

BY-LAWS
of
DUXBURY BUSINESS ASSOCIATION, INC.

ARTICLE ONE – ORGANIZATION

The name of this Association shall be:

DUXBURY BUSINESS ASSOCIATION, INC.

ARTICLE TWO – PURPOSES

The following are the purposes for which this Association has been organized:

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE, SPECIFICALLY TO PROMOTE, REPRESENT AND PROTECT THE COMMON BUSINESS INTERESTS OF, AND IMPROVE BUSINESS CONDITIONS AMONG, ALL DUXBURY, MASSACHUSETTS BUSINESSES, AND TO CARRY OUT AND CONDUCT SUCH OTHER ACTIVITIES AND PROGRAMS IN FURTHERANCE OF THE FOREGOING PURPOSES AS MAY BE CARRIED OUT AND CONDUCTED BY A CORPORATION UNDER CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS.

Chambers of commerce and business leagues commonly promote the common economic interests of all the commercial enterprises in a given trade community.

ARTICLE THREE – MEMBERSHIP

Membership in this Association shall be open to all individuals having a business interest in the Town of Duxbury, MA, specifically those whose business has a physical address in Duxbury or employees who reside in Duxbury.

ARTICLE FOUR – MEETINGS

The annual meeting of this Association shall be held in the month of January each and every year. The Secretary shall cause to be mailed and/or emailed to every member in good standing at his or her physical or email address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting. Election of officers shall take place at this annual meeting.

The presence of not less than fifteen (15) members at the annual membership meeting shall constitute a quorum and shall be necessary to elect officers of and to conduct the business of this Association, but a lesser number may adjourn the meeting for a period of not more than two (2)

weeks from the date contained in the aforementioned notice and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

The President shall be chairperson of the meeting unless unable to attend, at which meeting the Vice President shall be chairperson.

Regular meetings of this organization shall be held at the discretion of the President.

ARTICLE FIVE – VOTING

At all meetings, all votes shall be viva voce unless a written ballot vote is requested by any member present which will be granted at the discretion of the Chairperson, except that for election of officers and directors ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might reasonably indicate the person who cast such ballot.

At all votes by ballot, the chairperson of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall have a personal interest in the matter voted upon.

In order to be a valid candidate for election as an officer or director of the organization, the candidate MUST agree, in advance of the election, to be added to the list of Directors and Officers in the Articles of Organization filed with the Corporations Division of the Commonwealth of Massachusetts, which the secretary shall file within 30 days of the election. Once elected, refusing to be listed shall be considered immediate resignation and replacement shall be forthwith as defined in Article Eight.

After an election, the outgoing officers or directors shall allow the secretary to file to have their names removed from the list of Directors and Officers within 30 days of the election.

ARTICLE SIX – ORDER OF BUSINESS

Order of business for DBA Executive Meetings

1. Roll call.
2. Review/Approve previous minutes
3. Financial Report
4. Report of committees
5. New business and other agenda items
6. Adjournment

ARTICLE SEVEN – BOARD OF DIRECTORS

The business of this Association shall be managed by a Board of Directors consisting of the Officers of this Association (the President, Vice President, Secretary and Treasurer and one Director). The Officers and Directors shall be elected for two-year terms at the annual meeting and may be reelected for a maximum of two terms.

The Executive Committee shall consist of the Board of Directors and any number of Advisors and shall meet regularly at a time specified by its chairperson after due notice to all its members. The President shall be chairperson of the meeting unless unable to attend, at which meeting the Vice President shall be chairperson.

Any member of the Executive Committee may put forward any number of Advisors to be members of the Executive Committee, each of whom must be approved by the Board of Directors. A minimum of (3) Advisors must be maintained on the Executive Committee. Advisors are permitted to vote on any matter before the Executive Committee, however if they should vote on any matter, their vote shall be considered a non-binding vote of recommendation.

More than half of the members of the Board of Directors must be present to present at any meeting to constitute a quorum. Each member of the Board of Director shall have one vote and such voting may not be done by proxy. Only the votes of the Board of Directors will be binding upon the organization, which results shall be recorded in the meeting minutes. The Board of Directors shall only act in the name of the Association at such meetings.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion deem necessary.

By a vote of the Board of Directors, any Executive Committee members may be removed if they fail to attend two (2) meetings or more without sufficient cause. If the President is removed, the Vice President will become President. The President has the right to remove any Advisor from the Executive Committee at any time, as well as replace any Committee Chairperson.

ARTICLE EIGHT – OFFICERS AND DIRECTORS

By virtue of the office, the President shall be chairperson of the Board of Directors, preside at all meetings unless delegated to the Vice President, present to each annual meeting of the Association an annual report of the work of the Association, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the Association, and have such powers as may be reasonably construed to the chief executive of any Association.

The Vice President shall in the event of the absence or inability of the president to exercise his or her office become acting president of the Association with the rights, privileges and powers as if he

or she had been duly elected president and a replacement Vice President shall be elected forthwith as defined in Article Eight. The Vice President shall assume other duties designated by the President.

The Secretary shall keep the minutes and records of the organization in appropriate books, give and serve all notices to members of the organization, be the official custodian of the records and seal of the Association, submit to the Board of Directors any communications which shall be addressed to the Secretary of the Association, attend to all correspondence of the Association and exercise all duties incident to the office of secretary.

The Treasurer shall have the care and custody of all monies belonging to the Association, be solely responsible for such monies or securities of the Association and be one of the officers who shall sign checks or drafts of the Association. No special fund may be set aside that shall make it necessary for the Treasurer to sign checks issued upon it.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

Officers shall, by virtue of their office, be members of the Board of Directors.

No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than as a director or officer.

Any officer or director that resigns or leaves office for any reason shall be replaced forthwith. Quorum and voting requirements shall be as defined in Articles Four and Five.

ARTICLE NINE – SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which in its discretion determine to be necessary to conduct the business of the Association.

ARTICLE TEN – COMMITTEES

All Committee Chairpersons of this Association shall be appointed by the President of the Association. The term of office shall be for a period to be determined by the President.

ARTICLE ELEVEN – DUES

The dues of this Association shall be fixed each year by the Board of Directors and shall be payable by the 31st of December of the prior year.

ARTICLE TWELVE – AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of a quorum of the Association members as defined in Article Four.

ARTICLE THIRTEEN – DISSOLUTION

The Association can be dissolved by an affirmative vote of the full Board of Directors. In the event of dissolution, any excess funds shall distributed equally among the current members of the Association.

ARTICLE FOURTEEN – CONFLICT OF INTEREST POLICY

The Duxbury Business Association will maintain a conflict-of-interest policy applicable to its officers and directors. It's officers and directors should understand the policy before agreeing to serve. Adherence to the conflict-of-interest policy will serve to clarify certain contested issues of liability.