



**Bylaws  
of  
Newberry Main Street Organization**

***A Florida Non-Profit Corporation***

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## **Mission Statement:**

**Enhancing a downtown through sound economic  
development that promotes our future while  
preserving our past.**

## **Article 1 – Name**

**Section 1:** The name of the corporation shall be Newberry Main Street Organization, Inc. and shall be incorporated under the laws of the State of Florida

## **Article 2 – Purpose**

**Section 1:** The purposes for which this corporation is organized are to stimulate and restore viability to Downtown Newberry through preservation of its historic resources, education and;

- **Organization by encouraging cooperation and building leadership in the business community;**
- **Promotion by creating a positive image for downtown by promoting downtown as an exciting place to live, shop and invest;**
- **Design by improving the appearance of downtown through education, restoration, and preservation;**
- **Economic restructuring by providing educational and other services to strengthen and expand the economic base of downtown;**
- **Community Outreach by creating activities to promote a collective positive relationship of diverse citizens in the city;**
- **Travel and tourism as they relate to the above categories;**

**No part of the net earnings of Newberry Main Street Organization shall inure to the benefit of any of its members or any other individual; and Newberry Main Street Organization shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.**

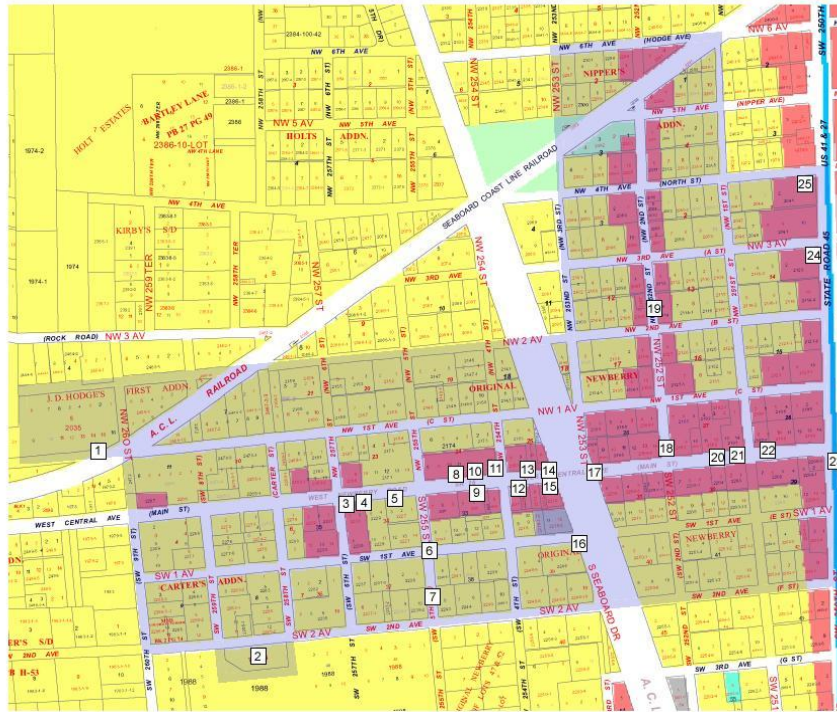
**Section 2:** It is the intent of Newberry Main Street Organization, Inc. to qualify as a non-profit, tax exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereinafter amended.

**Section 3: Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to private, non-profit Corporations which are an exempt organization as described in Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation shall be designated prior to dissolution.**

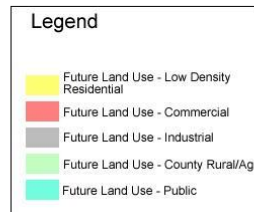
## **Article 3 – Program Area**

**Section 1: The program area of the Newberry Main Street Organization shall be that geographic area indicated on the attached map {Exhibit A}**

Downtown Newberry Local Program Area



Shaded area indicates boundaries of Local Program Area.



## Article 4 – Membership

**Section 1:** Any business, organization or individual interested in supporting the purposes of Newberry Main Street Organization may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of any dues as the Board of Directors may establish.

**Section 2:** The classes of members of Newberry Main Street Organization shall be as follows:

- Individuals

- **Small Business (less than 10 employees)/Non Profit Organizations**
- **Medium Business (11-50 employees)**
- **Large Business (more than 51 employees)/Financial Institutions**
- **Patron**
- **Sponsor**

**Section 3:** The Board of Directors shall establish annual dues, as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

**Section 4:** Any member may resign from membership upon giving written notice thereof to the Secretary. Members who resign from membership shall not be entitled to any Refund of dues paid.

**Section 5:** The Board of Directors may, as it discretion, suspend the voting privilege of any member who has been and remains in default of their financial obligations to Newberry Main Street Organization for a period of three (3) months or more.

**Section 6:** Any membership category other than individual shall designate its voting representative and an alternative-voting member upon obtaining membership. Change may be submitted in writing to the Secretary of Newberry Main Street Organization.

**Section 7:** Each person, regardless of the number of membership classes to which they belong, shall be entitled to one vote on each matter submitted to a vote of the members. A member may through a written proxy authorize another person to vote their proxy at all Members Meetings, but the person so authorized must also be a member.

## **Article 5 – Membership Meetings**

- Section 1:** An annual meeting of the membership shall be held in May at such time and place as may be determined by the Board of Directors for the purposes of electing directors and transacting such other business as may be properly brought before the meeting.
- Section 2:** Special meeting for the membership shall be held at any time and place as may be designated in the notice of said meeting, upon the call of the President or the Board of Directors either at their own request or upon written petition of at least five active members.
- Section 3:** Written notice of every meeting of the membership, stating the place, date and hour of the meeting shall be given either by mail or email to each member no less than three days before the date of the meeting, by the method designated on the application. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage thereon prepaid, addressed to the members at their addresses as they appear on the Newberry Main Street Organization record of membership or emailed at the address as written on the application.
- Section 4:** Ten percent (10%) of the active members present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meeting of the membership. if a quorum is not present or represented at any meeting of the membership, no normal business may be transacted and the meeting shall be for informational purpose only and may be adjourned until a later date. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.
- Section 5:** When a quorum is present or represented by proxy at any meeting, the vote of the majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

## **Article 6 – Board of Directors**

**Section 1:** A Board of no less than five (5) and no more than nine Directors elected by the members eligible to vote shall govern the Newberry Main Street Organization. The term of office for each Director shall be three (3) years, except that the term of office of the first Board of Directors after these by-laws are adopted shall be as follows:

- One shall be elected for one year
- One shall be elected for two years
- Two shall be elected for three years
- Two shall be elected for three years

Thereafter, one or two directors shall be elected at each Annual meeting of the members until all terms are at three years. Nominations to the Board shall be made at the organizational meeting and shall be set forth in the notice of the annual meeting. Each director shall hold office for the term to which they are elected and until their successor shall have been elected and qualified. Directors in office may be reelected for on consecutive term. The immediate past president's term as a full or ex-officio member of the board of directors, shall begin at the normal termination date of their term as President and shall continue to the next annual meeting, or until their term as director would normally expire.

**Section 2:** Any vacancy occurring on the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative majority vote of the current Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any Director may resign by submitting written notice to the Secretary. Any Director may be removed from office at any time with cause by the affirmative vote of two-thirds of the Directors. Any Director who is absent from two consecutive meetings

without just cause may be removed as a member of the Board of Directors.

**Section 3:** The Newberry Main Street Organization shall attend all meetings of the Board of Directors with the exception of Executive sessions.

**Section 4:** A regular bi-monthly meeting of the Board of Directors shall be held without notice other than these bylaws. By Resolution, the Board of Directors may provide the time and place for the holding of additional regular meeting of the board without other notice than the resolution.

**Section 5:** Special meeting of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place for the special meeting.

**Section 6:** Notice of the time, place and agenda for special meetings shall be given to each director either by personal delivery mail, email, phone or other accepted means no less than 24 hours before the meeting.

**Section 7:** At all meeting of the Board, 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 8:** 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 forth 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.

**Section 9:** All new members of the Board of Directors shall participate

**in an orientation program familiarizing them with the goals and objectives of Newberry Main Street Organization and with their responsibilities.**

**Section 10: Each member of the Board of Directors shall be a member of at least one standing committee.**

## **Article 7 – Committees**

**Section 1: Newberry Main Street Organization shall have at least the following standing committees: Promotion; Design; Economic Restructuring; Membership Development Finance and Outreach. Each committee shall consist of not less than three (3) members including at least one board member. Each committee chairperson shall be appointed annually by the President with the approval of the Board of Directors. In addition to these six standing committees there shall be an Executive Committee consisting of the elected officers.**

**Section 2: The Board of Directors may designate or appoint one or more ad hoc committees, in addition to the above-named standing committees, including a Nominating Committee. Other committees not having and exercising the authority of the Board of Directors in the management of Newberry Main Street Organization may be designed and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.**

## **Article 8 – Officers**

**Section 1: The officers of Newberry Main Street Organization shall be elected annually from and by the Board of Directors and shall consist of a President, Vice President, Secretary,**

**Treasurer and such other officers as may be deemed necessary.**

**Section 2: Except as hereinafter provided, the officers of the Newberry Main Street Organization shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.**

- **President – The President shall preside at all business meetings, but may at their discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The president shall be an ex-officio member of all committees and shall perform such duties as are usually incumbent upon that officer and such as may be directed by resolution of the Board of Directors. The term for the office of President shall be for one year and no more than two consecutive terms.**
- **Vice President – The Vice President shall have such duties and responsibilities as the President or the Board of Directors may from time to time prescribe. In the absence of the President, shall assume all duties and functions of the President. The term for the office of Vice-President shall be for one year and no more than two consecutive terms.**
- **Secretary – The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of Newberry Main Street Organization. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors and shall serve no more than three consecutive terms of one year each.**
- **Treasurer – The Treasurer shall maintain in good order all financial records of Newberry Main Street Organization. The Treasurer shall also have such other duties as may be assigned by the membership of the Board of Directors and shall work directly with the Finance Committee. The Treasurer shall serve no more than three consecutive terms of one year each.**

- **Temporary Officers – In case of the absence or disability of any officer of Newberry Main Street Organization and of any person authorized to act in their 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.**

## **Article 9 – Manager**

**Section 1: The Manager of Newberry Main Street Organization shall manage the daily operations of Newberry Main Street Organization. The manager shall be responsible for coordinating the implementation of Newberry Main Street Organization’s policies and projects and such other duties as the Board of Directors may require. The Manager shall receive for their services such compensation as may be determined by the Board of Directors.**

## **Article 10 – Finances**

**Section 1: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts and other instruments for the payment of money and all instruments of transfer of Securities shall be signed in the name and on behalf of Newberry Main Street Organization by the Treasurer.**

**Section 2: All funds of Newberry Main Street Organization shall be deposited from time to time to the credit of Newberry Main Street Organization 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 Newberry Main Street Organization any contribution, gift, bequest or device for the general purposes or for any special purpose of Newberry Main Street Organization.**

**Section 4:** Within 30 days of the election of the Board of Directors each year, the Board shall approve a Newberry Main Street Organization budget for the fiscal year. The approved Budget may be reviewed and revised periodically as deemed necessary by the board.

**Section 5:** An independent auditor shall audit the financial records of Newberry Main Street Organization as necessitated by Local, State or Federal Grants. Any required audit shall be scheduled within 60 days of the end of the fiscal year and completed within 6 months of the end of the fiscal year.

**Section 6:** Not later than 3 months after the close of each fiscal year, Newberry Main Street Organization shall prepare:

- A balance sheet showing in reasonable detail the financial condition of Newberry Main Street Organization at the close of the fiscal year;
- An accounting of the source and application of funds showing the results of the Newberry Main Street Organization during the fiscal year.

**Section 7:** Newberry Main Street Organization shall timely file with the Department of Agriculture the annual Solicitation of Contributions Registration, per Chapter 496 of the Florida Statutes.

**Section 8:** Newberry Main Street Organization shall timely file with the Internal Revenue Service Form 990 or 990EZ as required.

## **Article 11 – General Provisions**

**Section 1:** The fiscal year of Newberry Main Street Organization shall be July 1 to June 30.

**Section 2:** The corporate seal shall have inscribed thereon the name of Newberry Main Street Organization and the words “Corporate Seal” and “Florida”. The seal may be used by

**causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of Newberry Main Street Organization followed by the word “Seal” enclosed in parenthesis shall be deemed the seal of Newberry Main Street Organization.**

## **Article 12 – Amendments**

**Section 1: The membership shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by two-thirds vote of the membership present at any duly called meeting, provided that no such action shall be taken if it would in any way adversely affect Newberry Main Street Organization’s qualification under Section 501(c)(3) of The Internal Revenue Code of 1954 or corresponding sections of any prior or future law.**