

BYLAWS OF GLOCESTER BUSINESS ASSOCIATION

ARTICLE I — NAME AND ORGANIZATION

Sec. 1. This organization is incorporated under the laws of the state of Rhode Island and shall be known as the Gloucester Business Association, hereafter referred to as the GBA or the Corporation.

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 purposes of the GBA shall be:

1. To establish an association of businesses, organizations, and persons with interests in the business community of the Town of Gloucester;
2. To promote and encourage the creation and/or expansion of business and organization enterprises in the Gloucester region;
3. To promote and encourage a climate favorable to Gloucester-based businesses and organizations;
4. To encourage active participation by local and regional businesses, organizations, and persons and by Gloucester citizens in all things related to Gloucester business and organization development;
5. To unite the members of the Gloucester business and organization community, and to promote a greater sense of unity and *esprit* among the GBA membership.

ARTICLE III — MEMBERSHIP

Sec. 1. Eligibility. Any business, organization, or person located in or having a business interest with the community of Gloucester 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 Corporation for members shall be in an amount approved by the Board of Directors by a majority vote.

Sec. 4. Voting. Each member as defined in Article III, Sec. 1 above shall have one (1) vote, when required, at any regular or special meeting of the Corporation.

Sec. 5. Membership Levels. There shall be two (2) membership levels:

1. Standard Membership: The standard member shall pay annual dues as designated by the Board of Directors and shall have voting rights and inclusion in all public marketing materials;
2. Supporting Membership: The supporting member shall pay annual dues as designated by the Board of Directors and shall be entitled to all the benefits of the Standard Membership, except inclusion in all public marketing materials.

Sec. 6. Termination of Membership. A member may be removed from membership in the Corporation in the case of:

1. Verbal or written request by that member to the Corporation;
2. Non-payment of dues by December 31 of the given year, or by an amended extended deadline as determined by the Board of Directors;
3. Removal by a majority vote of the Board for cause; i.e., conduct by the member or by the employees or representatives of the member which is seriously detrimental to the purposes and goals of the Corporation, or which is in violation of the rules and documented procedures of the Corporation, including but not limited to a violation of these Bylaws.

Sec. 7. 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. 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 concurrently.

Sec. 2. General Management. The management, direction, and control of the GBA shall be in the Board of Directors, consisting of the President, Vice-President, Secretary, Treasurer, Immediate Past President (*see Sec. 12 below for term limit*), 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 Corporation between general membership meetings.

Sec. 3. Eligibility. Any representative of an active Standard Member or Supporting Member shall be eligible to serve as a member of the Board of Directors providing his or her associated membership has been in effect for at least one year. No member in arrears of dues shall be allowed to serve as a member of the Board of Directors.

Sec. 4. 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 no later than the December meeting. At that time, additional nominations, if any, may be made from the floor, whereupon the nomination process shall be forthwith closed and voting by the general membership shall commence.

Sec. 5. Installation and Term of Office. The installation of the GBA's Board of Directors shall take place at the Annual Meeting in January and they shall hold office for one year or until their successors, if required, shall be duly elected.

Sec. 6. Board Meetings. Regular meetings of the Board of Directors shall be held on the first Monday of designated months, or as determined by the Board of Directors, at least five times a year.

Sec. 7. Special Meetings. Special meetings of the Board of Directors 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. 8. Quorum. The quorum for all board meetings shall be five members of the Board of Directors.

Sec. 9. Vacancies. Should a vacancy occur due to the resignation of a member of the Board of Directors, his/her successor shall be nominated at the following Board meeting, subject to the approval by a majority vote of the active general membership present at the subsequent membership meeting.

Sec. 10. Removal. Any member of the Board of Directors may be removed from office for cause deemed sufficient by a vote of not less than two-thirds of the membership of the Board present at a meeting so called for that purpose, and his/her successor shall be nominated at that meeting subject to the approval by a majority vote of the active general membership present at the subsequent membership meeting.

Sec. 11. Cessation of Association with a Membership. Should a member of the Board of Directors no longer be associated with a Standard or Supporting Member, that director shall be allowed to complete his or her term.

Sec. 12. Duties of the Officers:

1. President: The President shall be the Chief Administrative Officer of the Corporation. 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 general 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 Corporation or by these Bylaws; and may, at his or her own discretion or upon the written recommendation of the Board of Directors, initiate the removal from office of any member of the Board of Directors 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 Corporation 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 Corporation.

3. Secretary: The Secretary shall strive to attend all meetings of the Corporation and of the Board of Directors, and shall be responsible for recording the minutes of all proceedings in books belonging to the Corporation. The Secretary shall likewise be responsible for notifying all members and/or members of the Board of Directors of meetings of the Corporation 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 GBA membership and directors, committee members and/or other parties having legitimate interest in the business activities of the Corporation. He or she shall keep the general record of the Corporation. He or she shall present to the members of the Board of 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 a corporation. 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 Corporation. He or she shall maintain safe custody of all Corporation funds and securities. All funds of the Corporation shall be deposited to the credit of this Corporation in depositories designated by the Board of Directors or members and may be withdrawn only by a check signed by the Treasurer or President, or an authorized electronic payment. 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 Treasurer's books and accounts shall be open for inspection at all times by any member of the Board of Directors. The Treasurer shall furnish an annual written financial report to the general membership at the Annual Meeting. He or she shall perform all duties of and pertaining to the office of Treasurer.

Sec. 13. Indemnification of the Board of Directors. Any person who at any time serves or shall have served as a member of the Board of Directors of this Corporation, whether or not in office at the time, or the personal representative(s) of any such person, shall be indemnified by the Corporation against and for any and all claims and liabilities to which he/she may be or become subject by reason of service, and against and for any and all expenses necessarily incurred in conjunction with the defense or reasonable settlement of any legal or administrative proceedings which he/she is made party by reason of such service, provided that in the event of a settlement the indemnification herein shall apply only when the majority of the active membership in attendance at a regular, annual, or special meeting of the Gloucester Business Association approves such settlement and reimbursement as being in the best interests of the Corporation. This indemnification shall not apply to matters as to which a member of

the Board of Directors shall be finally adjudged to be liable for misconduct in the performance of his/her official duties.

ARTICLE V — 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 or other date designated by the Board of Directors 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 Corporation; or because of the availability or non-availability of speakers; or because of weather; or because of other circumstances 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 Corporation 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 Corporation.

ARTICLE VI — OPERATIONS

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

ARTICLE VII — EXECUTION OF INSTRUMENTS

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

Sec. 2. Borrowing. No officer shall have the authority to borrow money in the name of the Corporation, except by a majority 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 on behalf of the Corporation 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 VIII — DISSOLUTION

Should it become necessary to effect a liquidation or dissolution of the Gloucester Business Association, it shall be accomplished in the following order:

1. An affirmative vote of two-thirds of the active general membership present at a regular, annual, or special meeting of the Corporation authorizing dissolution.
2. If dissolution is authorized, the Board of Directors shall forthwith carry out the dissolution.
3. The Treasurer shall be authorized to pay all bills and accounts of the Corporation from the proceeds from the sale of assets or other available funds.
4. The balance of all monies remaining after all claims, bills and accounts have been settled shall be distributed to a tax exempt, charitable organization under Section 501(c)3 of the Internal Revenue Code as determined by a majority vote of the Board of Directors.

ARTICLE IX — AMENDMENTS

These Bylaws may be altered, amended, repealed or revised by a two-thirds vote of the active general membership present at any regular, annual, or special meeting of the Corporation, 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 at least three members appointed by the President.

These Bylaws were approved at a meeting of the General Membership by a two-thirds majority vote on September 26, 2019.