

**Newburyport Livable Streets
March 1, 2022 – 7:00pm
Newburyport Public Library**

Minutes

- Attendees: Alden Clark, Ben Iacono, Kitty Krajci, Rick Taintor, Sheila Taintor, Juliet Walker
- Adoption of Bylaws: Rick Taintor presented a revised draft of the bylaws incorporating several revisions discussed at the February 15 meeting. Several additional changes were proposed including adoption of the annual budget (Sec. 5.2), quorum for meetings of the Board (Sec. 8.3), and election of meeting chair in the absence of the President (Sec. 8.5). The amended Bylaws were adopted by unanimous vote of those present. The approved Bylaws are attached to these Minutes.
- Election of Directors: The following persons were elected as Directors of the corporation: Alden Clark, Ben Iacono, Rick Taintor, Sheila Taintor and Juliet Walker.
- Election of Officers: The following persons were unanimously elected as Officers of the corporation: Rick (Frederick S.) Taintor, President; Juliet Walker, Clerk; and Alden Clark, Treasurer.
- Letter to the Mayor: Members discussed the content and form of the proposed letter to Mayor Reardon. It was agreed that the letter should be much shorter than the earlier draft and should focus on three areas:

(1) Introduce Newburyport Livable Streets and explain our focus and purpose;

(2) Emphasize the importance of Complete Streets referencing the City's Complete Streets Policy, recommending that the Complete Streets Prioritization Plan be updated, and advocating for traffic calming measures; and

(3) Offer our services and assistance, which could include the Complete Streets workshop that we had planned prior to the pandemic.

Rick will prepare a revised draft for review prior to the April meeting.

- Updates:
 - Rick reported on the recent meeting to present a preliminary concept plan prepared by Merrimack Valley Planning Commission for improving the Three Roads intersection for pedestrian and bicycle safety. The proposed design is a roundabout, which would slow traffic and reduce conflict points. The Ferry Road leg of the intersection would be eliminated and replaced by a widened Harnch's Way. As a result, the small park at the corner of Ferry and Moseley would be significantly expanded. MVPC will do additional analysis, including evaluation of an alternative plan sketched by City Engineer Jon-Eric White in 2014, and will present a more detailed report at a later date.
 - Rick reported on a proposed "Parklet Ordinance" which would make permanent the seasonal use of downtown spaces for outdoor dining, subject to an annual license. The proposed ordinance is being reviewed by the City Council's Ad Hoc Committee on Economic Development.

- Priorities/Projects:
 - Sheila reported that the Parker River National Wildlife Refuge is planning an Open Streets event at the Refuge in early to mid-June. NLS will participate. Further updates will be provided as the plans for the event develop.
 - Juliet suggested that we think about resuming our public outreach through programs. Two ideas to consider are a talk by Angie Schmitt, author of “Right of Way”, and a presentation of the film “Motherload”.
 - Members discussed ideas for physical projects that we could propose to the City. Because it seems that there may be clusters of related projects, it might make sense to consider mini-plans for focus areas such as the downtown area.

- Organization:
 - Now that the bylaws have been adopted, Alden will pursue incorporation.
 - The April meeting agenda will include a vote on signatories for the bank account.

- Community outreach: It was suggested that the Board and core members continue to meet on a monthly basis, but that general meetings be held quarterly with programs.

- Publicity: The next e-blast will include news about the adoption of bylaws and incorporation, and a note about the City’s streets & sidewalks plan which the Mayor will be releasing soon.

- Next Meetings: April 5, May 3, June 7

- Adjournment: The meeting was adjourned at 8:30 pm.

Prepared by Rick Taintor

NEWBURYPORT LIVABLE STREETS, INC.

BYLAWS

1 NAME

The name of the Corporation will be Newburyport Livable Streets, Inc. (NLS).

2 MISSION AND GOALS

Newburyport Livable Streets seeks to support and improve the health and well-being of our community through education and advocacy related to transportation infrastructure and policies.

Our goal is to make it easier for people to bike and walk throughout Newburyport by providing a network of streets, sidewalks and trails that are accessible and comfortable to everyone regardless of age, ability, or mode of travel.

We support safe sidewalks, bike routes and neighborhood streets; off-road paths and trails; local transit; and other policies and investments that respect Newburyport's intimate scale and historic character.

Newburyport Livable Streets will help nurture a healthy, vibrant city that people want to live in, businesses want to invest in, and tourists want to visit.

3 MEMBERSHIP

3.1 Membership is open to any area residents who support the mission, aims and objectives of the corporation.

3.2 The corporation shall from time to time determine the process for joining and leaving membership, including the amount of membership dues, if any.

3.3 The Board shall maintain an up-to-date Membership Register.

4 LIABILITIES

4.1 Liability of Officers

The Directors and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having claim against, the corporation may look only to the funds and property of this corporation for the payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from this corporation

4.2 Liability of NLS

NLS is not responsible for obligations/liabilities of any members.

5 FINANCES

5.1 Fiscal Year

The corporation's fiscal year shall run from January 1 to December 31.

5.2 Budget

The annual budget shall be adopted by the Board of Directors at the first Board meeting of the year. The Treasurer shall present the annual budget at the Annual Meeting.

5.3 Signatories

The President, Clerk and Treasurer shall be signatories on the corporation's accounts. One signature is required for financial transactions of up to \$250.00. Two signatures shall be required for transactions of more than \$250.00.

6 BOARD OF DIRECTORS

6.1 Composition

The Board of Directors shall consist of a maximum of nine and a minimum of three Directors elected by vote of the membership at an Annual Meeting.

6.2 Compensation

Directors shall receive no compensation for service on the Board but will be reimbursed for any out-of-pocket expenses.

6.3 Term

The Board of Directors will hold office for a period of one year, taking office at the Annual Meeting.

6.4 Eligibility and Nomination

Any member is eligible to be a Director. Nominations shall be made at the Annual Meeting.

6.5 Resignation

Any Director may resign in writing to the Clerk.

6.6 Vacancies

The Board of Directors may fill any casual vacancy (including any position unfilled at an Annual Meeting) in its membership with any eligible individual. Any person so appointed will hold office until the next Annual Meeting.

7 OFFICERS

7.1 Composition

The officers of the corporation shall be the President, Clerk and Treasurer.

7.2 Term

The officers will hold office for a period of one year, taking office at the Annual Meeting.

7.3 Election

The officers of the corporation shall be elected from among the Directors by vote of the membership at the Annual Meeting.

7.4 President

The President shall set meeting agendas and preside at all Meetings. In the President's absence the meeting shall be chaired as provided in Section 8.5.

7.5 Clerk

The Clerk shall keep minutes of all meetings and shall maintain the Membership Register.

7.6 Treasurer

The Treasurer shall maintain the financial records of the corporation and shall submit a budget and a Financial Report at the Annual Meeting.

8 MEETINGS

8.1 Annual Meeting

The corporation's Annual Meeting shall be held at the monthly meeting in May. The business of the meeting shall be to present the report of the Board and accounts, to conduct elections, and to conduct such other business as may be specified in the notice of the meeting.

8.2 Board Meetings

The Board shall meet as necessary to conduct NLS business. The quorum for the meeting shall be a majority of the Directors.

8.3 Member Meetings

The Board may at their discretion call for meetings of the members to report on activities and seek volunteers for committees and other activities.

8.4 Meeting Format

Annual Meetings and other meetings may be held in person or electronically.

8.5 President's Absence

In the absence of the President, the members present shall elect from among the Directors present a person to preside as chairperson at the meeting.

8.6 Notice and Quorum

The Clerk shall give at least 28 days notice of the Annual Meeting. The quorum for the Annual Meeting shall consist of the members in attendance at the meeting.

8.7 Votes

Each Member shall have a single vote on any poll. Unless a greater majority is required in any case under these Bylaws, all matters at any meeting shall be resolved by a simple majority.

9 NOTICES

Where in these Bylaws notices are required to be sent to members, they shall be deemed to be duly served if sent electronically to the member's address shown in the Membership Register. It shall be entirely the responsibility of members to inform the Clerk of any change to the electronic addresses shown in the Register. In the case of notices of meetings required by these Bylaws, the accidental omission to provide a notice to any member, or the non-receipt of such notice, shall not prejudice or invalidate the proceedings or decisions of such meetings.

10 AMENDMENTS TO THESE BYLAWS

Any of these Bylaws may be modified, altered or added to by a resolution of the members at an Annual Meeting. Upon the passing of the amendment by a two-thirds vote, the rules will be deemed to have been amended accordingly.

11 INSPECTION OF DOCUMENTS

The Clerk shall ensure that all of NLS's minutes, and the Treasurer shall ensure that NLS's books of accounts are available for inspection by any Member, upon reasonable notice and at a reasonable time and place.

12 DISSOLUTION

NLS shall be considered dissolved with a two-thirds vote of approval of the Board and two-thirds vote of approval by members at the next Annual Meeting. In such an event, all properties and possessions of NLS are to be sold, and all proceeds are to be used to pay all outstanding debts of NLS. All remaining assets including any endowments shall be disbursed to charitable organizations at the discretion of the Board.

Adopted by unanimous vote of members present
Newburyport Livable Streets meeting
March 1, 2022