

THE POINT ASSOCIATION OF NEWPORT, RHODE ISLAND ESTABLISHMENT, AND BYLAWS ESTABLISHMENT: It is affirmed by the current Board of Directors of The Point Association of Newport, Rhode Island that this organization was established and incorporated on November 11, 1955 by concerned citizens of the Point Neighborhood of Newport, to preserve its historic architectural heritage, to advance its beautification, to further the interests and well being of its residents, and to promote community spirit.

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By Laws Committee Chairman

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President

Elizabeth E. Cullen

PREAMBLE: We, the members of The Point Association of Newport, Rhode Island, in order to improve the Point Section, maintain the historical and colonial treasures of the area and promote community spirit, do hereby establish this Constitution. The Point Association of Newport, Rhode Island shall be governed by the following Bylaws.

## THE POINT ASSOCIATION OF NEWPORT, RHODE ISLAND, BYLAWS

ARTICLE I - NAME: The name of this organization shall be "The Point Association of Newport, Rhode Island", hereinafter referred to as "PA".

ARTICLE II - PURPOSE AND AIMS: The aims of this charitable organization, quoted from the Charter, granted to the PA by the State of Rhode Island, shall be:

- (1) The general protection, improvement and enrichment of the resources of the Point and its significant architectural heritage.
- (2) The beautification of approaches, streets, properties, waterfront and other areas of the Point .
- (3) The protection of the section against detrimental structures, obnoxious enterprises, and nuisances.
- (4) The encouragement and promotion of active interest in all properties with special emphasis on the historical aspect of the Point.
- (5) The representation of residents best interests, promotion of neighborly spirit, and promulgation of information to preserve protect and enhance the well being of those who reside on the Point.
- (6) The PA is organized exclusively for charitable, educational, and scientific purposes, and the combating of community deterioration purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLE III - POLICIES, LOCATION, AND FISCAL YEAR:

- (1) The PA shall be noncommercial, nonsectarian, and nonpartisan. It shall not support or oppose any political party or candidate The name of the PA or the names of its Officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the PA.
- (2) The principal office of the PA shall be in Newport, Rhode Island.
- (3) The fiscal year of the PA is from January 1 to December 31.

ARTICLE IV - BOUNDARY: The term "Point" shall include the area bounded by Long Wharf harbor line to the south, then north on America's Cup Ave., right on Marlboro St. to Farewell St.,

north on Farewell St. to Van Zandt Ave., west on Van Zandt Ave. to Third St., north on Third St. to Cypress St., west on Cypress St. to Washington St. harbor line, then south, around the shoreline of Goat Island, and south again, back to Long Wharf harbor line.

#### ARTICLE V - MEMBERSHIP AND DUES:

Section 1: Any person interested in the objectives of the PA, and willing to uphold its policies and subscribe to its Bylaws may become a member, upon payment of dues.

Section 2: There shall be four (4) classes of Membership with dues as follows:

(1) Individual: As set by the PA Board of Directors in approving the PA Annual Budget (currently \$10.00).

(2) Family: One and a half times "Individual Member- ship".

(3) Sustaining: Two and a half times "Individual Membership".

(4) Patron: Four times "Individual Membership".

Section 3: Equal privileges shall be granted to all Members. These shall be the privileges of making motions, voting, holding office, and serving on committees.

Section 4: For convenience, upon joining, Membership will continue, as long as dues are paid, until canceled by the Member, with annual billing, due on the anniversary date of joining.

Automatic renewal service is available upon request. Members are free to change their Member- ship Class at any time by notifying the PA, most easily on payment of the annual dues

Section 5: To provide special recognition for the extraordinary generosity of those desiring to provide extra sup- port for PA programs and projects by choosing to become "Patron" and "Sustaining" Members, their names will be printed annually in an issue of the quarterly PA publication The Green Light, unless the PA is requested by that Member not to.

#### ARTICLE VI - BOARD OF DIRECTORS, OFFICERS, AND THEIR ELECTIONS AND DUTIES:

Section 1 - Board of Directors, Elections and Duties: (1). The PA Board of Directors, hereinafter referred to as the "BOD", shall constitute the governing body of the PA. It shall be composed of eleven (11) Members who shall have full legal authority and responsibility for the administration of the PA and its resources. The BOD shall be composed of the six (6) Officers, who are elected by the Membership, and five (5) Directors, elected by the BOD from the membership, generally to be the Chairpersons of five (5) Standing Committees.

(2). The duties of the BOD shall be:

(a) to transact necessary business in the intervals be- tween PA meetings and such other business as may be referred to it by the PA;

(b) to guide and approve the plans of work of the standing and special committees;

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(c) to present a report at the regular meetings of the PA; (d) to appoint an auditor or an auditing committee at least a month before the annual meeting of the PA, to audit the treasurer's accounts;

(e) to have prepared and approve an annual budget for the next fiscal year, to submit to the PA membership at the PA annual meeting;

(f) to approve the payment of routine bills within the limits of the approved annual budget, or unanticipated, extra expenditures as may be required, with commensurate adjustments to stay within the overall limits of the budget, or in extraordinary circumstances, to approve expenditures exceeding the budget;

(g) to represent the best interests of the Point Section of Newport, on behalf of the membership of the PA.

Section 2 - Officers, Elections and Duties;

(1) The PA Officers: There shall be six (6) Officers of the PA, who shall be a President, a First Vice-President,

a Second Vice-President, a Corresponding Secretary, a Recording Secretary, and a Treasurer.

(a) The term of office for each Officer shall be two years. No person shall serve more than two consecutive terms in the same office, except under unusual circumstances when no

replacement can be found, and then for only one (1) additional term, if approved unanimously by the BOD. (b) Elections of Officers shall be by voice ballot and shall take place each year at

the Annual Meeting of the PA in October. A separate ballot shall be taken for each office. If, however, there is but one nominee for any Office it shall be in order for the President to ask for a

consensus elective vote of the PA, cast for all such nominees.

(c) The President, the Second Vice President, and the Corresponding Secretary shall be elected when the Annual Meeting is held in even numbered years. The First Vice President, the

Treasurer and the Recording Secretary shall be elected when the Annual Meeting is in odd numbered years.

(d) Officers shall assume their official duties at the close of the Annual Meeting of the PA at which they were elected.

(e) Any vacancies occurring by reason of the resignation, death or disqualification of an Officer may be filled, until the next annual meeting at which that Office would normally be elected, by a majority vote of the remaining members of the BOD.

(2) The duties of Officers shall be:

(a) President: The President shall preside at all meetings of the PA and of the BOD, shall be an ex officio member of all committees except the Nominating Committee, and shall perform such other duties as may be prescribed in these by laws or assigned to him/her by the PA, or by the

BOD. The President shall be the legal representative of the PA in the execution of all official external affairs and associations of the PA, as prescribed by the PA BOD, un-

less that duty is delegated to another BOD member by the President, with approval by the BOD.

(b) First and Second Vice Presidents: The Vice Presidents shall act as aides to the President

and shall perform the duties of the President in the absence of that Officer in their designated order. They shall perform such other duties as assigned by the President,

with a pre disposition to one attending to internal affairs and the other attending to external affairs of the PA, as practicably prescribed by the President.

(c) Corresponding Secretary: The Corresponding Secretary shall handle all PA internal and external communications and correspondence, shall notify all members of meetings and other

functions of the PA, and shall perform any similar duties that may be delegated by the BOD.

(d) Recording Secretary: The Recording Secretary shall keep an accurate record of meetings of the PA and the BOD, shall distribute official minutes of previous meet-

ings to all BOD Members for approval at the next such meeting, and shall perform other duties as may be BOD delegated.

(e) Treasurer:

1. The Treasurer shall receive all moneys of the association: shall keep an accurate record of receipts and expenditures: and shall pay out local funds only as authorized

in advance by the BOD. The Treasurer shall present a statement of account, including a Balance Sheet, and a Cash Flow Statement showing status against the Annual Approved

Budget, at every meeting of the PA and at all regular BOD meetings, and shall make a full written report for distribution to the Membership at the annual meeting of the PA. The Treasurer

shall also be responsible for the formulation of a Proposed Budget for the forthcoming fiscal year, for approval by the BOD, at its regular meeting, prior to the annual meeting of the PA.

2. Money Management: Only the Treasurer, the President and the Corresponding Secretary are authorized to sign PA checks, and only for expenditures prescribed in the PA approved Annual

Budget, or authorized by an official consensus of the BOD, with the following limitations. Only one (1) signature on PA checks is required for expenditures prescribed in the approved PA Annual Budget, up to an amount equal to one hundred (100) times the annual "Individual Membership Dues", and up to fifty (50) times the "Individual Membership Dues" for expenditures not prescribed in the PA approved Annual Budget, but approved by the BOD. For amounts above the forgoing levels, two (2) signatures are required to make a PA check valid.

Section 3 - Policies and Responsibilities:

(1) Compensation: No member of the BOD, or Officer, shall receive compensation for his/her services as a member of the PA leadership. However, a member may be reimbursed for expenses incurred in the performance of his/her duties, with prior approval.

(2) Conflict of Interest: No BOD member, or Officer, shall engage either directly or indirectly in business for compensation with the PA in any manner without prior BOD approval.

(3) Responsibility: BOD members and Officers are expected to be involved in furthering the aims of the PA and to actively participate in the business of the PA.

## ARTICLE VII - MEETINGS AND QUORUM:

Section 1 - PA Membership Meetings:

(1) There shall be at least two (2) meetings of the PA membership each year at a time and place to be designated by the BOD. One of the two (2) meetings shall be the annual meeting of the PA which shall be held in October of each year, unless otherwise dictated by the BOD for unusual circumstances. There shall be a minimum of thirty (30) days notice to the Membership of the meeting date of all regular PA Membership meetings.

(2) Special meetings of the PA shall be called by the BOD at its own discretion, or upon the written application of 10% of members of the PA living in Newport County, with thirty (30) days notice to the Membership, or such notice as circumstances may allow in special situations, to be no less than seven (7) days.

Section 2 - BOD Meetings: Regular Meetings of the BOD shall be held monthly at a time and place as consistently the same each month as practicable, as designated by the BOD. Special meetings of the BOD may be called by the President, or by a majority of the BOD as circumstances dictate. The BOD meetings may be attended by the membership. Members may submit items of particular concern for consideration to the President, in writing, at least ten (10) days before any scheduled BOD meeting.

Section 3 - Quorum: Six (6) members of the BOD shall constitute a quorum at any meeting of the BOD. Ten

(10) percent of the PA Membership, who live in Newport County, shall constitute a quorum at PA membership meetings. No vote shall be taken in the absence of a quorum. All PA actions shall be by majority vote of those present at a meeting of the BOD, or PA, unless otherwise provided herein.

## ARTICLE VIII - COMMITTEES:

Section 1 -Standing Committees: There are six (6) Standing Committees, each to have a member of the BOD as Chairperson, except the Nominating Committee, as follows:

(1) Green Light Committee; with Editor as Chairman.

(2) Beautification Committee.

(3) Membership Committee.

(4) History and Archives Committee.

(5) Finance Committee.

(6) Nominating Committee;

(a) The Nominating Committee shall consist of five members. Two of the five members shall be selected by the BOD from its body; three other members shall be elected by the PA, from the Membership, at the PA Annual Meeting.

(b) The President shall appoint one of the PA elected members to serve as Chairperson of the Nominating Committee.

(c) The Nominating Committee shall select one nominee for each PA office to be filled and one nominee for each

of the three elective positions on the Nominating Committee for the next year. The Chairperson of the Nominating Committee shall report its recommendations at the Annual Meeting of the PA each October. Following the report of the Nominating Committee, opportunity shall be given by the President for nominations from the floor. Consent of the nominee must be obtained in all instances.

(d) The Chairperson of the Nominating Committee is urged to attend BOD meetings throughout the year.

(7) Policies for Standing Committees:

(a) Terms of office for chairpersons and members of standing committees shall be for two (2) years, or until their successors have been appointed.

(b) When a vacancy occurs in a standing committee, the BOD shall appoint a replacement.

Section 2 - Special Committees: Special Committees may be created by the BOD for a specific purpose as may be required to promote the objectives and interests of the PA. Chairpersons and members of special committees shall be selected and appointed by the BOD. When its work is done and its final report is accepted or adopted, the special committee shall automatically go out of existence.

ARTICLE IX - DISSOLUTION: Upon the dissolution of the PA, should that occur, all assets of the PA shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X - RULES OF ORDER AND AMENDMENTS : (1) Rules of order: The meetings of the PA and the BOD shall be conducted under generally accepted rules of order as the BOD may prescribe. In the absence of specific direction by the BOD, the President shall conduct the meetings within such rules as he/she may determine, the only requirement being that he/she be consistent and fair. (2) Amendments: These bylaws may be amended at any regular meeting of the PA by a two-thirds vote of the members present and voting, provided notice of the proposed amendment shall have been given at the previous meeting.