

**North Andover Merchants Association By-Laws**  
**Approved by North Andover Merchants Association Board on March 27, 2024**

**ARTICLE I**  
**GENERAL**

SECTION 1: NAME

This organization is incorporated under the laws of the state of Massachusetts and shall be known as the North Andover Merchants Association (NAMA).

SECTION 2. OBJECTIVES AND PURPOSES

- A. NAMA is organized exclusively for one or more of the purposes as specified in Section 501 © (6) of the Internal Revenue Code.
- B. The North Andover Merchants Association is organized to promote, enhance, and grow North Andover's business community. We wish to promote business networking support with a stay local, shop local philosophy. The specific objectives and purposes of NAMA shall be:
  - a. To foster business and community growth and development through programs designed to strengthen and expand the income potential of all businesses in North Andover
  - b. To strengthen public understanding of the necessary contribution that small business investment and employment makes toward the health and viability of the community.
  - c. To bring to the attention of its members and the general public, trends, conditions, opportunities and problems that may require community consideration.

**ARTICLE II**  
**MEMBERSHIP**

SECTION 1: ELIGIBILITY

Any person, association, corporation, partnership, or estate located in North Andover and having an interest in the objectives of the organization shall be eligible for membership.

SECTION 2: MEMBERSHIP LEVELS & FEES

Membership in the North Andover Merchants Association is organized into three tiers, with varying benefits associated with each tier. Membership tiers and associated benefits must be posted publicly. Changes can be made to membership dues structure with a majority vote of the Board of Directors.

SECTION 3: NUMBER OF MEMBERS

There shall be no limit on the number of members in the organization.

#### SECTION 4: APPLICATION FOR MEMBERSHIP

- A. New Membership Interested applicants must complete the publicly available membership application form and submit with payment to NAMA. Applications will be reviewed, and applicants will be made aware of their status. If an applicant does not meet the eligibility requirements stated in Article II Section 1, their membership fee will be refunded.
- B. Renewal of Membership: All members must submit payment within 30 days of the anniversary date to renew their membership. Reminders will be sent to members prior to renewal date. All members must complete a renewal form to confirm membership eligibility.

#### SECTION 5: TERMINATION (RESIGNATION, EXPULSION, AND DELINQUENCY)

- A. Any member may resign from the association upon written request to the board of directors. No refunds or partial refunds for membership dues will be provided.
- B. Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of NAMA, after notice and opportunity for a hearing are afforded the member complained against. No refunds or partial refunds for membership dues will be provided.
- C. Any member shall be considered expelled for nonpayment of dues after 60 days from the date due unless otherwise extended for good cause.

#### SECTION 6: VOTING

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast 1 vote.

#### SECTION 7: NON-LIABILITY OF MEMBERS

A member of NAMA is not, as such, personally liable for the debts, liabilities, or obligations of NAMA.

### **ARTICLE III MEETINGS**

#### SECTION 1: ANNUAL MEETING

The annual meeting of the corporation, in compliance with state law, shall be held during January of each year. The time and place shall be fixed by the board of directors and notice thereof emailed or mailed to each member at least 10 days before said meeting.

#### SECTION 2: ADDITIONAL MEETINGS

Due to the structure of the Board of Directors, the board is elected by the membership to represent all members of NAMA as outlined in these by-laws, general meetings, with the exception of the Annual Meeting, are not required. However, general meetings of NAMA may be called by the

president of the board at any time, or upon petition in writing of any 50% of members in good standing: notice of special meetings shall be emailed to each member at least 10 days prior to such meetings.

### SECTION 3: QUORUMS

At any duly called general meeting of the organization 15% members shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum.

### SECTION 4: NOTICES, AGENDAS, AND MINUTES

Written notice of all general meetings of the organization must be given at least 10 days in advance to full membership; for a board meeting 10 days advance notice to board members. An advance agenda and minutes must be prepared for all meetings.

### SECTION 5: CONDUCT OF MEETINGS

- A. Meetings shall be presided over by the President of NAMA or, in her or his absence, by the Vice President, or in the absence of both of these persons, by a person chosen by a majority of the directors present at the meeting.
- B. The Secretary of NAMA shall act as a secretary of all meetings provided that in her or his absence, the presiding officer shall appoint another person to act as a secretary of the meeting.
- C. The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the organization.

### SECTION 6: VIRTUAL MEETINGS

In accordance with state law signed in March 2023, all meetings may be held virtually. All the above guidelines will still apply.

## **ARTICLE IV DIRECTORS**

### SECTION 1: GENERAL DUTIES:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Organization, or these Bylaws.
- B. Determine the staffing needs, prescribe the duties and fix the compensation, in any, of all officers, agents and employees of NAMA.
- C. Attend all meetings at such times and places as required by these Bylaws
- D. Register their addresses (home, business and email) with the Secretary of NAMA, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

## SECTION 2: POWERS & RESPONSIBILITIES

- A. The policy-making responsibilities of the organization shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.
- B. The Board of Directors shall manage the activities, properties and affairs of NAMA.
- C. The Board of Directors may exercise all of the powers of NAMA, and delegate any and all such powers as it sees fit, subject to restriction imposed by the Articles of Organization, the Bylaws, and Non-Stock Corporation Act of the State of Massachusetts, Chapter 180 of the MA General Statutes, and Section 501© (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax code).

## SECTION 3: COMPOSITION OF THE BOARD

The board of directors shall be composed of not more than 11 and not less than 7 members. Each director shall be elected annually to serve for 1 year or until their successors are elected.

## SECTION 4: QUALIFICATIONS

Directors shall be of the age of majority in the Commonwealth of MA. Each director shall be a NAMA member in good standing.

## SECTION 5: SELECTION AND ELECTION OF DIRECTORS

- A. Nominating Committee.
  - a. At the regular October board meeting, the president(s) of the board shall appoint a nominating committee of 3 members of the organization. The president of the board shall designate the chair of the committee.
  - b. Prior to January 1st, the Nominating Committee shall present to the president a slate of no less than 7 candidates to serve 1 year terms. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. Current members of the board are eligible for election. There is no limit to the number of terms a board member may be elected to serve.
- B. Public Notice of Nominations and Determination
  - a. Upon receipt of the Nominating Committee's report, the president shall immediately by January 10<sup>th</sup>, notify the membership by mail or email of the names of persons nominated as candidates for directors.
  - b. A ballot shall present the names of all candidates arranged on a ballot in alphabetical order. Instructions will be to vote for no more than 11 candidates. The president shall email this ballot to all active members at least 15 days before the regular January board meeting. The ballots shall be returned to NAMA within 10 days.

- c. Up to eleven directors may be elected. The eleven nominees with the most votes will be elected to the board; however, a Director must receive at least five (5) member votes to be elected.
- d. The board of directors shall at its regular January board meeting declare the 11 candidates with the greatest number of votes elected.

#### SECTION 6: SEATING OF NEW DIRECTORS

All newly elected and appointed board members shall be seated at the regular February board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the January meeting.

#### SECTION 7: TERMINATIONS AND VACANCIES

##### A. Terminations

- a. A member of the board of directors who shall be absent from 3 consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.
- b. Any board member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of NAMA, after notice and opportunity for a hearing are afforded the member complained against.
- c. A member of board of directors may resign at any time by giving written notice to the Board of Directors or to the President of NAMA.

##### B. Vacancies

- a. The vacancy may be filled for the remainder of the term by appointment by the President. Alternatively, directors may choose by majority vote, to not replace a director vacancy provided the minimum number of seven (7) directors is maintained.
- b. In the event the vacating member is an officer, a member of the board shall be elected to that position by a majority vote.

#### SECTION 8. COMPENSATION

Directors shall serve without compensation for their services in such a capacity but may be reimbursed by the NAMA for their reasonable expenses and disbursements on behalf of NAMA.

#### SECTION 9 NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of NAMA.

## SECTION 10 MEETINGS AND NOTICE

Meetings of the Board of Directors shall be held at least four times per year at the discretion of the Board of Directors. Members of the board of directors must be notified of the next meeting at least 30 days prior to meeting date.

## SECTION 11 QUORUM FOR MEETINGS

Unless otherwise required by law, these Bylaws, or the Articles of Organization a quorum shall consist of a majority of the Board of Directors.

## SECTION 12 CONDUCT OF MEETINGS

- A. Meetings of the Board of Directors shall be presided over by the President of NAMA or, in her or his absence, by the Vice President, or in the absence of both of these persons, by a person chosen by a majority of the directors present at the meeting.
- B. The Secretary of NAMA shall act as a secretary of all meetings of the board, provided that in her or his absence, the presiding officer shall appoint another person to act as a secretary of the meeting.
- C. Copies of these Bylaws, and the latest annual financial statement must be available at each meeting.
- D. Minutes of the prior meeting must be distributed (if not already done), reviewed and approved as the first order of business of the meeting.
- E. The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of NAMA.
- F. Directors and alternate directors may attend the Board of Directors meetings. Each director will have one (1) vote. If any alternate director will be voting in place of a director at any meeting, the Board must be notified at the commencement of that meeting. Votes can be cast in person or via the phone or video conference.
- G. At the discretion of the president, a call for votes can be made outside of regular meeting. Votes can be cast via phone or email if necessary. Voting will be recorded as an addendum to previous month's minutes.

## SECTION 13 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Organization, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## SECTION 14 CONFLICT OF INTEREST

Board members are required to sign a Conflict of Interest Policy (attached as Appendix A). This policy is designed to both to protect the interests of NAMA members and to adopt best practice as proposed by the IRS.

## **ARTICLE V OFFICERS**

### SECTION 1: DETERMINATION OF OFFICERS

- A. The board of directors shall reorganize for the coming year after the first meeting at which the new board members are confirmed. Officers will be elected from members of the board of directors and must be in good standing.
- B. Nominations for officers will open immediately after the election of the board. Elections for officers will be held after the January meeting and will be elected by a simple majority vote subject to the quorum requirements and with each member having one (1) vote.
- C. In the event of an uncontested election, the board may vote on a slate of officers.
- D. If more than one person is nominated for an office, each officer will be elected individually.
- E. The board shall elect the president, vice-president, secretary, and treasurer.
  - a. Two members may share the office of president and be nominated as co-presidents
  - b. The offices of secretary and treasurer may be combined and held by the same member, if there are no members interested in holding the offices separately.
- F. All officers shall assume responsibilities immediately following this vote and remain for 1 year or until their successors assume the duties of office.

### SECTION 2: DUTIES OF OFFICERS

- A. President. The President shall be the Chief Executive Officer of NAMA and shall, subject to the control of the Board of Directors, supervise and control the affairs of NAMA and the activities of the Officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
  - a. The President shall preside at all meetings of the membership, board of directors, and Executive Committee
  - b. The President approves schedules, membership, publicity, and conduct.
  - c. The president shall be responsible for hiring, discharging, directing, and supervising all employees.
- B. Vice President The Vice President shall have other powers and perform such other duties as may be required by law, by the Articles of Organization, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
  - a. The Vice President shall, in the absence or disability of the President of the Board, have the power and perform all the duties of the President of the Board.
- C. Secretary: With the assistance of staff, perform all duties incident to the office of Secretary

and such other duties may be required by law, by the Articles of Organization, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

- a. Keep the minutes of all meetings of NAMA, and of the Board of Directors, and prepare them for distribution.
  - b. Certify and keep the original, or a copy, of these Bylaws, the Articles of Organization, the IRS tax exempt documents, yearly financial statements, income tax filing documents, and any other official Corporate documents, as amended or otherwise altered to date.
  - c. Keep an accurate and up to date list of the names, addresses (business and home), and phone numbers of the Board of Directors and their member companies by a method approved by the Board of Directors.
  - d. Produce and file timely and accurate reports to satisfy all state and federal filing requirements as would be expected of a tax-exempt nonprofit corporation.
  - e. Oversee yearly by-laws review to ensure that by-laws are up to date and appropriate.
- D. Treasurer.. In general, perform all duties incident to the office of Treasurer and such other duties may be required by law, by the Articles of Organization, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- a. The treasurer shall, with the assistance of staff, maintain a full account of all monies received and paid out, and report same to the Board of Directors at their monthly meetings, to the Association at the Annual Meeting, and at other times as required and shall submit an annual budget to the Board of Directors.

#### SECTION 10. COMPENSATION

The officers of NAMA shall not receive salaries from NAMA for their services in such capacity.

#### SECTION 11. NON-LIABILITY OF OFFICERS

The offices shall not be personally liable for the debts, liabilities or other obligations of NAMA.

#### SECTION 12. CONFLICT OF INTEREST

Attached at Appendix A is NAMA's Conflict of Interest Policy. Each office bearer must sign a copy of this upon taking office.

### **ARTICLE VII FINANCES**

#### SECTION 1: FUNDS



All money paid to the organization shall be placed in a general operating fund. Money may be transferred to a reserve account by majority vote of the board.

## SECTION 2: BUDGET

As soon as possible after the election of the new board of directors and officers, the Treasurer and staff shall submit a budget for the coming year to the board of directors for approval.

## SECTION 3: DISBURSEMENTS

- A. Upon approval of the budget, the staff is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.
- B. For expenses not previously approved in the budget, the staff of North Andover Merchants Association is authorized to make disbursements on accounts and expenses up to \$250 without additional approval of the board of directors.
- C. Disbursements shall be by check or card payment from the operating account. Disbursements greater than \$250 shall be approved by a majority vote of the board of directors.
- D. Expenses may be incurred for the cost of meals for attendees of board and general meetings of not more than \$10 per person. This does not include alcoholic beverages or entertainment during their meetings.
- E. Receipts must be retained for all disbursements.

## SECTION 4: REPORTS

- A. A financial report of receipts and disbursements must be presented to the treasurer for each month, reviewed by treasurer and presented to the board for acceptance within 60 days.
- B. At the end of each fiscal year, the Treasurer, with the assistance of staff, will complete an annual financial report outlining income and expenses and distribute it to all members of the Board of Directors.

## SECTION 5: FISCAL YEAR

The fiscal year of the North Andover Merchants Association shall end on December 31<sup>st</sup>.

## SECTION 6. GIFTS

The Board of Directors may accept on behalf of NAMA any contribution, gift, bequest, or device for the nonprofit purposes of NAMA.

## SECTION 7. INDEBTEDNESS

NAMA may not incur any debt greater than the cash assets of NAMA.

## **ARTICLE VIII AGENTS AND ATTORNEYS**

The Board of Directors may appoint such agents and attorneys, with such powers and to perform such acts and duties on behalf of NAMA, as the Board of Directors may determine.

## **ARTICLE IX EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of NAMA to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee, or director shall have any power or authority to bind by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **ARTICLE X IRS INTERNAL REVENUE CODE 501 (C) (6) TAX EXEMPT PROVISIONS**

### SECTION 1. LIMITATIONS ON ACTIVITIES

- A. NAMA shall not discriminate against any person on the basis of race, color, sexual orientation, national or ethnic origin, or religion.
- B. NAMA is primarily supported by membership dues and other income from activities substantially related to its exempt purpose.
- C. Notwithstanding any other provision of these Bylaws, NAMA shall not carry on any activities not permitted to be carried on by NAMA exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1986.

### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of NAMA shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that NAMA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of NAMA.

### SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of NAMA, its assets remaining after payment or provision for payment, of all debts and liabilities of NAMA shall be expended in such a way as to provide a benefit that is available to all members.

## **ARTICLE XI INDEMNIFICATION**

NAMA shall indemnify and hold harmless its directors, officers, employees, agents, and eligible outside parties to the fullest extent permissible under the relevant MA Act, the provisions of which are incorporated herein by reference. Notwithstanding the foregoing, NAMA may procure insurance providing greater indemnification and may share the premium cost with any member, director, officer, employee, agent or eligible outside party on any such basis as may be agreed upon.

## **ARTICLE XII AMENDMENT OF BYLAWS**

### SECTION 1. NOTIFICATION

Any member of the Board of Directors may propose a change to these Bylaws, or the Articles of Organization. Proposed changes must be published and distributed to the Board of Directors prior to the meeting.

### SECTION 2. VOTING

- A. All amendments to these Bylaws shall be passed upon a majority vote of a quorum of the Board of Directors.
- B. All amendments to the Articles of Organization shall be passed upon by a two-thirds (2/3) vote of the entire Board of Directors of NAMA. The Articles of Organization shall not be amended, however, to permit NAMA to engage in any activity which would be inconsistent with its classification as an organization described in Internal Revenue Code Section 501(c)(6).

## **Article XIII CONSTRUCTION AND TERMS**

- A. NAMA's Rules and Regulations shall be deemed to be part of these Bylaws, and shall be modified and adhered to according to these Bylaws.
- B. If there is any conflict between the provisions of these Bylaws and the Articles of Organization, the provisions of the Articles of Organization shall govern.
- C. In all cases where specific interpretation of these Bylaws (or any part thereof) becomes questionable, or in specific cases of errors or omissions within these Bylaws, the spirit of the rules shall prevail.
- D. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- E. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**Appendix A Conflict of Interest Policy**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing a member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

***As a member of the North Andover Merchants Association, I agree to policy as stated above and will adhere to the stated guidelines.***

**Name** \_\_\_\_\_

**Address** \_\_\_\_\_

**Signature** \_\_\_\_\_ **Date** \_\_\_\_\_