

# **Trinity Square Together, a Rhode Island Non-Profit Corporation By-Laws**

## **ARTICLE 1**

### **Name and Principal Office of Corporation**

*Section 1.* The name of this corporation shall be Trinity Square Together (hereinafter referred to as "TST"). The principal offices shall be determined from time to time by the Board of Directors of TST.

## **ARTICLE 2**

### **Purpose**

*Section 1.*

Trinity Square Together's (TST) mission is to bring together nonprofit service providers, businesses, churches, residents, property owners, public agencies and others in collaboration to make Trinity Square a better place for all. TST hosts events, creates public art, promotes the area and its businesses, and cares for the square. TST advocates for safer streets, better public space, new homes, jobs, and more healthy goods and services for all. While every TST member has their own goals, interests, and needs—we all recognize that there are many things we can only accomplish by working together.

*Section 2.* It is the intent of the Program to qualify as a nonprofit, taxexempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings shall inure to the benefit of any of its members or any other individual; and TST shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. TST may receive, administer and distribute funds in connection with any activities related to the above purposes.

*Section 3.* Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

## **ARTICLE 3**

### **Program Area**

*Section 1.* The Program Area shall be that geographic area indicated on the attached map [Exhibit A].

## **ARTICLE 4**

### **Membership**

*Section 1.* Any person may become a member of TST by attending at least three (3) General Meetings, beginning on January 1, 2024. (Discuss Any Exclusions? Electeds? City Staff? Etc.)

*Section 2.* Any person who misses six (6) consecutive meetings without excuse for illness or similar extenuating circumstances, shall cease to be a member upon such sixth missed meeting.

*Section 3.* Members may represent themselves or an organization (such as a business, church, or nonprofit). Members speaking on behalf of an organization must certify that they are empowered by their organization to so represent them.

*Section 4.* A member may resign from membership at any time by providing written notice to the Secretary.

## **ARTICLE 5**

### **Membership Meetings**

*Section 1.* TST will hold regular General Meetings open to the public, at a time and place set by the Board of Directors, and publicly advertised. These shall not be less often than once per month. Meetings may be held in person or virtually. At least two meetings per year shall be held in person, including the Annual Meeting, below.

*Section 2.* General Meetings will be a time for Members and guests to share updates, have discussions and ask questions, as well as discuss and vote of specific action items. An agenda and any supporting materials will be distributed to the Members by email by end of business two days prior to the meeting to notify members of any potential discussions and votes and allow Members to review materials prior to the meeting. The Agenda will typically be set by the Board Chair and/or Secretary. Members can vote to add an item to the following meeting's agenda.

*Section 3.* An annual meeting of the Members shall be held in December of each year at a time and place to be determined by the Board of Directors, to review TST's work of the previous year, to discuss plans for the year to come, and to elect Officers and Directors.

*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 meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation or by these Bylaws.

*Section 5.* When a quorum is present or represented by proxy at any meeting, the vote of a 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.

*Section 6.* Members who are unable to attend a meeting may communicate their votes on matters to other Members or Directors in writing who may serve as their proxy.

*Section 7.* Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Program when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

## **ARTICLE 6**

### **Board of Directors**

*Section 1.* TST shall be governed by a Board of at least seven (7) and no more than fifteen (15) Directors elected by the members eligible to vote. The term of office for each Director shall be one (1) year

A new slate of Directors and Officers shall be elected at each Annual Meeting of the Members. Nominations to the Board shall be made by the Governance Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which they are elected and until their successor shall have been elected and qualified.

*Section 2.* Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

*Section 3.* The TST Program Director shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

*Section 4.* The TST Board of Directors may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings of the Board may be called by the President or by the Executive Committee or by four or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, phone, E-mail or fax at least five (5) days before the meeting.

*Section 5.* At all meetings 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 6.* 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 7.* All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of TST and with their responsibilities.

*Section 8.* The Board of Directors shall have final decision making authority over:

- a. Personnel matters, including hiring, firing, evaluating, setting compensation of staff
- b. Financial matters, including budgets, banking, contracts, grants, etc.
- c. Amending the by-laws

## **ARTICLE 7**

### **Committees**

*Section 1.* TST shall have at least five (5) standing committees, which shall be titled Arts & Events, Streets & Buildings, Health & Safety, Governance, and Executive committees. Each committee shall consist of not less than three (3) members, and shall have as chairperson a member of the TST Board of Directors who shall be responsible for directing and coordinating the affairs of the committee. In the event the chairperson is not a board member, a board member should serve on the committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.

*Section 2.* The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the abovenamed standing committees, including, without limitation, an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of TST. Other

committees not having and exercising the authority of the Board of Directors in TST management may be designated 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 TST officers shall be elected annually by the membership and shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary.

*Section 2.* Officers shall be elected at the annual meeting of the membership. All officers shall be elected by a majority of the eligible voting members present in person.

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

A. *President.* The President shall preside at all business meetings, but may at his or her discretion, or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

B. *Vice President.* The Vice President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

C. *Secretary.* The Secretary shall record and maintain in good order Minutes of all TST meetings and all records and correspondence of the organization, and shall email the Minutes of each General Meeting to all members within a week from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.

D. *Treasurer.* The Treasurer shall maintain in good order all TST financial records. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.

F. *Temporary Officers.* In case of the absence or disability of any TST officer and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

## **ARTICLE 9**

### **Program Director**

*Section 1.* The TST Program Director shall manage the TST daily operations. The Program Director shall be responsible for coordinating the implementation of policies and projects and such other duties as the Board of Directors may require. The Program Director shall receive for his or her 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 manner, 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 TST by any two (2) of the following people: the Program Director, the Board President or Treasurer.

*Section 2.* All funds of the Program shall be deposited from time to time 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 TST any contribution, gift, bequest or device for the general purposes or for any TST special purpose.

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

## **ARTICLE 12**

### **General Provisions**

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

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

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

## **ARTICLE 12**

Section 1 — Liability: No Director will be personally liable to TST for monetary damages for breach of such Director's duty as a Director, except for liability for: (i) any breach of the Director's duties; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the Director derived an improper personal benefit.

Section 2 — Insurances: Reasonable and adequate coverage will be maintained to protect the interests and liabilities of TST as well as the Board of Directors and TST employees.

## **ARTICLE 13**

### **Amendments**

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

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