

**PORTSMOUTH BUSINESS ASSOCIATION, INC.  
BY-LAWS (As amended February 2011)**

**ARTICLE 1 – NAME**

1. The name of the Association shall be; Portsmouth Business Association Inc. Herein called the "Association".

**ARTICLE 2 – PURPOSE**

1. The Purpose of the Association is to contribute a positive business environment which will benefit both its members and the community as a whole. This is accomplished through the promotion of an enhanced business climate which will both protect and encourage the development of a well-balanced retail, service and entertainment base to service the community as well as foster business to business relationships among its membership. These goals will be met through the monitoring of both state and local issues which affect business, providing a unified voice in regards to such issues. The Association will also work towards promoting its members through the use of co-operative advertising, publicly in local media and the sponsorship of special events and community donations.

**ARTICLE 3 – MEMBERSHIP**

**1. Membership.** Any individual, corporation or sole proprietorship that operates a business in the Town of Portsmouth is eligible to become a member of the Association with full voting rights and other privileges, or qualified under such rules as a Membership Committee may provide with the approval of the Executive Committee.

**2. Voting.** Each paid membership shall be entitled to one vote in the affairs of the Association.

**3. Duration of Membership.** Membership in the Association may be terminated by voluntary withdrawal as herein provided. All rights, privileges and interest of a member in or to the Association shall cease on termination of membership. Membership shall be transferable upon ownership and approval of the Membership Committee. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. A membership may be revoked by the Executive Committee for non-payment of dues or for conduct unbecoming a member.

**ARTICLE 4 – DUES**

1. The annual dues required for membership in the Association shall be determined by vote of the membership upon recommendation of the membership committee. Dues will be based on the calendar year (January through December) and will be the same for all members. Dues will be pro-rated by the calendar quarter for new membership approved during the year.

**ARTICLE 5 – MEETINGS**

**1. Annual Meeting.** There shall be an Annual Meeting scheduled between April and June, unless otherwise ordered by the Executive Committee, for the purpose of election of officers, receiving reports and the transaction of other business. The Annual Meeting shall be open to all members in good standing.

**2. Secretary.** The Secretary shall perform such duties as may be defined by the Executive Committee. It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and make provisions for the keeping of records of all proceedings. The Secretary shall prepare correspondence as is necessary as well as maintain a current list of members of the Association.

**3. Treasurer.** The Treasurer shall keep an account of all monies received and expended for use of the Association and shall make disbursements authorized by the Executive Committee. All sums shall be deposited by the Treasurer in the bank or banks approved by the Executive Committee. The Treasurer shall make a report at regular meetings and at the Annual Meeting or when called upon by the President. Any and all checks must have 2 signatures from either the President, Vice President or Treasurer. Any and all savings accounts will require 2 signatures for the withdrawal of any monies, which will be 2 signatures of the President, Vice President or Treasurer. The Treasurer shall establish a process of the collection of dues, and prepare an annual report of the transaction and condition of the Association.

#### **ARTICLE 7 – EXECUTIVE COMMITTEE**

1. The Executive Committee shall be comprised of the duly elected officers and seven members-at-large. Two or three members-at-large will be elected at the Annual Meeting to serve three year terms. The Executive Committee shall have supervision, control and direction of the affairs of the Association. The Executive Committee shall execute the policies, and decisions of the membership, shall actively pursue the Association's objective and shall have discretion in the disbursement of funds. The Executive Committee may adopt such rules for the conduct of its business as shall be deemed advisable in the execution of specific problems or reports. A quorum for the conduct of business of the Executive Committee will consist of a minimum of 6 of the 11 members.

#### **ARTICLE 8 – ELECTIONS**

**1. Officers.** The election of Association officers shall take place at the Annual Meeting. The Nominating Committee will present a slate to the Executive Committee for the positions of President, Vice President, Secretary and Treasurer and two members-at-large. The Secretary will notify the membership of the proposed slate of officers, by mail or email, not less than 30 days prior to the Annual Meeting. Additional nominations may be proposed from the floor at the Annual Meeting immediately after the report from the Nominating Committee is accepted.

#### **ARTICLE 9 – STANDING COMMITTEES**

1. This Association shall have at least two standing committees; a Membership Committee and a Nominating Committee. Additional committees may be established from time to time by a vote from the Executive Committee. The President will appoint all committee chairpersons except the chairperson of the Nominating Committee. That chair will be the immediate Past President. In the instance of no Immediate Past President being able to serve, the President will appoint a chair from the general membership. Vacancies that occur on any committee by reason of death, resignation or otherwise will be filled by the committee chairperson. The Association President shall serve as ex-officio on all committees.

2. The membership committee shall consist of the chairperson and not less than four members from the general membership appointed by the chairperson. It shall be the responsibility of the Membership Committee to contact new businesses in the Town of Portsmouth in an effort to encourage membership in the Association and to advise the Executive Committee on all aspects of membership.

3. The Nominating Committee shall consist of 5 members of the Assoc; the Immediate Past President, 2 members from the Executive Committee and 2 from the general membership exclusive of the Executive Committee and the Nominating Committee. It shall be the duty of the Nominating Committee to implement the provisions of Article 8, Section 1 of these by-laws.

#### **ARTICLE 10 – AMENDMENTS**

1. These by-laws may be amended, repealed or altered, in whole or in part, by 2/3 vote at the Annual Meeting or any specially called meeting, provided 30 days notice of the proposed changes have been mailed or emailed to the membership.

#### **ARTICLE 11 – LIABILITIES**

1. Nothing, herein, shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any member, officer, agent or employee by liable for his/her acts or failure to act under these by-laws, excepting only acts or omissions arising out of his/her own willfull misfeasance.

#### **ARTICLE 12 – FUNDS**

1. This Association is not intended as a profit making organization, nor is it founded with the expectation of making a profit. This Association shall use its funds only for the purposes specified in these by-laws.

#### **ARTICLE 13 – INSIGNIA**

1. The Executive Committee may adopt insignia, colors, badges or flags for the Association as it deems desirable.

#### **ARTICLE 14 – DISSOLUTION**

1. The Association may dissolve by the vote of 80% of its members. In the event of dissolution, the property of the Association shall be distributed in accordance with Rhode Island General Law 7-6-50.

Notice of the Annual Meeting will be mailed or emailed by the secretary to the last recorded address of each member at least 30 days prior to the date of the meeting.

**2. Regular Meetings.** Regular meetings will be held once a month. It is the responsibility of all board members to attend a minimum of eight meetings per year to stay active on the board.

**3. Quorum.** Ten members in good standing shall constitute a quorum for the conduct of business at the Annual Meeting. If less than this number is present the presiding officer may adjourn from time to time until a quorum is present.

**4. Special Meetings.** Special meetings of the Association may be called at any time by the President, or in his/her absence, by the Vice President or upon written request of a majority of the Executive Committee or upon written request of not less than 50% of the membership of the Association. Ten days written notice of any Special Meeting, and its purpose, must be given to the membership.

**5. Order of business.** The order of business at the Annual Meeting is;

1. Call to order
2. Reading of minutes from previous meeting
3. Report from the Treasurer
4. Reading of communication
5. Reports from officers
6. Reports of committee chairpersons
7. Unfinished business
8. Election of officers
9. New business
10. Adjournment

Order of business shall be the same at regular meetings with the exception of election of officers.

#### **ARTICLE 6 – OFFICERS**

**1. Officers.** The Officers of the Association shall consist of the President, Vice President, Secretary and Treasurer.

**2. Terms of Office.** The Officers shall take office immediately upon their election. The President is eligible for re-election to a second term. Upon completion of a second year term the President is not eligible for election to the office of President for a one year period. Vacancies in any office shall be filled for the unexpired term by the Executive Committee.

**3. President.** The President shall be the Chief officer of the Association and preside over The Executive Committee. The President is an ex-officio member of all committees. The President shall communicate to the Association such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office or as directed by the Executive Committee.

**4. Vice President.** The Vice President shall perform all duties of the President during the absence of the President.