

BYLAWS of the SOUTH KINGSTOWN LAND TRUST
A RHODE ISLAND NON-PROFIT CORPORATION

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EDITOR’S NOTE:

**Due to the large number of tracked changes,
GLOBAL CHANGES WERE MADE TO THIS DOCUMENT TO REPLACE THE
TERMS**

“Trustee” with “Director”

**“President” when referring to the Board of Directors, with “Chairperson” or “Chair”
which do not show here in order to simplify reading of this version**

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BYLAWS of the SOUTH KINGSTOWN LAND TRUST
A RHODE ISLAND NON-PROFIT CORPORATION

ARTICLE 1. - GENERAL

Section 1.1 Name

The name of this organization is the SOUTH KINGSTOWN LAND TRUST, hereinafter referred to as “SKLT”, or “Corporation”.

Section 1.2 Establishment, Mission and Compliance with RI General Laws

The SKLT was first established in 1983 as an unincorporated land trust. SKLT incorporated in 1999 as a private non-profit corporation under the Rhode Island General Laws. The Mission of the Corporation is: ~~to conserve and protect the natural resources and open spaces of our town for the enduring benefit of our community. The Corporation may preserve, in perpetuity, properties of cultural and historical significance which have given our community a sense of place and have conservation and educational value.~~ to protect and steward the natural resources, open spaces and cultural landscapes for the benefit of our communities, now and forever.

The Corporation is organized exclusively for, and will operate exclusively as, a non-profit business corporation in conformity with Title 7, Chapter 6 of the General laws of the State of Rhode Island, 1956, as amended.

Section 1.3 Compliance with 501(c)(3) of the Internal Revenue Code

- (a) The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”).
- (b) The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code. The SKLT shall limit its activities attempting to influence legislation so that this is not a substantial part of the SKLT's activities as defined by the IRS. The SKLT shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, any Director, officer, employee, member or agent of the Corporation.

- (e) If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all of the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Corporation is organized.

As provided in Article 10, The Board of the Directors (“Board”) will choose the specific organization or organizations to which such a distribution will be made. No Director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

ARTICLE 2. – MEMBERSHIP

Section 2.1 Membership and Dues

- (a) Staff shall recommend the amount and classes of dues for all memberships. Once this has been accepted by the Board any changes can be effective immediately. Membership period shall be for twelve (12) months.
- (b) The Board ~~or Executive Director~~ may in ~~their its~~ discretion determine that any contribution equal to or greater than the family membership annual dues of the Corporation shall be considered as a payment of those annual dues and may confer a one-year membership with voting power in recognition thereof, with the balance attributable to Corporation’s operating fund.
- (c) The Executive Director may in his/her discretion confer a one-year membership with voting power as part of a promotional offering, and honorarium.
- (d) Membership may be on either an individual or a family basis, except that there shall only be one vote for each membership.
- (e) There may be such other classes of Members as the Board shall from time to time determine in their sole discretion, ~~for example: Honorary Members, Associate Members, Members Ex Officio, Members Emeritus, and Student Members,~~ provided that no Member of any such class shall ever have voting power.
- (f) Only dues paying members are entitled to vote at annual or special meetings of the Members, and those given memberships with voting power associated.

Section 2.2 Annual Meeting of Members

Each year there shall be an annual meeting of the SKLT and its members. Said annual meeting shall occur ~~in April of each year,~~ at a place and time to be determined by the Board, ~~or at such other place and time as the Board shall determine.~~

The purpose of the Annual Meeting is the election of Directors pursuant to Section 3.3 and for such other purposes as shall be specified in the notice of such meeting. At each such

Annual Meeting, the Members shall elect ~~or reelect~~ by majority vote individuals nominated to act as Directors.

~~In order to conduct an annual meeting there must be no fewer than t~~ twenty-five (25) dues paying members ~~present~~. shall constitute a quorum.

Section 2.3 Special Meetings of Members

There ~~shall~~ may be as many Special Meetings of the Members of the Corporation as the Directors shall determine. At such meetings, the Members may advise the Directors on questions of policy or on any other matters placed before them by the Directors, and may take such other action as is permitted them under this instrument.

Section 2.4 Notice of Annual and Special Meetings of Membership

Written notice stating the place, day, hour and purpose of each Meeting of the Members of the Corporation shall be electronically distributed or mailed to all Members at least fifteen (15) days before the date of such meeting. The Notice of Meeting shall be posted on the SKLT website, and copies of said Notice shall be available to the public at the main office.

ARTICLE 3. – BOARD OF DIRECTORS (“BOARD”)

Section 3.1 Powers

The Board may exercise all the powers of the SKLT except as otherwise provided by law, by the Articles of Incorporation (if any), or by these bylaws. In addition to those powers provided pursuant to Section 7-6-5 of the RIGL, 1956, as amended, the Board of Directors shall have the following powers:

- (a) To solicit and to receive by gift, devise or bequest, and to purchase or otherwise acquire real property and personal property, both tangible and intangible, of every sort and description, without limit as to amount, including the right to acquire property subject to restrictions as to the use thereof and to abide by such restrictions notwithstanding anything to the contrary herein contained.
- (b) To sell or exchange any interest in real or personal property held by them at public or private sale for cash or for any other consideration and upon such terms and conditions as they deem advisable; to borrow money and mortgage or pledge all or any part of the real or personal property or other assets of the corporation, and to issue notes or other evidences of indebtedness upon such terms and maturities as they think proper; to lease

any real estate at any time held by the Corporation hereunder for such term or terms, and upon such provisions and conditions as they shall determine; provided, however, that no such sale, exchange, mortgage, pledge or lease of property or any interest therein shall be made if contrary to the terms of any deed, gift, devise or bequest under which such property or interest was acquired by the Corporation; and to pay all expenses or other charges and obligations incurred in the administration of the assets of the Corporation.

- (c) To invest and reinvest the property of the Corporation in keeping with the Investment Policy adopted by the Board of Directors, as the same may be amended from time to time; to continue to hold such real estate, bonds, securities or other investments which may be transferred to it for such length of time as shall seem to them wise and proper without being liable to any person by reason of any loss to the Corporation occurring from any investments retained or made by them unless such loss shall have occurred through their gross negligence or willful default; to join in any merger, consolidation or reorganization of any corporation or association whose securities shall be held in trust hereunder; to vote at any meeting of such corporation or association by proxy with power of substitution or otherwise; to deposit any of such securities with any protective committee or voting trust; and to hold any securities or other property which may from time to time comprise a part of the Corporation's assets in the name of such nominee as they shall select or in the form of street certificates, so-called, without in any of such cases disclosing the fact that such property is owned in a fiduciary capacity.
- (d) To employ an Executive Director, and to employ, elect, appoint and remove officers, attorneys and other agents who may or may not be Directors, including but not limited to a Chairperson, Vice Chairperson, Treasurer and Secretary of the Corporation; to fix the compensation, if any, of any person or persons employed by the Directors to carry out the purposes hereof, to authorize any one or more of their number or any person or agent appointed by them to sign and endorse checks, to enter orders to purchase and sell securities, and to sign, seal, acknowledge and deliver any instrument in the name of and in behalf of the Directors or of the Corporation, and to have access to any safe deposit box or boxes belonging to the Directors or to the Corporation.
- (e) To prosecute, compromise, submit to arbitration or abandon any claim or dispute involving the ~~trust~~ Corporation's property and pay all debts, expenses or claims against them upon such evidence as they deem proper.
- (f) To deposit any monies and securities of this Corporation in any bank or trust company regulated by the FDIC, whether a national or state banking institution, or any SIPC member/broker dealer, and to lease a safe deposit box for safekeeping any of the securities and any documents and papers comprised in or relating to the Corporation.
- (g) To renounce or decline to accept any conveyance, devise or bequest of real estate or personal property or any interest therein if the Directors for any reason shall deem the acquisition or holding of such property undesirable or inconsistent with the purposes and objectives hereof.

- (h) To accept, create, enter into, and amend, Conservation Easements for the purpose of preserving uses of properties, upon such terms and conditions as may be acceptable to the Directors.
- (i) To prepare an annual accounting in the form of an IRS Form 990 or any additional form as they deem advisable showing receipts, and expenditures. Such report shall, if published in any reasonable manner, be a complete protection to the Directors insofar as consistent with the applicable laws of the State of Rhode Island, as to all matters included therein or reflected thereby as against all persons, firms, corporations and organizations. The fiscal year of the Corporation shall, unless changed by the Directors, be the calendar year.
- (j) To keep such records, and from time to time adopt and change rules for the administration of the Corporation, as they deem advisable.
- (k) Except as otherwise determined by the Members or the Directors, neither the Directors nor the officers shall be required to give bond, security or surety in any form.

Section 3.2 Number and Qualifications

- (a) At no time shall the total number of Directors be fewer than eleven (11), nor shall the total number exceed seventeen (17). The Directors hereunder shall hold office until resignation, removal, expiration of term, or their successors are duly elected, or appointed, and qualified as hereinafter provided.
- ~~(b) Only persons who are Members in good standing and residents of the Town of South Kingstown or who are owners of real estate, or hold an interest in real estate, or who have business ownership situated in the Town of South Kingstown, shall be eligible to hold the office of Director. Any Director who ceases to meet these requirements shall automatically, without any further action, cease to be a Director hereunder.~~
- (eb) In recognition of extended and extraordinary service to SKLT, the active Directors at any meeting may in their discretion designate any former Director as a "Director Emeritus". A Director Emeritus shall have the right to attend meetings of the Directors but shall not be entitled to vote and shall not count as an active Director for the purposes of paragraph (a) of this Section.

Section 3.3 Selection of Nominees and Election of Directors

- (a) The selection of candidates/nominees for the Board will be carried out by the Nominating Governance Committee and approved by the Board at a regular meeting prior to the annual ~~business~~ meeting of members.
- (b) The slate of candidates will be presented at the annual ~~business~~ meeting of the members of the SKLT each year.

Section 3.4 Terms of Office

- (a) At the annual meeting each new Director is elected to a ~~normal~~ three-year (3) term. However, in order to stagger the terms of the Directors, the Board of Directors may set the initial term of any Director at less than three (3) years.
- (b) Directors are limited to three (3) consecutive three (3)-year terms; thereafter a Director must rotate off the Board for one (1) full year before being considered for re-election. This provision as to limitation of terms may be waived as to a particular Director by an affirmative vote of two-thirds of the remaining Directors. No particular Director may be waived more than once for one additional three year term. ~~A Director Emeritus shall be subject to the same restriction of three (3) consecutive three (3) year terms and shall not be waived for one additional term or considered for re-election.~~
- (c) There shall be no limit on the numbers of terms a Director may serve, only on the number of consecutive terms.
- ~~(e) A Director Emeritus shall be subject to the same restriction of three (3) consecutive three (3)-year terms and may be waived for one or more additional terms at the sole discretion of the Board.~~
- (d) All Directors will be divided into three classes as nearly equal in number as is practicable in order to stagger the terms of Directors and achieve continuity of governance of the Corporation; for example:
- Class of 201~~9~~⁴ Directors, whose terms expire at the end of the Annual Meeting of the Members in said year;
- Class of 20~~20~~¹⁵ Directors, whose terms expire at the end of the Annual Meeting of the Members in said year; and
- Class of 20~~21~~¹⁶ Directors, whose terms expire at the end of the Annual Meeting of the Members in said year; and so on.
- The number of Directors in each class will be determined by the Board.
- (e) The Chairperson, Vice Chairperson, Treasurer and Secretary, or other duly elected officers, shall be elected from the members of the Board of Directors, and shall have the same term limits, voting powers and other authority as other Directors.

Section 3.5 Resignations, Removal, and Vacancies

- 3.5.1 Directors may resign at any time by sending a written letter of resignation to the Board of Directors, addressed to the Chairperson or Secretary.
- 3.5.2 A Director may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her, and an affirmative vote for removal takes place by a two-thirds (2/3) majority vote of the Board. Any Director whose removal is proposed

by the Board shall be given an opportunity to be heard at the meeting at which the vote is to be taken.

- (a) Grounds for removal include, but may not be limited to, the following:
 - (i) failure of a Director to abide by the Board's conflict of interest policies;
 - (ii) failure of a Director to abide by any ethical standards or best business practices that may be established by the Board's adopted rules;
 - (iii) failure of a Director to attend three (3) unexcused consecutive meetings.
 - (iv) breach of confidentiality and/or non-disclosure agreement.
 - (v) failure of a Director to fulfill commitments, obligations and duties of a Board member.
- (b) The Board may, at its discretion, afford the Director the opportunity to voluntarily resign prior to a formal vote to remove.

3.5.3 In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided, may exercise the powers of the full Board until the vacancy is filled.

3.5.4 If a Director shall die, resign or for any other reason cease to be a Director hereunder before his or her term of office expires, a successor may be appointed by majority vote of the remaining Directors present at any meeting of the Board at which a quorum is present to fill such vacancy as soon as may be possible. Subject to the limitations of Section 3.2(a) Directors may appoint additional Directors to the Board at any time during the year by vote as set forth in this Section.

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Each Director appointed to fill a vacancy on the Board shall serve out the term of the Director who created the vacancy, and ~~he~~ may then be eligible for two (2) consecutive three-year (3) terms. and he may then be eligible for two (2) consecutive three-year (3) terms.

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Any directorship to be filled by reason of an increase in the number of directors after the annual meeting of members may be filled by the board of directors for a term of office continuing only until the next election of directors.

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Section 3.67 Regular Meetings of the Board

- (a) Regular meetings of the Board are to be held at such times as the Board may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination.
- (b) The Board shall meet for a minimum of ~~ten (10)~~ six (6) regular Board Meetings throughout the year. It shall be up to the Directors to determine their meeting schedule.

Section 3.78 Special Meetings of the Board

Special meetings of the Board may be held at any time and place, designated in a call by the [Chairperson](#) of the Board, or two or more officers of the Board.

Section 3.89 Notice of Special Meetings: Waiver of Notice

- (a) Notice of any special meeting of the Board shall be given to each Director by the [Chairperson](#) and/or Secretary or by the Officer(s) calling the meeting. Notice shall be duly given to each Director in person, or by telephone, or by email communication at least 48 hours in advance of the meeting.
- (b) Notice need not be given to any Director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice to him/her.

Section 3.940 Quorum, Voting, Proxies

- ~~(a) At any meeting of the Board, a simple majority of the Directors present in person, by electronic or telephone communication, or represented by proxy, shall constitute a quorum.~~
- ~~(a) At any meeting of the Board, a simple majority of the Directors shall constitute a quorum.~~
- (b) At any meeting of the Board at which a quorum is present, the vote of a simple majority shall be sufficient to take any action unless a different vote is specified by these Bylaws.
- (c) A Director may vote by written proxy, including electronic means such as e-mail or facsimile, on any matter of the Corporation.

Section 3.1041- Electronic Participation at Meetings

Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.

Section 3.1142 Informal Action: Actions by Consent

- (a) Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the majority of Directors consent to the action in writing and the written consents are filed with the records of the Board.
- (b) Each such consent shall be treated for all purposes as a vote at a meeting. Any action taken by the Board pursuant to this Section will be effective when the Directors have approved the written consent unless the consent specifies a different effective date.

Section 3.1244 Presumption of Assent

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was voiced and entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such written dissent ~~by registered or certified mail~~ to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Any written dissent shall be entered into the minutes of the meeting.

Section 3.135 Director Conflict of Interest and Confidentiality.

- (a) All Directors are expected to adhere to the highest standards of ethical conduct, to identify and deal appropriately with actual, potential, and perceived conflicts of interest, to avoid the appearance of impropriety, and to maintain the highest level of credibility, confidence and trust in the Board's activities and decision-making.
- (b) The Board and staff members shall abide by the SKLT Conflict of Interest and Confidentiality Policy, as may be amended from time to time. Directors shall complete an annual SKLT disclosure statement of any associations which may give rise to a possible conflict of interest.

Section 3.146 Prohibited Activities

- (a) No Director shall have or maintain any material interest, financial or otherwise, direct or indirect, or engage in any business, employment, transactions, or professional activity, or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as a Director.
- (b) No Director shall willfully and knowingly disclose or use confidential information acquired by him or her in the course of and by reason of his or her official duties, or use any information for the purpose of monetary gain.
- (c) No Director or family member or business associate shall solicit or accept any gift, loan, reward, or promise of future employment based on any understanding that the vote, official action, or judgment of the Director would be influenced thereby.

Section 3.157 Disclosure of Conflict of Interest

- (a) Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the Board and made a matter of record. When a Director may have a conflict of interest because he or she or a family member or a business associate has an interest in any matter before the SKLT, either directly or indirectly, such Director shall disclose

such conflict prior to discussion by the Board, and refrain from taking any action on the matter.

- (b) A Director with even a minor conflict should always seek the Board's opinion on a recusal from voting, deliberation or taking action on something that would create, or appear to create, a conflict for the Board in the eyes of the members or the public at large.
- (c) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (d) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, ~~even though the disinterested Directors did not constitute a quorum.~~

ARTICLE 4. –OFFICERS

Section 4.1 Designation; Election; Multiple Offices

- (a) Designation: The Officers of the Board shall consist of a Chairperson, Vice-Chairperson, Treasurer, and Secretary, and such other officers as the Board may from time to time determine.
- (b) Election: The Officers shall be elected by the Board of Directors at the first meeting of the Board following the Annual Meeting of the Members of the SKLT. They shall be elected for ~~one~~two-year terms, and may be elected for one or more successive terms without limit, in the discretion of the Directors.

Section 4.2 Chairperson

- (a) The Chairperson (Chair) shall preside at all meetings of members and of the Board of Directors, and shall work with the Executive Director to provide general supervision of the affairs of the Corporation according to the desires of the Board of Directors.
- (b) The Chair shall be an ex officio member of all Committees and shall chair the Executive Committee. He or she shall have the power to delegate such responsibilities and authorities of the office as he or she may seem fit; and in the absence of the Chair, such delegation being lacking, the duties of the Chair shall fall to one of the other officers in the following order: Vice-Chairperson, Treasurer, Secretary.
- (c) The Chair shall have the general powers and duties usually vested in the office of chairperson of a non-profit corporation, including the appointment of such committee

chairs as the Chairperson may deem appropriate or as the Board of Directors may authorize or as may be otherwise required.

- ~~(a) The President will be Chief Executive Officer of the Corporation and, subject to the direction and control of the Board of Directors, will have general and active management of the affairs of the Corporation.~~
- ~~(b) The President shall preside at all meetings of the Board, shall be an ex officio member of all Committees and shall chair the Executive Committee.~~
- ~~(c) The President will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer or Committee, or to a Staff Member.~~
- (d) The President Chair will from time to time report to the Board of Directors on all matters within his/her knowledge, which the interests of the Corporation may require to be brought to their notice.
- ~~(e) The President will perform other such duties as may be assigned from time to time by the Board of Directors.~~
- ~~(f)~~(e) The President Chairperson, or his/her designee, shall serve as the official spokesperson to the public on all Board matters and ensure that the public relations efforts are at all times consistent with the mission and goals of the SKLT.

Section 4.3 Vice Chairperson

- (a) The Vice Chairperson shall assist the Chairperson and temporarily assume the duties of the Chairperson in the event of absence, or incapacity, of the Chairperson. When so acting, the Vice Chairperson shall have all powers and be subject to all restrictions upon the Chairperson.
- (b) The Vice Chairperson will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 4.4 Treasurer

- (a) The Treasurer shall be responsible for all funds and securities of the SKLT, including full and correct accounting of receipts and disbursements in the books belonging to the Corporation, and depositing of all moneys and other valuable effects in the name and to the credit of the Corporation, in the bank or banks designated by the Board of Directors.
- (b) The Treasurer shall provide the Board and membership with written financial reports, including a report at the Annual Meeting of the Members.
- (c) Subject to the limitation in Article 7.1(c), the Treasurer will dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for

such disbursements, and must render to the [Chairperson](#) and the Board, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

- (d) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

Section 4.5 Secretary

- (a) The Secretary will act as secretary of the Board of Directors, and shall be responsible for the preparation, maintenance, and distribution of minutes of the Board and membership meetings.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records, reports, and information as required to be kept by the SKLT, and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors, including the recording and registering of decisions, dissents and recusals.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 4.6 Assistant Officer; Other Positions

The Board may, from time to time, appoint such other officers and create positions as it shall determine. The functional duties of an Assistant Officer shall be the same as that of the officer with whom he or she serves unless specifically restricted by the Board.

Section 4.7 Resignation

Any officer may resign at any time by giving written notice to the Board, the [Chairperson](#), or the Secretary of the Corporation. An officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 4.8 Removal of an Officer of the Board

The removal of an officer shall follow the same process as the removal of a general Director as outlined in Section 3.13-5 above.

Section 4.9 Vacancies

- (a) The full Board shall elect from among its members a Director to complete an officer's term of office left open by reason of resignation, death, removal, disqualification, or any other cause, at regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy.

- (b) If the [Chairperson](#) of the Board resigns or is unable to continue in office, the Vice [Chairperson](#) will immediately succeed to the ~~Presidency position of Chairperson~~ to complete the term of the ~~resigned Chairperson~~. A new Vice [Chairperson](#) shall be elected from among the members of the Board at the next meeting, and shall serve the remainder of the term of the former Vice [Chairperson](#).

ARTICLE 5. – BOARD COMMITTEES

Section 5.1 In General

The permanent committees shall be known as standing committees and the temporary committees shall be known as working committees. The Executive Committee and the ~~Governance Nominating~~ Committee shall be standing committees. The Board shall create or retire working committees as it sees fit, from time to time.

Committees are to be chaired by members of the Board appointed by the [Chairperson](#). Any Director, except the [Chairperson](#) of the Board, may chair more than one Committee. The [Chairperson](#) of the Board is considered an ex-officio member of all Committees formed; however, the [Chairperson](#) will not be expected to attend every meeting of the individual Committees.

Section 5.2 Committee Members

Subject to action by the Board and the concurrence of the committee Chair, membership on any given committee may be by appointment ~~by-of the Chairperson, recommendations from the Executive Committee and the Board of Directors,~~ and may include members of the Corporation ~~as well as Directors~~.

Section 5.3 Meetings

Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

Section 5.4 Obligations

Excluding the Executive Committee, which is specifically described herein, the Committees will not have any rights to make any decisions or votes on a particular matter unless that right to do so has been expressly given to the Committee by a majority vote of the Directors.

The Committees are charged to do the necessary research and work on a particular matter, ~~and to report their complete findings and- present recommendations and proposed resolution(s),~~ to the Directors at a ~~regularly~~-scheduled Board meeting ~~to present recommendations and proposed resolution(s),~~ at which time any vote required to be taken will be taken by a quorum of the Directors.

Section 5.5 Executive Committee:

The Executive Committee of the Board shall consist of the [Chairperson](#), Vice [Chairperson](#), Secretary, Treasurer, and [may include](#) any other officer appointed under Section 4.6 above. The Board [Chairperson](#) shall serve as Chair of the Executive Committee. The Executive Committee may meet at regularly scheduled times as determined by the Chair without any additional notice. Otherwise, the Executive Committee shall meet at the call of the Chair or of any two members. The presence of a majority of the [voting](#) members of the Executive Committee shall constitute a quorum for the transaction of all business at any meeting of the Executive Committee.

During the intervals between meetings of the Board, the Executive Committee shall have the authority, subject to the limitations in [Article 7](#), to exercise all of the powers of the Board in the management and direction of the affairs of the SKLT, and shall implement the administrative details of the Board policy, actions and directions; but it shall have no power to amend, alter or repeal bylaws; elect, appoint or remove committee members, Directors or officers of the SKLT; amend or restate the Articles of Incorporation; adopt a plan to merge or consolidate with another corporation; authorize the voluntary dissolution of the SKLT or invoke proceedings therefore; amend, alter or repeal a resolution of the Board which by its terms prohibits the committee from such action; or dispose of any substantial part of the assets of the SKLT.

Any action taken by the Executive Committee at an Executive Committee meeting shall be disseminated to the full Board at the next meeting of the Board of Directors and entered into the minutes.

Section 5.6 ~~Nominating-Governance~~ Committee

The ~~Nominating-Governance~~ Committee shall be a standing committee made up of members of the Board of Directors. The ~~Nominating-Governance~~ Committee shall, [among other duties defined by the Board of Directors without further amendment of these bylaws, serve as the Nominating Committee and](#) recommend to the Board, prior to the annual meeting of the SKLT members, the number of positions on the Board of Directors to be filled; shall identify prospective candidates to fill those positions; and shall propose to the Board a list of nominees for approval.

ARTICLE 6- EXECUTIVE DIRECTOR

Section 6.1 Appointment, Powers and Duties

[The Board of Directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director. The Executive Director may not be a Director of the organization. Unless the Board of Directors otherwise provides, the Executive Director shall be the chief executive officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation.](#)

including carrying into effect all directions and resolutions of the Board of Directors. The Executive Director may execute all contracts and instruments for and in the name of the Corporation. The Executive Director shall direct the day-to-day affairs of the Corporation including supervising all employees of the Corporation, reporting to the Board of Directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board of Directors. The Executive Director shall be directly responsible to the Board of Directors and shall report directly to the Board of Directors.

Section 6.2 Budgets and Reports

The Executive Director shall cause to be prepared and shall submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the Board of Directors at its monthly meetings a report summarizing the operations and affairs of the Corporation and its activities during the preceding month and setting forth the plans, programs or projects for future development, with such suggestions and recommendations the Executive Director shall deem appropriate. The Executive Director shall also make such reports to the Board of Directors as may be appropriate, or which may be required by these Bylaws, or by the Board of Directors.

Section 6.3 Agents and Employees

The Executive Director shall have the power to employ, remove and suspend all agents and employees with the approval of the Board of Directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons. Any changes in compensation that exceed the provisions of the annual budget must be separately approved by the Board of Directors.

Section 6.4 Participation at Board and Committee Meetings

The Executive Director may be invited to participate in any meeting of the Board of Directors and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present.

Section 6.5 Further Duties and Authority

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or the rules and regulations (if any) or from time to time by the Board of Directors.

Section 6.6 Absence

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the Board of Directors shall designate some other person to exercise, and in the absence of such designation the Chairperson of the Board may exercise all of the powers and perform all of the duties of the Executive Director.

ARTICLE 76. – INDEMNIFICATION

see RIGL Section 7-6-6

- (a) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she 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.
- (b) To the extent that a present or former Director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that 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.
- (c) Sections (a) and (b) of this Article will not apply in any proceeding in which the Director, officer, employee, or agent is liable for gross negligence or willful misconduct in the performance of his or her duties.
- (d) Such rights of indemnification will not be exclusive of any other rights to which such Director, officer, or employee may be entitled apart from this provision.
- (e) The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any Director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) The Corporation shall have the power to give other indemnification to the extent permitted by law.

ARTICLE 87. CONTRACTS, DOCUMENTS AND RECORDS

Section 87.1 Execution of Documents

- (a) All instruments, whether or not under seal (including, but not limited to, deeds, leases, contracts, releases, notes, checks, drafts, securities, assignments, endorsements and proxies) may be executed on behalf of the Corporation by such officers or Directors or staff members as shall be authorized by action or vote of the Directors evidenced by the certificate of the Secretary. Any person accepting any such instrument executed by any

one officer or Director purporting to act under such authority may conclusively presume that such officer or Director has authority to execute such instrument.

- (b) All agreements, obligations, instruments, papers and actions by or in the name and on behalf of the Corporation may be made, incurred, executed, signed or taken by or in the name of the South Kingstown Land Trust, and shall in such cases and in such manner as the Directors deem advisable, expressly exempt the Directors, officers and staff from liability out of their personal assets and expressly provide that only the Corporation's property shall be liable thereunder or by reason thereof.
- (c) Any contracts or expenditures in excess of Five Thousand (\$5,000.00) Dollars require prior approval by resolution of the Board or the Executive Committee, [even if previously budgeted](#).

Section 78.2 Document Retention Policy

All records are to be kept in accordance with the Records Retention Policy adopted by the Board of Directors, in effect from time to time.

ARTICLE 89. – MISCELLANEOUS

Section 89.1 Fiscal Year

The fiscal year of the Corporation will end on the last day of December of each year.

Section 89.2 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any [special-restricted](#) purpose of the Corporation. Renunciation or declination of a bequest or gift shall be by an instrument in writing signed by the proper officer and [recorded in the Records of Land Evidence of the Town of South Kingstown, or filed](#) wherever may be appropriate.

Section 98.3 Compensation

- (a) The Board of Directors may fix the salaries or other compensation of [the Executive Director](#), agents and employees of the Corporation unless it delegates this authority.
- (b) No Director or Officer of the Corporation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Corporation, except reimbursement from the Corporation's funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Corporation, upon submission of proper documentation to the Board of Directors.

| Section 89.4 Conflict/Severability

The Bylaws of this organization shall, at all times, conform to both Federal Laws and the General Laws of the State of Rhode Island.

(a) If it shall be determined that a particular section of these Bylaws is in direct conflict with any other section, or if any section is in violation of any federal or state law, the section that is in conflict or in violation shall be removed – in effect become null and void. However, the remainder of the bylaws shall remain in full force and effect.

(b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

| Section 89.5 Interpretation of the Bylaws

In the event of any conflict in the interpretation of these Bylaws, the interpretation of the Board shall be conclusive and binding on the Corporation and the members.

| **ARTICLE 910. - AMENDMENT OF BYLAWS**

If at any time any of the provisions of this instrument as it may then exist shall be or have become inappropriate or inapplicable to carry out the purposes for which this Trust is deemed to have been established, or if it shall be desirable to supply any defects or omissions in this instrument or to make any reasonable amendments or modifications thereto which may be necessary or desirable to give effect to the intent hereof, the Directors for the time being hereunder may at any Annual or Special Meeting present a proposed Amendment to these ~~b~~By-laws to the Members, who may either accept such amendment or reject the same, but may not take any other action relative thereto. Notwithstanding anything to the contrary herein contained, the general conservational, educational and scientific purposes for which this Corporation is originally established as set forth in Article 1 hereof may not be substantially changed.

| **ARTICLE 1011. - DISSOLUTION**
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see RIGL 7-6-50 and 7-6-

| Section10Section11.1 With the approval of a majority of the Board of Directors, the Directors may at any time dissolve the corporation.

| Section10Section11.2 Upon dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of the assets of the Corporation in such manner, or to such organizations organized and operated exclusively for the purposes as shall at the time qualify as an exempt organization under Section

501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any United States Internal Revenue Code), as the Board of Directors shall determine.

~~Section 10~~Section 11.3 The distribution of assets on dissolution may be to Rhode Island chapter of The Nature Conservancy, a Virginia non-profit organization, or its nominee, if then qualifying as an exempt organization, or to a qualified federal, state or local government agency, as the Board of Directors shall determine.

ARTICLE ~~11~~12. - PROTECTIONS

Section ~~11~~12.1 - Protection of Persons Dealing with the Corporation:

- (a) No corporation, person, or agent shall be required to examine into the ~~trusts~~Corporation hereunder, but such corporation, person, or agent may deal with ~~trust~~the Corporation's property as if the Directors were the owners thereof free of all fiduciary trusts; and no such corporation, person, or agent dealing with the Directors shall be required to see to the application of any money or property paid or delivered to any Director or agent of the Directors.
- (b) A certificate signed by the Secretary certifying as to any action by the Directors, Officers or Members of the Corporation as to any other fact affecting or relating to the Corporation, may be treated as conclusive evidence thereof by persons dealing with this Corporation.

Section 12.2 - Protection of Directors

Subject to applicable provisions of the laws of the State of Rhode Island:

- (a) No Director or officer shall be liable except for their own acts of willful misconduct or gross negligence.
- (b) No Director or officer shall be liable out of his or her personal assets for any obligation or liability incurred by this Corporation or by the Directors or such officer, and each Director and officer shall be entitled to reimbursement and exoneration out of the Corporation's assets according to law;
- (c) The Corporation's assets alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.
- (d) Proceedings against this Corporation may be brought against the Directors in their capacity as Directors hereunder but not personally. The Directors shall be parties thereto only insofar as necessary to enable such obligation or liability to be enforced against the Corporation's assets. In such proceedings, service of process upon the agent whom they have appointed for that purpose shall be sufficient.

I do hereby certify that the above stated Bylaws of the South Kingstown Land Trust were approved by the members of the South Kingstown Land Trust at its annual meeting on April _____, [2019](#) and constitute a complete copy of the Bylaws of the corporation.

Linda Green, Secretary