

MAY, 20168

**Incorporates changes made
JulyMay 926, 20168**

BY-LAWS
Of
THE WEEKAPAUG FOUNDATION FOR CONSERVATION

ARTICLE I

GENERAL

SECTION 1.01. Scope. Subject to limitations provided by law or the Articles of Incorporation, these by-laws, as amended from time to time shall contain the provisions for regulation and management of the affairs of The Weekapaug Foundation for Conservation (the “Corporation”). All references herein to the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation shall be construed to mean the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation of the Corporation as they may be amended from time to time.

SECTION 1.02. Non-Profit Status. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 the Articles of Incorporation and these by-laws. In the event of any liquidation or dissolution of the Corporation, no trustee or officer shall be entitled to any Distribution or division of the Corporation’s property or the proceeds thereof, and upon such liquidation, the Board of Trustees of the Corporation, after the payment of all its debts and obligations, shall distribute all of the assets of the Corporation in such manner, and to such organization(s) organized and operated for charitable, scientific and educational purposes as shall at the time qualify as an exempt organization(s) under

Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal revenue law) and the regulations promulgated hereunder, or to the United States of America, any State thereof or any political subdivision of any State for exclusively public purposes, as the Board of Trustees of the Corporation shall determine.

ARTICLE II

MEMBERS

SECTION 2.01. Membership Corporation. The Corporation shall be a membership corporation, with members determined according to the provisions of Section 2.04 of these by-laws. The members shall have power to elect the Board of Trustees and shall have such other power as shall be conferred upon them by the Rhode Island Non-Profit Corporation Act.

Section 2.02. Qualification of Members. Membership in the Corporation shall be open to those who display a demonstrated interest in the purposes of the Corporation as determined by the Board of Trustees in its sole and absolute discretion, and who comply with the procedure set forth in Section 2.04 of these by-laws.

SECTION 2.03. Number of Members. The Board of Trustees may limit the total number of members of the corporation.

SECTION 2.04. Qualification of Members. All applications for membership shall be made to the Board of Trustees and shall be accompanied by an offer to donate to the Corporation a payment of the dollar amount set from time to time by the Board of Trustees as the amount entitling a prospective member to membership in the Corporation. In addition to determining the payment required of prospective members, the Board of Trustees also shall have the authority to set the term of membership of all the members. Subject to any limitation on the number of members imposed by the Board

of Trustees, upon the affirmative vote of a majority of the Board of Trustees present at any meeting at which a quorum is present, the application shall be accepted, and the applicant shall be elected to membership in the Corporation.

SECTION 2.05. Resignation and Removal of Members. A member may resign at any time by giving written notice of such resignation to the Secretary. Such resignation shall be effective at the time specified thereon, and if no time is specified thereon, upon receipt by the Secretary. A member may be removed from membership upon two-thirds vote of the other members with or without cause. Neither resignation nor removal from membership shall entitle the resigning member to a refund of his membership payment.

SECTION 2.06. Place of Meetings. All meetings of the members shall be held at the principal office of the Corporation or at such place within or without the State of Rhode Island as shall be fixed by the Board of Trustees of the Corporation and specified in the respective notices or waivers of notice.

SECTION 2.07. Annual Meetings. The annual meeting of the members for the election of trustees and such other business as shall properly come before the meeting shall be held during the month of August at such time as the Board of Trustees shall establish. If such annual meeting of the members is omitted by oversight or otherwise on the day herein provided therefore, any and all business which might have been transacted at that annual meeting may be transacted at the next succeeding meeting, whether special or annual. Purposes for which an annual membership meeting is to be held, in addition to those prescribed by law or these by-laws, may be specified by the Chairman or by a majority of the Board of Trustees of the Corporation.

SECTION 2.08. Special Meetings. A special meeting for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Board of Trustees, the Chairman, or by members having ten percent (10%) of the votes entitled to be cast at such meeting.

SECTION 2.09. Notice of Meetings. Except as otherwise expressly required by statute or these by-laws, notice of each meeting of the members, whether annual or special, shall be given by or at the direction of the Secretary of the Corporation by mailing notice to each member at his residence or usual place of business, as shown on the rolls of the Corporation, not less than ten (10) nor more than sixty (60) days prior to said meeting. Except where expressly required by law, no publication of any notice of a meeting shall be required.

SECTION 2.10. Quorum. Ten percent of the total number of members at the time, present in person or by proxy shall constitute a quorum for the transaction of business at any time. Except as otherwise provided by law or these by-laws, a majority vote of all members present at any meeting at which a quorum is present shall be the act of the membership. The members shall act only as a membership and the individual members shall have no power as such.

SECTION 2.11. Voting. At all meetings of the members of the Corporation, annual or otherwise, each member shall be entitled to one vote. Such votes may be cast in person or by proxy, unless otherwise required by some provision of these by-laws, or the Articles of Incorporation, or the Rhode Island Non-Profit Corporation Act.

ARTICLE III
BOARD OF TRUSTEES

SECTION 3.01. General Powers. The property, affairs, and business of the Corporation shall be managed by a Board of Trustees, and the Board shall have, and may exercise, all of the powers of the Corporation.

SECTION 3.02. Number and Qualification. The Board shall consist of no less than (12) nor more than fourteen (14) trustees. No individual who is a member of the Executive Committee of the Weekapaug Fire District shall serve as a trustee of the Corporation.

SECTION 3.03. Election. The initial Board of Trustees shall consist of nine (9) trustees named in the Articles of Incorporation; one of the initial trustees shall be designated to serve a five-year term, two of the initial trustees shall be designated to serve a four-year term, two of the initial trustees shall be designated to serve a three –year term, two of the initial trustees shall be designated to serve a two-year term, and two of the initial trustees shall be designated to serve a one-year term. An additional trustee shall be appointed to serve a five-year term by the Incorporator after the filing of the Articles of Incorporation and prior to his resignation as the Incorporator of the Corporation. ~~At each annual meeting beginning in 1991, two or more trustees shall be elected to serve a five-year term on the Board of Trustees.~~The members of the corporation shall elect trustees from among the candidates nominated by the nominating committee and such other candidates as shall be nominated by members in attendance at the annual meeting. The ~~two~~ candidates who receive the largest number of votes shall be presented at the annual meeting to be elected to the Board of Trustees.

SECTION 3.04. Term of Office and Qualification. Each trustee, ~~beginning with those elected intaking office in 1991~~2018 or later, shall hold office for a ~~five~~three-year term, and until a successor shall have been duly elected and qualified, or until death, resignation or removal in the manner hereinafter provided. ~~No t~~Trustees may be elected to ~~two additional, successive three-year terms,s, except that (a) any trustee who is serving as an officer at the conclusion of such trustee's term may serve two additional years as trustee, and (b) any former trustee who has been off the Board of Trustees for at least one year may be elected to serve as a trustee.~~ Notwithstanding the foregoing, any Trustee elected before 2018 shall serve out his or her original five-year term and shall be permitted to be elected to one additional three-year term.

SECTION 3.05. Quorum and Manner of Acting. A majority of the trustees at the time in office shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by these by-laws, the act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. The affirmative votes of half of the trustees shall be required to authorize the Corporation to dedicate funds. In the absence of a quorum, a majority of the trustees present may adjourn any meeting from time to time until there is a quorum. Notice of any adjourned meeting need not be given. The trustees shall act only as a Board and the individual trustees shall have no power as such.

SECTION 3.06. Place of Meetings. The Board of Trustees may hold its meetings at any place within or without the State of Rhode Island as it may from time to time determine and shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 3.07. Annual Meetings. The annual meeting of the Board of Trustees for the election of officers of the Corporation and for the transaction of such other business relating to the Corporation as may come before the meeting shall be held

as soon as practicable after each annual election of trustees on the same day and at the same place at which such election of trustees was held. If for any reason such annual meeting is omitted, a special meeting may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted at the annual meeting. Purposes for which an annual Board of Trustees meeting is to be held, in addition to those prescribed by law or these by-laws, may be specified by the Chairman or by a majority of the Board of Trustees of the Corporation.

SECTION 3.08. Regular Meetings. Regular meetings of the Board of Trustees shall be held as often as the Board shall determine from time to time by vote. Notice of regular meetings need not be given.

SECTION 3.09. Special Meetings; Notice. Special meetings of the Board of Trustees shall be held whenever called by the Chair. Notice of each such meeting shall be given by the Secretary or the person calling the meeting by mailing the same addressed to each trustee at his or her residence or usual place of business, orally, by telephoning or personally, or electronically by emailing the Trustee at the e-mail address on file with the Corporation, at least 5 (five) days before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise expressly provided in these by-laws.

A statement contained in the minutes of any meeting of the trustees over the signature of the Secretary to the effect that due notice of such meeting has been given shall be conclusive evidence that proper notice of such meeting has been given in one of the ways provided herein.

SECTION 3.10. Public Display of Notice and Minutes. Notice of meetings to be held for the purpose of contemplating the dedications of funds may be published, at the discretion of the Board of Trustees, in The Westerly Sun. The minutes of each meeting of the Board of Trustees shall be publicly available in the office of the Weekapaug Fire District.

SECTION 3.11 Resignations of Trustees. Any trustee of the Corporation may resign at any time by giving written notice to the Board of Trustees, the Chair, or the Secretary of the Corporation. The resignation of any trustee shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.12. Removal of Trustees. Subject to the provisions of Section 4.02, any trustee may be removed, either with or without cause, at any time, by vote of the Board of Trustees, at any regular meeting or special meeting called and held for said purpose.

SECTION 3.13. Vacancies. Any vacancy in the Board of Trustees caused by death, resignation, removal, disqualification, an increase in the number of trustees, or any other cause, may be filled by the remaining trustees then in office, though less than a quorum, at any regular meeting or special meeting of the Board of Trustees, including the meeting at which any such vacancy may arise; and each trustee so elected shall hold office for the term of the vacancy which he is filling, and until a successor shall have been duly elected and qualified, or until death or resignation.

ARTICLE IV COMMITTEES

SECTION 4.01. General. The Board of Trustees of the Corporation may from time to time by vote create such committees of trustees, officers, employees or other persons designated by it for the purpose of advising with the Board, the officers and employees of the Corporation in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall prescribe by vote.

A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Trustees shall otherwise

provide. The Board of Trustees shall have power to change the members of any committee at any time, to fill vacancies, and to discharge any such committee, either with or without cause, at any time.

SECTION 4.02. Nominating Committee. Each year the Board of Trustees shall appoint a nominating committee, which committee may consist of trustees at the time in office and other members of the Corporation not at the time on the Board. The nominating committee shall nominate a number of candidates equal to the number of vacancies on the Board of Trustees. The nominating committee shall furnish its list of nominees to the Secretary of the Corporation at such time as the Secretary shall require in order that he shall be able to provide written notice of the nominees to all members entitled to vote for the Board of Trustees not less than thirty (30) days prior to the date set for the annual meeting.

ARTICLE V

WAIVER OF NOTICE: UNANIMOUS CONSENT

SECTION 5.01. Waiver of Notice. Notice of the time, place and purpose (unless otherwise specified) of any meeting of the Board of Trustees or any committee thereof may be waived in writing by any trustee either before or after such meeting; and attendance in person at a meeting of the Board of Trustees or any committee thereof shall be equivalent to having waived notice thereof.

SECTION 5.02. Unanimous Consent of Trustees. Insofar as permitted by law and unless otherwise restricted by the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board (or any such committee) and such written consent is filed with the records of the Corporation.

ARTICLE VI
OFFICERS

SECTION 6.01. Number. The officers of the Corporation shall be a Chairman of the Board, a Secretary, and a Treasurer. Additionally, the Board of Trustees may, at its discretion, elect a Vice Chairman and/or an Assistant Treasurer.

SECTION 6.02. Election, Qualifications and Terms of Office. The officers shall be elected annually by the Board of Trustees of the Corporation at the annual meeting. Each officer shall hold office for a one year term and until a successor shall have been duly elected and qualified, or until death, resignation, disqualification or removal in the manner hereinafter provided. Any individual may serve an unlimited number of consecutive one-year terms in the same office. The individual selected by the Board of Trustees to serve as Chairman of the Board shall be selected from among the trustees, provided, however, that such individual shall be qualified to serve as Chairman of the Board only for as long as such individual is a trustee of the Corporation.

Section 6.03. Removal. Any officer may be removed either with or without cause, by the vote of a majority of the whole Board of Trustees at a special meeting called for said purpose.

Section 6.04. Resignation. Any officer may resign at any time by giving written notice to the Board of Trustees or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by the Board of Trustees at any regular or special meeting.

Section 6.06. The Chairman of the Board. The Chairman of the Board shall be the Chief Executive Officer and shall preside at all meetings of the Board of Trustees at which he or she is present, and shall have such powers and perform such duties as are designated from time to time by the Board of Trustees. The Chair shall make a full annual report to the Board of Trustees, if called upon to do so. The Chair whose term has expired shall serve one additional year in an Ex-Officio capacity as Past Chairman to advise the new Chairman of the Board, provided, however, that no Trustee shall serve more than nine consecutive years on the Board of Trustees.

SECTION 6.07. The Vice Chair. The Vice Chair shall have such powers and perform such duties as are designated from time to time by the Board of Trustees.

SECTION 6.08. The Secretary. The Secretary shall record or cause to be recorded all the proceedings of the meetings of the Board of Trustees of the Corporation and meetings of all committees to which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these by-laws and as required by law; shall be custodian of the records and of the seal of the Corporation; and have such other powers and perform such other duties as the Board of Trustees of the Corporation may from time to time prescribe.

SECTION 6.09. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and credits and property of the Corporation, render a statement of the condition of the finances of the Corporation at all regular meetings and upon request of the Board of Trustees of the Corporation, and a full financial report to the Board of Trustees if called upon to do so. The Treasurer shall also have charge of the books and records of account of the Corporation, which shall be kept at such office of the Corporation as the Board of Trustees shall from time to time

designate; be responsible for the keeping of correct and adequate records of the assets, liabilities, business and transactions of the Corporation and at all reasonable times exhibit the books and records of account to any of the Trustees of the Corporation; review the Corporation's budget annually; be responsible for monitoring the budget; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees of the Corporation or Chair.

SECTION 6.10. The Assistant Treasurer. The Assistant Treasurer shall have such powers and perform such duties as are designated from time to time by the Board of Trustees.

SECTION 6.11. General Powers. Each officer shall, subject to these by-laws, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to this office, and such duties and powers as the Board of Trustees shall from time to time designate.

SECTION 6.12. Bonding. Any officer, employee, agent, or factor shall give such bond with such surety or sureties for the faithful performance of his or her duties as the Board of Trustees may from time to time require.

ARTICLE VII

INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Corporation shall indemnify, pay expense to, and purchase and maintain insurance for, its trustees, officers, and other persons to the fullest extent permitted by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, but only to the extent that the status of the Corporation as a corporation exempt under Section 501(c) (3) of the Code is not affected thereby.

ARTICLE VIII

EXECUTION OF DOCUMENTS

SECTION 8.01. Contract, etc., How Executed. Unless otherwise determined by the Board of Trustees of the Corporation, the Chairman, Vice Chairman or the Treasurer may enter into any contract or execute and deliver any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Corporation. The Chairman, Vice Chairman or Board of Trustees, except as otherwise provided in these by-laws, may authorize any other or additional officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized to do so by these by-laws or by the Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

SECTION 8.02. Checks, Drafts, etc. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes, or other evidence of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be signed or endorsed by such officer or officers, employee or employers, of the Corporation as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 8.03. Shares Held in Corporation. Any shares of stock issued by any corporation and owned or controlled by the Corporation may be voted at any shareholders' meeting of the corporation by the Chair or the Treasurer.

ARTICLE IX

SEAL

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the state and year of incorporation.

ARTICLE X
FISCAL YEAR

Except as from time to time otherwise provided by the Board of Trustees, the fiscal year of the Corporation shall be a calendar year.

ARTICLE XI
AMENDMENTS

Amended by-laws, which shall not be inconsistent with the laws of the State of Rhode Island or any provision of the Articles of Incorporation, may be made by the Board of Trustees of the Corporation at any meeting at which a quorum shall be present, provided that notice of the proposed amendment shall be included in the notice of such meeting and that the proposed amendment shall be adopted upon receiving at least a majority of the votes which trustees present at such meeting are entitled to cast.