

BYLAWS OF THE MILE OF HISTORY ASSOCIATION

ARTICLE I: NAME

1. The name of this organization shall be the Mile of History Association (MoHA).
2. The location of the principal office shall be determined by the Board of Directors.

ARTICLE II: MILE OF HISTORY DISTRICT

1. The Mile of History District (District) shall mean that area of the City of Providence, Rhode Island, delineated on the map (Attachment 1) attached to these bylaws.

ARTICLE III: PURPOSE

1. MoHA shall operate for community, civic, charitable and educational purposes. MoHA shall work collaboratively with all the stakeholders which have an interest in the District to assure the District is a safe, healthy and vibrant community. MoHA shall work to promote, protect and preserve the historic character of the District; to improve conditions in the community by identifying community problems and by encouraging their resolution by community members; and to engage in any other activities allowed by a nonprofit corporation under Rhode Island law.
2. MoHA shall have the powers enumerated in the Rhode Island Nonprofit Corporation Act, as amended; provided, however, MoHA shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

ARTICLE IV: MEMBERS

1. Membership in MoHA shall be open to:
 - a. Any person who lives, works, owns property, owns or operates a business or has a demonstrated interest in the District neighborhood and its environs;
 - b. Any public or private institution which has property in the District or has a demonstrated interest in advancing MoHA's purpose.
2. Membership in good standing is contingent upon the payment of membership dues for each calendar year beginning January 1.
3. The General Membership shall be comprised of members in good standing.
4. The General Membership shall elect the Board of Directors at the Annual Meeting (pursuant to Article VII and subject to Article IV, paragraph 2).
5. Membership of one or more members may be suspended, denied or terminated at any regular or special meeting of the Board of Directors by the affirmative vote of at least 2/3rds of the directors present.

ARTICLE V: DUES

1. The Board of Directors shall determine the annual dues, and shall set the annual dues on a rate schedule it determines, in its sole discretion, to be affordable for various classifications of members.

2. Notice of any increase in the annual dues shall be given not less than sixty (60) days prior to the renewal date of membership.
3. All monetary and/or in-kind contributions greater than the annual dues shall be considered tax deductible to the extent possible under the IRS regulations.
4. Annual dues are for the calendar year running January 1 to December 31 and are due on January 1 of that year. Annual dues shall not be apportioned.

ARTICLE VI: MEETINGS

1. An Annual Meeting of the members shall be held during the fourth calendar quarter of each year to elect Directors for the coming year and to transact such other business as may come before the meeting. If the election of Directors is not held at the Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the members as soon thereafter as is practicable.
2. General Membership Meetings shall be held at least two times per year, with the Annual Meeting counting as a General Membership Meeting.
3. Special Meetings may be called at the discretion of the Board of Directors.
4. Committee Meetings may be held as necessary to conduct the work of a Committee (see Article IX).
5. General Membership Meetings, Special Meetings and Committee Meetings, unless otherwise proscribed by law, may be called by the Executive Director, the Board of Directors, the President, or at the request of not less than fifty percent (50%) of the General Membership.
6. Attendance at the General Membership Meetings, Special Meetings and Committee Meetings will be open to all members in good standing and invited guests.
7. Only members in good standing shall be eligible to vote at an Annual Meeting, General Membership Meeting or Special Meeting, but shall not be entitled to vote at a Committee Meeting unless it is a Committee on which they sit.
8. The Board of Directors may designate any place as the venue for any Annual Meeting, General Membership Meeting, Special Meeting or Committee Meeting.
9. The presence in person or by proxy of twenty-five (25) members in good standing shall constitute a quorum for the transaction of business at any Annual Meeting, General Membership Meeting or Special Meeting. If, however, such quorum shall not be present or represented, the members entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. When a quorum is present at any meeting, the vote of a majority of members entitled to vote, present in person or represented by proxy, shall decide any question brought before the meeting, unless the vote of a greater number is required by the Nonprofit Corporation Act, the Articles of Incorporation of MoHA or these bylaws.
10. Each member in good standing shall be entitled to one vote and may authorize another person or person to act for him or her by proxy, executed in writing by the member or by his or her duly authorized attorney-in-fact. Members which are not natural persons are entitled to one vote each, each acting through its duly authorized representative. No proxy shall be valid after eleven (11) months from the date of execution, unless otherwise provided in the proxy.

11. The Secretary shall give written notice, stating the place, day and hour of the meeting and, in the case of a General Membership Meeting or Special Meeting, the purpose or purposes for which the meeting is called, unless otherwise proscribed by statute or these bylaws, not less than five (5) nor more than sixty (60) days before the date of the meeting, either personally or by regular or electronic mail, to each member of record entitled to vote at such meeting. Notices which are not delivered in person shall be sent to the business, home, or electronic address, including facsimile, which appears on the records of the MoHA. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, or, if sent electronically, when transmitted.

ARTICLE VII: BOARD OF DIRECTORS

1. The Board of Directors (Board) shall consist of no fewer than nine (9) and no more than twenty-five (25) directors (Directors) as determined in the first instance by the incorporators and thereafter as elected by the General Membership at the Annual Meeting. A Director must be a natural person who is either 1) a Member or 2) the representative of a Member which is not a natural person.
2. The Nominating Committee shall present the proposed Board to the General Membership at the Annual Meeting. Notification to the Membership of the proposed nominations for the Board shall be given by mail, postage paid, or by electronic means, no later than two (2) weeks prior to the Annual Meeting. Any Member may nominate any natural person for election as a Director, provided that the name of such person shall have been communicated to the Nominating Committee at least sixty (60) days prior to the Annual Meeting.
3. Each Director shall serve one two (2) year term and may be elected to a second and third two-year term. One (1) year must then pass before such Director is again eligible for election.
4. In the case of a vacancy on the Board, the remaining Directors may elect a successor to fill the unexpired term. A Director appointed to fill a vacancy may be elected to three additional terms if the remaining term of the vacancy she or he fills is for less than one year. Otherwise, a Director appointed in this manner may only be elected to two additional terms.
5. At least three (3) regular meetings of the Board shall be held during each year. Special meetings of the Board may be called from time to time by the President or by a majority of the Directors. Meetings shall be held at a place designated by the consent of a majority of the Directors.
6. Board meetings shall be open to members and invited guests and the minutes will be available upon request. To place an item on the agenda, an interested member must contact the President or Executive Director at least 7 business days prior to the Board meeting. The Executive Director and/or Director have the discretion to add the proposed item to the agenda.
7. An officer or member of the Board may be removed by a vote of 2/3rds the members of the Board with good cause. Said person shall be given an opportunity to address the Board prior to a vote. At the request of any Board member, said vote will be conducted by secret ballot.
8. For voting purposes, a quorum shall be one half (1/2) of the current members of the Board. Board members will be notified in advance of all meetings. Items to be put before the Board for a vote shall require the following vote of the Board:

- a. If the Board is notified of the subject matter and issue to be voted on at least 48 hours prior to the Board meeting, then the vote required for passage shall be a majority of the Board members present at such meeting; or
 - b. If the subject matter of a vote is raised for the first time at the Board meeting at which a vote is to be taken, then the vote required for passage shall be 2/3rds of the Board members present at such meeting.
9. To vote, a Board member need not be present; voting by proxy is allowed. All proxies must be in writing, setting forth the proxy vote, and all proxy votes must be filed with the minutes of the Board meeting. Any action required to be taken, or may be taken, at a meeting of the Directors may be taken pursuant to a written or oral consent or an "on-line" vote. The Directors may act telephonically or electronically, including by email and facsimile, and all necessary consents may be communicated, in writing, electronically. The act of a majority of Directors participating in the consent or on-line vote, in which a quorum participates, shall be the act of the Directors. Members who have notified the Board of Directors of their desire to be notified of meetings of the Directors also shall be notified of the Directors actions taken by consent.
10. The Secretary shall file all email votes with the minutes of the Board meeting. The Board will affirm and ratify any action approved by e-mail vote at the next Board meeting. The minutes of this meeting will record the ratification.
11. Directors shall serve without compensation except that they may be compensated for actual, necessary and reasonable expenses incurred solely for the benefit of MoHA upon prior approval of the Board.
12. At any meeting upon a vote of the Board, the President may call a closed executive session to consider matters deemed by the Board to require confidentiality. Such matters include, but are not limited to, privileged matters in litigation or other disputes in which MoHA is a party or may be a party or other participant, or matters that the Board deems the disclosure of which may result in unfair embarrassment or harm to an individual or entity. Matters considered during an executive session shall be disclosed to the Membership only upon majority vote of the Board.

ARTICLE VIII: ROLES, RESPONSIBILITIES AND POWERS OF THE BOARD

1. The Board shall have the general management and control of activities, properties and affairs of MoHA and may exercise all the powers that may be exercised or performed by MoHA pursuant to law, the Articles of Incorporation and these bylaws.
2. The Board shall have the authority to cause MoHA to borrow money and incur indebtedness for the purposes of the organization and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities therefor.
3. The Board may create, or cause to be created, a Strategic and Operating Plan (Plan) to determine the actions and budgetary requirements of MoHA for the coming year. If so created, the Board shall give preliminary approval of the Plan, including the proposed Annual Budget, prior to the Annual Meeting.
4. The Board may hold a retreat each year between the Annual Meeting and the next General Membership Meeting. The purpose of the retreat may include: orientation for new and

continuing members; revisions and final approval of the Plan and Annual Budget; and empanelment of Committees to implement the Plan.

ARTICLE IX: COMMITTEES

1. Much of the work of the Board is to be done by the Committees. Chairpersons of the Committees will generally but not always be Directors and shall be appointed by the President and approved by the Board. Matters of concern to MoHA will be referred to Committees as specified in these bylaws, the Annual Workplan, or at the discretion of the President. Each Committee shall submit a written report to the Board when requested by the President. The roles and responsibilities of the Committees may be reviewed and amended from time to time by the Board.
2. Committees are the Nominating Committee and the Executive Committee. Other Committees may be established from time to time as necessary to carry out the functions of the organization related to the Annual Workplan.
3. The Nominating Committee shall consist of four (4) Directors and two (2) other members of MoHA appointed by the President with the consent of the Board. The duties of the Nominating Committee are defined in Article VII Section 2 and Article X Section 2.
4. The duties of the Executive Committee include, but are not limited to, providing oversight, evaluation and guidance to the Board on policy and planning, keeping MoHA financially healthy in accordance with written financial policies and recognized accounting practices; and developing, monitoring, adjusting and reporting on budgets to the Board on policy and planning.

ARTICLE X: OFFICERS

1. Officers shall be the President, Vice-President, Secretary, and Treasurer.
2. The initial Officers shall be elected by the initial Board at the first meeting of the initial Board. Thereafter, the Officers shall be chosen by the Board. At the first meeting of the Board of Directors following the Annual Meeting, the Directors shall elect the Officers for a term of one year. Officers shall be selected from the elected Directors. No individual may be elected to serve in the same position for more than three terms. The Nominating Committee shall present the proposed officers to the Board by mail no later than two (2) weeks prior to the first meeting of the Board following the Annual Meeting.
3. In the case of a vacancy in any office, the Board may elect a successor to fill the unexpired term.
4. The President will set the agenda for and chair the Annual Meeting, Board Meetings, General Membership Meetings and Special Meetings. The President shall, subject to the approval of the Board, appoint persons to chair all Committees, and legal and financial counsel. The President shall be a member ex-officio of all Committees except the Nominating Committee. The President shall be authorized to sign contracts on behalf of MoHA following Board approval. The President shall have the right to vote to break a tie.
5. The Vice-President shall exercise the power and perform all the duties of the President in the absence of the President or in the event of a vacancy in that office.
6. The Secretary shall keep or cause to be kept the minutes of all Board Meetings, General Membership Meetings and Special Meetings; shall keep or cause to be kept a record of current members in good standing, Directors and Committee members, including their contact

information; shall keep a calendar of MoHA scheduled meetings; and shall make such reports and perform such other duties incident to the office and as requested by the President.

7. The Treasurer shall have custody of all money, funds, debts, securities, promissory notes and other valuable papers belonging to or held in trust by the organization which come into his or her hands, and shall keep full and accurate accounts of receipts and disbursements made on account of the organization in a book belonging to the organization and shall perform other such duties incident to the office and as requested by the President. The Treasurer shall make a report annually to the Board of the income and expenditures and of the condition of the treasury and funds of the organization up to the end of the fiscal year. Such a report may be audited by an independent financial counsel as appointed by the President at the discretion of the Board. The Treasurer shall render financial statements to the Board at each meeting.

ARTICLE XI: STAFF

1. The Board may designate a person to be Executive Director of the organization. The Executive Director shall administer, manage and direct the affairs and business of MoHA, subject to the policies, control and direction of the Board and the President. The Board may authorize the Executive Director to execute on behalf of MoHA such documents as may be required by any entities dealing with the organization.
2. The Board may employ technical experts and other officers and agents and fix their qualifications, duties and compensation, as it deems necessary for the proper and efficient operation of the organization, and may employ such other employees, permanent and temporary, as it shall deem necessary. The Board may delegate to one or more of the organization's agents or employees such administrative duties as it may deem proper.

ARTICLE XII: REVENUE

1. Revenue for MoHA shall come from membership dues and from fund raising or other activities approved by the Board. This organization may also seek public and private funding sources.
2. This organization shall not solicit or accept funds from any sources which are contingent upon support of any political candidate or party or are otherwise inappropriate for an organization qualifying under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XIII: EXECUTION OF PAPERS

1. All checks, drafts, notes, and other obligations of MoHA for the payment of money shall be signed by the Treasurer or the President except the Board may authorize the Executive Director to sign checks which do not exceed an amount determined by the Board. The Board shall authorize payment of any amount over twenty-five hundred dollars (\$2500.00) prior to execution.
2. All contracts and grants for services rendered to organizations, agencies, and individuals by MoHA shall be authorized prior to execution by the Board and signed by the Treasurer, President, or Executive Director.

3. Irrespective of the powers, duties and authorizations otherwise herein contained, no Officer or member of the Board shall have the power or the authority to obligate the MoHA beyond the limits of the items in the approved Annual Budget without specific authority in writing from the Executive Committee of the Board.

ARTICLE XIV: POLICIES

1. It shall be the policy of MoHA to promote and encourage gender, sexual orientation, and minority equity, and diversity and to extend the provision of MoHA services, selection of Directors, recruitment of MoHA staff, and involvement of volunteers to the various cultural and ethnic groups within the District.
2. In the event of any actual or potential material conflicts of interest by Directors and staff members (and their friends and relatives), the person with such a conflict shall make known to the Board any affiliation they might have with an actual or potential supplier of goods and services or recipient of grant funds, or organizations with competing or conflicting objectives. Directors and staff shall absent themselves from discussion and abstain from voting or otherwise participating in the decision on any issue in which there is a potential conflict of interest.
3. MoHA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of any candidates for public office. MoHA shall provide equal access to all candidates who request to address MoHA.

ARTICLE XV: DISTRIBUTION UPON DISSOLUTION

1. In the event of termination, dissolution or winding up of MoHA in any manner or for any reasons whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations existing solely for educational and/or charitable purposes and qualifying under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XVI: INDEMNIFICATION

1. Each person who at any time is, or shall have been, a member of the Board of Directors, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is, or was, a commissioner, officer, director, employee, staff or agent of MoHA, or is or has served at the request of MoHA as a commissioner, officer, director, employee, staff or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any such action, suit or proceeding to the full extent permitted under the Rhode Island Nonprofit Corporation Act, as from time to time amended, and in compliance with Section 7-6-6, 7-6-9 and 7-6-22 of the Rhode Island Nonprofit Corporation Act (the "Act"), regardless of whether or not MoHA would have the authority or obligation to indemnify such person against such liability under the provisions of the Act. The foregoing right of indemnification shall in no way be exclusive of any

other rights of indemnification to which such director, officer, employee or staff or agent may be entitled and shall continue as to a person who has ceased to be a commissioner, officer, director, employee or agent and shall inure the benefit of the heirs, executors and administrators of such a person.

ARTICLE XVII: WAIVER OF NOTICE

1. Whenever any notice is required to be given to any person under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of Chapter 6 of Title 7 of the General Laws of Rhode Island, 1956, as amended, or any other applicable statute, a waiver thereof may be executed by the person or persons entitled to such notice. Such waiver may be express or implied and may be communicated in writing or electronically, including by electronic mail or facsimile, and may be communicated before or after the time the notice is required. The attendance of a person at a meeting shall constitute waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or members need be specified in any waiver of notice of such meeting.

ARTICLE XVIII: AMENDMENTS

1. These bylaws may be amended or repealed at any regular or special meeting of the Board by the affirmative vote of at least two-thirds (2/3) of the Directors present.

CERTIFICATION

The undersigned, being the Secretary of MoHA, a Rhode Island Nonprofit corporation, by his or her signature below, certifies that this is a true and correct copy of the bylaws of said corporation.
