


NOTICE OF ANNUAL MEETING OF THE MEMBERS

Greater Newburyport Chamber of Commerce and Industry, Inc.

Notice is hereby given that the Annual Meeting of the Members of Greater Newburyport Chamber of Commerce and Industry, Inc. (the "Chamber") will be held at Newburyport City Hall located at 60 Pleasant Street, Newburyport, Massachusetts, at 5:30 PM on May 18, 2023, for the following purposes:

1. To review and approve or modify, as appropriate, Minutes of the last year's Annual Meeting, attached hereto as **Exhibit A**.
2. To determine the number of Directors for the ensuing year and to elect a Board of Directors. In that connection, the current Board of Directors suggests setting the number at 21 and nominates the following:
 - **James Williams of Newburyport Bank**
 - **Jeffrey Caswell of Cawell Mechanical**
 - **John Moynihan of The Firehouse Center for the Arts**
 - **Colleen Quinn of Anna Jaques Hospital; and**
 - **Erin Lane of Tzortsis Lane Realty**
3. In connection with the proposal to change the organization from a member-directed organization to a Board of Directors-directed organization, consistent with current practices, to review and approve the proposed Second Amended and Restated ByLaws in the form attached hereto as **Exhibit B** and the Restated Articles of Organization, in the form attached hereto as **Exhibit C**.
4. To transact such other business as may legally come before the meeting or any adjournment or adjournments thereof.

By:



Richard Ryan, Clerk

Dated: May __, 2023

EXHIBIT A

2022 Annual Minutes
(attached hereto)



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www.newburyportchamber.org
info@newburyportchamber.org

**2022 Greater Newburyport Chamber of Commerce
Annual Meeting & Award Ceremony
May, 23rd 2022 Board Minutes**

6:22 PM: New Board Members put forth for Vote by Taunya Wolfe- Motion Accepted

- **SARAH BOUCHER, BRIAR BARN INN, ROWLEY**
- **LISA DARKE, NAUTI PEARL & NATIVE SUN, NEWBURYPORT AND NORTH ANDOVER**
- **MIKE GORMAN, MAPLES CROSSING, AMESBURY**
- **DENNIS PALAZZO, NEWBURYPORT YANKEE HOMECOMING COMMITTEE AND HEALTH INSPECTOR FOR HAMILTON AND DANVERS**
- **EDWIN SANTANA, TUSCAN SEA GRILL RESTAURANT, NEWBURYPORT**
- **JASON STEVENS, STREM CHEMICALS, NEWBURYPORT**

6:25 PM: 2022-2023 Board of Directors Announced

- **KEN ADAMS, ADAMS IMAGING SERVICES**
- **KATHY AIELLO, ATLANTIC HOSPITALITY GROUP**
- **FRANK BERTOLINO, NORTH SHORE REALTY GROUP**
- **PAT CANNON, CATCH EVENTS**
- **JEFF CHRISTENSEN, THE COTTAGE PLUM ISLAND**

- **MARY ANNE CLANCY, INSTITUTION FOR SAVINGS**
- **SUZANNE DUBUS, JEANNIE GEIGER CRISIS CENTER**
- **GINNY ERAMO, INTERLOCKS SALON & SPA**
- **REBECCA FORTADO, SALEM 5 BANK**
- **BOB JONES, NEWBURYPORT BANK**
- **CHRIS MCINTOSH, NORTSHORE MAGAZINE**
- **TOM NICHOLSON, FINNERAN & NICHOLSON, P.C.**
- **RICH RYAN, AFLCA/ BENEFITS**
- **CHRIS SKIBA, NEWBURYPORT DEVELOPMENT**
- **KELLEY SULLIVAN, ANNA JAQUES HOSPITAL**
- **MIKE TROTTA, CRYSTAL ENGINEERING**
- **AND NATHAN ALLARD, PRESIDENT OF THE GREATER NEWBURYPORT CHAMBER OF COMMERCE**

6:29PM Call to Close Board Meeting by Taunya Wolf- Motion Accepted

6:32PM: Election of Executive Board/Officers by Taunya Wolfe- Motion Accepted

THE NOMINEES FOR OFFICERS ARE:

REBECCA FORTADO, CHAIR

CHRIS SKIBA, CHAIR ELECT

SUZANNE DUBUS, VICE CHAIR

MIKE TROTTA, VICE CHAIR

BOB JONES, TREASURER

RICH RYAN, CLERK

KEN ADAMS, AT LARGE

AND, NATE ALLARD, NEWBURYPORT CHAMBER PRESIDENT

EXHIBIT B

Amended and Restated ByLaws

(attached hereto)

**AMENDED AND RESTATED BY-LAWS OF
THE GREATER NEWBURYPORT
CHAMBER OF COMMERCE & INDUSTRY, INC.**

EFFECTIVE AS OF MAY _____, 2023

**ARTICLE I
General**

Section 1.01 Name. This organization is incorporated under the laws of the Commonwealth of Massachusetts and shall be known as the Greater Newburyport Chamber of Commerce & Industry, Inc. (hereinafter referred to as the "Chamber")

Section 1.02 Purpose. The Chamber's mission is "To foster economic vitality and tourism that supports a diverse membership and enriches our community and quality of life." To accomplish this mission, we will:

- (A) Provide our Members with the tools, environment and leadership to achieve success.
- (B) Clearly define and communicate to our Members the value and benefit of membership.
- (C) Be inclusive and meaningful to all of our Members.
- (D) Advocate and lead on local, regional and national issues that affect our Members.
- (E) Encourage, nurture and attract business to and within the communities we serve.
- (F) Advocate for the best ecological, economic and environmentally sustainable practices while sustaining the heritage and character of the communities we serve.
- (G) Continually plan and evolve to meet our mission.
- (H) Attract new Members and sustain growth.

The actions of the chamber board, administration, and staff will always reflect our mission with the highest integrity and values.

Section 1.03 Service Area. The Chamber's primary service area includes, but is not limited to, the communities of: Amesbury, Newbury, Newburyport, Rowley, Salisbury, West Newbury, Georgetown, Ipswich and the cities and/or towns contiguous thereto.

Section 1.04 Limitation of Methods. The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code. In all activities, the Chamber shall be non-partisan, non-political, non-sectarian and non-discriminatory.

Section 1.05 Fiscal Year. The fiscal year shall end on December 31 of each year, or on such other date as the Board may determine.

ARTICLE II Membership

Section 2.01 Eligibility. The Chamber shall have Members, in accordance with the terms of these ByLaws. Any person, association, corporation, limited liability company, partnership, trust or other form of business organization having an interest in the purpose of the Chamber shall be eligible to apply to become a Member of the Chamber as determined from time to time by the Board.

Section 2.02 Admission.

- (A) Applications for membership shall be in writing, on forms provided for that purpose, signed by the applicant, and submitted online. Election of Members shall be by the Chamber's Board of Directors (the "Board") at any annual or special meeting thereof.
- (B) Any applicant so elected shall become a member in good standing upon payment of regularly scheduled dues as provided in Section 3.03 of ARTICLE III.

Section 2.03 Membership Categories and Dues.

(A) Categories.

(1) The Board, in its sole discretion, may from time to time establish different membership categories, within which each Member shall be placed at the time of its acceptance as a Member or thereafter, by the Board in its sole discretion, for the purpose of determining the dues payable for such membership.

(2) Honorary Membership. Distinction in public affairs shall confer eligibility to honorary membership. Honorary Members shall have all the privileges of Members and shall be exempt from the payment of dues. The Board shall confer or revoke honorary membership by a two-thirds vote upon the recommendation by the Executive Committee.

- (B) Dues. Membership dues shall be paid annually by the Members upon the annual anniversary of the Members admission to the Chamber or at such other time as the Board may determine, from time to time, at such rate or rates as may be from time to time prescribed by the Board.

Section 2.04 Termination and Resignation.

- (A) Any Member may resign from the Chamber upon written notification (by email, fax, mail, or hand delivery) to the President. The resigning Member shall not be entitled to a pro-rated refund of any dues.
- (B) A Member who fails to pay the applicable membership dues within ninety (90) days of its due date may have its membership terminated for non-payment of dues by

majority vote of the Board, unless otherwise extended for good cause.

- (C) Any Member's membership may be terminated by a three-quarters vote of the Board, at a regularly scheduled meeting thereof, for Good Cause, after notice and opportunity for a hearing before the Board, or before a duly authorized committee of the Board established by the Board. The term "Good Cause" shall include without limitation unethical, unprofessional or criminal conduct by a member or conduct that is deemed by the Board to be contrary to or damaging to the mission or reputation of the Chamber or such other conduct the majority of the Board may determine in good faith is injurious to the Chamber from time to time.

Section 2.05 Voting. Members shall have no power or authority to participate in the management of the Chamber. In furtherance thereof, Members have no right to vote on any matter(s) except as required by law or as the Board, in its discretion, determines, from time to time, to put to the Members for a vote to the extent required or permitted by law to be taken by Members of the Chamber. Any of the foregoing votes by members shall be taken by action or vote of the same percentage of the Board.

Section 2.06 Designation of Contact for Members. Any association, corporation, partnership, trust or other form of business organization holding membership may designate one person as the main contact to exercise the privileges of membership covered by its subscription and shall have the right to change its designate upon thirty (30) days advance written notice to the Chamber President.

Section 2.07 Annual Meetings of the Members. The Chamber shall hold meetings of the Members at least annually, or at such other interval as determined by the Board in its sole discretion at such date and time as specified by the Board from time to time. Notice of meetings of the Members shall include the purpose of the meeting and shall be mailed or emailed to each Member at the mailing address or email address on file with the Chamber at least five (5) days prior to such meetings.

Section 2.08 Quorum. At any duly called meeting of the Members, twenty-five (25) Members shall constitute a quorum.

ARTICLE III Board of Directors

Section 3.01 Powers. The affairs of the Chamber shall be managed by the Board who may exercise all the powers of the Chamber.

Section 3.02 Quorum. At any meeting of the Board, a majority of the directors then in office shall constitute a quorum. At any meeting of the Board at which a quorum *is* present, the vote of a majority of those present and voting, except as otherwise required by law or by these Bylaws, shall be sufficient to decide any question brought before such meeting.

Section 3.03 Composition of the Board of Directors.

- (A) The Board shall be composed of a minimum of fifteen (15) and a maximum of twenty-four (24) directors as determined, from time to time, by vote of the Board of Directors.
- (B) The directors shall be elected by the Board at the annual meeting of the Board to hold office as a director until the next annual meeting of the Board, or until a successor is elected pursuant to the terms of these Bylaws.

Section 3.04 Term of Office of Directors.

- (A) The term of office for each elected director shall be three (3) years, beginning at the close of the meeting in which the director was elected to the Board.
- (B) No director who has served two consecutive three-year terms is eligible for election for a third consecutive term. A period of one (1) year must elapse before eligibility is restored, except in the case of the sitting Chairperson whose term as Chairperson expires simultaneously with their sixth consecutive year as a director. In this instance, upon recommendation of the Executive Committee and approval by the Board, their eligibility to serve as a director may be extended for one (1) year. Paid staff, with the exception of the President, shall not be eligible for election to the Board.

Section 3.05 Meetings.

- (A) The Board shall meet annually at such date and time as specified by the Board from time to time, and the Board shall elect officers for the forthcoming year at such meeting.
- (B) Regular Board meetings may be held monthly, at such place and time as the Board may from time to time determine.
- (C) Special Board meetings may be called by the Chairperson or by written application of not less than one-third (1/3) of then directors of the Board.

Section 3.06 Notice. Seven (7) days' notice by mail, e-mail, telecopier, telephone or word of mouth shall be given for an annual, regular, or special meeting unless shorter notice is adequate under the circumstances. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director. The notice or waiver of notice shall include the date, time, place, and purpose thereof, and may include an advance agenda and minutes of the prior meeting.

Section 3.07 Adjournment. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 3.08 Action Without Meeting. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.09 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 3.10 Resignation. Any director may resign at any time by delivering such resignation in writing to the Chairperson or the President or by delivering such resignation to the Chamber at its principal office. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

Section 3.11 Vacancies. Any vacancy on the Board may be filled for the unexpired balance of the term by majority vote of the directors then in office. In the event of vacancies on the Board, the remaining directors may exercise the powers of the full Board until successors are elected.

Section 3.12 Removal. A director may be removed or suspended for the reasons and by the procedure set forth for members in **Section 2.04** above. Any director with four (4) unexcused absences from regular meetings of the Board in any one fiscal year shall automatically be removed as a member of the Board without notice to the affected director.

ARTICLE IV Officers of the Board

Section 4.01 Qualification, Term of Office, Election. The officers of the Board shall be elected by the Board at the Board's annual meeting and shall consist of a Chairperson, President, Treasurer, and Secretary, and such other officers, if any, as the Board may determine at any time or from time to time. An officer must be a director at the time of election and throughout their entire term as an officer. Officers serve at the pleasure of the Board. Officers shall hold office until the next annual meeting of the Board and until a successor is elected and qualified Officers may serve consecutive terms, except the Chairperson will not be eligible to serve more than two (2) consecutive one (1) year terms. The Officers' term of office shall commence at the close of the Board meeting at which they are elected.

Section 4.02 Duties of Officers.

- (A) **Chairperson:** The Chairperson shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the Members, the Board and the Executive Committee. The Chairperson shall support the President. The Chairperson shall, with advice and counsel of the Vice Chairs and the President, determine all committees and select all committee chairpersons. The Chairperson shall perform such duties and have such powers additional to the foregoing as the Board may designate from time to time.
- (B) **Vice Chairs.** The Chairperson shall designate a Vice Chair to exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The duties of the Vice Chairs shall be such as their titles' general usage would indicate, as well as those that may be assigned by the Chairperson and Board from time to time.
- (C) **Treasurer:** The Treasurer shall, subject to the direction of the Board, be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board. The Treasurer shall provide a monthly financial report to the Board. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate from time to time.
- (D) **Clerk:** The Clerk shall be a resident of the Commonwealth of Massachusetts and shall keep a record of the meetings of the Board and the Executive Committee. In the absence of the Clerk from any meeting, a temporary Clerk shall be designated by the presiding officer to perform the duties of the Clerk. The Clerk shall be responsible for maintaining the corporate minute book of the Chamber, and may delegate said responsibility for and on behalf of the Chamber to the Chamber's counsel. The duties of the Clerk shall be such as the title's general usage would indicate, as well as those that may be assigned by the Chairperson and Board from time to time. The Clerk shall serve as the Chamber's Resident Agent for purposes of the Chamber's public filings with the Secretary of State of the Commonwealth of Massachusetts.
- (E) **President:** The President shall be the chief administrative and executive officer of the Chamber and the executive director of the Board. The President shall have the general control and management of the Chamber's business and its affairs. The President shall cause to be prepared notices, agendas and minutes of meetings of the Board. The President shall perform such duties and have such powers additional to the foregoing as the Board may designate from time to time.
- (i) The President shall serve as advisor to the Chairperson and Vice Chairs on business and program planning and shall assemble information and data

and cause to be prepared special reports as directed by the business plan of the Chamber.

(ii) The President shall be a voting member of the Board, the Executive Committee and all committees, except the nominating Committee.

(iii) With the assistance of the Vice Chairs, the President shall be responsible for administration of the business plan in accordance with the policies of the Board.

(iv) The President shall be responsible for hiring, discharging, directing and supervising all employees.

(v) With the cooperation of the Treasurer and Finance Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board. The President shall also be responsible for the expenditure of all budget allocations.

(vi) The President shall be appointed by the Board to hold office at the pleasure of the Board.

Section 4.03 Resignation. Any officer may resign at any time in the manner prescribed for the Directors in **Section 3.10.**

Section 4.04 Vacancies. If any executive office becomes vacant, the Board shall fill such vacancy in the manner prescribed for filling vacancies on the Board in **Section 3.11.**

Section 4.04 Removal. An officer may be removed or suspended by a majority vote of the Board, at a regularly scheduled meeting thereof, for Cause, after notice and opportunity for a hearing before the Board, or before a duly authorized committee of the Board established by the Board. The term " Cause" shall include without limitation:

- (A) unethical, unprofessional or criminal conduct by an officer;
- (B) conviction of a felony;
- (C) fraud, misappropriation, engaging in a pattern of neglect, malfeasance, nonfeasance, and/or engaging in willful or gross misconduct;
- (D) substantial disregard of, or failure to perform or render, the duties and services consistent with the standard associated with one occupying the applicable office;
- (E) conduct that is deemed by the Board from time to time to be contrary to or damaging to the mission or reputation of the Chamber; and
- (F) such other conduct a majority of the Board may determine in good faith is injurious to the Chamber from time to time.

ARTICLE V

Committees

Section 5.01 Appointment and Authority.

- (A) **Appointment.** The Board may delegate such of their powers as they consider advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated, to such committees as the Board or the Chairperson may from time to time establish. Members of such committees shall be appointed for a term concurrent with the term of the appointing Chairperson, unless otherwise specified. Members of such committees must be Members of the Chamber, and unless otherwise specified need not be directors. Whenever feasible, a committee shall be chaired by a member of the Board.
- (B) **Non-Binding.** No action by any committee, (except the President in her/his discretion and capacity hereunder and under applicable law), director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board. All committees shall function only in an advisory capacity to the President, Chairperson, and the Board and shall have no independent authority to act or make decisions on behalf of the Board or the Chamber, except as otherwise enumerated in these Bylaws. The committees functions shall be to gather and distill information, to make recommendations, and to participate in events where applicable.

Section 5.02 Executive Committee. The Executive Committee shall consist of such number of members as the Chairperson determines from time to time and may include: the Chairperson, Chair Elect, Vice Chairs, the President, the Clerk, the Treasurer, and other directors. This Executive Committee's primary function is to advise and support the President; this committee shall also perform annual reviews of the President.

Section 5.03 Finance Committee. The Finance Committee shall consist of such number of members as the Chairperson determines from time to time and shall include the Treasurer and may include other members that shall be appointed by the Chairperson. It shall be the duty of this Finance Committee to meet at least quarterly, monitor the budget, consider and recommend changes to the budget during the fiscal year, to prepare a budget for the next fiscal year, and to submit it to the Board for approval no later than two (2) months prior to the annual Board meeting of each fiscal year, and to recommend a CPA to prepare the Chamber's annual tax returns. The Finance Committee may, from time to time, submit to the Board for approval supplements to the budget for the current fiscal year.

Section 5.04 Nominating Committee.

- (A) **Nominating Directors.** At the first meeting of the Board in a fiscal year, whether such meeting is the annual meeting, a regular meeting, or a special meeting, the Chairperson shall appoint a Nominating Committee consisting of such number of members as the Chairperson determines from time to time and shall include

members from each of the retail, service/professional, non-profit, and industrial sectors, plus the Chairperson elect, and the Chairperson shall designate one said member to be the Chairperson of the Nominating Committee. It shall be the duty of this Nominating Committee to solicit candidates for the Board from the membership and to submit a slate of candidates to the Board. The Board shall vote on whether to elect any of the recommended candidates to the Board at the next annual meeting of the Board. Each candidate must be an active Member in good standing and must agree, upon election, to accept the responsibility of directorship. The proposed slate should, in conjunction with sitting directors, be reflective of the overall membership composition.

- (B) **Nominating Officers.** At the first meeting of the Board in a fiscal year, whether such meeting is the annual meeting, a regular meeting, or a special meeting, this Nominating Committee shall solicit candidates from the Board to fill open officer positions. The Nominating Committee shall submit a slate of candidates for the officer positions to the Board. The Board shall elect the officers in accordance with the terms of **Section 4.01**.

Section 5.05 Standing Committees and Other Committees. The standing committees of the Chamber are as follows:

1. Economic Development Action Committee (EDAC);
 2. Retail Committee;
 3. Restaurant Committee;
 4. Membership Committee; and
 5. Such other committees as the Board may determine from time to time.
- (A) Additionally, the Chairperson of the Board or the President may form such ad hoc committees as necessary.
- (B) Committees shall be discharged by the Chairperson when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

Section 5.06 Committee Members.

- (A) The members of any committee shall remain in office at the pleasure of the Board. Committee Members may be appointed by the Chairperson in consultation with the President in his/her discretion, as deemed necessary and appropriate for each committee.
- (B) Each committee shall appoint a member to take minutes of any advisory decisions of the committee and submit report to the President prior to each Board meeting; in case of a director chairing a committee, the director shall make the report to the Board, otherwise such report shall be made by the President.

Section 5.07 Quorum. Except as otherwise provided, one third of the members then serving of any committee shall constitute a quorum at all meetings of such committee (unless there be only three members of such committee in which case two members shall constitute a quorum). Each committee must have a quorum in order to conduct the business of the committee.

ARTICLE VI Indemnification

Section 6.01 General. The Chamber shall to the extent legally permissible, indemnify each of its directors, officers, employees and other agents against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal), in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a director, officer, employee or agent, except with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Chamber provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for other expenses shall be provided unless such director, officer, employee or agent shall be found to have acted in the reasonable belief that their action was in the best interest of the Chamber by a disinterested majority of the Board and entitled to vote thereon.

Section 6.02 Good Faith. A person entitled to indemnification hereunder whose duties include service or responsibilities hereunder and under applicable law with respect to the Chamber shall be deemed to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Chamber or of the participants or beneficiaries of, or other persons with interests in, such Chamber to whom s/he had a duty.

Section 6.03 Payment of Indemnification. Where any indemnification or advance of expenses under this Article VI shall be paid, such indemnification or advance of expenses shall be paid promptly, and in any event within 30 days, after the receipt by the Chamber of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the Chamber shall have determined that the person is not entitled to indemnification pursuant to Section 6.01. If the Chamber denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Chamber.

Section 6.04 No Amendment. The right to indemnification under this section shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

Section 6.05 Benefit. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Chamber, apply to directors, officers and other persons associated with the constituent corporations that have been merged into or consolidated with the Chamber who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

Section 6.06 Non-Exclusive. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which Chamber personnel may be entitled by contract or otherwise under law. As used in this article, the terms "director", "officers", "employees", "agents" include their respective heirs, executors and administrators, and an "interested" party is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

ARTICLE VII Insurance

Section 7.01 Liability and Errors and Omissions Policy. The Chamber shall, for purposes of indemnification, at all times maintain an active liability and errors and omissions policy in an amount of not less than one million dollars. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Chamber in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Chamber if they shall be adjudicated to be not entitled to indemnification.

ARTICLE VIII Conflict of Interest

Section 8.01 Conflict of Interest. No contract or other transaction between the Chamber and any other person or organization and no act of the Chamber shall be affected by the fact that a director, officer, or employee of the Chamber has financial or other interest in such other person or organization. Any director, officer, or employee, individually, or any firm or corporation in which such director, officer, or employee may have an interest, may be a party to, or may have a financial or other interest in, any contract or transaction of the Chamber provided that the fact that such person, firm or corporation has such an interest shall be disclosed to or shall be known by the Board or a majority of the members thereof and provided further, that such person shall not vote upon such matter.

ARTICLE IX Confidentiality

Section 9.01 Confidential Information. It is imperative that all financial, business and membership information (“Chamber Information”) remain confidential. Each and all of the directors, officers, and agents of the Chamber acknowledge same and deem it to be in their respective individual and mutual best interests to keep confidential and non-public all Chamber Information, not to copy or use Chamber Information, except as otherwise agreed by majority of the Board.

ARTICLE X Dissolution

Section 10.01 Dissolution. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws or in the Articles of Organization, and no part of said funds shall inure, or be distributed, to the Board or Members. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in IRC Section 501(c)(3).

ARTICLE XI Miscellaneous

Section 11.01 Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with these Bylaws, the Articles of Organization, or any special rules of order the Board may adopt.

Section 11.02 Amendments. Any of these ByLaws may be altered, amended or repealed by a two-thirds vote of the Board present and voting at any meeting, provided that notice of the substance of the proposed alteration, amendment or repeal is stated in the notice of the meeting.

Section 11.03 Conflict. No provisions of these Bylaws shall conflict with any rules and regulations of the City of Newburyport. In the event of any conflict, the rules and regulations of the City of Newburyport shall control.

EXHIBIT C

Restated Articles of Organization

(attached hereto)

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

Examiner

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

Name
Approved

We, Nathan Allard, *President / *Vice President,

and Richard Ryan, *Clerk / *Assistant Clerk,

of Greater Newburyport Chamber of Commerce and Industry, Inc.,

(Exact name of corporation)

located at 38R Merrimac Street, Newburyport, MA 01950,

(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on May 18, 20 23, by a vote of: _____ members,

_____ directors, or _____ shareholders**,

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; OR
- In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein where there is an amendment to the Articles of Organization.

X The corporation is seeking approval of the Restated and Amended Articles from the Secretary of the Commonwealth pursuant to Mass. G. L. c. 180, Section 7A.

C
P
M
R.A.

*Delete the inapplicable words.

**Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

R.C.

ARTICLE I

The name of the corporation is:

Greater Newburyport Chamber of Commerce and Industry, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The Corporation's mission is "To foster economic vitality and tourism that supports a diverse membership and enriches our community and quality of life". The Corporation may engage in any activities in furtherance of such purposes which may lawfully be carried on by a corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The Corporation shall have one class of Members, as further set forth in the ByLaws of the Corporation.

ARTICLE IV

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

See Attachment Sheet #1.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

n/a

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

38R Merrimac Street, Newburyport, MA 01950

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Nathan Allard	7 Meaders Lane, Salisbury, MA 01952	38R Merrimac Street, Newburyport, MA 01950
Treasurer:	Robert Jones	63 State Street, Newburyport, MA 01950	38R Merrimac Street, Newburyport, MA 01950
Clerk:	Richard Ryan	24 Oak Street, Apt 1, Amesbury, MA 01913	38R Merrimac Street, Newburyport, MA 01950
Directors: (or officers having the powers of directors)	See Attachment Sheet #2.		

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is: Richard Ryan, 38R Merrimac Street, Newburyport, MA 01950

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

The original 1965 Articles of Organization, as amended, included only the name and the purposes of the corporation and the name of the then current officers and directors. These restated Articles add provisions addressing Members (Article III) and other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation or of its directors (Article IV).

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of May, 20 23,

_____, *President / *Vice President,

_____, *Clerk / *Assistant Clerk.

*Delete the inapplicable words. **If there are no such amendments, state "None".

THE COMMONWEALTH OF MASSACHUSETTS
RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter 180, Section 7)

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 _____ .

Effective Date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Finneran & Nicholson, P.C., Attn: Victoria G. Leisey, Esq.

30 Green Street

Newburyport, MA 01950

Telephone: 978-462-1514

Email: cases@finnic.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet #1

ARTICLE IV: Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

1. Powers of the Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors who may exercise all the powers of the Corporation.
2. Number of Directors. The Board of Directors shall be composed of a minimum of fifteen (15) and a maximum of twenty-four (24) directors as specified in the ByLaws.
3. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting of the Board.
4. Indemnification of Directors. The Corporation shall to the extent legally permissible, indemnify each of its directors, officers, employees and other agents against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal), in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a director, officer, employee or agent, except with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Corporation provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for other expenses shall be provided unless such director, officer, employee or agent shall be found to have acted in the reasonable belief that their action was in the best interest of the Corporation by a disinterested majority of the Board of Directors and entitled to vote thereon.
5. Dissolution. The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Bylaws or in these Restated Articles of Organization, and no part of said funds shall inure, or be distributed, to the Board of Directors or to the Members. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in IRC Section 501(c)(3).
6. Amendments to ByLaws. Any of the ByLaws may be altered, amended or repealed by a two-thirds vote of the Board of Directors present and voting at any meeting, provided that notice of the substance of the proposed alteration, amendment or repeal is stated in the notice of the meeting.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet #2

OFFICERS:

Chairperson: Rebecca Fortado - 303 Haverhill Street, Rowley, MA 01969

DIRECTORS:

1. Kenneth Adams Jr. - 15 Goldsmith Drive Newburyport, MA 01950
2. Nathan Allard - 7 Meaders Lane, Salisbury, MA 01952
3. Frank Bertolino - 10 Maple Terrace Newbury, MA 01951
4. Sarah Boucher - 25 Arthur Street Unit 2 Beverly, MA 01915
5. Pat Cannon - 185 High Street, Newburyport 01950
6. Jeff Caswell - 3 Jefferson Court, Newburyport MA 01950
7. Jeff Christensen - 4 Mcleod Ave Newbury MA 01951
8. Lisa Darke - 131 Northern Blvd Newbury, MA 01951
9. Ginny Eramo - 18 Temple Blvd Newbury, MA 01951
10. Rebecca Fortado - 303 Haverhill Street, Rowley, MA 01969
11. Michael Gorman - 4 Overbrook Road Middleton, MA 01949
12. Erin Lane - 5 Alderson Road, Ipswich MA 01938
13. John Moynihan - 416 Portland Street, Rochester NH 03867
14. Thomas Nicholson - 33 Goldsmith Drive, Newburyport, MA 01950
15. Dennis Palazzo - 67 Old Rowley Rd., Newbury, Ma 01951
16. Colleen Quinn - 25 Highland Ave Newburyport, MA 01950
17. Sandra Rochon - 100 Elliott Street Haverhill, MA 01830
18. Richard Ryan - 24 Oak Street, Apt. 1, Amesbury, MA 01950
19. Edwin Santana - 2 Emileo Lane Salem NH 03079
20. Christopher Skiba - 14 N. Atkinson Street Newburyport, MA 01950
21. Kelley Sullivan - 59 Hanover Street Newbury, MA 01951
22. James Williams - 10 Coombs Circle, Newburyport MA 01950