

## LOCUSTVILLE POND IMPROVEMENT ASSOCIATION

### BYLAWS August 24 2017

#### ARTICLE I PURPOSE

**Section 1. Purpose.** The Locustville Pond Improvement Association (henceforth designated as the corporation) is organized exclusively for charitable and scientific purposes as described in Section 501 (c) (3) of the Internal Revenue Code, as amended, to:

1. Encourage the restoration, preservation, and conservation of the natural resources of the Locustville Pond and its watershed (a subwatershed of the Wood-Pawcatuck Watershed);
2. Protect and conserve fish and wildlife, forest, and other plant life, water sources, soils, and recreational, historical, archeological resources;
3. Promote an understanding among the citizens of the Pond and its watershed of the value of restoring, preserving, and conserving the resources of the Pond and its watershed;
4. Sponsor and encourage scientific investigations, and monitoring and management actions to aid the accomplishment of the above purposes;
5. Through the above named activities to play its part in giving assistance to the common effort of the inhabitants of the area to make the Pond and its watershed a better place in which to live, work and recreate.

**Section 2. Powers.** The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and 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 any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder.

**Section 3. Non-Profit Status.** This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any officer, director, or member (except that reasonable compensation may be paid for services rendered to and for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this corporation is constituted.

#### ARTICLE II OFFICES

**Section 1. Principal Office.** The principal office of the corporation shall be located at the residence of the President, 5 Camp Street, Hope Valley, Rhode Island. The corporation may have

such other offices or places of business, either within or without the State of Rhode Island, as the Board of Directors may from time to time establish or the business of the corporation may require.

### **ARTICLE III** **MEMBERS**

**Section 1. Membership.** The members of the corporation shall be those individuals who demonstrate their support of the purposes of the corporation by paying the annual membership fee set by the Board of Directors (a reduced annual fee is permitted if full fee is a financial burden or an equivalent of in-kind service to the Corporation).

**Section 2. Annual Meeting.** The annual meeting of the members shall be held during the spring of each year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein or at any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

**Section 3. Special Meetings.** Special meeting of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-third of the members.

**Section 4. Place of Meeting.** The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

**Section 5. Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute or these bylaws, be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally, by regular mail, electronic means, or by publication in a newspaper of general circulation in Washington County, Rhode Island by or at the direction of the President or the Secretary or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, via regular mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address which appears on the records of the corporation. If sent by electronic means, such notice shall be deemed to be delivered at the date/time stamp of the email addressed to the member at the address which appears on the records of the corporation.

**Section 6. Quorum.** Seven (7) members of the corporation entitled to vote shall constitute a quorum at a meeting of the members. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 7. Voting.** Each member entitled to vote shall be entitled to one vote (per paid membership) - upon each matter submitted to a vote at a meeting of members.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors which consists in, the Executive Committee/Officers (President, Secretary, and Treasurer) and at least two (2) members-at-large

**Section 2. Number, Tenure, and Qualifications.** There shall be not less than five (5) nor more than ten (10) directors of the corporation. The number of directors shall be set initially by the incorporators and may thereafter be changed by the members of the Board. Each elected director shall serve indefinite terms and until his or her successor shall have been elected, or until such director's death, resignation, or removal in the manner provided hereinafter. It shall be possible to appoint a temporary replacement for a Board member who is absent for a period not exceeding one year. If a Board member plans to be absent for more than one year, or if a Board member fails to attend Board meetings for one year without there being a valid excuse, the Board member's seat shall be declared vacant, and a permanent replacement shall be appointed according to procedures formulated in Section 3 below. Directors need not be residents of Rhode Island but shall be members of the corporation.

**Section 3. Replacement.** In the event of resignation or loss of a Board member, the remaining Board members shall select a qualified person who subscribes to the principles spelled out in Article 1, Section 1, above, to replace the Board member who has been lost, or who has resigned. This person shall be deemed appointed to the Board if s/he agrees to serve, and if a majority of Board members vote in favor of his/her appointment.

**Section 4. Emeritus Directors.** Past Directors are eligible to be elected as Emeritus Directors by nomination and majority approval of the Directors. The term of Emeritus Directors is indefinite. Emeritus Directors may attend and participate in meetings of the Directors, serve on committees, and advise the officers. They do not have voting privileges and their attendance at meetings does not count towards making quorum.

**Section 5. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by vote of the directors from a list of candidate names that are pre-screened in accordance with the needs of the Board. A majority vote of the directors is needed for approval of a new Board member.

**Section 6. Removal.** The members may, at any meeting called for the purpose, remove any elected director with or without cause by a majority vote of the directors. A director failing to attend Board meetings for one year may be removed by a majority vote of the directors.

**Section 7. Resignations.** Any director may resign, at any time by giving written notice to the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified, in such notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors shall be held not less than two (2) times per year (including the annual meeting). The Board of Directors shall provide by resolution, the time and place for holding of these and additional regular meetings without notice other than such resolution.

**Section 9. Special Meetings.** Special meetings of the Board of Directors and, or, the Executive Committee may be called by, or at the request of the President, or any two directors. The person

or persons authorized to call special meetings of the Board of Directors and, or, the Executive Committee, may fix the manner and the place for holding any special meeting.

**Section 10. Notice.** Notice of any special meeting shall be given at least five (5) days previous thereto by-written notice delivered personally, by regular mail, or electronic means, to each director at the director's address. If by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed. If by electronic means, such notice shall be deemed to be delivered at the date/time stamp of the email addressed to the director at the address which appears on the records of the corporation.

**Section 11. Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 12. Manner of Acting.** The act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Association. Meetings of directors may be held in person, and, or, by means of a telephone, and, or, video conference, and connection to such conference shall constitute presence at such meeting.

**Section 13. Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing (including email), setting forth the action so to be taken, shall be signed (or endorsed via email) before, or after, such action by all the directors. Such written consent, consents, or endorsements shall be filed with the minutes of the proceedings of the Board.

**Section 14. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless the director shall file a written (or electronic) dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail, or by email, to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 15. Prohibition of Compensation.** Directors may not be paid compensation for performance of their duties as directors. No director shall be precluded from serving the corporation in any other capacity and receiving compensation therefore.

**Section 16. Executive and Other Committees.** The Board of Directors may, by resolution, designate from among its members, such committees as it may determine, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, provided that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Association, adopting a plan of merger or consolidation, recommending the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the corporation otherwise than in the regular course of its business, recommending a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation. The designation of an Executive Committee (consisting in the Executive Officers) shall require a majority of the full Board of Directors. The designation of any

such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## **ARTICLE V** **OFFICERS**

**Section 1. Number.** The officers of the corporation shall be a President, a Secretary, and a Treasurer, and such other officers as may be deemed necessary by the Board of Directors. No person shall serve in more than one office at any time. Officers are also members of the Board of Directors.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Directors following the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such officer's death or resignation or removal in the manner hereinafter provided.

**Section 3. Removal.** Any officer or agent may be removed by the members or the directors whenever in their judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**Section 4. Resignations.** Any officer or agent may resign at any time by giving written (and, or, email) notice to the President or Secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled in the manner prescribed in these Bylaws for election or appointment to the office. In the case of a vacancy in any of the offices specifically designated in Section I of this Article V, such vacancy shall be filled for the unexpired portion of the term.

**Section 6. President.** The President shall be the principal executive officer of the corporation (and of the Board of Directors) and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs and property of the corporation, and control over its officers, agents and employees. The President shall preside at all meetings of the Board of Directors. The President shall execute, on behalf of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The President shall do and perform all duties incident to the office of President and such other duties as may be assigned to the President by these Bylaws or by the Board of Directors.

**Section 7. Secretary.** The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in digital format; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records ; (d) keep a record of the post office and, or email address of each director which shall be furnished to the Secretary by such director; and (e) in general perform all duties incident to the office of

Secretary and such other duties as from time to time may be assigned to the Secretary by the President of the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give, receipts for moneys due and payable to 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 the provisions of Article VI of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

## **ARTICLE VI** **EXECUTIVE DIRECTOR**

**Section 1. Appointment and Removal.** The Board of Directors may appoint an Executive Director, who shall serve at the pleasure of the Board of Directors. Appointment and removal shall require a two thirds (2/3) vote of the Board of Directors then in office. In the event of his or her removal, the Executive Director shall be entitled to ten (10) days notice of the meeting at which such removal is to be voted on and shall be provided an opportunity to appear before and be heard at the meeting at which such vote is taken.

**Section 2. Powers.** The Executive Director shall attend to, and be responsible for, the day to day administration of the affairs of the corporation, subject only to the general supervision and control of the President, the Executive Committee and the Board of Directors, and shall have such supervisory and managerial powers in the conduct of the business and affairs of the corporation as shall be conferred on him or her by the Board from time to time or as shall be delegated to the Executive Director with the consent of the Board.

**Section 3. Compensation.** . The Executive Director shall be entitled to reasonable compensation for his or her services as shall be established from time to time by the Executive Committee. The Executive Director shall not be a member of the Board of Directors, the Executive Committee, or an officer of the corporation.

## **ARTICLE VII** **CONTRACTS, LOANS, CHECKS, DEPOSITS AND BUDGET**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, or other Similar Orders.** 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 shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII** **INDEMNIFICATION**

**Section 1. Indemnification Authority Third Party Suits.** The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, have the power to indemnify any person who was, or is, a party, or is threatened, to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is, or was, a director, officer, employee or agent of the corporation, or is, or was, serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, Suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not, opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in respect of any criminal action or proceeding as to which such person shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that despite adjudication of guilt, in view of all of the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. The termination of any action, suitor proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Indemnification - Determination Procedure.** Any indemnification under Section I (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of a director, officer, employee or agent is proper in the circumstances because (a) such person has met the applicable standard of conduct set forth in Section I, and (b) the financial condition of the corporation is such that indemnification will not have substantial adverse effect on the corporation's operations. Such determination shall be made (1) by the Board of Directors by a majority vote or a quorum of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if attainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 3. Indemnification - Advance Payments.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 2 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Article.

**Section 4. Indemnification Rights - Non Exclusivity.** The indemnification provided by the Article shall not be deemed exclusive of any other rights to which those indemnified may be

entitled under any bylaw, agreement, vote, of disinterested director or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 5. Indemnification - Insurance.** The Board of Directors may authorize the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is, or was, serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## **ARTICLE IX** **GENERAL PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the corporation shall be the calendar year, Jan 1 – Dec.31.

**Section 2. Waiver of Notice.** Whenever any notice is required to be given to any person under the provisions of these Bylaws or under the provisions of the Articles of Association or under the provisions of applicable law, 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. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

**Section 3. Amendments.** These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the members at any regular or special meeting of the members (provided that the notice of such meeting states the proposed change in the Bylaws).

## **ARTICLE X** **AMENDMENTS**