

DRAFT BYLAWS  
OF  
THE WARREN LAND CONSERVATION TRUST

ARTICLE I

Name

The name of the Corporation shall be the Warren Land Conservation Trust, Inc.

ARTICLE II

Purpose

The purpose of the Corporation shall be:

1. To engage in and otherwise promote for the benefit of the general public the preservation and conservation of natural resources of the Town of Warren, including water resources, wetlands, marshlands, swamps, woodland, trails and open spaces, and the plant and animal life therein, and unique scenic, natural and historic sites;
2. To engage in and otherwise promote the scientific study of local natural resources, including plants, animals, birds, and other wildlife;
3. To use all property held or controlled by the Corporation and the net earnings thereof for the benefit of all the inhabitants of the Town of Warren, Rhode Island and exclusively for the conservational, recreational, educational, scientific and historic purposes for which the Corporation is formed.

ARTICLE III

Members

There shall be one class of Members consisting of those residents of the Town of Warren, Rhode Island, or other subscribers to the purposes of the Corporation, who have paid the then current annual regular membership dues as established from time to time by the Board of Directors. Regular Members may attend all meetings of the Members of the Corporation during each fiscal year for which they have paid such dues, shall have the right to vote there at on all matters submitted to a vote of the Members, and shall have the right to inspect all books and records of the Corporation for any purpose and at any reasonable time.

The membership of a Member shall terminate upon his death or resignation. In addition, the membership of a regular Member shall terminate at the end of the fiscal year for which the Member has paid the prescribed dues, but shall be re-instated automatically upon payment of the dues for the current fiscal year.

#### ARTICLE IV

##### Location

1. The principal office of the Corporation shall have an address of P.O. Box 565, Warren, RI 02885, or at such address as the Board of Directors shall from time to time designate. The Board of Directors are granted full power and authority to change said principal office from one location to another.
2. The Corporation may have other offices, either within or without the State of Rhode Island, at such place or place as the Board of Directors from time to time may designate or the business of the Corporation may require.

#### ARTICLE V

##### Board of Directors

1. *Powers and Duties:* The business and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws. The Board of Directors shall be vested with the power to control and manage the affairs, funds and finances of the Corporation. The Board of Directors may, in its discretion, appoint a depository or agent to manage the funds and property of the Corporation, and to make investments subject to its supervision as it deems necessary. The Corporation may appropriate funds it determines will effectuate the objectives of the Corporation. However, any such appropriations shall be consistent with the exempt purposes of the Corporation and shall not violate any of the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, or related rules and regulations promulgated by the Internal Revenue Service.
2. *Enumeration:* The Board of Directors shall consist of not less than three (3) or more than nine (9) persons, and the four officers all of whom must be Members of the Corporation in good standing.

3. *Election of Directors:* The first Board of Directors shall be elected at the organization meeting of the corporation. The first Board of Directors shall consist of nine (9) non-officer directors, the terms of three (3) of whom shall expire at the 1988 annual meeting, the terms of three (3) of whom shall expire at 1989 annual meeting, and the terms of three (3) of whom shall expire at the 1990 annual meeting. Thereafter, each Director shall be elected for a term of three (3) years with approximately one-third (1/3) of the terms of the Directors expiring each year. At each annual meeting, there shall be elected a number of Directors equal to the number of Directors whose terms expire as of that annual meeting, and each Director so elected shall serve for a term of three (3) years. A Director shall serve for the term for which the Director is elected and until the Director's successor is elected and qualified. The term of a Director who ceases to be a regular Member of the Corporation shall immediately terminate.

4. *Vacancies:* In the case of any vacancy in the Board of Directors by death, resignation, disqualification, or any other cause, the remaining Directors may elect a successor to serve until the next annual meeting of the Corporation.

5. *Board Meetings:* The Board of Directors shall meet upon call by the President or upon written request filed with the Secretary by any two (2) or more Directors. The Secretary shall give to each Director reasonable notice of the time and place of each meeting of the Board of Directors by mail or telephone at least five (5) days prior to the meeting. A quorum shall consist of a majority of the Board of Directors. Actions of the Board shall be determined by majority vote of those present in person or by proxy. The Board may adopt such rules and regulations for the conduct of these meetings and for the management of the Corporation as they may deem proper, not inconsistent with these Bylaws, the Articles of Incorporation and the laws of the State of Rhode Island.

6. *Meetings by Telecommunications:* Any or all Directors may participate in meetings of the Board of Directors, by means of conference, telephone, video or other electronic communications equipment by means of which all Directors participating may simultaneously hear each other during the meeting, and participation by such means shall constitute attendance in person at such meeting.

7. *Unanimous Consent:* In lieu of any regular or special meeting and vote of the Directors, the unanimous written consent of all Directors may be filed with the Secretary with respect to any action

taken or to be taken by the Directors, and said consents shall, when filed, have the same force and effect as a unanimous vote of the Directors.

8. *Nominations for Directors and Officers:* At least one (1) month before the annual meeting, the Board of Directors shall appoint a nominating committee which shall nominate one (1) person for each Officer and Director to be elected. Additional nominations for Officers and Directors may be made from the floor.

9. *Executive Committee:* The Board of Directors may create an Executive Committee and delegate to it such powers between meetings of the Board of Directors as the Board of Directors may deem to be in the interests of the Corporation.

10. *Emeritus Board:* The Board of Directors may elect Emeritus Board Members at a regular meeting of the Board of Directors. Emeritus Board Members shall serve at the pleasure of the Board of Directors, and shall have such authority or obligations as the Board of Directors may determine from time to time. Emeritus Board Members shall have the right to attend and to participate at Board of Directors meetings, but shall not have the right to vote at any such meeting.

## ARTICLE VI

### Officers

1. *Officers:* The Officers of the Corporation shall be President, Vice President, Treasurer, and Secretary, all of whom shall be Members of the Corporation.

2. *Election:* Officers shall be elected at each annual meeting of the Corporation. Officers shall serve for a term of one (1) year, which term shall expire at the annual meeting of the Members or until their successors have been elected and have qualified. There shall be no limit to the number of terms an officer may serve.

3. *President:* The President shall exercise a general supervision over the affairs of the Corporation with the powers and duties customarily incident to the office. The President shall sign all contracts, deeds, mortgages, notes, leases, and other such instruments. The President shall preside at all meetings of the Board of Directors and Members of the Corporation. The President shall have the custody of and maintain records of all deeds.

4. *Vice President:* In the absence of the President or in the event the President is unable to perform duties of the President, the Vice President, unless otherwise voted by the Board of Directors, shall perform the duties of the President.
5. *Treasurer:* The Treasurer shall collect, take charge of and disperse the funds of the Corporation under the direction of the Board of Directors. The Treasurer shall keep accurate accounts of all transactions and present full statements thereof at each annual meeting of the Members and whenever requested by the Board of Directors. The Treasurer shall have the custody of and maintain records of all securities. The Treasurer shall perform all other duties imposed upon the Treasurer by law or the provisions of these Bylaws.
6. *Secretary:* The Secretary shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members and Board of Directors; shall keep a record of the names and address of its Members entitled to vote; shall give notice of meetings and shall perform all other duties incident to the office of Secretary.
7. *Vacancies:* In case of any vacancy among the Officers by death, resignation, disqualification, or any other cause, the Board of Directors may elect a successor to hold office until the next annual meeting. In addition, the Board of Directors may appoint from time to time such additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as in its judgment may be necessary, to hold office until the next annual meeting.
8. *Removal from Office:* Officers may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE VII

### Meetings of the Corporation

1. *Annual Meeting:* The annual meeting of the membership shall be held on the second Tuesday in October, or as soon thereafter as possible at such time and at such place as the Board of Directors may determine, for the election of Officers and Directors, to receive the reports of the Officers and committee chairpersons, and the transacting of any other business which may legally come before the meeting. Business at any meeting of the Corporation shall be decided by a majority

vote of the Members present in person or by proxy and voting, except as otherwise specified in these Bylaws.

2. *Special Meetings:* Special meetings of the Members of the Corporation shall be held at the call of the President, the Board of Directors, or upon petition in writing signed by fifteen (15) Members of the Corporation entitled to vote. Such meetings shall be held at a time and place determined by those calling the meetings.

3. *Notice:* Not less than seven (7) days prior to all annual and special meetings, the Secretary shall give notice of said meetings in one (1) or more newspapers with circulation in Warren or other electronic media, and by any other means that the Board of Directors deems necessary. The notice shall set forth the time, date, place, and business to be conducted at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the Member, or when sent by electronic mail or media, the date such notice is sent.

4. *Quorum:* At any annual or special meeting of the Members of the Corporation, fifteen (15) Members of the Corporation entitled to vote shall constitute a quorum. In the absence of a quorum, a majority of those Members present may reschedule the meeting for another date and time.

## ARTICLE VIII

### Committees

1. *Formation and Dissolution:* Committees shall be formed or dissolved by a majority vote of the Board of Directors.

2. *Composition:* All committees shall be composed of at least but not limited to one (1) Member of the Board of Directors and as many Members of the Corporation as are deemed necessary for the effective functioning of the committee. The President shall appoint one (1) Member of the Board of Directors to each committee. It is the responsibility of this Member to oversee the activities of the committee, report back to the Board on these activities and report to the committee on Board actions as they relate to committee activity.

ARTICLE IX

Distribution of Assets

1. *No Distribution:* No part of the income, or of the assets of the Corporation shall ever be distributed to its Members, Officers or Directors, or any other private individual; provided that nothing herein shall restrict the right of the Corporation to reasonably compensate and reimburse such person or persons, for services rendered to the Corporation and expenses incurred on its behalf.
2. *Dissolution:* The Corporation may be dissolved only by a vote of two-thirds (2/3) of the Directors and two-thirds (2/3) of the active Members of the Corporation at a special meeting called for that purpose. Members shall be given at least 30 days written notice that dissolution is to be considered at such special meeting. Upon dissolution of the Corporation, the assets remaining after payment of all liabilities shall be distributed to charitable or educational organizations exempt under Section 501(c)(3) of the Internal Revenue Code, as amended in such proportions and amounts as the Board of Directors shall determine.

ARTICLE X

Prohibitions

Notwithstanding any other provision of these By-Laws, no Member, Officer, employee, Director or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI

Indemnification

The Corporation shall indemnify Directors, Officers, employees and agents of the Corporation to the maximum extent permitted by law.

ARTICLE XII

Seal

The Board of Directors shall decide whether or not the corporation shall have a corporate seal and shall have the power to determine the form and style thereof.

ARTICLE XIII

Amendments/Procedure

1. *Certificate of Incorporation and Bylaws:* The Certificate of Incorporation and the Bylaws of the Corporation may be amended at any time by adoption of a resolution by the affirmative vote of at least two-thirds (2/3) of the Members present and entitled to vote thereon at any meeting called for that purpose and at which a quorum is present. Members must be given at least 30 days written notice of the proposed amendments to Bylaws of the Corporation.

2. *Limitation of Power to Amend:* Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws, which will adversely affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code, or its status as a non-profit corporation under the laws of the State of Rhode Island.

3. *Procedure:* The rules of procedure at meetings of the Members and the Board of Directors shall be according to such rules as the Board of Directors establish from time to time.

ARTICLE XIV

Statutory References

Any references herein to a Section of the Internal Revenue Code or to a specific section of the laws of the State of Rhode Island shall mean such section as it is constituted at the time of the adoption of these Bylaws and as it may be hereafter amended, added to or otherwise changed, and it shall also include any other provision which may hereafter become applicable to the Corporation.

Adopted this 9<sup>th</sup> day of November 2018:

Submitted by,

*Martha Antaya*

Its Secretary