

BY-LAWS OF
THE FAIRHAVEN IMPROVEMENT ASSOCIATION

ARTICLE I

NAME

Section 1. The name of this Corporation shall be "The Fairhaven Improvement Association, Inc."

ARTICLE II

PURPOSE

Section 1. The purpose of this Corporation shall be to improve and beautify the town of Fairhaven, through planting of trees; by establishing and maintaining public memorials; and preserving places and objects of historic interest. Generally, it is our purpose to promote the beauty and welfare of the town, to foster a spirit of community cooperation among its people and to assist in its growth.

ARTICLE III

OFFICERS AND BOARD OF DIRECTORS

Section 1. The Officers of the Corporation shall be a President, 1st Vice-President, 2nd Vice-President, who shall be a representative of the Fairhaven High School student body, Recording Secretary, Corresponding Secretary, Historian and Treasurer. Officers are directors of the corporation.

The President, 1st Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Historian shall be the Executive Committee.

Section 2. The President, 1st Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Historian and ten Directors shall be elected by ballot at the annual meeting of the Corporation, and they shall severally hold their offices from the date of their election until the next annual meeting, or until their successors are chose. No President shall serve more than three consecutive one-year terms.

Section 3. Any vacancy among the elected officers or on the Board of Directors may be filled for the remainder of the term by a majority vote of the members present at a regular meeting of the Board of Directors or by ballot at a special meeting of the Corporation called for the purpose.

Section 4. **PRESIDENT** It shall be the duty of the President to preside at the meetings of the Corporation and at meetings of the Board of Directors and to have general oversight of all the activities of the Corporation.

Section 5. **VICE-PRESIDENT** It shall be the duties of the 1st Vice-President to make themselves conversant with the duties of the President, and to perform the duties of the President in his or her absence.

Section 6. **RECORDING SECRETARY** The duty of the Recording Secretary shall be to keep a true record of all meetings of the Corporation and of the Board of Directors and generally to attend to the duties of the office. The Recording Secretary shall be paid annually such sum as may be agreed by a majority of the Board of Directors.

Section 7. **CORRESPONDING SECRETARY** The duty of the Corresponding Secretary shall be to attend to all correspondence of the Corporation, keeping copies of the same on file and generally to attend to the duties of the office. The Corresponding Secretary shall send notifications of monthly meetings to Board of Directors. The Corresponding secretary shall be paid annually such sum as may be agreed by a majority of the Board of Directors.

Section 8. **TREASURER** It shall be the duty of the Treasurer to keep true and accurate accounts of all monies of the Corporation and upon the request of the Board of Directors to report the true financial condition of the Corporation. S/he shall deposit all membership dues. S/he shall render at each meeting of the Board of Directors a report of all receipts and expenditures in detail for the month preceding the meeting; and shall, at the annual meeting of the Corporation, render a similar report covering the year preceding the

annual meeting, together with the balance sheet of the Corporation. These reports shall be filed with the Recording Secretary and preserved by the Secretary with the records of the meetings and shall be a part of those records.

The Treasurer shall have custody of the securities and valuable papers of the Corporation and shall see that they are carefully preserved. S/he shall have the discretion to pay all ordinary bills for regular functioning of the Association without Board approval. For out of the ordinary expenses, s/he shall obtain Board Approval for amounts over \$50.00 or have the President approve payment if the expense needs to be paid prior to the next Board Meeting. S/he shall be placed under suitable bond at the expense of the Corporation. The Treasurer shall be paid annually such sum as may be agreed by a majority vote of the Board of Directors.

Section 9. HISTORIAN The Historian shall collect and preserve suitably in permanent fashion all published and printed records, accounts or information of the activities of the Association. These archives shall be available for viewing at the February meeting of the Board of Directors.

Section 10. BOARD OF DIRECTORS The Board of Directors shall meet monthly on the second Tuesday of each month, from September through June. The Corresponding Secretary shall mail a complete list of scheduled meetings for the fiscal year to the Directors immediately after the annual meeting. The size of the board shall not exceed 27 members excluding past presidents serving as lifetime members. Past presidents who are actively attending the majority of meetings may serve as directors and vote. Other past presidents may attend meetings but can serve only in advisory capacity and are not considered directors in that year. Should they become active attendees they could be appointed active directors during the next term.

A quorum of a regular meeting of the Board of Directors shall be seven. A majority vote on any matter within the jurisdiction of the Board of Directors shall be a majority of those present and voting unless the Articles of organization, these bylaws, or any applicable law requires a different vote.

The business and property of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation. It shall be the responsibility of the Board of Directors to oversee the Association within the scope of its purpose and activities, to appropriate funds for any desirable object within the scope of the purpose of this Association; to approve or reject the reports and activities of the Standing Committees and all special committees; to accept, reject or amend the reports or actions of any of the officers and to perform any such other functions are not elsewhere herein expressly delegated.

Parliamentary procedure of Robert's Rules of Order shall govern all matters pertaining to the Director's meetings not herein expressly defined. The Board of Directors shall make all contracts, superintend all improvements and have charge of the expenditures and investment of all money. No debt shall be contracted by the Board of Directors beyond the amount of the available means within its control, and no member of the Corporation shall be liable for any debt of the Corporation.

Resignation and Removal; Vacancies. Any Director may resign by delivering his or her written resignation to the Association at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or circumstance. A Director may be removed for cause from office with the affirmative vote of two-thirds of the board of directors at a special meeting as stated in the policies and procedures. The Directors shall have power to fill any vacancy that may occur, and any person so appointed shall serve the next Annual Meeting of the Members.

ARTICLE IV MEMBERSHIP

Section 1. Any person may become a member of the Corporation upon payment of membership dues to the Treasurer; this membership fee to accompany a membership application card. Membership shall terminate in this Corporation upon failure to make payment of the annual dues to the Treasurer on or before the Annual Meeting.

ARTICLE V ELECTED COMMITTEES

Section 1. THE AUDITING COMMITTEE There shall be an Auditing Committee elected by the Board of Directors at the first regular meeting of the Board following the Annual Meeting of the Corporation. The committee will consist of three people, one of whom is a member of the Board Directors and two who are active non-director members of the Association.

Section 2. THE NOMINATING COMMITTEE At the first regular meeting of the Board of Directors following the Annual Meeting of the Corporation, the Board of Directors shall elect three members of the Board of Directors to serve on the Nominating

Committee. These elected committee members will then find two non-director members of the Association to serve on the committee. The committee will elect its own chair.

It shall be the duty of the Nominating Committee to provide a slate of officers and list of directors to the board for approval prior to the annual meeting. Once approved the slate shall be presented by the nominating committee chair at the annual meeting for its approval by the membership.

ARTICLE VI

STANDING COMMITTEES

Section 1. **INVESTMENT COMMITTEE** There shall be an Investment Committee which shall consist of the Treasurer and six other members of the Board of Directors, two of whom shall be elected annually by the Board of Directors at its first meeting after the Annual Meeting.

The Investment Committee shall meet at the call of its chairperson or at the request of the President, but no less than at least once every three (3) years.

The Investment Committee shall manage the funds and investments of this Corporation other than income from dues and projects with full power to invest and reinvest the same as this Committee may determine. The Committee shall make such regulations and arrangements as it may determine in regard to the sale and transfer of securities, delegating to one or more members authority to affix the Corporate seal, to assign and transfer stocks, bonds and other securities which do not pass by delivery and which stand in the name of the Corporation. Proposals for the expenditure of such funds, investments or income shall be authorized only by a two-thirds vote of the Board of Directors present at a regular meeting subsequent to that at which the proposal is made, provided that written notice of such proposal shall be included in the call for the meeting and given to the directors at least ten days before the meeting at which the final action is to be taken.

The Committee shall have the power to employ on such terms as it may determine one or more persons, associations or corporations to assist and advise the Committee in regard to the investment or reinvestment and supervision of the funds and investments of the Corporation.

The Committee or Treasurer shall make a written report at the Annual Meeting, including the amount of each fund, how invested and income and expenditures, and on request of the Board of Directors at other times.

TREE COMMITTEE

Section 2. There shall be a Tree Committee, the Chairperson of which shall be appointed by the President. It shall be the duty of this Committee to supervise the planting of trees according to such programs as may be established by the Board of Directors. The Committee may also opt to provide other forms of beautification, including a voucher program for residents to purchase discounted shrubbery. This Committee shall further cooperate with all citizens and advise all town officials regarding all matters pertaining to trees.

COMMITTEE ON PARKS AND MEMORIALS

Section 3. There shall be a standing Committee on Parks and Memorials the Chairperson of which shall be appointed by the President. It shall be the Function of this Committee to inspect, at least annually, all public parks and memorials, to ascertain if proper care and maintenance is given to these places; to consider improvements thereto which will aid in the beautification of the town and which will augment the park facilities; to cooperate with appropriate town officials and to preserve such historical landmarks as may be recommended by the Board of Directors.

JUNIOR LIAISON COMMITTEE

Section 4. There shall be a standing Committee on Junior Liaison, the Chairperson of which shall be appointed by the President. This Committee shall coordinate the activities of the Fairhaven Junior Improvement Association, the High School Student Council and other junior civic organizations, with the activities of this organization. The 2nd Vice-President shall be an ex-officio member of this Committee. This Committee shall sponsor, initiate and assist civic programs and activities for the town's junior citizens.

TOWN DEVELOPMENT COMMITTEE

Section 5. There shall be a standing Committee on Town Development the Chairperson of which shall be appointed by the President. It shall be the responsibility of this Committee to be aware of all matters that may be necessary or advantageous for the desirable development of the town residentially, industrially and economically and to inform the board of Directors accordingly. It shall be vigilant to preserve and encourage efficiency, honesty and justice in all affairs of town government. This Committee will endeavor to cooperate with both civic organizations to avoid duplication of effort, to sponsor the civic programs of other groups, to solicit the cooperation of other groups for the programs of this Association. By every means possible it shall endeavor to engender a unity and community of purpose and goodwill among the organizations of the town and its citizens without regard to race, creed, color, circumstance or locale.

MEMBERSHIP COMMITTEE

Section 6. There shall be a standing committee on Membership, the Chairperson of which shall be appointed by the President. It shall be the duty of this Committee to keep an accurate list of the membership of this organization, collect all dues, keep a list of all members who have paid dues and all who are delinquent and shall furnish a list of either upon the request of the Board of Directors, the Membership Committee or the Nominating Committee. This Committee shall endeavor to maintain and increase the membership of the organization by appropriate publicity and personal solicitation. At all meetings one member of this Committee shall be present to dispense member cards and to receive membership applications.

PROGRAM COMMITTEE

Section 7. There shall be a standing Program Committee, the Chairperson of which shall be appointed by the President. It shall be the principal duty of this committee to make all arrangements for the Annual Meeting and any other general membership meeting, to contract to the catering, the meeting place, to engage a speaker or other entertainment and to arrange the program for these meetings.

PUBLICITY COMMITTEE

Section 8. There shall be a standing Committee on Publicity, the Chairperson of which shall be appointed by the President. It shall be the duty of this Committee to publicize the activities, meetings and accomplishments of this organization. One member of this Committee shall report the Annual Meeting and all special events of local interest to the local newspaper.

BEAUTIFICATION COMMITTEE

Section 9. There shall be a standing Committee on Beautification, the Chairperson of which shall be appointed by the President. It shall be the duty of this committee to initiate, organize and maintain beautification projects for the Town. The Chairperson of this Committee shall be responsible for finding members to complete its projects. The Beautification Committee may be led by two co-Chairs, one of which would oversee plantings, holiday greenery and the flower boxes; the second co-Chair would oversee maintenance issues such as: litter containers, benches, painting of the flower boxes and signage.

CITATIONS COMMITTEE

Section 10. There shall be a standing Committee on Citations, the Chairperson of which shall be appointed by the President. It shall be the duty of this committee to recommend to the Board of Directors the nomination of a local business or industry as the recipient of an Annual Citation (plaque) for excellence in appearance of property.

STUDENT ASSISTANCE COMMITTEE

Section 11. There shall be a standing Committee on Student Assistance, the Chairperson of which shall be appointed by the President. It shall be the duty of this committee to provide the application forms to all High Schools attended by Fairhaven students, to review such forms, to interview applicants if necessary, and to recommend the annual recipient to the Board of Directors. The minimum amount designated for this assistance shall be two scholarships of \$1,000.00 each.

HOMECOMING DAY COMMITTEE

Section 12. There shall be a standing Homecoming Day Committee, the Chairperson of which shall be appointed by the President. It shall be the duty of this committee to make all arrangements for the Annual Homecoming Day Fair held the last Saturday in June.

TESTIMONIAL REVIEW COMMITTEE

Section 13. There shall be a standing Testimonial Review Committee, the Chairperson of which shall be appointed by the President. It shall be the duty of this committee to receive and recommend the names of candidates for testimonials to the Board of Directors.

BY-LAW REVIEW COMMITTEE

FINANCE COMMITTEE

Section 15. The purpose of the Finance Committee is to manage the day to day cash management of the corporation. It is comprised of the President, Vice President, and Treasurer. It has the authority to solicit bids and quotes from vendors but must obtain final approval by a quorum of the board to proceed with any monetary expenditures. It also has the discretionary authority to act in the best interest of the FIA in managing the cash reserve of the corporation. It must report any movement between depository accounts routinely at the next board meeting. It is not authorized to invest or otherwise take on any investment risk whatsoever on behalf of the corporation. It may only deposit money into FDIC insured accounts. Its sole discretionary power is day to day cash management of the corporation.

RULES GOVERNING STANDING COMMITTEES

Section 16. All standing committee Chairpersons shall be appointed by the President annually on or before June 1. The Secretary shall be furnished a complete list of these appointees on or before the regular June meeting of the Board of Directors.

These appointments shall be submitted to the Board of Directors at the June meeting and shall be accepted, rejected or amended at that meeting. The Chairperson of each committee shall keep a record of the activities of his/her committee and should report thereon to the Board of Directors at each meeting and shall make a written summary report at the Annual Meeting. This report shall be given to the Recording Secretary to become part of the permanent records of the Corporation.

Each standing committee shall have at least one member of the Board of Directors as a member but the majority shall not be officers. The Chairperson of any standing committee may be any member of the Corporation. The Chairperson shall be responsible for any and all correspondence specifically pertaining to the Committee. All chairs of standing committees will be appointed by the President.

The Chairperson is responsible for selecting committee members and reporting the same to the President on or before August 1.

ARTICLE VI

SPECIAL COMMITTEES

Section 1. The President or the Board of Directors shall appoint from time to time such special committees as may be deemed advantageous or desirable within the scope of the purpose of this Association.

Section 2. Each special committee shall have at least one member from the Board of Directors. The majority of the membership of all special committees shall be members of this Association. A minority of the membership may be the citizens of the town who are not members of this Association.

Section 3. The bylaw review committee shall form once every six years at a minimum. The purpose of the committee is to review the current by-laws for their effectiveness and relevance. The committee shall consist of currently board-active past presidents and the current president.

The Chairperson of each special committee shall be appointed by the President or the Board of Directors, and shall report at the Annual Meeting of the Association, or at a regular meeting of the Board of Directors.

ARTICLE VII

MEETINGS OF THE CORPORATION

Section 1. The Annual Meeting of the Corporation shall be held on the first Tuesday in April of each year, except when the first Tuesday falls in Holy Week, when the Annual Meeting will be held on Tuesday evening of the following week. At this meeting officers and Directors shall be elected for the ensuing year and reports presented covering activities of the year past. In the case of a

state of emergency being declared by the Governor of Massachusetts, the board may vote to defer the annual meeting of the corporation to another date. Ten days' notice of the Annual Meeting shall be given in writing to each member of the Corporation.

SPECIAL MEETINGS AND/OR MEETINGS OF THE BOARD OF DIRECTORS

Section 2. Special meetings of the Board of Directors may be called at the discretion of the Board of Directors. Special meetings of the membership may be called at the discretion of the board of directors. Ten days' notice shall be given in writing to all members of the corporation.

MEETINGS TO AMEND BY-LAWS

Section 3. Any proposed amendment to the By-Laws shall be submitted in writing for discussion at a regular meeting of the Board of Directors. A copy of the proposed amendment shall be included in the call for the next regular Directors' meeting, which copy shall be sent to every member of the Board of Directors ten days prior to the meeting. A two-thirds vote of those Directors present and voting shall be required for submission of the amendment to the Association. The amendment shall become effective upon majority vote of those present and voting at any Meeting of the Association.

ARTICLE VIII

INDEMNIFICATION

FIA shall defend, indemnify and hold its officers, directors, committee members and volunteers harmless from any and all claims, injuries, damages, losses or suits including attorney fees, arising out of or resulting from the acts, errors or omissions of the officers and/or directors, except for injuries and damages caused by their sole negligence and/or willful wrong doing.