

Bylaws
Downeast Business Association (DBA)
A Maine Nonprofit Association

Summary of main points:

- The purpose of DBA is to come together as a group and give and help generate referrals to group members for the purpose of promoting the businesses of group members. The group also serves as a network with other business people to problem solve business issues and otherwise be a supportive interpersonal network to individuals in the group
- The DBA Area shall be that geographical area known as Hancock, Washington, and Penobscot Counties, State of Maine
- Dues. Dues shall be \$50 for each calendar year
- Attendance. As this is a networking group - attendance is extremely important for the entire group. If a member cannot attend, they can send a proxy (not a current DBA member) to represent them. Four (4) absences per year (prorated during the first year) will be allowed without penalty. Thereafter, a \$10 penalty will be assessed for each meeting missed
 - Meetings will be weekly except the following:
 - Once per month July & Aug
 - No day after Thanksgiving
 - No last 2 weeks of Dec
- Exclusivity of each position: Each position/business category in the group is to be represented by a single member

The Details:

ARTICLE I

Name and Principal Office of DBA

Section 1. The name of this association shall be Downeast Business Association (hereinafter referred to as "DBA"). The principal offices shall be determined from time to time by the Board of Directors of the DBA.

ARTICLE 2

Purpose

General: The purpose of DBA is to come together as a group and give and help generate referrals to group members for the purpose of promoting the businesses of group members.

The group also serves as a network with other business people to problem solve business issues and otherwise be a supportive interpersonal network to individuals in the group. This is accomplished by utilizing the other members' services whenever possible and by referring each member's business, social, and community contacts to the other members in the group in accordance with our bylaws and procedures as stated below.

- (a) To promote the business activities of its members through referrals, meetings and social events, protection and use of the area's commercial, civic and business enterprises;
- (b) To disseminate information of and promote interest in DBA;
- (d) To hold meetings, seminars and other activities for the instruction of members and the public in those activities such as the members of DBA are engaged and/or may be interested in pursuing including but not limited to economic development and planning management that foster the growth of businesses and economic activity;
- (e) To aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside MDI engaged in similar purposes;
- (f) To solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or association, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the DBA directors, will best promote the purposes of the association without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the association, or any laws applicable thereto.

The association shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities.

The association shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503 (b) of the Internal Revenue Code of 1986.

In the event of dissolution or liquidation of the association, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501 (c) (3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (e).

No part of the net earnings of the association shall inure to the benefit of any officer or director of the association or other private individual except that the association shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the association shall be distributed directly or indirectly to any officer or director of the association except in fulfillment of its charitable and educational purposes enumerated herein.

The association also has such powers as are now or may hereafter be granted under the laws of Maine that are in furtherance of the association's exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE 3

MEMBERSHIP: DBA Area, Dues and Attendance

Section 1. The DBA Area shall be that geographical area known as Hancock, Washington, and Penobscot Counties, State of Maine.

Section 2. Dues. Dues shall be \$50 for each calendar year.

For renewing members, these dues shall be paid by January 31st of that year. A \$10 late fee will be assessed if dues for renewal are paid after January 31st. Members with 30 days overdue fees will have their membership status reviewed by the Executive Committee.

For new members, the initial Application Fee of \$50 will count as first year's dues and will cover through December 31st of the current year on a non-prorated basis. The initial Application fee is to be paid and submitted with the prospective member's completed application for review. If the applicant is not accepted into the membership of the DBA, the Application Fee shall be reimbursed. For all approved Members, dues and fees are non-refundable.

Section 3. Attendance. As this is a networking group - attendance is extremely important for the entire group. If a member cannot attend, they can send a proxy (not a current DBA member) to represent them. Four (4) absences per year (prorated during the first year) will be allowed without penalty. Thereafter, a \$10 penalty will be assessed for each meeting missed.

The treasurer will issue an email monthly summarizing absences and fees due to create a written record. All reasons for absence will be treated the same for equality. Members who miss more than 8 meetings (prorated first year) during the year or have fees 30+ days overdue will have their membership status reviewed by the Executive Committee.

Meetings will be weekly except the following:

- Once per month July & Aug
- No day after Thanksgiving
- No last 2 weeks of Dec

Section 4. EXCLUSIVITY OF EACH POSITION: Each position/business category in the group is to be represented by a single member. Members are to immediately express a potential conflict to a board member if they feel that a guest/potential new member would represent a threat/conflict to them in regard to their business interests in the group. Should there be a "gray" area of possible overlap between a current member and a guest/potential new member, then, at the existing member's request, preference would be given to the existing member and the guest would be informed that they cannot join the group due to the conflict of interest.

Section 5. INTENT TO REFER

Each member is required to sign an "Intent to Refer Agreement". This agreement acknowledges that:

- a. Members have no personal or corporate policies; stated, written, or implied, which may restrict them from referring freely to members in all professions at DBA.
- b. Members have no formal or informal affiliations which may restrict them from referring freely to members in all professions at DBA
- c. DBA does not require members to refer to another member whom they do not feel comfortable or confident in referring to.

ARTICLE 4

Board of Directors

Section 1. The DBA shall be governed by a Board of a minimum of 3 and a maximum of 20 Directors (currently the existing members of DBA).

The Board of Directors at its organizational meeting shall ratify and confirm the initial Board of Directors. The directors of the first class shall serve until the annual meeting of the Board of Directors held in the fiscal year following their election. Thereafter, at each annual

meeting of the Board of Directors, the directors shall be elected to serve a one-year term Jan-Dec.

Nominations to the Board shall be made by any member of the Board of Directors and shall be set forth in the notice of the annual meeting.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors may be elected for unlimited terms.

Section 2. The dates in May & November for the bi-annual meetings of the Board of Directors shall be set by the Board of Directors.

Section 3. At all meetings of the Board, for board business, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 4. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the board consent thereto in writing, setting for the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE 5

Committees

Section 1. The DBA shall have an Executive Committee consisting of the officers of the association in order to make membership decisions, set an agenda for the association and generally govern the affairs of DBA and have and exercise the authority of the Board of Directors in the management.

In the future the association may have the following standing committees; Membership Committee, Events Committee and Governance Committee which shall consist of no fewer than two (2) members, and shall include voting members of the DBA, community members, except as the Bylaws specifically indicate otherwise, and must include at least one member of the Board of Directors that will act as committee chair. The length of the term of any committee member is one year Jan - Dec.

Section 2. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above-named standing committees.

Section 3. The President and Executive Director shall be members ex officio of all committees. A written statement of the responsibilities of each committee shall be prepared, approved by the Board of Directors, and filed with the minutes of the Board.

Section 4. Each standing committee shall provide a written report to the Board of Directors at its regular meetings. Subject to the approval of the Board of Directors, each committee shall have power to adopt such rules as may be necessary for the conduct of the work entrusted to it.

ARTICLE 6

Officers

Section 1. The officers of the DBA shall be elected annually by the directors and shall consist of a President, Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary.

Section 2. Officers shall be elected at the Annual Meeting of the Board of Directors. Term is from Jan - Dec. The person then serving as President shall automatically become Immediate Past President. All officers shall be elected by a majority of the directors present in person or electronically. Officers may be elected for two consecutive terms.

Section 3. Except as hereinafter provided, the officers of the DBA shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the Board of Directors.

- A. President. The President acts as the Chairperson of the Board of Directors and shall act as the chief executive in all work and policies of the DBA. The President shall preside at all meetings of the Directors at which he or she is present, report at the bi-annual meeting of the Directors on the status of the DBA, cause to be called regular and special meetings of the Directors in accordance with the requirements of statute and of these bylaws, sign and execute all contracts in the**

name of the DBA, and, with the Treasurer, may sign all notes, drafts, or other orders for the payment of money, enforce these bylaws, perform all the duties incident to his or her office which are required by law, and, generally, shall manage the affairs of the DBA consistent with policies developed by the Board of Directors.

- B. **Vice President.** Vice President will serve as secretary for meetings when the secretary can not be present and as president for meetings when the president can not be present.
- C. **Secretary.** The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the DBA. The minutes in general should include: 1. Calling the meeting to order; 2. Attendance; 3. Special Events / Guests; 4. Referrals and closed business 5. Any votes taken / motions made. The Secretary shall also have such other duties as may be assigned by the Board of Directors.
- D. **Treasurer.** The Treasurer shall maintain in good order all financial records of the DBA. The Treasurer shall also have such other duties as may be assigned by the Board of Directors.
- E. **Immediate Past President.** The Immediate Past President shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to the President and Board of Directors.
- F. **Temporary Officers.** In case of the absence or disability of any officer or the DBA and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member of the Board of Directors.

Section 4.

- A. **Removal.** Any Officer may be removed by a three-fourths majority vote of the Board of Directors with or without cause whenever, in its judgment, the best interest of the DBA will be served thereby.
- B. **Compensation.** Compensation may be paid to an Officer of the DBA only upon the Directors' approval of a specific resolution with respect to the compensation proposed.

ARTICLE 7

RESERVED.

ARTICLE 8

Finances

Section 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments to transfer of securities shall be signed in the name and on behalf of the DBA by:

- a. In the case of payment under \$1000- 1 member of the Executive Committee. President is the preferred member of the Executive Committee.**
- b. In the case of payment over \$1000-the President and 1 other member of the Executive Committee**
- c. In event of absence of one of the authorized signers described above, any member of the Executive Committee shall be authorized to sign in their absence.**

Section 2. All funds of the DBA shall be deposited from time to time to the credit of the DBA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3. The Board of Directors may accept on behalf of the DBA any contribution, gift, bequest or device for the general purposes or for any special purpose of the DBA.

Section 4. Within 60 days of the election of the Board of Directors each year, the Board shall approve a DBA budget for the fiscal year. The budget will be drafted by the Treasurer. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE 9 General Provisions

Section 1. The fiscal year of the DBA shall begin on the first day of January and end on the last day of December in each year.

Section 2. Not later than three months after the close of each fiscal year, the DBA shall prepare:

- A. A balance sheet showing in reasonable detail the financial condition of the DBA at the close of the fiscal year.**
- B. A statement of the source and application of funds showing the results of the**

operation of the DBA during the fiscal year.

ARTICLE 10

Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote (in-person or electronic) of the Directors present or electronic at any duly called meeting of the Board at which a quorum is present.