

WOOD-PAWCATUCK WATERSHED ASSOCIATION

BYLAWS¹

ARTICLE I PURPOSE

Section 1. Purpose. 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 Watershed;
2. protect and conserve fish and wildlife, forest and other plant life, water sources, soils, and historical and archeological resources;
3. promote an understanding among the citizens of the Watershed of the value of restoring, preserving and conserving the resources of the Watershed;
4. sponsor and encourage scientific investigations to aid the accomplishment of the above purposes;
5. help coordinate and integrate those activities of other agencies, industries, and organizations having an interest in the resources of the Watershed; and
6. 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 Watershed a better place in which to live.

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 things 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 203 Arcadia Road, 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 Director 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.

Section 2. Annual Meeting. The annual meeting of the members shall be held during the month of May in 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 and officers 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 Meeting². 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, by 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, with postage-prepaid thereon. If sent by electronic means, notice shall be deemed to be delivered when transmitted to the electronic address which appears on the records of the corporation.

Section 6. Quorum. Fifteen (15) members of the corporation entitled to vote shall constitute a quorum at a meeting of members. If less than a quorum of the members are 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 upon each matter submitted to a vote at a meeting of members. Holders of family memberships shall be entitled to a maximum of two (2) votes.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications.³ There shall be not less than five (5) nor more than twenty-five (25) directors of the corporation. Each elected director shall serve until the next succeeding annual meeting and until his or her successor shall have been elected and qualified or until such director's death, resignation or removal in the manner provided hereinafter. Each term of appointment shall be three (3) years. No director may serve more than three (3) full consecutive terms subject to the provision that directors elected prior to May 1, 2013 are permitted to complete their terms. Directors having reached a term limit shall not serve on the board for the time span of at least one (1) year. Directors need not be residents of Rhode Island but shall be members of the corporation.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by vote of the directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 4. Removal. The members may, at any meeting called for the purpose, remove any elected director with or without cause by vote of the members. A director failing to attend three (3) consecutive meetings of the Board may be removed by a two-thirds vote of the directors.

Section 5. Resignations. Any director may resign, at any time by giving written notice to the Board of Directors or 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 6. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than two (2) times per year. 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 7. Special Meetings. Special meetings of the Board of Directors 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 may fix the manner and the place for holding any special meeting of the Board of Directors called by them.

Section 8. Notice.⁴ Notice of any special meeting shall be given at least five (5) days previous thereto by-written notice delivered personally or mailed, 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, with postage prepaid thereon. If by electronic means, notice shall be deemed delivered when transmitted to the electronic address which appears on the records of the corporation.

Section 9. 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 10. 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 by means of a telephone conference circuit, and connection to such circuit shall constitute presence at such meeting.

Section 11. 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, setting forth the action so to

be taken, shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 12. Presumption of Assent. A director of the corporation who is present at a meetings 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 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 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 13. 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 14. Executive and Other Committees.⁵ 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 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.

Section 15. Emeritus Directors.⁶ Past Directors are eligible to be elected as Emeritus Directors of the Wood-Pawcatuck Watershed Association by nomination and majority approval of the Directors. Emeritus Directors may attend and participate in meetings of the Directors, serve on committees, and advise the officers and staff of the WPWA. They do not have voting privileges and their attendance at meetings does not count towards making quorum.

ARTICLE V **OFFICERS**

Section 1. Number. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), 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.

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 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, 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. Vice-Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to such Vice-President by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the proceeding of the Board-of Directors in one or more books provided for that purpose; (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 and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a record of the post office 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 or the Board of Directors.

Section 9. 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. ⁷ 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, DEPOSITS⁸

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, suit or 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 directors 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.

Section 2. Corporate Seal. The corporation shall have a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the year of incorporation.

Section 3. 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.

ARTICLE X

AMENDMENTS

Section 1. 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).

¹ Adopted May 17, 2018 to reflect an overall change in reference to board members in the bylaws from “Trustee” to “Director.” The reason for this change is to better reflect the actual nature of the job and responsibilities of board members, and to better comply with the legal description and responsibilities of trustee vs. director; the State of Rhode Island recognizes the WPGA board as “directors” regardless the title of “trustee” as per the bylaws—the change therefore better reflects the legal reality of the WPGA board.

² Adopted May 2013. Amended to reflect electronic means as an acceptable means of communications.

³ Adopted May 2013. The phrases: “At each annual meeting one-third (1/3) of the directors shall be elected for a three (3) year term; provided, however, that the members elected to the initial board of directors shall be elected so that approximately one-third (1/3) of the board shall serve a one (1) year term, one third (1/3) a two (2) year term and one-third (1/3) a three (3) year term.” and “The number of directors shall be set initially by the incorporators and may thereafter be changed by the members.” were deleted as it only pertained to initial formation of the board and served no purpose at present day. The following were added: “Each term of appointment shall be three (3) years. No director may serve more than three (3) full consecutive terms subject to the provision that directors elected prior to May 1, 2013 are permitted to complete their terms. Directors having reached a term limit shall not serve on the board for the time span of at least one (1) year.” to enact term limits for board members.

⁴ Adopted May 2013. Amended to reflect electronic means as an acceptable means of communications. The sentence “If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company.” was deleted.

⁵ Adopted May 2013. The following was amended to the bylaws in May 2006; and removed May 2013 as it reflects day-to-day management of the association and not its governance or legal duties.

Section 3 - Board Development Committee. The Board of Directors (the Board) shall annually establish a Board Development Committee (BDC) consisting of the vice president as chair and two directors.

a. The BDC shall meet as necessary throughout the year to develop and maintain for its use a list of candidates for Board membership, with its sources including, but not limited to: lists of WPGA members, donors,

volunteers, and stakeholders; lists of members of academic, business and other professional communities, and director referrals.

- b. The BDC shall pre-screen names of candidates in accordance with the needs of the Board as identified by the Board Matrix (a document published by the Board for this purpose) and actual and anticipated vacancies. The list shall be reviewed annually by the BDC to ensure it is current and adequate. The BDC shall ensure that the Board Matrix is current and valid.
- c. At the January Board meeting, the BDC shall recommend candidates to the Board in compliance with the aforementioned requirements. At its March meeting, the Board, after vetting the BDC's nominees, shall specify the candidate(s) it proposes to nominate to the membership for election at the forthcoming annual meeting and shall direct the president or his/her designee to promptly extend the appropriate invitation(s).
- d. This procedure must be followed for the recruitment of new Board members for election by the membership except by three-quarters majority vote of the Board members present.

⁶ Adopted May 2009; amended May 2012 to remove the phrase "The term of Emeritus Director is three (3) years and may be renewed." as it was considered counter intuitive to the term emeritus.

⁷ Adopted May 2013. The first sentence was changed from "The Board of Directors shall appoint an Executive Director" to read "may appoint" to leave open the possibility that there may be a time and place when an Executive Director may not be desired, appropriate, or necessary.

⁸ Adopted May 2013. This was removed as it reflects day-to-day management of the association, not its governance or legal duties. "**Section 5. Budget.** No later than one month before the end of the fiscal year, the Executive Director, in consultation with the Executive Committee, shall prepare a proposed budget for the next fiscal year, and present it to the Board of Directors for their approval."