

**Southeastern New England
Defense Industry Alliance (SENEDIA)**

**BY-LAWS
as amended on 4 May 2018**

Southeastern New England Defense Industry Alliance

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ARTICLE I - CORPORATION NAME AND LOCATION

Section 1.01 Name:

The name of the organization created hereby shall be: Southeastern New England Defense Industry Alliance hereafter referred to as the SENEDIA.

Section 1.02 Location:

The place in this state where the principal office of the Corporation is to be located is in the Town of Middletown, Newport County, State of Rhode Island and Providence Plantations.

ARTICLE II - PURPOSE

Section 2.01 Purpose:

SENEDIA is organized exclusively to identify, champion and coordinate issues that contribute to our National Security and provide benefit to our members, local communities, the Departments of Defense and Homeland Security, and other Federal Government agencies. Our pledge is to provide up-to-date information on Defense and Homeland Security industry issues and initiatives. Our alliance will maintain detailed knowledge of the industrial base that supports our local Federal, Defense and Homeland Security installations and will provide frequent updates to our members, citizens, state and local governments, and congressional delegations.

Section 2.02 Mission:

The mission of SENEDIA is to enable the development of critical technologies, foster thought leadership and facilitate workforce development.

Section 2.03 Objectives:

SENEDIA will engage and harness resources to achieve the following:

- Advocate policies and initiatives that will positively affect the welfare of regional Military Installations and other Defense and Federal Installations
- Provide information necessary to fully represent the positions and needs of the defense industry
- Enhances the relationships between the local communities, their elected representatives, and the DoD/Federal government organizations
- Inform and educate the citizens of Southeastern New England on the critical importance of the defense industry's impact on the regional economy

Section 2.04 Powers:

SENEDIA shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of the purposes for which SENEDIA was organized.

Section 2.05 Non-Profit Status:

This corporation is organized exclusively as an association of members of having a common business interest, whose purpose is to promote the common business interest and not to engage in a regular business of a kind ordinarily carried on for profit. Its activities are directed to the improvement of business conditions of one or more lines of business rather than the performance of particular services for individual persons. It qualifies as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.06 Non-Profit Activities:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6).

Section 2.07 Non-Profit Dissolution:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 corporation 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.

Section 2.08 Non-Discrimination:

No one shall be denied employment or the services of the organization based on race, color, creed, gender, age, religion, or sexual preference.

ARTICLE III - MEMBERSHIP

Section 3.01 Membership Eligibility and Status:

Application for membership shall be open to companies, other organizations, and non-affiliated individuals who support SENEDIA's mission and objectives. Additionally, SENEDIA members may include public organizations and individuals as determined by the Board of Directors. All employees of member companies will be eligible for the benefits of their companies' membership. All members are responsible for the identification of issues and recommendation of initiatives that support the mission and objectives of the alliance.

Section 3.02 — Annual dues:

The amount required for annual dues shall be determined by a majority vote of the Board of Directors each year; continued membership is contingent upon being up-to-date on membership dues. The Board of Directors may elect to allow memberships with organizations with similar or complementary missions in lieu of dues.

Section 3.03 — Resignation and termination:

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 3.04 Membership Categories:

Membership of SENEDIA shall consist of the following Voting and Non-voting categories:

Section 3.04.01 Voting Membership:

Regular Member:

Regular membership is available to those companies and individuals who pay full membership annual dues or have had the dues waived in lieu of reciprocal memberships. Reciprocal memberships are those that provide benefits to SENEDIA that would otherwise require reimbursement.

Section 3.04.02 Non-Voting Membership:

SENEDIA Partner:

SENEDIA Partner membership is available, upon approval of the Board, to organizations, institutions, and individuals with whom SENEDIA may exchange programs, information, or services. These memberships are non-voting.

Section 3.04.03 Privileges:

Members have privileges and responsibilities of their respective and appropriate memberships. Only Regular Members shall be entitled to vote, hold office, and represent SENEDIA's name or position officially when so appointed by the Board.

Section 3.04.04 Reinstatement:

Members forfeit their rights and privileges and shall not be entitled to vote, hold office, or represent SENEDIA if dues for the current year have not been paid. Privileges shall be reinstated upon payment of dues for the year in which a reinstatement application is made.

ARTICLE IV - OFFICE(S)

Section 4.01 Location(s):

The primary office(s) of SENEDIA are currently located at 55 John Clarke Road, Middletown, Rhode Island. Additional operating or satellite sites may be added as the Board of Directors determines necessary to carry out the mission and purpose of SENEDIA.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01 Composition of the Board of Directors:

The organization shall consist of and be governed by the Board of Directors of SENEDIA, which will consist of not more than Twenty-one (21) regular members or such other number as may be as may be recommended from time to time by resolution or the board of directors and approved by the vote of at least two thirds of the Board of Directors of the Corporation. The composition of the Board of Directors will represent the stakeholders in SENEDIA.

Individuals from member companies, individual membership and/or reciprocal membership shall be appointed to vacant seats on the Board of Directors through an application process. Interested candidates shall complete an informal application to be followed up by an interview with the Board of Directors. If approved by a simple majority of the board of directors, the candidate shall be appointed. All Board members must be Regular Members of SENEDIA.

Section 5.02 Duties of the Board of Directors:

- Development and oversight on policies concerning matters related to Board operations.
- Participation in Strategic Plan development
- Approval of Strategic Plan, Program Objectives, Annual Budgets and Budget Guidelines
- Oversight responsibilities:
 - Quarterly Review of Plans and Budgets:
- Review, recommend and implement changes to SENEDIA by-laws

Section 5.03 Officers of the Board of Directors:

- Chair – Board of Directors
- Vice-Chair Workforce Development – Board of Directors
- Vice-Chair - Membership – Board of Directors
- Vice-Chair – Strategic Planning – Board of Directors
- Vice Chair – Defense Installations – Board of Directors
- Secretary – Board of Directors
- Treasurer – Board of Directors

Section 5.04 Board Membership:

Section 5.04.01 Terms of Office

A term on the Board of Directors is three (3) years with a limit of two terms, given renewal by a majority vote of the Board of Directors.

Section 5.04.02 Attendance:

Any member missing two (2) regularly scheduled meetings of the Board of Directors in a calendar year may be sent a letter requesting confirmation of continuance on the Board. Extended absence can result in request to resign from the Board of Directors.

Section 5.04.04 Leave to Withdraw, Replacement:

If a member must leave the Board of Directors before the end of their term, the member's organization may appoint another individual from that organization to fill the seat. The term of the new appointee will be for the duration of the term of the member being replaced.

Section 5.04.05 Dismissal:

A member may be removed from the Board of Directors for cause by a majority vote of the Board of Directors.

Section 5.05 Executive Board

The Executive Board shall govern all actions of SENEDIA with the advice and consent of the Board of Directors; however, the Executive Board will act with the authority of the Board of Directors if it is in the best interest of SENEDIA at the discretion (and agreement) of the Chair(s).

Section 5.05.01 Executive Board role, size, and term:

The Executive Board shall be comprised of the Chair, Vice Chairs, , Secretary and Treasurer. Terms of the Executive Board will be for three (3) years.

Section 5.05.02. Executive Board elections:

Any member of the Board of Directors who is up-to-date on membership dues, can be elected by the Board of Directors for a three-year term on the Executive Board (or until the end of an existing term, when filling a vacancy) by a simple majority of board members present at a regularly scheduled monthly meeting, with a two term limit.

Section 5.06 Compensation:

Officers and members of the Board of Directors and Committees/Working Groups shall not be paid for performance of their duties or attendance at meetings or other events attended as members of the Board of Directors and Committees/Working Groups.

Section 5.07 Delegation of Duties:

The Board of Directors shall have the right to delegate all duties that can be delegated to committees or individuals associated with SENEDIA.

ARTICLE VI - BOARD OFFICERS AND DIRECTOR(S)

Section 6.01 Officer Positions, Elections:

The officers of the corporation shall be a Chair, Vice-Chairs, Secretary and a Treasurer and also such other officers including one or more assistants to the foregoing officers as the directors from time to time may consider necessary and proper for the conduct of the business of the corporation. The directors shall elect or re-elect officers at the time of their board term renewal.

Section 6.02 Powers and Duties of the Chair:

The Chair shall preside at all meetings of the directors, and shall have the supervisory powers and duties usually vested in the office of the Chair of the Board of a corporation. As such, the Chair may execute documents and instruments in the name and on behalf of the Corporation, including but not limited to documents of conveyance, contracts, bonds, and/or other

obligations of the corporation. The Chair shall be an ex-officio member of all standing committees of the Board of Directors of the corporation.

Section 6.03 Powers and Duties of the Vice-Chairs:

The Vice-Chairs shall have such powers and shall perform such duties as may be assigned to him or her by the Chair and/or directors of the corporation. In case of the absence or disability of the Chair, the duties of that office may and shall be performed by the Vice-Chair(s), and the taking of any action by any such Vice-Chair shall be conclusive evidence of the absence or disability of the Chair.

Section 6.04 Powers and Duties of the Secretary:

The secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these by-laws, and in case of the secretary's absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chair, or by the directors upon whose written request the meeting is called as provided in these by-laws. The secretary shall record all the proceedings of the meetings of the directors in books provided for that purpose, and shall perform such other duties as may be assigned to the secretary by the directors or the Chair. The secretary shall attest the signature of the Chair or any other officer of the corporation when required to do so by law or by any documents requiring execution and attestation by appropriate corporate officers. In general, the secretary shall perform all the duties generally incident to the office of secretary, subject to the control of the directors and the Chair.

Section 6.05 Powers and Duties of the Treasurer:

The treasurer shall have oversight of the custody of all the funds and securities of the corporation, and shall ensure the full and accurate account of receipts and disbursements in books belonging to the Corporation. The treasurer shall ensure that deposit of all monies and other valuables in the name and to the credit of the corporation in such depository or depositories as may be designated by the Board of Directors.

The treasurer shall have oversight of the disbursement of the funds of the corporation as may be ordered by the directors, taking proper vouchers for such disbursements. The Treasurer shall render to the Chair and the directors whenever either of them so requests, an account of all transactions as treasurer and of the financial condition of the corporation. At the request of the Treasurer, the Executive Director can perform these functions.

The treasurer shall perform all the duties generally incident to the office of the treasurer, subject to the control of the directors and the Chair.

Section 6.06 Executive Director:

The Executive Director is a paid position of the organization and is subject to the supervision and control of, and reporting to, the Board Chair acting with the advice and consent of the Board of Directors. The Executive Director shall have general supervision, direction and control of the business and affairs of this corporation. The Executive Director shall from time to time report to the Board of Directors and the Chair of the Board all matters within the Executive Director's knowledge affecting the corporation that should be brought to the

attention of the Board of Directors. A candidate for the office of Executive Director must not be an employee, officer or director of a member. The Executive Director shall have such other powers and duties as may be designated from time to time by the Board of Directors.

ARTICLE VII - COMMITTEES/WORKING GROUPS

Section 7.01 Establishment, Composition, Reporting:

The Board of Directors may establish committees or working groups. The committees or working groups may contain both members of the Board of Directors and members of the community at large. Committees shall make reports at regularly scheduled Board of Director's meetings. The Board of Directors shall be empowered to manage all activities of the committees and to act on the committee recommendations for their consideration and vote before such recommendations shall be implemented.

ARTICLE VIII - MEETINGS

Section 8.01 Board of Directors Meetings:

Meetings of the Board of Directors will be held at a regularly scheduled time. Each Board member will receive a meeting notice and agenda at least 48 hours prior to the meeting.

The board of directors may hold their meetings at such place or places as they may from time to time determine by resolution or by written consent of all the directors. By a simple majority decision of the Executive Board, the board of directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the applicable Rhode Island Corporation law.

The Board will meet at least quarterly, unless otherwise authorized by these by laws or approved by resolution of the Board of Directors approved by a majority of the directors. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of any such resolution fixing or changing the time or place for the holding any such meetings of the board shall be communicated to each director at least 48 hours prior to any such meeting. Notice of meetings may be given by electronic means such as email as well as by mail or telephone. Any business may be transacted at any regular meeting of the board.

Section 8.01.01 Quorum:

40% of the whole number of directors shall constitute a quorum for the transaction of any business at all meetings of the board of directors. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by law or by these by-laws.

Section 8.01.02 Proxy:

A Board member may vote by delegate or by written or telephone proxy on a specific item on the formal agenda discussed at a duly constituted meeting of the Board of Directors.

Section 8.01.03 Presiding Officer:

The Chair of the Board of Directors or his or her designee shall preside at all meetings.

Section 8.01.04 Parliamentary Authority:

Unless inconsistent with these by-laws or otherwise decided by the membership, all meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.02 Committee Meetings:

Meetings of the Board Committees will be held periodically. Each Board member will receive a meeting notice and agenda at least 48 hours prior to the meeting. All meetings are open to the public.

Section 8.03 Annual Meeting:

There shall be one (1) annual meeting of SENEDIA. The Chair of the Board of Directors and/or the Executive Director will deliver an annual report. The meeting will entertain any other business as may properly come before the meeting. Notice of the annual meeting will be sent at least seven (7) days prior to the meeting date.

ARTICLE IX - VOTING

Section 9.01 Conflicting Interest: Process - (See Conflict of Interest Policy for details)

Voting on any valid motion on the floor shall be limited to the active membership present or represented by proxy. In order to allow for fair and equitable voting, the following guidelines shall be in effect whenever the vote has a direct bearing on an individual or organization:

- If the individual has a vested interest in the motion on the floor, their voting rights for the motion shall be suspended by a simple majority vote or individual recusal.
- If an organization has a vested interest in the motion on the floor, the voting rights of all members that represent that organization shall be suspended for the purpose of the vote by a simple majority vote or individual recusal.

ARTICLE X - AMENDING THE BY-LAWS

Section 10.01 Process and Effect:

The directors shall have the power and authority to amend, alter, or repeal these by-laws or any provisions thereof and may from time to time make additional by-laws. Amendments to the by-laws shall be made by a 2/3 affirmative vote of the membership of the Board of Directors present at a duly called meeting. Amendments take effect immediately upon approval as stated herein.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 11.01 Conditions and Exceptions:

The corporation shall indemnify any person made a party to and action, suit or proceeding by reason of the fact that he/she was an officer or Director of the corporation provided such actions are within the scope and authority of his/her position, except in relation to matters which it shall be adjudged in such action, suit, or proceeding that said officer or director is liable for negligence or misconduct in performance of her/his duties to the extent consistent with Rhode Island law.

ARTICLE XII – ADVISORY GROUP

Section 12.01 Appointment and Term:

Advisory group members shall be invited to participate in an advisory capacity by the Board of Directors and will serve at the pleasure of the Board of Directors.

Section 12.02 Purpose:

The purpose of an advisory group member is to advise the Board of Directors in his or her areas of expertise, to provide assistance as may be deemed necessary by the Board of Directors.

ARTICLE XIII - GENERAL PROVISIONS

Section 13.01 Fiscal Report:

The financial records of the organization shall be reviewed on at least a quarterly basis by the Board of Directors and the record of account shall be filed with the records of SENEDIA and reported at the Annual Meeting. This review shall be conducted in accordance with applicable rules for a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 13.02 Fiscal Year:

The fiscal year of the corporation shall begin on 1 January 1 and terminate on 31 December of each year.

Section 13.03 Severability:

If any provision of these By-Laws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

ARTICLE XIV - DISSOLUTION OF ORGANIZATION/DONATION OF EQUIPMENT

Section 14.01 Dissolution of Organization:

Section 14.01.01 Process:

The organization may be dissolved and its affairs concluded in accordance with the following.

- A motion to dissolve the organization must be passed at a Board of Director's meeting.
- Prompt written notice of motion to dissolve must be given to each member of the Board.
- The motion must be voted on at a subsequent meeting held at least 25 days after notice was given.
- The motion to dissolve must be passed by affirmative vote of 2/3 of the Board present and voting.

Section 14.01.02 Disposition of Assets:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 corporation 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.

Section 14.02 Donation of Equipment:

In the event of dissolution property of the organization shall be donated to a non-profit educational outreach and development organization based within the foundation's service area.

ARTICLE XV - BANK ACCOUNTS, LOANS

Section 15.01 Bank Accounts:

Such officers or agents of the corporation as from time to time shall be designated by the directors shall have authority to deposit any funds of the corporation in such banks or trust companies as shall from time to time be designated by the directors and such officers or agents as from time to time shall be authorized by the directors may withdraw any or all of funds of the corporation so deposited in any bank or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the

name or on behalf of this corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the corporation are so deposited is authorized to accept, honor, or cash and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money when drawn, made or signed by officers or agents so designated by the directors until written notice of the revocation of the authority of such officers or agents by the directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the corporation are deposited, the signature of the officers or agents of the corporation so authorized to draw against the same. In the event that the directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Executive Director, Treasurer or Chair.

Section 15.02 Loans:

Such officers or agents of the corporation as from time to time shall be designated by the directors shall have authority to negotiate loans, advances, and/or or other forms of credit for and on behalf of the corporation from such banks, trust companies, institutions, corporations, firms, or persons as the directors shall from time to time approve and designate, and in furtherance thereof, the directors shall have the authority to grant such security for the repayment of such loans, advances or other forms of credit, and may assign, transfer, endorse and deliver, either originally or in addition or substitution, such rights and interests in corporate property as may from time to time be owned or held by the corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper and/or appropriate under the circumstances, and/or to endorse, transfer, and deliver the same as may be necessary in order to effect any and all such transactions.

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In witness whereof, we have hereunto subscribed our names this day of 4 May 2018.

Chair, Board of Directors: *Timothy J. DelGiudice*

Secretary, Board of Directors *Patrick L. Burke*