

GORGEOUS WASHINGTON STREET ASSOCIATION

By-Laws

ARTICLE I – NAME, PURPOSE

Section 1. The name of this organization shall be the Gorgeous Washington Street Association (“Association”).

Section 2. The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time.

Section 3. The purpose of the Association is to promote, organize, and increase public awareness regarding arts, culture, and music in Downtown Binghamton.

Section 4. The Association is a non-profit organization. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

Section 5. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Notwithstanding any other provision of these by-laws, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II - MEMBERSHIP

Section 1. Membership in the Association shall be open to individuals or entities interested in promoting the Association's purpose.

Section 2. Application shall be made in writing upon a printed blank form prepared by the Executive Committee or by a committee designated by the Executive Committee for such purpose. The application is available at

www.gorgeouswashington.com. The application shall be submitted to Gorgeous Washington Street Association, PO Box 3179, Binghamton, NY 13902.

Section 3. The presentation of such an application shall be deemed and construed to be an agreement on the part of the applicant to fulfill, duly perform and abide by the Constitution, and all requirements therein contained; and to conform to, duly perform and abide by, all By-Laws, rules, regulations or resolutions, whether expressed in the Constitution, these By-Laws or otherwise, which may be in force at the time of the application or may thereafter from time to time be adopted.

Section 4. It shall be the duty of the Executive Committee, or a committee designated by the Executive Committee for such purpose, to prepare and keep a membership roll or list of members of the Association.

ARTICLE III - DUES AND FEES

Section 1. Annual dues shall be determined by the Executive Committee on an annual basis.

Section 2. Dues shall be paid at the time of initial application for membership and annually thereafter by January 1.

Section 3. Membership support entitles members to membership from either:

- a) January 1 to December 31; or
- b) After January 1: date of application, admission to membership and dues paid to December 31.

Section 4. Upon the default in excess of ten (10) days in payment of any dues, after notice thereof to the member, or, if dues have not been received by March 31, the Executive Committee may expel the delinquent member.

ARTICLE IV – MEMBER MEETINGS

Section 1. Annual Member Meeting

An annual meeting of members shall be held in January for the election of Officers to the Executive Committee at a place and time designated by the Executive Committee. Failure to hold such annual meeting of members shall not result in a default, termination, or dissolution of the Association. In such event the present Officers shall serve until the next meeting, whereupon successor Officers shall be elected.

Section 2. Special Member Meeting.

The Executive Committee or Chairperson may call other member meetings at their discretion and provide members Notice as set forth in Section 4.

Section 3. No business may be conducted at any Annual or Special member meeting without a quorum. A quorum at any member meeting shall be considered three (3) members. Unless otherwise provided herein, any matter that requires member approval may be approved by an affirmative vote of a majority of members present and voting at any meeting of the members.

Section 4. Notice of meetings

Except as provided elsewhere in these By-Laws or the Constitution, notice of any regular, special or annual member meeting or Executive Committee meeting shall be given at least three (3) working days in advance via e-mail, telephone, hand delivery or first class mail ("Notice"), which Notice shall include the time and place of such meeting and, for special meetings, the purpose and specific business to be transacted at such special meeting.

ARTICLE V – ELECTIONS OF THE EXECUTIVE COMMITTEE

Section 1. Up to two (2) representatives from any corporate or group member of the Association may run for an Officer position. The vote on such Officers shall be held at the annual Meeting.

Section 2. A candidate receiving a majority of all votes cast by members in attendance at the annual Meeting shall be elected. If no candidate for any one office has received a majority of all votes cast, a second ballot shall be taken for the candidates who received the highest and next highest votes for said office.

Section 3. The Officers of the Executive Committee shall assume their positions immediately following their election.

Section 4. If two (2) representatives are elected from a single corporate or group member, while they will each have a vote on the Executive Committee, the member still only has one vote in any vote or consent of the members.

ARTICLE VI - DUTIES OF THE EXECUTIVE COMMITTEE

Section 1. The Chairperson shall act as the presiding Officer for all Executive Committee business and affairs, shall preside at all meetings of the Association, shall establish meeting agendas, shall preserve order and decorum and shall have full power and authority to enforce the same. The Chairperson shall see that all other Officers perform their respective duties and shall cast the deciding vote in all instances of a tie and shall represent the Association to the public.

Section 2. The Vice-Chairperson shall assist the Chairperson in the execution of the duties of the Chairperson and in the absence of the Chairperson, shall perform the duties of the Chairperson. The Vice Chairperson shall perform such other duties as may be reasonably assigned by the Chairperson. In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall perform the duties of the Chairperson for the remainder of the unexpired term.

Section 3. The Secretary shall keep minutes of the Association meetings and shall have charge of all correspondence. The Secretary shall send Notice to each member of meetings or any other important announcement. The Secretary shall maintain, deliver and transfer to their successor, all books, papers, and all other property in their possession or control belonging to the Association. The Secretary shall perform such other duties as may be reasonably assigned by the Chairperson. The Secretary shall be responsible for keeping a current member roster.

Section 4. The Treasurer shall keep accurate records of the finances of the Association and a dues account for each member. The Treasurer shall collect and receive all money of the Association and shall keep an accurate account of the receipts and disbursements. The Treasurer shall submit a financial report at each meeting of the Association and a budget at the annual meeting. No disbursements shall be made without the approval of two (2) Officers of the Executive Committee. The Treasurer shall maintain, deliver and transfer to their successor, all books, papers, funds and all other property in their possession or control belonging to the Association. The Treasurer shall perform such other duties as may be assigned by the Chairperson.

Section 5. The Member Chairperson shall be a member elected from the general membership at the annual meeting comprise a fifth member of the Executive Committee. The Member Chairperson shall actively promote the organization for the members. The Member Chairperson shall attend meetings of the Executive Committee and the members.

Section 6. Any vacancy occurring in an elective office, other than Chairperson, shall be filled for the unexpired term of such office by a majority vote of the remaining members of the Executive Committee.

Section 7. Should an Officer be absent at three (3) consecutive meetings or attend less than five (5) meetings in any six (6) month period, their office may be declared vacant by a majority vote of the remaining members of the Executive Committee.

Section 8. An Officer may resign at any time for any reason by giving the Secretary and Chairperson written notice. Any Officer may be removed from office with or without cause by a majority vote of the Executive Committee.

Section 9. No Officer shall receive any compensation for performing any Association duties. The Association shall only use its funds to accomplish the purposes of the Association and no part of such funds shall inure to the benefit of or be distributed to its members, Officers or private persons, except the Association shall be empowered to pay reasonable compensation for services rendered or provided to or on behalf of the Association.

ARTICLE VII - MANAGEMENT

Section 1. Consistent with the Constitution, the management of the Association shall be vested in and its affairs handled by the Executive Committee.

Section 2. The Executive Committee shall hold regular meetings each month at a place and time designated by the Chairperson. Notice of the meeting shall be given to the Officers at least three (3) working days in advance via e-mail, telephone, hand delivery, or first class mail. A quorum at any Executive Committee meeting shall be considered three (3) Officers. Members may request items be placed on the agenda for any Executive Committee meeting upon the written request of three (3) or more members received not less than three (3) working days prior to any such meeting.

Section 3. The Executive Committee shall keep a record of its proceedings, shall provide access to the written Executive Committee minutes to the members at the Annual meeting and shall report at any regular or special meeting of the members of the Association any business that comes before the Executive Committee which requires the action of the members.

Section 4. The Executive Committee shall have charge of and supervision over the general management and the business of the Association, and in addition to the powers conferred expressly by these By-Laws, may exercise all such powers and do

all such acts and things necessary to carry out the business of the Association including, but not limited to, entering into contracts and agreements to further the goals and purposes of the Association; provided however, the members reserve the following for their approval:

- a) the right to change or amend the Constitution or By-Laws, as more specifically set forth therein and herein; and
- b) the dissolution of the Association.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of this conflict of interest policy is to protect the interests of the Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Association or might result in an excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Applicability of Policy

This policy shall apply to any Association member or representative of that member who has a direct or indirect financial interest, as defined below.

Section 3. Definition of financial interest

A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

- (a) an ownership or investment interest in any entity with which the Association has a transaction or arrangement;
- (b) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this Article, a person who has a financial interest

may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists.

Section 4. Procedures for disclosing a financial interest

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 Executive Committee considering the proposed transaction or arrangement.

Section 5. Determination of conflicts of interest

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

Section 6. Procedure when conflict of interest is found

- (a) If a conflict of interest is found, the person with the conflict of interest may not be present at or participate in committee deliberations or vote on the matter giving rise to such conflict.
- (b) An individual with a conflict of interest may not attempt to improperly influence the deliberations or voting on the matter giving rise to such conflict.

Section 7. The existence and resolution of an actual or potential conflict must be properly documented, and included in the minutes of any meeting at which the conflict was discussed or voted upon.

The minutes shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, and the nature of the financial interest;
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with proceedings; and
- (c) Any action taken to determine whether a conflict of interest was present and the Executive Committee's decision as to whether a conflict of interest in fact existed.

Section 8. Potential conflicts of interest statements

Each Executive Committee member must submit to the Secretary prior to initial election to the Committee, and annually thereafter, a written statement identifying, to the best of the member's knowledge, any entity of which the member is an officer, director, trustee, member, owner, or employee and with which the Association has a relationship, and any transaction in which the Association is a participant and in which the member might have a conflicting interest.

ARTICLE IX - AMENDMENTS TO THE BY-LAWS

Section 1. Amendments to these By-Laws may be proposed by the Executive Committee or by petition of any ten (10) members of the Association.

Section 2. Any properly-proposed amendment shall be put to vote at any meeting of the Association after Notice to members. The amendment shall be adopted only upon two-thirds (2/3) affirmative vote of all members present and voting at the meeting.

Section 3. Notice of any proposed amendment(s) shall be provided to all members at least ten (10) days prior to the meeting at which the proposed amendment(s) is to be voted upon.

Section 4. Should a voted amendment to these By-Laws lack the required two-thirds (2/3) affirmative vote necessary, the amendment shall not be submitted for additional discussion at the current meeting except with permission of the Chairperson. Such amendment may be resubmitted for approval at a later meeting of members upon the notice required herein.

ARTICLE X – COMMITTEES

Section 1. Standing Committees

The Executive Committee may establish such committees as it deems appropriate. All committees shall be comprised of members and shall be appointed by the Executive Committee at the first regular meeting following the annual meeting for a two-year term. All committees shall act by majority vote.

Section 2. The Executive Committee may, at any time and upon majority vote of the Executive Committee, dissolve any Standing Committee created pursuant to this

Article if the Executive Committee determines that the Standing Committee is no longer necessary for the successful operation of the Association.

ARTICLE XI - DISSOLUTION OF THE ASSOCIATION

Section 1. The Association may be dissolved consistent with the provisions of this Article at a special meeting held for such purpose.

Section 2. The Association may be dissolved by an affirmative vote of two-thirds (2/3) of all members present and voting at the meeting.

Section 3. Upon dissolution or final liquidation, and after paying or making provisions for payment for all lawful debts and liabilities of the Association, the Executive Committee shall cause any Association assets to be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall distribute such assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.