

BYLAWS OF GLOCESTER BUSINESS ASSOCIATION

ARTICLE I — NAME AND ORGANIZATION

Sec. 1. This organization shall be known as the GLOCESTER BUSINESS ASSOCIATION, hereinafter referred to as the GBA or as the Association.

Sec. 2. The Gloucester Business Association is an independent group organized, established, and existing under the laws of the state of Rhode Island, with a member base in the Town of Gloucester, Rhode Island.

ARTICLE II — OBJECTIVES AND MISSION

Sec. 1. The purpose of the GBA shall be:

1. To establish an organization of persons representative of the business, professional, and organization interests of the Town of Gloucester and surrounding communities;

2. To promote and encourage the creation and expansion of business and professional organizations in the Gloucester region;

3. To promote and encourage a business climate favorable to Gloucester-based business, professional, and organization enterprises;

4. To encourage active participation by local and regional businesses, professionals, and organizations and by Gloucester citizens in all things related to Gloucester business, professional, and organization development;

5. To unite the members of the Gloucester business community and to promote a greater sense of business and social unity and esprit among the GBA membership.

ARTICLE III — MEMBERSHIP

Sec. 1. Eligibility. Any owner, partner, corporate officer or designated representative of any recognized business, business activity, profession, organization, or other legitimate enterprise located in or doing business with the community of Gloucester, whose business or activity has a business interest involving citizens of the Town of Gloucester or with the Gloucester business community, shall be eligible for membership in the Gloucester Business Association.

Sec. 2. Approval. The Board of Directors shall, at its sole and absolute discretion, but consistent with the provisions of Sec. 1. herein, review and act as the final approving authority for all applications for membership in the Gloucester Business Association.

Sec. 3. Dues. The annual dues of this Association for regular members shall be in an amount recommended by the Board of Directors and approved by the membership of the Association as part of the approval of the budget at the November meeting.

Sec. 4. Assessments. Assessments regarding luncheon and/or dinner meetings and/or other special events, activities, or functions conducted by the GBA shall not be an administrative expense, but will be established either by the Board of Directors or by a majority vote of the active general membership at any regular or special meeting. Any decision by the Board of Directors regarding assessments need not be ratified by the general membership.

ARTICLE IV — BOARD OF DIRECTORS

Sec. 1. General Management. The management, direction, and control of the officers of the GBA shall be in the Board of Directors, consisting of the Association President, Vice-President, Secretary, Treasurer, Immediate Past President, and six members at large. The Board of Directors shall have and exercise general control of the business, property, and affairs of the corporation and shall have the power to act as a body for the Association between meetings.

Sec. 2. Regular Meetings. Regular meetings of the Board of Directors will be held on the first Monday of designated months, or as determined by the Board of Directors, at least five times a year.

Sec. 3. Special Meetings. Special meetings of the Board may be called by the President at any time by giving at least two (2) days' notice to all Board Members and shall specify the particular business to be transacted at said meeting.

Sec. 4. Quorum. The quorum for all board meetings shall be five members of the Board.

Sec. 5. Vacancies. Any vacancies that may occur may be filled by a majority vote of the membership present at the next regular meeting if the Association for the unexpired term of the Board member whose seat is presently vacant.

Sec. 6. Removal. Any director may be removed from office for cause deemed sufficient by a vote of not less than two-thirds of the entire membership of the Board at a meeting so called for that purpose and his/her successor may be elected at that meeting, subject to the approval of the general membership at the subsequent membership meeting.

Sec. 7. Installation and Term of Office. The installation of the directors shall take place at the regular January meeting and they shall hold office for one year or until their successor(s) shall be duly elected.

ARTICLE V — OFFICERS AND DIRECTORS

Sec. 1. The officers of this Corporation shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer

No person may hold more than one (1) office.

Sec. 2. Eligibility. Any member, in order to be eligible to become an officer or director, shall have been a member of this Association for at least one year. No member in arrears of dues shall be allowed to serve as an officer or member of the Board of Directors.

Sec. 3. Nominations. The President shall appoint, in September of any given year, a nominating committee of three members, who shall draw a ballot for the offices of the President, Vice President, Secretary, Treasurer, and Board of Directors, and shall present such a ballot to the general membership at the next regular meeting or special meeting. At that time, additional nominations, if any, may be made from the floor, whereupon the nomination process shall be forthwith closed. If time permits, all nominations for the respective officers and directors shall be listed in the meeting notice at which elections will take place.

Sec. 4. Installation and Term of Office. The installation of the GBA officers shall take place at the Annual Meeting in January and they shall hold office for one year or until their successors shall be duly elected.

Sec. 5. Duties of the Officers:

1. *President:* The President shall be the Chief Administrative Officer of the Association. He or she shall preside over all meetings of this Association and at all meetings of the Board of Directors. The President shall carry into effect or cause to be carried into effect all orders and resolutions of the Board of Directors, and shall discharge such other duties as may from time to time be prescribed by the Board of Directors and the Membership. The President shall serve on the Board of Directors for one year as Immediate Past President upon completion of his or her term as President; shall direct the official correspondence; shall be an *ex-officio* member of all committees; shall appoint all committees not otherwise provided for by vote of the Association or by these Bylaws; and may, at his or her own discretion or upon the written recommendation of the Board of Directors, remove from office any member of the committee for neglect of duty or for any cause deemed sufficient; he or she shall fill all vacancies in committees. The President shall approve all bills or claims against the Association before the same are paid by the Treasurer. The President shall enforce these Bylaws and perform all the duties incidental to the office of President.

2. *Vice President:* The Vice President shall, in the absence or disability of the President, perform these duties and exercise the powers of the President and shall perform such other duties as the Board of Directors, members or the President shall prescribe. The Vice President shall act as program chairperson for the Association.

3. *Secretary:* The Secretary shall strive to attend all meetings of the Association and of the Board of Directors, and shall be responsible for recording the minutes of all proceedings in books belonging to the Association. The Secretary shall likewise be responsible for notifying all members and/or officers and directors of meetings of the Association and shall be responsible for attending to all correspondence of the Association. The Secretary shall be under the supervision and direction of the President and shall act as liaison officer between the Association membership, officers, and directors, committee members and/or other parties having legitimate interest in the business activities of the Association. He or she shall keep the general record of the Association. He or she shall present to the Directors or to the membership all communications addressed to the GBA or to him or her as Secretary.

The Secretary shall file, if needed, any and all reports or other documents with the Rhode Island Secretary of the State or any other legitimate authority by law for an association. He or she shall attend to and perform all duties regarding any matter pertaining to the office of Secretary.

4. Treasurer: The Treasurer shall be responsible for the receipt, care, and custody of all funds of the Association. He or she shall maintain safe custody of all Association funds and securities. All funds of the Association shall be deposited to the credit of this Association in depositories designated by the Board of Directors or members and may be withdrawn only by a check signed by the Treasurer or President. The Treasurer shall disburse only as may be ordered by a majority vote of the Board of Directors or members for items not part of the approved budget. The Treasurer shall keep correct books of account as the membership may require. The Treasurers books and accounts shall be open for inspection at all times by any officer or member of the Board of Directors. The Treasurer shall furnish an annual written financial report to all members at the annual meeting. He or she shall perform all duties of and pertaining to the office of Treasurer.

ARTICLE VI — MEETINGS

Sec. 1. Regular Meetings. The regular meetings of the Gloucester Business Association shall be held within the Town of Gloucester or other location designated by the Board of Directors on the fourth Thursday of designated months at least five times a year. At the sole discretion of the Board of Directors and with ample notice to the general membership, a regular meeting date may be changed. The Directors shall use reasonable discretion on changing a meeting date; e.g., because the meeting has been scheduled at a time which will conflict with a meeting of other Gloucester organizations and such conflict will not be in the best interest of the GBA; or because of the availability or non-availability of speakers; or because of weather; or because of other purposes deemed reasonable by the Board of Directors.

Sec. 2. Special Meetings. Special meetings may be called by the President or a majority of the Board of Directors by giving five (5) days' notice in writing to each member.

Sec. 3. Quorum. Eleven members shall constitute a quorum.

Sec. 4. Parliamentary Procedures. The rules contained in Roberts Rules of Order Revised shall govern the Association in all cases in which said Rules are applicable, and in which they are not inconsistent with the Bylaws or any special rules of the Association.

ARTICLE VII — OPERATIONS

The Gloucester Business Association shall operate on a calendar year basis defined as January 1st to December 31st.

ARTICLE VIII — EXECUTION OF INSTRUMENTS

Sec. 1. Bank Accounts. Bank accounts shall be maintained at banks and trust companies approved by the Board.

Sec. 2. Borrowing. No officer shall have the authority to borrow money in the name of the Association, except by vote of the Board.

Sec. 3. Deeds, Leases, Mortgages, Etc. With the advice, consent and written authorization of the Board, deeds, leases, mortgages, contracts, and other legal instruments requiring the signature of the Gloucester Business Association shall be executed in behalf of the Association by the President, or if he or she is not available, by the Vice President, the Secretary, or the Treasurer, unless generally or in a particular instance the Board shall otherwise order or provide.

ARTICLE IX — AMENDMENTS

These Bylaws may be altered, amended, repealed or revised by a two-thirds vote of the active GBA membership present, in good standing, at any regular, annual, or special meeting of the Association, provided a copy of such proposed amendments or revisions shall be discussed and acted upon. These Bylaws shall be reviewed as deemed necessary by a committee consisting of three members appointed by the President.

These Bylaws were approved at a meeting of the General Membership by a two-thirds majority vote on December 9, 2016.