

**NARROW RIVER LAND TRUST, INC,**

**By-Laws**

**BY-LAWS OF**  
**THE NARROW RIVER LAND TRUST, INC.**

PREAMBLE

The Narrow River Land Trust, Inc., is a Rhode Island not-for-profit corporation organized in 1982 for the purpose of engaging in and otherwise promoting, for the benefit of the general public, the preservation and conservation of natural resource of, in and around the Narrow River watershed, including water resources, wetlands, marshlands, swamps, woodland, trails and open spaces, and the plant and animal life therein, and unique scenic, natural and historical sites, through the acquisition of real property and easements thereon, for conservational, recreational educational, scientific and historical purposes, among other things, as further set forth in the Articles of Incorporation.

ARTICLE I

MEMBERS

A Member shall be any person who pays the annual membership dues. In the Members shall be reposed the right to nominate, to elect, and to re-elect the Officers and the Board of Directors. The above shall not be construed to prohibit the use of a nominating committee. Each Member shall be entitled to one vote.

## ARTICLE II

### MEETING OF MEMBERS

1. Annual Meeting: An annual meeting of the membership of the Corporation shall be held during the month of May, at such time and place as the Board of Directors may determine, for the purpose of setting the annual dues for the ensuing year, the election of Officers and Directors, to receive the reports of the Officers and committee chair people, and the transacting of any other business which may legally come before the meeting. Business at any meeting of the Corporation shall be decided by a majority vote of the Members present and voting, except as otherwise specified in these By-Laws.
2. Special Meetings: Special meetings of the Members of the Corporation may be called at any time by the Board of Directors, or upon a petition in writing signed by thirteen (13) Members of the Corporation entitled to vote.
3. Quorum: At any annual or special meeting of the Members of the Corporation, ten (10) Members of the Corporation entitled to vote shall constitute a quorum.
4. Notice: Not less than fourteen (14) days prior to all annual and special meetings, the Secretary shall mail a notice thereof to all Members. The notice shall set forth the time, date and place of such meeting and the business to be transacted thereat.

## ARTICLE III

### DIRECTORS

1. General Powers: The property, affairs and activities of the Corporation shall be managed by a Board of Directors consisting of not fewer than five (5) and not more than eighteen (18) persons, as may be determined from time to time by the Members. Directors shall be regular Members of the Corporation. The Board of Directors may and shall exercise all of the powers of the Corporation except such as are by law or by these By-Laws expressly conferred upon or reserved to the Members. The four elected Officers of the Corporation shall be members of the Board.
2. Election: The first Board of Directors shall be elected at the organizational meeting of the Corporation. The first Board of Directors shall consist of not more than nine (9) directors. Succeeding Boards of Directors shall be elected at the Annual Meeting. Directors shall serve for the term for which they are elected and until their successors are elected and qualified. The term of a Director who ceases to be a Regular Member of the Corporation shall immediately terminate.
3. Vacancies: In the case of any vacancy in the Board of Directors by death, resignation, disqualification, or any other cause, the remaining Directors may elect a successor to serve until the next annual meeting of the Corporation. The Board of Directors may also elect to the Board up to two (2) regular Board Members in any year in the event that there are fewer than eighteen (18) Board Members elected at the Annual Meeting. Such Board-appointed Directors shall serve until the next Annual Meeting of the Organization.

4. Meetings: The Board of Directors shall meet at least quarterly and, in addition, the Board of Directors shall meet upon call by the President or upon written request filed with the Secretary by any two (2) or more Directors. The Secretary shall give to each Director reasonable notice of the time and place of each meeting of the Board of Directors. A quorum shall consist of a majority of the Board of Directors. Actions of the Board shall be determined by majority vote of those present. There shall be no vote by proxy. The Board may adopt such rules and regulations for the conduct of these meetings and for the management of the Corporation as they may deem proper, not inconsistent with these By-Laws, the Articles of Association and the laws of the State of Rhode Island. Nothing in these By-Laws shall be construed as limiting the ability of the Board to meet remotely by telephonic or video means.

5. Nominations for Officers and Directors: At least one (1) month before the Annual Meeting, the Board of Directors shall appoint a nominating committee which shall nominate (1) person for each Officer and Director to be elected. Additional nominations for Officers and Directors may be made by petition signed by five (5) or more Members entitled to vote.

6. Term: A Director shall serve a term of four years.

7. Term Limits: No Director shall serve more than two consecutive terms. Notwithstanding the foregoing, the term of a Director who is serving as an Officer shall extend to the end of that Director's term in the Officer position. Notwithstanding the foregoing, a Director, upon recommendation of the Nominating Committee, and upon vote of two-thirds of the Members present at

the Annual Meeting, may be elected to a third term of four years. Service as a Director prior to the implementation of these Bylaws shall not be counted against the term limits. A member is eligible to serve as Director again after a one-year hiatus from the position.

8. Compensation: Board members shall serve without compensation for their services as Directors.

9. Removal: A Director may be removed from office by a majority vote of the Board of Directors, with or without cause.

#### ARTICLE IV

#### OFFICERS

1. Election: The Officers of the Corporation shall be duly elected Directors. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Alternatively, if selected as such at the Annual Meeting, the Officers may be two Co-Presidents, a Secretary, and a Treasurer. The President or Co-Presidents may also be referred to as Chair or Co-Chairs. All of the Officers shall be regular Members of the Corporation. The first Officers of the Corporation shall be elected at the organizational meeting of the Corporation. Subsequent Officers shall be elected at the Annual Meeting of the Corporation as vacancies arise. Officers shall serve for a term of three (3) years from the date of their election or until their successors have been elected and qualified.

2. Powers and Duties: The various Officers shall have such powers and duties as customarily appertain or are incident to their respective offices and, in

addition, such powers and duties as the Board of Directors may confer or designate.

3. Vacancies: In case of any vacancy among the Officers by death, resignation, disqualification, or any other cause, the Board of Directors may elect a successor to hold office until the next annual meeting. In addition, the Board of Directors may appoint from time to time such additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as in its judgment may be necessary, to hold office until the next annual meeting.

4. Term Limits: No Officer shall serve more than two (2) consecutive terms in any Officer position. Notwithstanding the foregoing, a Director, upon recommendation of the Nominating Committee, and upon vote of two-thirds of the Members present at the Annual Meeting, may be elected to a third term of three years. Service as an Officer prior to the implementation of these Bylaws shall not be counted against the term limits. A Director is eligible to serve as an Officer again after a one-year hiatus from the position.

## ARTICLE V

### CALENDAR YEAR

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE VI

### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Officer, director, or any other private individual shall receive

at any time any of the earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in carrying out any of its tax-exempt purposes; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

## ARTICLE VII

### PROHIBITED ACTIVITIES

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

## ARTICLE VIII

### AMENDMENTS

These by-laws may be amended by adoption of a resolution by the affirmative vote of at least two-thirds (2/3) of the Members present and entitled to vote at any Annual Meeting or any special meeting, and at which a quorum is present. Notice of such proposed change shall have been given in the notice of



the meeting.

## ARTICLE IX

### CONFLICT OF INTEREST

The Directors and Officers shall avoid all conflicts of interest between their personal and professional activities and their duty as Directors to advance the purpose of the Land Trust as set forth in Article XX of the Articles of Incorporation.

To ensure that this policy is strictly maintained, the Board shall adopt a Conflict of Interest Policy which every Director and Officer shall subscribe to annually.

## ARTICLE X

### COMMITTEES

1. Executive Committee: The Executive Committee shall consist of the Officers of the Corporation. The Executive Committee shall be responsible for day-to-day management of the Corporation and shall carry out the directives of the Board of Directors.
2. Governance Committee: The Governance Committee shall consist of the Officers of the Corporation, and such other Directors as may be appointed by the Board of Directors. The Governance Committee shall be responsible for periodic review of the policies and governing documents of the Corporation, and shall make recommendations to the Board of Directors on those policies and documents. The Governance Committee shall be responsible for managing and reviewing conflicts of interests. The Governance Committee shall have such other responsibilities as

the Board of Directors may assign.

3. Finance Committee: The Finance Committee shall consist of the President/Co-Presidents, the Treasurer, and such other Directors that the Board of Directors may appoint. The Finance Committee shall be responsible for the fiscal management of the Corporation, including but not limited to ensuring proper record-keeping, fiscal practices in accordance with the mission of the Corporation and the directives of the Board of Directors, fund-raising, and such other responsibilities as the Board of Directors may assign.

4. Other Committees: The Board of Directors shall establish such other committees as it deems necessary to carry out the mission and purposes of the Corporation.

## ARTICLE XI

### INDEMNIFICATION

1. General: To the full extent authorized under the laws of the state of Rhode Island, the organization shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the organization, or any person who may have served at the organization's request as a director or officer of another organization (each of the foregoing Members, Directors, Officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Member, Director, Officer, employee, or agent, except in relation to matters as to

which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

2. Expenses: Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

3. Insurance: The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, employee, or agent 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 organization would have the power or obligation to indemnify such person against such liability under this Article.

## ARTICLE XII

### BOOKS AND RECORDS

The Corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors and meetings of the Members.