

# Northern Lights Pyrotechnic Club

Proposed By-laws: February 6<sup>th</sup>, 2008 / Adopted April 12<sup>th</sup>, 2008 / Amended August 24<sup>th</sup>, 2008

## **ARTICLE I - PURPOSE**

The purpose of the Northern Lights Pyrotechnic Club [NLPC] shall be to promote and encourage the safe, legal, and artful pyrotechnic operation throughout the New England area through training, demonstration, and exchange of information.

### **Section 1 - Safety**

The club will follow the safety guidelines established by NLPC, and any applicable federal, state, and local laws as well as applicable NFPA standards.

### **Section 2 - Professional Development**

The Club will promote the professional development of its members by training in all aspects of safe pyrotechnic design, construction and use; and to work toward a goal of interested members becoming certified as fireworks display operators by NLPC standards.

### **Section 3 - Information**

The Club will serve as a clearinghouse for members in information exchange and technical assistance, related to pyrotechnics.

### **Section 4 - Representation**

The Club will represent the interests of members involved in the pyrotechnic art within the New England and Tri-State areas

## **ARTICLE II - OFFICES**

The initial principal office of the Corporation in the State of Massachusetts shall be located in Sterling, MA. The Corporation may have such other offices, either within or outside the State of Massachusetts as the officers of the Corporation may designate or as the business of the Corporation may from time to time require.

## **ARTICLE III - OFFICERS OF THE CORPORATION**

### **Section 1 - General Powers**

The business and affairs of the corporation shall be managed by its officers. The officers shall in all cases act as an Executive Committee and they may adopt such rules and regulations for the conduct of their meeting and the management of the corporation as they may deem proper, consistent with these By-laws and Federal, State, and Local laws and subject to the approval of the membership.

### **Section 2 - Number, Tenure, Qualifications**

The number of officers of the Corporation shall at all times be at least Five (5), with the maximum number as deemed necessary by the membership. Officers terms shall be, but are not limited to, one calendar year, starting from the annual business meeting (August) and ending at the following annual meeting.

### **Section 3 - Nominations**

All nominations must be made in person or in writing at the annual meeting. After nominations have closed the president shall appoint a judge and two tellers, none of whom shall be candidates, to have charge of the proper conduct of the election. Qualified candidates will announce their intentions a minimum of thirty (30) days prior to the annual business meeting. Qualifications for each office will be listed within the Standard Operating Procedures of the Club, as approved by the membership.

### **Section 4 - Elections**

During the annual meeting, the membership shall elect from among its members, a President, a Vice-President, Safety Officer, Secretary, and Treasurer to serve as officers of the Corporation. The election shall be conducted by a secret ballot at the annual meeting. Every paid Full or Charter member in good standing, with exception of the Club President, will receive an official ballot, which he or she alone shall mark and place in the ballot box at the annual meeting.

The Judge of elections, in conjunction with at least one teller, shall open and count the ballots and prepare tally sheets. It shall be the duty of the Secretary to preserve the ballots and all other records pertaining to the election for a period of two years. The eligibility of members to vote must be verified.

The total of each candidate's vote shall be recorded on a recapitulation sheet, which must be signed by the judge and tellers, and delivered to the president at the meeting. The president shall then read the results to the membership at the meeting. Those candidates receiving the highest number of votes for each office shall be declared elected, and will take office upon completion of the annual meeting's open shoot. Any candidate shall have the right to have an observer present at the counting of ballots.

If there is only one candidate for any office, the secretary shall cast a unanimous ballot for that candidate and shall dispense with the requirement of a secret ballot vote for that office. In the event of a tie vote for any office, the Club President shall cast the tie breaking vote.

### **Section 5 - Manner of Acting**

The act of the majority of the officers present at an Executive Committee meeting at which a quorum is present shall be an act of the officers.

### **Section 6 - Presumption of Assent**

An officer of the corporation who is present at a meeting of the Executive Committee at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the officer files their written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to an officer who voted in favor of such action.

### **Section 7 - Newly Created Offices and Vacancies**

Vacancies occurring in the Executive Committee for any reason may be filled by majority vote of the remaining officers of the Executive Committee, on a temporary basis, until the next business meeting of the club. During the next business meeting the vacancy shall be filled by majority vote of the membership for the unexpired portion of the term.

### **Section 8 - Resignation**

An officer may resign at any time by giving written notice to the Executive Committee, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Committee or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### **Section 9 - Removal**

Any officer or agent elected by the membership may be removed only by the membership, by 2/3

majority vote whenever, in their judgment, the best interests of the Corporation would be served thereby.

#### **Section 10 - Salaries**

The membership shall fix the salaries and other remunerations of its officers. Salaries are to include reimbursements for postage, web services, materials, etc. and will be listed in the SOPs of the Club.

### **ARTICLE IV - OFFICERS**

#### **Section 1 - President**

The President shall be the principal executive officer of the Corporation and, subject to the control of the membership shall, in general, supervise and manage all of the business and affairs of the Corporation. The President shall, when present, preside at all of the meetings of the membership and of the Executive Committee. The President may sign, with the Treasurer or any other proper officer of the Corporation thereunto authorized by the membership, certificates for shares of the Corporation, any deed, mortgages, bonds, contracts, or other instruments which the Executive Committee have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by the by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time.

#### **Section 2 - Vice-President**

The Vice-President shall perform all duties of the President in the Presidents absence and shall perform such other duties as assigned by the President or Executive Committee.

#### **Section 3 - Safety Officer**

The Safety Officer shall oversee and insure safe shooting and be responsible for the safety of club members, spectators, and the general public. The safety officer shall also be responsible to make sure that reasonable precautions have been taken to prevent damage to property during NLPC events. The Safety Officer will establish and maintain written safety rules, to be approved by the Executive Committee, and to be in compliance with federal, state and local laws, and Pyrotechnic Guild International (PGI) guidelines. The Safety Officer shall also perform all other duties assigned by the President or Executive Committee.

#### **Section 4 - Secretary**

The Secretary shall keep the minutes of meetings; see that all notices are duly given in accordance with the provisions of these by-laws, or as required; be custodian of the corporate records of the Corporation; and, in general, perform all duties incidental to the office of Secretary and such other duties as assigned by the President or by the Executive Committee.

#### **Section 5 - Treasurer**

The Treasurer shall have charge and custody of, and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable of the Corporation, from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws; and in general, perform all duties incidental to the office of Treasurer and such other duties as assigned by the President or by the Executive Committee.

#### **Section 6 - Newsletter Editor**

The newsletter editor, shall distribute to the membership, and qualified interested parties, a newsletter that contains pyrotechnic related information. The editor will see that the newsletter is

edited, printed, and e-mailed to members who have paid to receive the newsletter. Any costs related to the publishing of the newsletter will be paid out of the general fund. The newsletters shall be published at least quarterly, except when approval from the officers is given to do otherwise. The editor will have at least one officer review the newsletter prior to final draft and e-mailing.

#### **Section 7 - Magazine Co-Chairmen**

Two Magazine Co-Chairmen shall be appointed by the Executive Committee. Their duties include, but are not limited to, maintaining accountability and organization of the magazine, the magazine site, and being a liaison between the club and the property owner.

#### **Section 8 - Membership Chairman**

The membership chairman shall be appointed by the Executive Committee. The Membership Chairman shall be responsible for maintaining the membership roster; and promoting new membership.

### **ARTICLE V - GENERAL BUSINESS MEETINGS**

Meetings of the general membership shall be held quarterly, with such exceptions as may be decided from time to time. The time and place of such meetings will be duly notified to the membership by the newsletter, special mailings, or E-mail. Such general business meetings may conduct any business of the Corporation, by majority vote, except as provided in these by-laws. The annual meeting will be considered one of the required general membership meetings.

#### **Section 1 - Quarterly and Special Meetings**

The executive committee shall hold regular meetings at a minimum, quarterly, at a time and place to be designated by resolution of the Committee.

Special meeting of the Executive Committee may be called by, or at the request of the President, or any two officers, or by the President at the request of 10% of the Members in good standing. The person, or persons, calling the special meeting of the Executive Committee may fix the place for holding any special meeting within 100 miles of Springfield, MA.

#### **Section 2 - Notice of Meetings**

Written, printed, or E-mail notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called shall be delivered not less than fourteen

(14) days nor more than Ninety (90) days before the date of the meeting, either personally, by mail, or by E-mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member. If mailed, such notice shall be deemed delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If by E-mail, the notice will be deemed delivered upon receipt of notice of E-mail delivery. The attendance of an officer at a meeting shall constitute a waiver of notice of such meeting, except where an officer attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 3 - Quorum**

A quorum, at a meeting of the general membership, shall consist of at least 40% of the members in good standing.

At any meeting of the Executive Committee, a majority of elected officers shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the officers present may adjourn the meeting from time to time without further notice.

#### **Section 4 - Order of Business**

The order of business at all meetings shall be as follows:

1. Reading of Minutes of Proceeding Meeting

2. Report of Officers
3. Reports of Committees
4. Unfinished Business
5. New Business

#### **Section 5 - Minutes**

The Secretary, or in the Secretary's absence, a member chosen by the President shall keep minutes of all business meetings for a period of at least two years.

#### **Section 6 - Order of Meetings**

All meetings shall be conducted under Robert's Rules of Order, except as provided in these by-laws. The president or his appointee shall preside at the meetings.

The voting body, at a meeting, may vote by majority to modify the rules of order as they see fit.

#### **Section 7 - Annual Business Meeting**

The annual business meeting shall be held during the third quarter of the calendar year in either August or September, tentatively in Rochester, NH. Elections shall take place during this meeting.

### **ARTICLE VI - COMMITTEES**

#### **Section 1 - Site Committee**

The site committee shall locate a site to safely shoot fireworks, and shall obtain a legal permit for club members to shoot, including whatever advocacy is necessary. The chairman will be appointed by the Executive Committee. The chairman position will rotate as needed.

#### **Section 2 - Legal Affairs**

The Legal Affairs committee shall advise the membership of legislative affairs that affect the membership and the pyrotechnic arts. The chairman will be appointed by the Executive Committee.

### **ARTICLE VII - MEMBERSHIP**

#### **Section 1 - Approval**

Membership of the club shall be open to any person of good moral character. Membership is by application, reviewed by the membership chairmen, and accepted unless other action is taken by the Executive committee. Criteria for membership will be established by the Executive Committee and approved by the membership. Memberships are not transferable. Applicants must be recommended by an existing member in good standing. The exact application process will be broken down in the SOPs.

#### **Section 2 - Dues**

Membership dues will be re-evaluated by the Executive Committee at the annual business meeting. First year memberships will also incur a \$50 Initiation Fee. Effective for the 2008-09 business year, dues will be as follows:

Full or Charter Member: \$50 - August Shoot through January 30<sup>th</sup>

\$25 - February 1<sup>st</sup> through April 30<sup>th</sup>

\$75 - May 1<sup>st</sup> through August Shoot (includes following year's membership)

Literary Member - \$25 - August through July

Junior Member - \$10 - August through July

Family Membership - \$150 - Same date structure as Regular Member (\$150, \$75, \$225)

Renewals will be the same yearly fee but will include NO initiation fee. After the first year of membership, whether pro-rated or not, the anniversary date will fall on the Saturday of the August Shoot / Event.

Dues are collected and used for insurance, federal, state, and local law compliance, legal representation, acquisition and upkeep of a club magazine site, and for other purposes as deemed necessary by the Executive Committee.

Dues will be based on budgetary requirements. Dues may be raised or lowered, based on the proposed needs of the upcoming business year, at the Annual Business Meeting with approval of 2/3 majority of voting members in good standing.

### **Section 3 - Membership Types**

1. Charter Membership-a member that has begun his or her membership in the club prior to the completion of the first full business year, which will have the same benefits as a full member. Charter member status is for recognition only.

2. Full membership-a member that will enjoy all of the benefits of membership in the corporation.

3. Literary membership-a member that only wishes to receive club publications.

4. Family membership-a membership for a family living in the same household having the same benefits as full members with reduced membership rates for the additional members.

5. Junior membership-a membership for a person that has not yet reached their 18<sup>th</sup> birthday. A junior member must be mentored by an adult member, who will be responsible for the safety of the junior member. Parental permission must be received, in writing, on forms to be developed by the Executive Committee.

### **Section 4 - Membership Safety**

Members agree to abide by the safety rules adopted by the club and applicable federal, state, and local laws.

### **Section 5 - Membership Benefits**

Membership benefits will include receiving newsletters and other information of interest, attending regularly scheduled meetings, training, and such other benefits, as established by the Executive Committee. All members in good standing except literary members and junior members will be able to vote at general business meetings. **Literary members will not be able to shoot at club shoots.**

### **Section 6 - Membership Termination**

Membership will be terminated when a member displays conduct not in the best interests of the club. Termination will be accomplished by a majority vote of the general membership. A member may be suspended by a 2/3 vote of the Executive Committee, until the next general meeting, at which time the membership shall, by 2/3 vote, reinstate the membership or, by majority vote, postpone action for a maximum of one general meeting. A membership which has been suspended will remain suspended until a final decision is reached.

## **ARTICLE VIII - CONTRACTS, INSURANCE, LOANS CHECKS AND DEPOSITS**

### **Section 1 - Contracts**

The executive committee may authorize any officer or officers, agent or agents, to enter into any

contract, or execute and deliver and instrument, in the name of, and on behalf of the Corporation. Such authority may be general or confined to specific instances.

#### **Section 2 - Insurance**

The Executive committee has the expressed permission of the membership to purchase annual general liability and directors and offices insurance requiring no other approval other than this bylaw.

#### **Section 3 - Loans**

No loans shall be contracted on behalf of the Corporation, and no evidences-of indebtedness shall be issued in the name, unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances

#### **Section 4 - Checks, Drafts, etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as determined by resolution of the executive committee. The Treasurer must be notified of ALL transactions within two business days.

#### **Section 5 - Spending Limits**

The Executive Committee may authorize the Treasurer to spend any amount up to and including two hundred dollars (\$200.00) between business meetings without prior authorization from the executive committee or the membership. The purpose of this is to allow the Treasurer to pay small bills in a timely fashion without waiting for the vote of the executive committee. The Treasurer shall notify the executive committee of any expenditure not specifically authorized by the executive committee.

The Executive committee shall not spend or authorize the spending of any amount exceeding five hundred dollars (\$500.00) without approval of the general membership. A majority of the membership in attendance at a business meeting, but not less than 21% of the total membership, must approve any expenditure over five hundred dollars (\$500.00).

#### **Section 6 - Deposits**

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select or defer to the Treasurer.

#### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Corporation shall begin on the second day of the annual business meeting (Saturday). This meeting will take place within the third quarter of the calendar year.

#### **ARTICLE X - WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any incorporator, or officers of the Corporation under the provisions of these by-laws, or under provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XI - AMENDMENTS**

The by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two thirds (2/3) majority vote of the membership present at a general membership meeting. Any proposed changes must be presented and distributed to the membership a minimum of thirty (30) days prior to a general meeting, during such time, comments will be accepted by the Executive Committee. If a

member is not able to attend the meeting but wishes to vote, they may do so by sending a letter by registered mail, addressed to the Secretary at least 7 days before the general membership meeting stating if they are for or against the proposed changes, and their vote will be included as if they were at the meeting. Prior to voting on any changes to the by-laws, the proposed changes shall be published at least 30 days before the vote in the newsletter (if applicable), and discussed in one business meeting prior to the meeting in which the vote takes place.

However in no event may any amendments be made which would affect the Corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any state or future federal tax code.

#### **ARTICLE XII - NON-DISCRIMINATION**

The corporation shall not discriminate against any member or potential member on the basis of race, religion, sexual preference, or ethnic origin.