

The New England Council, Inc.

BYLAWS

ARTICLE 1

Name, Purposes, Corporate Seal, and Fiscal Year

Section 1. Name. The name of this corporation is The New England Council, Inc. (also known as The Council).

Section 2. Purposes. The purposes of the Council shall be:

To foster the growth of the competitive enterprise system of business in New England;

To develop and maintain comprehensive views of New England conditions and problems;

To secure recognition of the commonality of economic interests specific to the New England region that transcends current political boundaries;

To bring together the interests most concerned with any New England problem, and to promote cooperative action by such interests;

To enable New England to speak with a single voice and to act with a united purpose;

To promote the adoption of policies best calculated to further New England's development and prosperity, consistent with the national interest, and through existing organizations, to secure constructive coordinated action in support of such policies and;

To carry on any other activity without profit to the organization or any private individual (within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986), consistent with these Articles and which may lawfully be carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws.

~~Section 3. Corporate Seal. The seal of the Council shall consist of two concentric circles with the words "The New England Council, Inc., Mass. 1955," and in the center shall be inscribed an outline map of the New England states and "N.E.C."~~

Section ~~4~~ 3. Fiscal Year. The fiscal year of the Council shall be from January 1 through December 31 of each year.

ARTICLE 11  
Members

Section 1. Qualification. Members of the Council shall include all persons, firms, corporations, associations and other entities who are interested in the economic well-being of New England and who wish to preserve and promote the objects of the Council. Except as provided in Article III, section 4, multiple corporations or distinct business entities that are part of a group or holding company shall be deemed a single member for the purpose of qualification to serve on the Board of Directors. A member must agree to adhere to all Bylaws, policies and procedures adopted by the Council and must pay annual membership dues as fixed by the Council from time to time.

Section 2. Application and Admission. All applications for membership shall be subject to the approval of the executive committee. Each applicant shall become a member upon payment of the appropriate level of annual dues.

Section 3. Tenure. Each member shall hold office so long as its annual dues are paid, or until the sooner of its date of death, dissolution, resignation, removal or disqualification.

Section 4. Powers and Rights. In addition to the right to elect directors as provided in Article III, Section 3 and such other rights as are vested in them by law, the Articles of Organization or these Bylaws, the members shall have such other powers and rights as the Board of Directors may designate.

Section 5. Annual Meeting. The Annual Meeting of the membership shall be held at a time and place reasonably convenient for the members as shall be determined from time to time by the Board of Directors.

Section 6. Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by the ~~Chairman~~Chair, or Vice ~~Chairman~~Chair upon written application of at least ten percent of the members. Special meetings must be convened within thirty days of a written application by such members.

Section 7. Notice. Thirty days notice shall be given of all meetings stating the date, purpose, time and place of such meeting.

Section 8. Quorum-and Voting. Ten per cent of the members shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization or these Bylaws.

Section 9. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed at least one day before being voted with the Clerk or some other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holder thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting.

## ARTICLE 111 Board of Directors

Section 1. Powers. The general management of the affairs of the Council shall be vested in a Board of Directors who shall have and may exercise all the powers of the Council except those powers reserved to the members by law, the Articles of Organization or these Bylaws.

Section 2 Qualification. Directors shall be principals, partners or officers of members whose annual Council dues are not less than \$5,000. The Board of Directors may waive or vary one or more of these requirements in circumstances where the quality of the Board would be enhanced. Such waiver or variance is subject to a two-thirds vote of the Board.

Section 3. Number and Election. Except for the Council's President, directors shall be elected by the members at their annual or special meeting, with each such director holding office until the director dies, resigns, is removed or otherwise becomes disqualified. The board of directors shall consist of not fewer than 30 or more than 100 directors. Subject to these limitations, the board of directors may increase or decrease the number of directors at any meeting of the board. Any vacancies on the board of directors, including vacancies resulting from the enlargement of the board, may be filled by vote of a majority of the remaining directors present at any meeting of the board at which a quorum is present, with each such director holding office immediately but to be elected and qualified by the members at the next meeting of the members at which directors are elected.

Section 4. Composition. The composition of the Board of Directors shall be geographically representative, with a goal of having at least two directors from each of the SIX New England states and shall be further representative of the industries and interests of the membership. To achieve such representation, a single member may be represented by more than one, but not more than two, directors, provided each meets the minimum dues as specified in Section 2 of this Article. Additionally, the President of the New England Council shall serve as a member of the Board of Directors.

Section 5. Term Office. Each director shall hold office until the director dies, resigns, is removed or otherwise becomes disqualified

Section 6. Committees. The Board of Directors 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 of Directors may from time to time establish.

Section 7. Meetings. The Board of Directors shall meet at least once annually.

Section 8. Special Meetings. Special meetings of the Board may be held at any reasonable time and at any reasonable place when called by the ~~Chairman~~Chair of the Board, the President or by one third of the directors.

Section 9. Notice of Meetings and Waiver. Thirty days' notice shall be given of all meetings stating the date, purpose, time and place of such meeting. Whenever any written notice is required to be given by these Bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 10. Quorum. At any meeting of the directors, one-fourth of the directors then in office shall constitute a quorum. When a quorum is present, voting at a meeting shall be by majority vote except as required by law, the Articles of Organization or these Bylaws.

Section 11. Action by Writing. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all of the directors consent to the action in writing and the written consents are filed with the records of the meeting of the Board. Such consent shall be treated for all purposes as a vote at a meeting.

Section 12. Telephone Participation in Meetings. Members of the Board or any committee may participate in a meeting of the Board of Directors or such committee by means of audio or video conference or similar communication by means of which all persons participating in the meeting can hear each other at the same time. Participation in such manner shall constitute presence in person at such meeting.

## ARTICLE IV

### Officers

Section 1. Enumeration. The officers of the Council shall consist of a ~~Chairman~~Chair of the Board, a Vice ~~Chairman~~Chair, a President, a Treasurer, a Clerk and such other officers as the Board of Directors may from time to time appoint.

Section 2. Nomination and Election. The ~~Chairman~~Chair, Vice ~~Chairman~~Chair, Treasurer, and Clerk shall be elected by and from the directors at the time of the annual meeting. The executive committee shall meet prior to the annual meeting of the Board of Directors or any special meeting in lieu thereof, to consider nominations for the then expiring terms of the elected

offices of the ~~ChairmanChair~~, Vice ~~ChairmanChair~~, Treasurer, Clerk and any other office created by the Board.

Section 3. Term. The elected offices of the ~~ChairmanChair~~, Vice ~~ChairmanChair~~, Treasurer, Clerk and others, as the Board may see fit to appoint, shall each have a term of two years and shall serve until the elected officer's successor is chosen and qualified, or in each case, until the elected officer sooner dies, resigns, is removed or becomes disqualified. Each officer shall retain the authority of the office held at the pleasure of the Board.

Section 4. Powers. The officers shall have the powers and perform the duties belonging to their respective offices as listed below:

- (a) ~~ChairmanChair~~ of the Board. The ~~ChairmanChair~~ of the Board shall be the chief elected officer of the Council and shall preside at all meetings of the members and the Board of Directors, except as the Board shall otherwise determine, and shall have such other powers and duties as may be determined by the Board.
- (b) Vice ~~ChairmanChair~~. The Vice ~~ChairmanChair~~ shall serve as assistant to the ~~ChairmanChair~~ of the Council, and shall have and may exercise all the powers and duties of the ~~ChairmanChair~~ during the absence of the ~~ChairmanChair~~ or in the event of the ~~ChairmanChair~~'s inability to act. The Vice ~~ChairmanChair~~ shall also have such duties and powers as the Board shall determine.
- (c) President. The Board shall employ a salaried staff head who shall have the title of President or President and Chief Executive Officer of the corporation and whose terms and conditions of employment shall be specified by the Executive Committee of the Board of Directors. The President shall be charged with the general supervision and management of the business affairs of the Council. The President shall engage, discharge and have supervision over all employees, including fixing their duties and compensation in accordance with policies and practices approved by the Executive Committee or by the Board of Directors. The President shall prepare and maintain a statement of all Council policies as determined by the Board of Directors and shall recommend a plan whereby such policies may be reexamined, reaffirmed or rescinded by the Board of Directors.
- (d) Treasurer. The Treasurer shall be the chief financial officer and chief accounting officer of the Council. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other Federal or State agencies. The Treasurer shall have such other duties and powers as designated by the Executive Committee or by the Board.
- (e) Clerk. The Clerk shall act as agent for service of process, and shall prepare correspondence, preserve the records, documents and communications and maintain or cause to be maintained

an accurate record of the meetings of the Council's members and directors. The President shall serve as the Clerk, unless otherwise determined by the Board.

## ARTICLE V

### Resignations, Removals, and Vacancies

Section 1. Resignation. Any member, director or officer may resign at any time by delivering his resignation to the ~~Chairman~~Chair of the Board, the President or the Clerk. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 2. Removals. A director may be removed with or without cause by the vote of a majority of the members, or directors, then in office. An officer may be removed with or without cause by the vote of the majority of the directors then in office. A member may be removed for cause by the Board of Directors only after reasonable notice and opportunity to be heard.

Section 3. Forfeiture. No member shall have the right to continue its membership in the Council if such member fails to conform to the stated policies, Bylaws and procedures of the Council, or to pay membership dues within a reasonable period after the due date.

Section 4. Vacancies. Any vacancies on the board of directors, including vacancies resulting from the enlargement of the board, may be filled by vote of a majority of the remaining directors present at any meeting of the board at which a quorum is present, with each such director holding office immediately but to be elected and qualified by the members at the next meeting of the members at which directors are elected.

The Board shall elect a successor if the office of the ~~Chairman~~Chair, Vice ~~Chairman~~Chair, Clerk or Treasurer becomes vacant and may elect a successor if any other office becomes vacant, except that in the case where the office of ~~Chairman~~Chair becomes vacant, the Vice ~~Chairman~~Chair shall serve in his or her place. Each such successor shall hold office for the unexpired term, and in the case of the ~~Chairman~~Chair, Vice ~~Chairman~~Chair, Treasurer and Clerk, until the said officer's successor is chosen and qualified.

## ARTICLE VI

### Standing Committees

Section 1. Executive Committee. The members of the Executive Committee shall include the: Immediate past ~~Chairman~~Chair, ~~Chairman~~Chair of the Board, Vice ~~Chairman~~Chair, President, Chair of the Legislative Committee, Chair of Budget Committee, Chair of the Compensation and Benefits Committee, and such other directors, as the Board may determine.

Duties. In addition to other duties the Board of Directors determines or these Bylaws otherwise provide, the Executive Committee shall have the power to act on all matters requiring prompt action between meetings of the Board, and shall perform an annual performance review and fix the salary and benefits of the President. The Executive Committee shall conduct its affairs in the same manner as is provided in these Bylaws for the Board of Directors. The Executive Committee shall report to the Board a summary of all actions taken between meetings of the Board of Directors.

Meetings. Meetings of the executive committee may be called by the ~~Chairman~~Chair of the Board or in his absence the Vice ~~Chairman~~Chair. One half of the members of the Executive Committee present at a meeting shall constitute a quorum.

Section 2. Nominating Committee. Unless otherwise determined by the Board, the Executive Committee shall constitute the nominating committee for the purpose of preparing a slate of officers and Board nominees. The slate of nominees for the Board, as developed by the Executive Committee, shall be forwarded to the members for action thereon consistent with these Bylaws.

Section 3. Legislative policy Committee. This committee shall be chaired by an individual appointed by the ~~Chairman~~Chair from among the Directors. Its members shall be similarly appointed by the ~~Chairman~~Chair from among the Members, but not necessarily Directors, of the Council. The committee shall be responsible for establishing the legislative agenda, policy positions, and strategies with respect to public policy issues of interest to the Council, subject to the approval of the Board or the Executive Committee. An environment subcommittee and energy subcommittee shall be standing subcommittees. Additional subcommittees or task forces may be appointed by the ~~Chairman~~Chair from time to time.

Section 4. Budget and Appropriations Committee. This committee shall be chaired by an individual appointed by the ~~Chairman~~Chair from among the directors. Its members shall be similarly appointed by the ~~Chairman~~Chair from among the members, but not necessarily directors, of the Council. The committee shall be responsible for establishing the legislative agenda, policy positions, and strategies with respect to governmental appropriation of funds benefiting the New England region and economy. A research and development subcommittee shall be a standing subcommittee. Additional subcommittees or task forces may be appointed by the ~~Chairman~~Chair from time to time.

Section 5. Compensation and Benefits Committee. This committee shall be chaired by an individual appointed by the ~~Chairman~~Chair from among the directors. Its members shall be similarly appointed by the ~~Chairman~~Chair from among the directors. The committee shall be responsible for making recommendations to the executive committee about all salary and benefits issues, shall consult appropriate salary and benefits surveys or have same conducted. The

committee shall also make recommendations to the executive committee about such related matters as length and terms of the President's contract and all other relevant matters.

Section 6. Administrative Task Forces and Other Committees. The ~~Chairman~~Chair, with the cooperation and advice of the President and the executive committee shall be authorized to create such other task forces, and other non-standing committees, as may be deemed necessary.

## ARTICLE VII State Councils

Section 1. Powers. The state councils shall make recommendations, give advice to and consult with the Council on matters affecting each respective state. Each state council may engage in activities which further the purposes of the Council and are not inconsistent with the Articles of Organization or these Bylaws.

Section 2. Qualification. There may be a state council for each New England state. Members of the Council who reside, are incorporated or have their principal place of business in a particular state shall be eligible for membership in the state council for that particular state.

Section 3. State ~~Chairman~~Chair. The ~~Chairman~~Chair of the Board shall select Council directors to serve as state chairmen whose terms shall be co-terminus with the ~~Chairman~~Chair of the Board.

Section 4. Members. The members of each state council shall be those members of the Council appointed to the state council by the respective state chairmen.

## ARTICLE VIII Procedures for Adoption of Council Policy

Section 1. Powers. The policies of the Council shall be determined solely by the Board of Directors or the Executive Committee.

Section 2. Proposals. Policy positions to be considered or acted upon by the Council shall be submitted to the ~~chairman~~Chair of the appropriate committee for review and recommendation to the Board or the Executive Committee. In the absence of a committee with jurisdiction over the issue in question, the issue or recommendation shall be submitted to the Executive Committee.

Section 3. General. The President may, within his discretion, act on specific issues, legislation and other governmental initiatives, upon which the Council has an approved policy position and shall report to the Executive Committee and the Board on any specific actions taken.

## ARTICLE IX



## Compensation

Section 1. Compensation. Except for the President of the Council, no member, director or officer shall be entitled to receive any compensation for services rendered.

## ARTICLE X Amendments

These Bylaws may be altered, amended or repealed by a two-thirds vote of the directors, notice being given thirty days prior to such meeting, except with respect to any provision thereof which by law, the Articles of Organization or these Bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the directors of any Bylaw, notice thereof stating the substance of such change shall be given to all members. Any Bylaw so altered, amended or repealed by the directors may be further altered or amended or reinstated by the members in the manner described above.

## ARTICLE XI General

Parliamentary Rules. The proceedings of all meetings of the Board of Directors and the executive and other committees shall be governed by and conducted according to the latest edition of "Robert's Manual of Parliamentary Rules."

Bylaws revised December 2013