

Friends of Canonchet Farm By-Laws

May 7, 2023

ARTICLE I. NAME AND ADDRESS OF CORPORATION

The name of the non-profit corporation is the Friends of Canonchet Farm. The mailing address is Box 418, Narragansett, RI 02882.

ARTICLE II. ORGANIZATION PURPOSE

The purpose of this non-profit corporation shall be to improve, manage, and preserve Canonchet Farm in Narragansett, RI in partnership with the Town of Narragansett and the public for the enjoyment of present and future generations.

ARTICLE III. MEMBERSHIP

Any person or organization who makes an annual contribution as determined by the Trustees shall be a Regular Member and shall be entitled to attend and vote at all meetings of the Members of the Friends of Canonchet Farm. Such contributions shall entitle the Member to full rights of membership through the end of that calendar year and the next.

Each Member is entitled to one vote.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Trustees. The Board of Trustees shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Trustees shall be fixed from time-to-time by the Trustees but shall consist of no less than seven (7) nor more than fifteen (15) including the following officers: the President, Vice-President, Secretary, and Treasurer.

Board members may apply or be nominated. The members of the Board of Trustees shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Trustees must be approved by a majority vote of the members present and voting at the Annual Meeting.

Each member of the Board of Trustees shall attend at least four of the six bimonthly meetings of the Board per year.

Section 3. Board of Trustees Meetings

At least six meetings will be held each year. If conditions merit, these meetings may be held virtually if agreed to by a majority of the Trustees. Notice of these meetings shall be electronically sent to all members of the Board of Trustees no less than seven (7) days prior to the meeting date.

Section 4. Special Meetings

An annual Membership meeting will take place each May during which elections for officers and new Trustees will be held. At each such Annual Meeting, the Members shall elect or reelect by ballot by majority vote individuals to act as Trustees for those whose terms of office expire at that meeting. Each such new or re-elected Trustee shall serve for a term to expire at the third Annual Meeting of the Members after the meeting at which such Trustee is elected or reelected.

Additional special meetings of the Board of Trustees may be called by or at the request of the Chair or any two members of the Board of Trustees.

Section 5. Vacancies

Whenever any vacancy occurs in the Board of Trustees it shall be filled without undue delay by a majority vote of the remaining members of the Board of Trustees at a regular meeting. Any sitting Trustee or Member in good standing may nominate candidates. Vacancies may be created and filled according to specific methods approved by the Board of Trustees.

Section 6. Compensation

Members of the Board of Trustees shall not receive any compensation for their services as Trustees. They may be contracted to complete a specific project separate from their board duties based on their individual training and expertise.

Section 7. Removal

Any member of the Board of Trustees may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Trustees if in their judgment the best interest of the corporation would be served thereby. Each member of the Board of Trustees must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Trustees shall automatically be removed from office.

Section 8. Term Limits

Trustees shall serve for two successive three-year terms followed by a one-year break in service unless this provision is waived for a particular trustee by a majority vote of the Board of Trustees.

ARTICLE V. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall attend all meetings of the Board and of the Executive Committee and have the following duties:

- a. They shall preside at all meetings of the Executive Committee, a committee consisting of all current officers.
- b. They shall have general and active management of the business of any special committees or working group.
- c. They shall see that all decisions and resolutions of the Board are brought to the membership and other relevant stakeholders.
- d. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. They shall submit a report of the ongoing operations of the program to the full Board at every meeting and to members at the annual meeting in May.
- f. They will communicate the successes of the program by means of the corporation's bi-annual newsletters and to individuals and boards of the Town of Narragansett.
- g. They shall be Ex-officio members of any standing committees and shall have the power and duties usually vested in the office of the Chair.

Section 2. Vice-President

The Vice-President shall attend all meetings of the Board and of the Executive Committee and have the following duties:

- a. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.
- b. They shall have the duty of chairing the Education Committee and such other duties as may, from time to time, be determined by the Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and of the Executive Committee and have the following duties:

- a. They shall record all votes and minutes of all meeting proceedings and disseminate them electronically to the Board of Trustees in a timely fashion.
- b. They in concert with the President shall make the arrangements for all meetings of the Board.
- c. They shall send notices of all meetings to the members of the Board.

Section 4. Treasurer

The Treasurer shall attend all meetings of the Board and of the Executive Committee and have following duties:

- a. They shall keep detailed financial records for the corporation and compile a financial report for each bi-monthly Board meeting.
- b. They shall compile a yearly accounting report for the corporation and propose a budget for the upcoming year each January.
- c. They shall make all deposits on behalf of the corporation and reconcile monthly bank statements for accuracy.
- d. They shall complete federal and state tax and filing reports as required in a timely fashion.
- e. They shall perform such other duties as may be prescribed by the Board or the Chair under whose supervision they shall be.

Section 5. Other

Other officers may be created and appointed by the Board of Trustees from time to time to perform additional duties and responsibilities as required.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, communications and public relations research and education, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Organization and Bylaws, the Executive Committee shall have all the powers and authority of the board of Trustees in the intervals between meetings of the Board of Trustees and shall be subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes two or more board members. The Finance Committee is responsible for developing and reviewing fiscal

procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. The Finance Committee shall report on the financial condition of the organization at the Annual Meeting.

ARTICLE VII. CORPORATE STAFF

Staffing: The Board of Trustees shall have the power to hire staff who shall serve at the will of the Board.

ARTICLE VIII. INDEMNIFICATION

Section 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 "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee 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 indemnatee 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 indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Trustees, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Trustees, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

The organization shall purchase and maintain insurance on behalf of any person who is or was a member, trustee, 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 IX. BOOKS AND RECORDS

The organization shall keep complete books and records of accounts and minutes of the proceedings of the Board of Trustees.

ARTICLE X. DISSOLUTION

Upon termination or dissolution of the Friends of Canonchet Farm, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Town of Narragansett for a public purpose.

ARTICLE XI. BYLAWS

The Board of Trustees may amend these Bylaws by a majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and manner provided for the giving of notice of meetings of directors.

ARTICLE XII. DISCLAIMER

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.