THE POINT ASSOCIATION OF NEWPORT, RHODE ISLAND ESTABLISHMENT, AND BYLAWS ESTABLISHMENT: It was affirmed on November 11, 1955 by the original Board of Directors of The Point Association of Newport, Rhode Island that this organization was established or and 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.

This revision was approved on May 7, 2019 by general vote of the membership of The Point Association of Newport.

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Thomas Hockaday, President

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, 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 a 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 Marlborough St to Farewell St., north on Farewell St. to Van Zandt Avenue. 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:

Member dues will be reviewed annually and may be revised to modify categories and rates as recommended and agreed by the BOD.

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 and members may change their Membership Category at any time by notifying the PA, or by logging into the website to “Manage Account”.

**ARTICLE VI – BOARD OF DIRECTORS, OFFICERS, AND THEIR ELECTIONS AND DUTIES:**

Section 1: Board of Directors, Executive Committee, 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 nine (9) 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 four (4) 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. An Executive Committee, hereinafter referred to as the “EC” shall include the President, the Vice President, the Secretary and two of the five Chairs of the Standing Committees, as chosen by the President. The EC shall meet as needed upon at least one week’s notice by the President. A quorum of three is required to conduct business and the EC shall report to the full board at the next scheduled Board Meeting. The EC ‘s duties shall be the same as the BOD except for preparing and approving the annual budget. The President may from time to time invite advisors to attend the EC meetings.
3. The duties of the BOD shall be:
4. To transact necessary business in the intervals between PA meetings and such other business as may be referred to it by the PA;
5. To guide and approve the plans of work of the standing and special committees;
6. To present a report at the regular meetings of the PA;
7. To have prepared and approve an annual budget for the next fiscal year, to submit to the PA membership at the PA annual meeting;
8. 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;
9. 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 four (4) Officers of the PA, who shall be the President, Vice-President, Secretary and Treasurer.
2. The term of office for each Officer shall be two years. An Officer may be nominated and serve consecutive terms in the same office if approved unanimously by the BOD.
3. Nominations for Officers shall be done by a Special Committee selected by the BOD who shall be tasked to develop a slate of Officers. 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 only one nominee for any Office, the President may ask for a consensus elective vote of the PA, cast for all such nominees.
4. The President and Secretary shall be elected when the Annual Meeting is held in even numbered years. The Vice Presiden and the Treasurer shall be elected when the Annual Meeting is in odd numbered years.
5. Officers shall assume their official duties at the close of the Annual Meeting of the PA at which they were elected.
6. Any vacancies occurring by reason of 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.
7. The duties of Officers shall be:
8. President: The President shall preside at all meetings of the PA and of the BOD, shall be an ex officio member of all committees and shall perform such other duties as may be prescribed in these bylaws or assigned to him or 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 unless that duty is delegated to another BOD member by the President with approval by the BOD.
9. Vice President: The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence of that Officer. He or she shall perform such other duties as assigned by the President as prescribed by the President.
10. Secretary: The Secretary shall keep an accurate record of meetings of the PA, the EB and the BOD, shall distribute official minutes of previous meetings to all BOD Members for approval at the next such meeting, shall notify all members of meetings of the PA and shall perform other duties as may be delegated by the EB, BOD or President.
11. Treasurer:
12. 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. The Treasurer shall oversee all funds held in the separate Charitable Trust account.
13. Money Management: Only the Treasurer, the President and the 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 under $5,000; for amounts over that, two signatures are required.

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 members, 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 Meeting

1. There shall be at least one meeting of the PA membership each year at a time and a place to be designated by the BOD. One of the 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.
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 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 at least four times a year at a convenient time and place, 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

Five (5) members of the BOD shall constitute a quorum at any meeting of the BOD. Three (3) members of the EB shall constitute a quorum of any meeting of the EB. Ten (10) percent of the PA Membership 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, EB or PA, unless otherwise provided herein.

**ARTICLE VIII – COMMITTEES**

Section 1: Standing Committees

There are five (5) Standing Committees, each to have a member of the BOD as Chairperson as follows:

1. Communications which includes the web site and data maintenance and member communications (Green Light, POI)
2. Beautification and Landscape Committee including parks, planters and the plant sale
3. Membership Services Committee including events management, member support, and membership growth and retention.
4. History and Archives Committee including research and historical records maintenance.
5. Finance Committee which includes accounting and charitable giving.

Policies for Standing Committees:

1) Terms of office for Chairpersons and members of Standing Committees shall be for two (2) years, or until their successors have been appointed. Each chairperson shall appoint a Deputy from the Committee who can act on behalf of the Chairperson if needed.

2) When a vacancy occurs in a Standing Committee, the BOD shall appoint a replacement.

Section 2: Special Committee

Special Committees may be created by the BOD or the EB for a specific purpose as may be required to promote the objectives and interests of the PA. Chairpersons and members of a Special Committee shall be selected and appointed by the BOD or the EB. When its’ work is done and the 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 BD 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 the 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 30 days prior to the meeting.