

BYLAWS OF **GASPEE DAY COMMITTEE**

ARTICLE I

CORPORATION NAME AND PLACE OF BUSINESS

The name of the Corporation shall be "Gaspee Days Committee". The principal place or business of said corporation will be the City of Warwick, County of Kent, State of Rhode Island.

ARTICLE II

OBJECTS

Section 1. The objects shall be to establish a fitting, regular, annual observance of the capture and the burning of the British customs schooner, H.M.S. *Gaspee*, by the Rhode Island men off the shore of Namquid Point In Warwick, on the night of June 9-10, 1772, to institute any pageants, parades, memorial services, or such other appropriate ceremonies and activities as will continue a serious, historical celebration of the event on a high plane, not excluding flag raising, regattas and water sports, musical, ballet, and dramatic productions and historical re-enactments, balls, and dinners; to apply for a commemorative postage stamp, the consecration of Gaspee Point as a national monument, and the creation of a memorial park; to retrieve, recover, and preserve any and all relics and artifacts associated with the H.M.S. *Gaspee*, and to do anything and everything connected with or incidental or necessary to the carrying on of a formal, patriotic recognition of the occasion.

Section 2. For the purposes of these Bylaws, the terms "Organization" and "Corporation" shall have the same meaning and will be used interchangeably.

ARTICLE III

MEMBERSHIP

Section 1. The members of the Corporation shall consist of Charter Members and any duly accepted members who are in good standing.

Section 2. Membership in this organization shall be obtained by the following procedure:

(a) The incorporators and all those individuals who shall be accepted as members at the first meeting of the Corporation shall automatically be Charter Members, receive a certificate of lifetime membership, and shall be exempt from paying dues.

(b) All applicants for membership, aside from Charter Members and Past Presidents, must be sponsored by and have his or her application form signed by a member of the Corporation. Upon sponsoring and signing by a member of the Corporation, the applicant's name

shall be presented to the full body of the Corporation. If the individual shall be approved by the body for membership, he or she shall be issued a certificate of membership.

(c) No one under the age of eighteen (18) shall be a member of the corporation.

(d) Persons between the ages of fourteen (14) and seventeen (17) may participate in Corporation activities for the purpose of preparing them as members of the Corporation.

Section 3. (a) For the purpose of this Article, the words "a member in good standing" shall mean any Charter Member, Past President, or duly accepted member whose dues have been paid in full.

(b) The membership year of the Corporation shall begin on the 1st day of January and end on the 31st day of December succeeding.

(c) Dues amount shall be determined at the October meeting for the following year and shall be due and payable on January 1st. Any member not paying their dues by the first meeting in April shall be dropped from membership and voting rolls.

(d) All Past Presidents shall be considered lifetime members of the Gaspee Days Committee and shall be exempt from paying annual dues.

Section 4. Disciplinary Procedures. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for just cause after an appropriate hearing. The process shall be carried out in good faith. At least fifteen (15) days prior written notice shall be given to the member to be suspended or expelled. Said notice shall state the reasons for the action and shall give the member an opportunity to be heard, orally or in writing, no less than five (5) days before the effective date of the proposed suspension or expulsion, so as to allow the Board of Directors sufficient time to decide whether the action shall take place. Written notice of the proposed action shall be given by first class or certified mail and sent to the member's last known address on file with the Corporation. The term "just cause" may include, but is not limited to, a willful or wanton act or pattern of conduct that is directly adverse to and/or severely undermines the best interests and well being of the Corporation and its objects; constitutes criminal or fraudulent behavior undertaken while in the capacity as a member, officer, or director; or constitutes a significant threat to the health and safety of a member, officer, or director. "Just cause" must be based upon a serious matter and is distinguished from the arbitrary whim or caprice of the Board of Directors.

Section 5. Resignation. Any member may resign by filing a written resignation with the Recording Secretary, but such resignation shall not relieve the member so resigning from the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 6. Reinstatement. On written request signed by a former member and filed with the Recording Secretary, the Board of Directors, by an affirmative vote of a majority of the Board,

may reinstate said former member to membership on such terms as the Board may deem appropriate.

Section 7. No member of the Corporation shall receive any salary or other compensation for his or her services rendered in his or her capacity as a member. However, members of the Corporation who are also members of a trade or profession, such as carpenters, plumbers, electricians, etc., may competitively bid for projects where an outside tradesperson or professional is required.

ARTICLE IV

QUORUM

A quorum for the transaction of business of the Corporation shall consist of not less than seven (7) members. In the absence of a quorum, the meeting shall be adjourned.

ARTICLE V

MEETINGS

Section 1. All votes shall be determined by a majority of the members of the Corporation present and voting, except when otherwise specified by these Bylaws or any amendment thereto.

Section 2. The Corporation shall meet at least once per month between and including the months of September and June.

ARTICLE VI

OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of the Corporation shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2. There shall be a Board of Directors of the Corporation which shall be eleven (11) members and shall consist of the Officers, the immediate Past President, and four (4) members elected from the membership of the Corporation.

Section 3. The immediate Past President of the Corporation shall automatically be a member of the Board of Directors.

Section 4. Any Officer or Director shall be removed from office with just cause by a two thirds vote of the Corporation present and voting.

Section 5. All Officers and Directors shall hold office from the date of their installation for the term of one year or until such time as their successors shall be duly installed.

Section 6. The President shall fill by appointment any vacancy occurring in any office for the unexpired term.

Section 7. The Board of Directors shall be the governing board of the Corporation.

Section 8. No officer or director shall receive any salary or other compensation for his or her service rendered as an officer or director.

ARTICLE VII

POWERS AND DUTIES OF OFFICERS

Section 1. The President of the Corporation shall preside at all meetings of the Corporation and all meetings of the Board of Directors.

Section 2. The First Vice President of the Corporation shall preside in the absence of the President at all meetings of the Corporation and all meetings of the Board of Directors. The First Vice President shall assume the duties of the President in the absence of the President and perform such duties as may be delegated by the President.

Section 3. The Second Vice President Vice President of this Corporation shall perform such duties and functions as may be delegated by the President.

Section 4. The Recording Secretary of the Corporation shall keep an accurate record of the minutes of all meetings of the Corporation and all meetings of the Board of Directors. The Recording Secretary shall have a copy of these Bylaws available at all meetings, and shall perform such other duties as are pertinent to the office of Recording Secretary.

Section 5. The Corresponding Secretary of the Corporation shall be responsible for all correspondence of the Corporation and shall be responsible to notify all members of the Corporation of all meetings at least five (5) days before said meeting. Notices of all special meetings shall state the purpose for which said meeting is called.

Section 6. (a) The Treasurer of the Corporation shall receive, hold, and account for all moneys payable to the Corporation; the Treasurer shall keep proper records of all accounts showing all receipts and disbursements; and the Treasurer shall report to the Corporation at each regular meeting the financial condition of the Corporation, except for the second meetings in the months of April and May.

(b) All Corporation funds to be dispersed and the budget shall be reviewed by the Board of Directors and then approved by a vote of the members of the Corporation.

(c) The Treasurer shall secure a bond in the amount to be determined annually by the Board of Directors. The premium for such bond is to be paid from Corporation funds.

(d) All funds of the Corporation shall be deposited in a federally insured bank. All checks of the Corporation shall be signed by the President and Treasurer. If the President and Treasurer shall be related within the first degree of kindred or by marriage, the Board of Directors shall designate another officer to co-sign with the Treasurer.

ARTICLE VIII

POWERS AND DUTIES OF COMMITTEE CHAIRS

Section 1. The President shall appoint committee chairs.

Section 2. Committee chairs shall recruit their own committee members using whatever means they choose.

Section 3. Committee chairs shall have the power to make most decisions regarding their committees and shall be able to use their own discretion on most issues. Any major changes in the format of their particular event or committee must be brought before the Board of Directors and the members of the Corporation.

Section 4. The Parade Committee chair shall follow the Parade Guidelines as adopted by the full membership of the Corporation in 1990.

ARTICLE IX

BUDGETS

Section 1. The annual budget of each committee shall be brought before the Board of Directors for approval.

Section 2. The final annual budget of the Corporation shall be approved by the members of the Corporation.

Section 3. The expenses of each committee shall be subject to the scrutiny of the Board of Directors, Treasurer, and/or the members of the Corporation.

ARTICLE X

ELECTIONS

Section 1. At the regular meeting in the month of April, the President shall appoint one (1) member of the Board of Directors to the Nominating Committee. Four (4) additional members of the Nominating Committee shall be elected by the membership. These additional four members shall be present, consent to the appointment, and must be members in good standing of the Corporation. The Nominating Committee, at the regular meeting in May, shall report the Slate of Officers to the Body. At that time, the President shall call for nominations from the floor. There shall be a special meeting on the third Thursday of June of each year to elect

Officers and Directors for the coming year. At this special meeting, the President will again call for nominations from the floor.

Section 2. Elected Officers and Directors shall be installed at the annual meeting in September. The President-elect may appoint committee chairs and prepare a schedule of events for the coming year during the period of time between the election in June and the installation in September, while giving the President in office time to complete the business of his or her administration.

ARTICLE XI

FISCAL YEAR

Section 1. The Fiscal Year of the Corporation shall begin on the 1st day of September and end on the 31st day of August succeeding.

Section 2. The President and/or Treasurer shall cause to be made an audit of the Corporation's financial records during the month of September.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the authority for the conduct of any and all meetings of the Corporation and any and all meetings of the Board of Directors.

ARTICLE XIII

AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended or revised at any regular meeting of the Corporation by an affirmative vote by not less than two thirds of the members present and voting, provided said amendment or revision shall have been discussed at the prior regular meeting and notice of all said changes shall have been include in the notice of the next regular meeting.

ARTICLE XIV

ARTICLE OF DISSOLUTION

In the event of the dissolution of the Gaspee Days Committee, proceeds of all real properties and moneys shall be left to the Rhode Island Historical Society. This shall also include any and all documents and records of the Corporation.

Adopted as revised Bylaws of this Corporation on the 5th day of February, 2004.