance to prospective firms or individuals seeking to locate in the area;
- (c) To unify the business owners in the Youngwood Area to ensure prosperity and civility in the community in which we operate.

### **SECTION 1.3 OBJECTIVE OF YOUNGWOOD AREA BUSINESS ASSOCIATION**

The objective of Youngwood Area Business Association are:

- (a) To form an effective lobbying group to give business persons a means of expressing problems and ideas to the governing bodies and committees;
- (b) To familiarize business persons and companies with the latest developments concerning all aspects of changes and regulations in our community;
- (c) To enlighten and educate the business community with regard to business trends, procedures, and marketing techniques;
- (d) To study and develop coordinated advertising and public relations campaigns for the benefit of the local Youngwood businessperson;
- (e) To get to know the fellow business persons on a first name basis; to help each other when possible and to enhance each business in the Youngwood area.

## **SECTION 1.4 ETHICAL STANDARDS OF YOUNGWOOD AREA BUSINESS ASSOCIATION**

The ethical standards of Youngwood Area Business Association:

- (a) All activities within the association will be non-partisan, non-political, and non sectarian;
- (b) We are an equal opportunity business association and do not discriminate against any applicant because of race, color, religion, gender, national origin or sexual orientation;
- (c) All business conducted within the association is to organize and carry out the functions, activities, and programs of the Youngwood Area Business Association and to thereby support the mission statement of Youngwood Area Business Association.

## **ARTICLE II– MEMBERSHIP**

### **SECTION 2.1 YOUNGWOOD AREA BUSINESS ASSOCIATION MEMBERSHIP**

Any business, corporation, association, or partnership may subscribe to membership to the Youngwood Business Association by paying the annual dues, which have been determined to be ONE HUNDRED AND TWENTY DOLLARS (\$120.00) per year per business. Annual dues are due at the beginning of the Youngwood Area Business Association fiscal year – September 30<sup>th</sup>.

New members may join immediately – they need not wait until the beginning of a new fiscal year for open membership. These members will have pro-rated dues that will be calculated by the treasurer. For example: If there are 5 months remaining in the fiscal year, dues will be calculated as 5/12ths of full membership dues.

Membership cards and benefits packages will be presented to all members upon payment of yearly dues.

All members are required to display the Youngwood Area Business Association window decal on the front door of their business. This decal should be placed in the lower right corner of the main door. This will indicate to the community that your business is a member of the Youngwood Area Business Association.

Membership cards and benefit packages will terminate upon the closing of the fiscal year when the membership was purchased. New membership cards and benefit packages will be issued at the first meeting fiscal year or payment of yearly dues to the treasurer.

Any member who does not pay their yearly dues on or before the fiscal year start will be considered in default. The Youngwood Area Business Association Treasurer will contact all members in default via phone, fax or email. If remaining unpaid for more than thirty (30) days thereafter the membership will be terminated by the Executive Board.

### **SECTION 2.2 STANDARDS OF MEMBERS**

All members shall meet the following criteria:

- (a) Be at least 18 years old, and reside or work in Youngwood business area in Westmoreland County, Pennsylvania;
- (b) Conduct business or services the community in the Youngwood business area;
- (c) Support the mission statement of the Youngwood Area Business Association in good faith during their membership;

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**SECTION 2.3 MEMBERS VOTING RIGHTS**

Each business member shall be entitled to only one vote.

Every business member (or the designated participating member) in good standing shall be entitled to vote on questions and other resolutions, motions or amendments to the Constitution or By-Laws. No proxies shall be permitted.

**SECTION 2.4 REVOKING OF MEMBERSHIP RIGHTS**

Any member or participating member may be expelled by a two-thirds vote of the entire membership of the Board for conduct unbecoming a member. Before expulsion, at least ten days written notice of a hearing before the Board shall be given to the member or participating member. At the hearing, the member or participating member shall be given an opportunity for defense.

**ARTICLE III– YOUNGWOOD AREA BUSINESS ASSOCIATION**  
**BOARD OF DIRECTORS**

**SECTION 3.1 COMPOSITION OF BOARD OF DIRECTORS**

The Board of Directors shall be composed of dedicated individuals broadly reflective and representative of all businesses and professionals who operate within the Youngwood Area Business Association jurisdiction. The following positions will comprise the Board of Directors consist of FOUR(4) members who shall be: the President, Vice-President, Secretary, Treasurer.

**SECTION 3.2 QUALIFICATIONS**

Each Board Director shall be an individual:

- (a) At least 18 years old who resides or works in Youngwood business area in Westmoreland County, Pennsylvania;
- (b) Has been a member of the Youngwood Area Business Association for no less than ONE (1) year;
- (c) Is in good standing with dues paid promptly;
- (d) Has supported the mission statement of the Youngwood Area Business Association in good faith during their membership.
- (e) Who is employed or operates a business within the Youngwood Borough or surrounding area OR who is a resident of Youngwood Borough.

### **SECTION 3.3            RESPONSIBILITIES**

The Board of Directors are responsible for addressing the goals and needs of the Youngwood Area Business Association, as well as the leading the association with member approved strategies for revenue generation, programs, communications, advocacy and community organization.

The individual directors will:

- (a) Conduct monthly Youngwood Area Business Association monthly board meetings;
- (b) Attend Executive Board of Directors meetings held one (1) week prior to the Youngwood Area Business Association monthly meeting;
- (c) Attend at least 90% of the scheduled Board & Member meetings in person;
- (d) Commit and take action to achieve the mission statement of Youngwood Area Business Association;
- (e) Avoid conflicts of interest and comply with the Youngwood Area Business Association's Mission and Purpose Statements.

### **SECTION 3.4            GOVERNMENT**

Government of the Youngwood Area Business Association's control of its property and the general management of its affairs shall be vested in the Board of Directors who shall be nominated and elected in the manner prescribed in the By-Laws.

The Board of Directors shall have power to establish and dissolve standing committees and the duties of each of the said standing committees.

The Board of Directors may make recommendations to the members to change, repeal, revise, alter and amend the Board of Directors and Operational Guidelines.

### **SECTION 3.5            VACANCIES / RESIGNATIONS**

A vacancy on the Board that reduces the number of Directors below that required by these guidelines shall be filled as soon as reasonably practical. This will be through a non-scheduled election process.

Resignations from office should be handled in the following manner:

- (a) Written notification should be made to the President and Vice President immediately;
- (b) Verbal request for resignation will be read by the President or Vice President at the immediate monthly Youngwood Area Business Association meeting following written notification;
- (c) Non-scheduled election process should commence at the meeting announcement of an officer resignation.

Other vacancies of chairperson positions may be filled at the Board's discretion.

## **SECTION 3.6 NON-SCHEDULED ELECTIONS**

During an emergency situation when a Executive Board of Directors office is vacant, the President will conduct a non-scheduled election. This process shall be executed at the earliest monthly meeting for which an open floor nominations will be accepted by the preceding official. In the case the President is not able to fulfill the term of office, the Vice-President will assume the office of President and conduct the election for the office of Vice President.

The nominations must meet the criteria pursuant of Section 7.2.

The election process must meet the criteria pursuant of Section 7.4.

This meeting for the non-scheduled election must have quorum. No absentee ballots will be issued.

The President will tally the election votes in the presences of the membership attending and announce the newly elected officer. The officer elect will serve until the end of the current fiscal year. The position elect is not counted as time served in office per term requirement as stated in Section 6.2.

## **SECTION 3.7 HONORARY BOARD OF DIRECTORS APPOINTMENT**

The Board of Directors, with approval vote of members attending the monthly meeting, may elect Honorary Directors, who shall have all the rights and privileges of other Directors, except the right to vote.

The Youngwood Area Business Association recognizes the office of the Mayor of Youngwood as a member of the Board of Directors while this official is serving in public office. This honorary appointment to the Board of Directors shall have the rights and privileges as all active members, except the right to vote or make motions at open forum.

Other Honorary Board of Director Appointments must be listed in the Youngwood Area Business Association Operational Guidelines.

# **ARTICLE IV – YOUNGWOOD AREA BUSINESS ASSOCIATION MEETINGS**

## **SECTION 4.1 YOUNGWOOD AREA BUSINESS ASSOCIATION MEMBER MEETINGS**

Meetings of the members will be held on the third (3<sup>rd</sup>) Wednesday of the month. The annual meeting marking the transition into a new Youngwood Area Business Association fiscal year will be the September meeting. Meeting time and location will be presented and communicated at the Youngwood Area Business Association member monthly meetings prior and through Youngwood Area Business Association minutes.

## **SECTION 4.2 YOUNGWOOD AREA BUSINESS ASSOCIATION BOARD OF DIRECTOR MEETINGS**

Meetings of the Board of Directors will be held on the second (2<sup>nd</sup>) Wednesday of the month. This meeting will allow the Board of Directors prepare for the monthly Youngwood Area Business Association member meeting.



### **SECTION 4.3 SPECIAL MEETINGS**

Special meetings of the Directors may be called at any time by the President or by two members of the Event Committee. Every effort will be made to notify all members of the time, place and purpose of any special meeting.

### **SECTION 4.4 VOTING RIGHTS**

Each Youngwood Area Business Association member and Board of Directors is entitled to ONE (1) vote. Honorary Appointment Youngwood Area Business Association members will be specified with or without voting privileges during the appointment proceedings.

### **SECTION 4.5 QUORUM**

In order to conduct any Youngwood Area Business Association official business, quorum must be met.

Quorum constitutes the following:

- (a) Board of Directors – 75% of the officers present;
- (b) Members – 50% of total membership present.

## **ARTICLE V – COMMITTEES**

The Youngwood Area Business Association Board of Directors shall have the standing committees listed below and may establish other committees, which may be composed of one or more Youngwood Area Business Association Members and, in the discretion of the Board, nonvoting individuals who are not members of the Board.

#### Standing Committees

Nominating Committee  
Election Validation Committee  
Auditing Committee  
Holiday Event Committee  
Spring Event Committee

## ARTICLE VI – OFFICERS

### **SECTION 6.1            YOUNGWOOD AREA BUSINESS ASSOCIATION OFFICERS**

The officers of the Board of Directors shall include a President, Vice-President, Secretary, Treasurer, and Legal Council Representative, and such other officers whose positions may be created from time to time by the Board, all of which officers shall be elected at an Annual Meeting of the Board upon term conclusion.

### **SECTION 6.2            TERMS OF OFFICE**

All terms of officers will start at the conclusion of the September monthly meeting and conclude according to the term schedule.

The Youngwood Area Business Association offices will be elected for the following terms and shall serve until their successors are elected:

- |      |                |   |
|------|----------------|---|
| I.   | Treasurer      | Two (2) year term with option to serve 1 additional term      |
| II.  | Secretary      | Two (2) year term with option to serve 1 additional term      |
| III. | Vice President | Two (2) year term then to assume the office of President      |
| IV.  | President      | Two (2) year term then to assume the office of Past President |
| V.   | Past President | Advisory Council  |

After fully executing a Board of Directors office term, members may run for election of a vacant Board of Directors Youngwood Area Business Association office after ONE (1) full calendar year has lapsed.

When there are no candidates for the vacancy on the Youngwood Area Business Association Board, the incumbent is permitted to stay one (1) extra term to ensure the associations operations integrity. It is noted that if no candidate is elected to the office of Vice-President, the Vice President, President, and Past President will hold their current offices until the next election year.

### **SECTION 6.3            DUTIES**

The duties of the officers shall include the following:

The President shall:

Preside at all meetings of the Board of Directors and monthly Member meetings; shall generally supervise the affairs of the association; and be a voting ex-officio member of every board committee. The President shall perform all duties incident to the office and recommend such action as he/she believes will increase the effectiveness of the association.

The Vice President shall:

Have such powers and perform such duties as the President may delegate. In addition, the Vice President shall ensure the operational functions and ensure the Youngwood Area Business Association follows the adopted Operational Guidelines. The Vice President shall perform all duties incident to this office and recommend such action as he/she believes will increase the effectiveness of the association.

The Secretary shall:

Assure that minutes are prepared and maintained for all meetings of the association; assure that appropriate notice is given for all meetings of Youngwood Area Business Association; and perform such other duties as may be

prescribed by the Board or by the President. The Secretary shall perform all duties incident to this office and recommend such action as he/she believes will increase the effectiveness of the association.

The Treasurer shall:

Assure that financial statements are prepared and maintained for all meeting of the association; assure that all members of Youngwood Area Business Association pay yearly dues, assure proper documentation of membership enrollment and assignment of membership identification numbers and identification cards, and assure that all disbursements by duly signed checks countersigned by the President or Vice President. The Treasure shall perform all duties incident to this office and recommend such action as he/she believes will increase the effectiveness of the association.

## **ARTICLE VII – ELECTIONS**

### **SECTION 7.1          NOMINATION COMMITTEE COMPOSITION**

The Nomination Committee will consist of:

- (a) Past President – Chair;
- (b) Two (2) members who are in good standing with Youngwood Area Business Association and have two (2) years of committed service.

Youngwood Area Business Association members must be appointed to this committee per recommendation of the Past President to the Youngwood Area Business Association members at the July member meeting. Approval of appointment to the nomination committee must pass with 2/3rds vote of quorum.

This committee shall be activated at the July members meeting until the September members meeting election.

### **SECTION 7.2          NOMINATION COMMITTEE DUTIES**

The Nomination Committee shall convene after the July members meeting to prepare nominations for the Youngwood Area Business Association Executive Committee.

The Nomination Committee will review potential Youngwood Area Business Association members who meet the following criteria:

- (a) At least 18 years old who resides or works in Youngwood business area in Westmoreland County, Pennsylvania;
- (b) Has been a member of the Youngwood Area Business Association for no less than 2 years;
- (c) Is in good standing with dues paid promptly;
- (d) Has supported the mission statement of the Youngwood Area Business Association in good faith during their membership.

After approval of the nominee is confirmed, these names will be presented at the August meeting for discussion.

### **SECTION 7.3          NOMINATION COMMITTEE PRESENTATION OF CANDIDATES**

Presentation of Candidates by the Nomination Committee will be made by the Past President to the Youngwood Area Business Association at the August members meeting. Candidates should be contacted and consulted prior to the meeting for approval of nomination to the Youngwood Area Business Association election process.

#### **SECTION 7.4 NOMINATION COMMITTEE ELECTION FOR CANDIDATES**

The elections for the Executive Committee shall be held during the September members meeting at which time the newly elected officers will be sworn into office and start their official office duties at the conclusion of the meeting. The election of Youngwood Area Business Association officers will be conducted as the last order of business at the September members meeting.

The election process run by the Nomination Committee shall be conducted in the following manner:

- (a) The Nomination committee chair will present all members on the election ballot and vacant offices;
- (b) The Nomination Committee Chair will open the floor for any additional members to be added to the election ballot for the executive board election. Nominees submitted on the open floor must meet the set criteria of Section 7.2 which must be reviewed and validated before the election process commences. In addition, nominees presented on the open floor are subject to direct questioning by the nomination committee.
- (c) Ballots shall be prepared in print. Copies for all Youngwood Area Business Association members will be made available at the election meeting or by absentee. The names of the candidates will be listed according to office vacancy, listed alphabetically. Two additional write in areas will be provided for each vacant office being elected.
- (d) Absentee ballots may be obtained from the Secretary seven (7) days prior to the Election Meeting. These ballots must be numerically cataloged by the Secretary. Absentee ballots must be returned to the secretary in a sealed envelop, the seal signed by the voting member, and show the numerical catalog assigned visible on the outside. At the Election Meeting, the Secretary will present these absentee ballots and absentee catalog to the President. Under no circumstances will ballots be mailed to any member.
- (e) Once the election is complete, all ballots will be turned into the Election Tally Committee which will consists of the Vice-President, President, and Youngwood Area Business Association member. The ballots will be reviewed and certified, the President will read the results to the general members.
- (f) The President will swear in the newly elected officials and those who are continuing their terms into office for the next Youngwood Area Business Association fiscal year.

## **ARTICLE VIII – FISCAL YEAR AUDITING**

### **SECTION 8.1 FISCAL YEAR DEFINITION**

The fiscal year of the Youngwood Area Business Association will end on the Members meeting on the 3<sup>rd</sup> Wednesday of the month of September.

### **SECTION 8.2 FISCAL AUDITING BY MEMBERSHIP**

The accounts of the Association shall be audited by an auditing committee appointed by the President, consisting of two (2) members and the fiscal period treasurer. The audit shall be conducted bi-ennially (every 2 years), as soon as it is practical after the close of the fiscal year. The audit shall at all times be available to members in good standing of the Association, within the offices of the Association. This auditing committee should report its findings at the October Members meeting for the closing fiscal year.

## **ARTICLE IX – DISBURSEMENTS & PETTY CASH**

No disbursements of the funds of the Association, except ordinary operating expenses, shall be made unless the expenditures or appropriation shall have been previously approved by majority of the Youngwood Area Business Association. All disbursements shall be made by check. Checks shall be signed by at least two officers of the Association.

The Secretary may have a Petty Cash Fund not to exceed fifty dollars. (\$50.00)

## **ARTICLE X—JUDICIAL**

The Youngwood Area Business Area Executive Committee shall decide all claims or disputes relating to the internal business of the Association to the standing of its members and to the interpretation of the Constitution and By-Laws of the Association. Claims or disputes made by members may be presented to the Board by officers, members or committees. After due notice to all parties concerned, a hearing shall be held by the Board or a majority of the members thereof. The Board shall have the power to regulate proceedings for each hearing.

## **ARTICLE XI– AMENDMENT**

These Guidelines may be amended by the vote of two thirds of the total voting Youngwood Area Business Association membership present in person according to Section 4.

## **ARTICLE XII – LIABILITY OF DIRECTORS AND OFFICERS**

### **SECTION 12.1 ELIMINATION OF LIABILITY**

To the fullest extent of the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Board of Directors and Member of the Youngwood Area Business Association, no director or officer shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director or Officer.

### **SECTION 12.2 NATURE AND EXTENT OF RIGHTS**

The provisions of this Article shall be deemed to be a contract with each Director and Member of the Youngwood Area Business Association who serves as such at any time while this Article is in effect and each such Director and Officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any other provision that has the effect of increasing Director or Officer liability shall operate prospectively only and shall not affect any action take, or any failure to act, prior to the adoption of such amendment, repeal, Article or other provision.

## **Adopted by the Youngwood Area Business Association Founders**

The following members of the Youngwood Area Business Association are known as the “Founders Group.” These individual retail, commercial, and professional business operators re-created the Youngwood Area Business Association to unify the Youngwood business strategic planning and execution of our mission statement “*Bringing businesses together to empower and grow our community.*” For their hard work and dedication to our community, we applaud their efforts and continue to grow upon their original vision.

**Youngwood - Westmoreland County, Pennsylvania  
Reorganization of By-laws & Constitution established 1977.**

**Date: September 30<sup>th</sup>, 2007**

**REVISION**

**Date: September 30<sup>th</sup>, 2010**

**REVISION**

**Date: September 19<sup>th</sup>, 2016**

## **Youngwood Area Business Association Founders**

**EDWARD L CHRISTOFANO, R.PH.**  
EXECUTIVE BOARD PRESIDENT  
HAYDEN’S PHARMACY - OWNER

**L. ANTHONY BOMPIANI, ESQ**  
EXECUTIVE BOARD VICE PRESIDENT  
BOMPIANI LAW GROUP

**CHRISTA GRIFFITH**  
EXECUTIVE BOARD TREASURER  
S & T BANK – MANAGER

**DR. MICHELE PAWLOSKY**  
EXECUTIVE BOARD SECRETARY  
YOUNGWOOD EYE CARE

## **Youngwood Area Business Association Members**

Bompiani Chiropractic  
Bompiani Law Group  
C Richard McCauley Funeral Home Inc.  
Cherry Creek Pub & Grille  
Don Young Electric  
First Commonwealth Bank  
Flowers by Susann  
Fox’s Den Pizza  
Hayden’s Pharmacy  
Kris Feliciani State Farm Insurance  
Larry D Long, DMD  
Nobile’s Italian Restaurant  
Platinum Salon & Spa

Point Security  
Ridgeview Residential Care  
S&T Bank  
Sibs Sweet Shoppe  
Silvis Group  
The Estes Insurance Agency  
The Hair Station  
The Thorne Group  
Word Crafters  
Young Technology Services  
Youngwood Eye Care  
Youngwood Storage

**RATIFIED – 9/19/2007**

**Revised - 9/1/2010, Revised 9/1/2016**

**YABA v2016.2/elc**