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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is AQUIDNECK ISLAND LAND TRUST
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

Per Bylaws (copy attached) approved by Board
of Trustees August 16, 1999, amended June 30, 2003,
January 27, 2004 and March 28, 2006 the name
of the corporation is changed

from Aquidneck Island Land Trust
to Aquidneck Land Trust

FILED

APR 17 2007

By Ans
23396

3. The amendment was adopted in the following manner:

(check one box only)

☒ The amendment was adopted at a meeting of the members held on MARCH 28 2006, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendment was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.

☐ The amendment was adopted at a meeting of the Board of Directors held on _____ and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective _____

(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

ALQUIDNECK LAND TRUST
Print Corporate Name

By [Signature] 4/11/2007

☒ President or ☐ Vice President (check one)


By [Signature] ^{AND}

☒ Secretary or ☐ Assistant Secretary (check one)

AQUIDNECK LAND TRUST

BYLAWS

Approved by Board of Trustees August 16, 1999, amended June 30, 2003,
January 27, 2004, and March 28, 2006

Signed by: 

Acting as its: Chair, Board Governance Committee

Date: April 25, 2006

AQUIDNECK LAND TRUST

BYLAWS

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AQUIDNECK LAND TRUST BYLAWS

ARTICLE 1. PURPOSE.

The name of the organization shall be the Aquidneck Land Trust.

Section 1. Purposes.

The Aquidneck Land Trust ("Corporation"), formerly Aquidneck Island Land Trust, is a non-profit Corporation organized exclusively for charitable purposes as described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder including, but not limited to, (a) engaging in and otherwise promoting the preservation and conservation of the natural resources of the Town of Portsmouth, Rhode Island, the Town of Middletown, Rhode Island, and the City of Newport, Rhode Island, including but not limited to, water resources, agricultural lands, wetlands, marshlands, swamps, woodlands, trails and open spaces for the benefit of the general public or as may be specified by the original owner in the deed of transaction, (b) engaging in and otherwise promoting the scientific study of local natural resources and communicating results to the general public and other appropriate groups, (c) acquiring, holding for investment or in trust, selling, leasing, managing, encumbering or disposing of any interest in real estate, personal property, or tangible assets in furtherance of its purposes and (d) engaging in all such other activities as are permitted by the Rhode Island Non-Profit Corporation Act and not inconsistent with the provisions of Section 501(c)(3) and 170(h) of the Code as they may be amended.

No substantial part of the activities of the Corporation shall be carrying propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by the Code and other applicable laws), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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 further accomplish, foster, or attain any of the Corporation's purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) and 170(h) of the Internal Revenue Code, as amended, and the rules and regulations promulgated thereunder.

Section 3. Non Profit Status & Dissolution.

The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee, director, officer or other private person (except that reasonable compensation may be paid to members, trustees, directors, officers and other private persons for services rendered to and for the Corporation and distributions may be made in furtherance of the purposes set forth in Section 1 of these Bylaws). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, trustee, director, officer or other private person 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, lands, land rights, interests and other property of the Corporation, after payment of all its debts and obligations, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, shall be used by or distributed to an organization or organizations which would then qualify as a non-profit Rhode Island Corporation under Section 501(c)(3) and 170(h) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and is/are organized for the same or similar purposes as the Corporation and which will use such property to accomplish the purposes for which this Corporation is constituted.

Article I.

ARTICLE 2. OFFICES.

Section 1. Principal Office.

The principal office of the Corporation shall be located in Newport County, 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 Trustees may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office.

The registered office of the Corporation need not be identical to the principal office and shall be initially located in Middletown, Rhode Island. The registered office may be changed from time to time by the Board of Trustees in compliance with the provisions of these bylaws.

ARTICLE 3. MEMBERS.

Section 1. Classes of Members.

The Corporation may have various classes of members.

Section 2. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Annual Dues.

The Board of Trustees may determine from time to time the amount of annual dues payable to the Corporation by members of each class. Dues shall be payable upon joining and annually thereafter.

Section 4. Termination of Membership.

Membership expires automatically upon non-payment of dues for 3 months after the membership expiration date. The Board of Trustees, by affirmative vote of two-thirds of all the members of the board, after an appropriate hearing may suspend or expel any member for cause.

Section 5. Transfer of Membership.

Membership in this Corporation is not transferable or assignable.

Section 6. Annual Meeting.

An annual meeting of the members shall be held as soon as practicable after the close of the fiscal year and on a date as shall be designated by the Executive Committee at any regular or special meeting for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the election of trustees shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 7. Special Meetings.

Special meetings of the members may be called for any purpose or purposes by the Board Chair, or not less than a majority of the Board of Trustees, or not less than one-tenth of the members having voting rights. Any such call shall state the purpose or purposes of the meeting.

Section 8. Place of Meetings.

Each meeting of the members shall be held at such place as shall be stated in the notice of meeting that shall be delivered as provided for in these bylaws.

Section 9. Notice of Meetings.

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, or by e-mail to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the Chair, or the Secretary, or the officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 10. Voting.

At any meeting of the members, fifteen members present shall constitute a quorum. There shall be no vote by proxy. Each member shall have one vote.

ARTICLE 4. BOARD OF TRUSTEES.

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Trustees as authorized under the Rhode Island Nonprofit Corporation Act.

Section 2. Number of Trustees.

The number of trustees of the Corporation shall be not less than seven or more than twenty-five.

Section 3. Tenure.

At the annual meeting of the members, the members shall elect such number of persons as shall be required to establish the membership of the Board of Trustees, and each trustee so elected shall hold office until his or her successor is qualified and elected. Each trustee shall hold office for two years for a maximum of three consecutive terms (a maximum of six years). However, the Board of Trustees may in their discretion, from time to time by act of the majority of the trustees, vote to extend the term or terms of office of any trustee when it is deemed to be appropriate, necessary, and/or in the best interests of the Corporation. Provided further, that so long as such vote to extend a trustee's term is otherwise taken in accordance with the provisions of these bylaws, such vote and action, in any specific instance may be accomplished without the need to further amend these bylaws.

Section 4. Qualifications.

The trustees must be members of the corporation and a majority of the trustees must be seasonal or permanent residents of Aquidneck Island, with at least two representatives from each of the communities of Middletown, Newport, and Portsmouth, Rhode Island.

Section 5. Regular Meetings.

A regular annual meeting of the Board of Trustees shall be held without other notice than this bylaw, immediately after, or during, and at the same place as, the annual meeting of members. At this meeting, the Board of Trustees shall elect officers of the Corporation and shall transact such other business as may properly come before the meeting. In the event of the failure of the Board of Trustees to hold an annual meeting at any time or for any cause, any and all business which might have been transacted at such meeting may be transacted at the next succeeding meeting, whether it be a special meeting or a regular annual meeting. The Board of Trustees may provide by resolution the time and place, either within or without the State of Rhode Island, for

holding of additional regular meetings of the board without other notice than such resolution.

Section 6. Special Meetings.

Special meetings of the Board of Trustees may be called by or at the request of the Chair or not less than a majority of the members of the Board of Trustees. Any such call shall state the purpose or purposes of such special meeting. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Rhode Island, as the place for holding any special meeting of the board called by them.

Section 7. Notice of Meetings and Delivery.

Notice of each annual or special meeting of the Board of Trustees, stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) shall be given by or at the direction of the Board Chair, the Secretary or the persons calling the meeting at least two days before the meeting by notice delivered personally or sent by mail, telephone, facsimile, electronic mail or telegram to each trustee at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or internet service provider respectively. Business transacted at any special meeting of the Board of Trustees shall be limited to the purposes stated in the notice of meeting.

Section 8. Quorum.

A majority of the Board of Trustees so elected shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice. Presence at a meeting shall include such alternatives as prescribed by law such as telephone conference.

Section 9. Manner of Acting.

The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or these bylaws. Presence at a meeting shall include such alternatives as prescribed by law such as telephone conference.

Section 10. Removal.

Any trustee elected or appointed by the membership, may be removed by a two-thirds vote of the entire Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the trustee so removed, subject to being notified and having the opportunity to be heard.

Section 11. Resignations and Unexcused Absences.

Any trustee may resign from the Board of Trustees at any time by giving written notice to the Board Chair. 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. If the notice of resignation does not specify a time for the resignation to take effect, then it shall take effect on receipt of the notice by the Board Chair. The unexcused absence of a trustee from three consecutive meetings of the Board of Trustees shall be considered cause for removal and Section 10. Removal. shall apply.

Section 12. Leave of Absence.

Any trustee elected or appointed by the membership may petition the Board of Trustees for a leave of absence. The Board of Trustees may, by a majority vote of those trustees present at any properly convened meeting, grant such a request for leave of absence. Provided however, that such leave of absence shall not exceed the lesser of six months in duration or that trustee's un-expired term in office.

Section 13. Vacancies.

Any vacancy occurring in the Board of Trustees may be filled by a vote of the Board of Trustees until the next Annual Meeting within the parameters defined in Article 4, Section 2.

Section 14. Compensation.

Trustees shall not receive any salaries for their services as trustees of the Corporation. However, reasonable compensation may be paid to individuals who are also trustees for services rendered to the Corporation, provided that such services have been duly approved by a majority of the trustees present at any properly convened meeting of the Board of Trustees and further provided that the provision of such services are in accordance with all duly approved Conflict of Interest and other Policies.

Section 15. Action Without a Meeting.

Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed before or after such action by all eligible trustees. Facsimile or electronically transmitted signatures shall be acceptable.

ARTICLE 5. BOARD OF ADVISORS.

Section 1. Constitution.

The Corporation may have a Board of Advisors whose membership, duties and powers shall be as hereinafter set forth in its job description, which may be amended from time to time by the Board of Trustees. Such Board of Advisors shall be comprised of past trustees, officers and/or staff of the Corporation and other members of the community with special interest or expertise in matters or activities of concern to the Corporation.

Section 2. Number, Election and Terms of Advisors.

At any properly convened meeting of the Board of Trustees, a majority of the trustees present may fix the number and term of members of the Board of Advisors, and may elect such numbers of members of the Board of Advisors as it may determine. Advisory Board members shall serve at the pleasure of the Board of Trustees and may be removed at any time without cause shown. The Board of Advisors shall meet at least once annually.

Section 3. Powers.

The Board of Advisors may advise the Corporation on any matter relevant to the fulfillment of the Corporation's purpose. Members of the Board of Advisors shall be entitled to attend all meetings of the full Board of Trustees (excluding Executive Sessions), although they shall not be entitled to vote on any matter. The Board of Advisors shall have no powers with respect to the Corporation.

ARTICLE 6. OFFICERS & EXECUTIVE DIRECTOR.

Section 1. Officers.

The officers of the Corporation shall be a Board Chair, one or more Vice-Chairs (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this bylaw. Each officer must be a member of the Corporation. The Board of Trustees may elect or appoint officers, as it shall deem desirable, such officers to have such authority and perform such duties as prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of Board Chair and Secretary.

Section 2. Election and Term of Office.

The Board of Trustees shall elect the officers at their Annual Meeting, or at any special meeting of the Board of Trustees held in lieu of such Annual Meeting. Each officer shall be elected to serve for one year or until his or her successor shall have been elected and shall have qualified, or until such officer's earlier death, resignation or removal, but in no event may any such officer serve in the same position for longer than six consecutive years. New offices may be created and filled at any meeting of the Board of Trustees.

Section 3. Removal.

The Board of Trustees may remove any officer whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Resignations.

Any officer may resign at any time by giving written notice to the Board Chair or Secretary. The resignation shall take effect at the time specified in the notice or if no time is specified, immediately on receipt of such notice by the Board Chair or Secretary. The acceptance of 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 by the Board of Trustees for the unexpired portion of the term.

Section 6. Authority and Duties of the Board Chair.

The Chair of the Board shall preside at all meetings of the Corporation, of the Board of Trustees, and of the Executive Committee. S/he shall be an ex officio member of all committees. S/he shall provide leadership to the Board of Trustees in reviewing and deciding upon matters which exert major influence on the manner in which the Corporation's business is conducted, and shall act in a general advisory capacity to the other officers and the Executive Director in all matters concerning the interests and management of the Corporation.

Section 7. Authority and Duties of the Vice-Chair.

The Vice-Chair shall act as Board Chair in the absence of the Board Chair and, when so acting, shall have all the powers and authority of the Board Chair.

Section 8. Treasurer.

The Treasurer and/or his or her agent shall collect and receive all monies that may be due to the Corporation, and shall, on behalf of the Corporation endorse for collection, transfer or deposit to the credit of the Corporation, in such bank or other depository as the Board of Trustees may designate, all notes, bills of exchange, drafts, checks and other obligations for the payment of money or other assets which may be received by the Corporation. Subject to such regulations as the Board of Trustees may prescribe, the Treasurer and/or his or her agent shall ensure the safe-keeping of all assets, including funds and securities, belonging to the Corporation. Whenever requested, the Treasurer shall cause to be rendered to the Board of Trustees reports detailing the financial activities of the Corporation and an accounting of the financial condition of the Corporation. The Treasurer shall in general perform all the duties of and possess all the authority incident to the office of Treasurer, or delegate such duties to appropriate agents, and such other duties as may be prescribed by the Board of Trustees from time to time, or these bylaws.

Section 9. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; 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 in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and shall have such other duties and possess such other authority as from time to time may be assigned by the Board Chair or by the Board of Trustees.

Section 10. Authority and Duties of the Executive Director.

The Executive Director shall be the Corporation's Chief Executive Officer. The Executive Director shall provide leadership and overall direction and administration of the Corporation, and shall approve and forward for confirmation to the Board of Trustees objectives, a plan of organization structure, and the policies developed and recommended by operational departments, if any. S/he shall interpret and apply the approved policies of the Board of Trustees within which the various activities of the Corporation are performed, and shall guide and develop long-range planning and evaluation activities in terms of the objectives.

The Executive Director is the deputy of the Board of Trustees and acts for it in an executive capacity. S/he may take any reasonable action necessary to carry out the duties and responsibilities assigned, always, however, in accordance with established Corporation policies and consistent with sound business judgment, and within the specific limitations that may be imposed upon his/her authority from time to time by the Board of Trustees. The Executive Director is hired by and serves at the pleasure of the full Board of Trustees.

ARTICLE 7. COMMITTEES.

Section 1. Executive Committee.

There may be an Executive Committee of the Board of Trustees, consisting of the Board Chair, officers, chairs of standing committees and any other members appointed by the Board Chair. The Board Chair shall serve as Chairman of the Executive Committee. The Executive Committee may meet at regularly scheduled times as determined by the Chairman without any additional notice. Otherwise, the Executive Committee shall meet at the call of the Chairman or of any two members. Notice of each meeting of the Executive Committee stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be given by or at the direction of the Chairman, the Secretary or other persons calling the meeting, to each member of the Executive Committee, not less than 24 hours by telephone or not less than two days by mail, electronic mail or facsimile before the meeting. During the intervals between meetings of the Board of Trustees, the Executive Committee shall have the authority to exercise all of the powers of the Board of Trustees in the management and direction of the affairs of the Corporation, but it shall have no power to amend, alter or repeal bylaws; elect, appoint or remove committee members, directors or officers of the Corporation; amend or restate the Articles of Incorporation; adopt a plan to merge or consolidate with another corporation; authorize the voluntary dissolution of the Corporation or invoke proceedings therefore; amend, alter or repeal a resolution of the Board of Trustees which by its terms prohibits the committee from such action; or dispose of any substantial part of the assets of the Corporation. The presence of a majority of the members of the Executive Committee then in office shall constitute a quorum for the transaction of all business at any meeting of the Executive Committee.

Section 2. Appointment of Other Committees.

The Board of Trustees by a resolution adopted by a majority of the trustees present at a meeting at which a quorum is present may designate one or more standing committees as the Board may determine to be necessary or appropriate for the conduct of the corporation's affairs. Except as provided in the Rhode Island Nonprofit Corporation Act as amended, any such committee will have and may exercise all the authority of the Board of Trustees granted to it by resolution of the Board. Such committee or committees will have such name or names as may be determined from time to time by resolution adopted by the voting members of the Board of Trustees. Each committee will keep regular minutes of its proceedings and report the same to the Board of Trustees. The Board of Trustees may by resolution passed by a majority of the voting members of the Board of Trustees in office, at any time, limit, expand or alter the authority of, and discharge any committee of said Board.

Section 3. Committee Members.

Each committee shall consist of at least two voting members of the Board of Trustees appointed by the Board Chair, one of whom shall be appointed chairman of the committee by the Board Chair. Additional committee members may or may not be voting members of the Board of Trustees and shall be appointed by the Board Chair and the chair of said committee, provided that unless otherwise required by these bylaws, or resolution of the Board of Trustees, such additional members shall be members of the Corporation.

Section 4. Term of Office.

Each member of a committee shall continue as such until the next Annual Meeting of the members of the Corporation, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Removal from membership of a committee shall be in the sole discretion of the Board Chair in consultation with the committee chair.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

The Board of Trustees may require a report of any committee at any time.

ARTICLE 8. CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any properly authorized 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 evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority shall be confined to specific instances.

Section 3. Checks, Drafts or Similar Orders.

All checks, drafts or 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 Trustees. A roster of authorized persons will be maintained by the appropriate banking institution(s). The Executive Director is deemed an agent of the Corporation. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or Executive Director.

Section 3. 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 Trustees may select.

Section 4. Gifts.

The Board of Trustees, and/or their assigned agents, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation. Any such contribution, gift, bequest or devise shall be recorded on the books and records of the Corporation indicating the intent of the grantor.

ARTICLE 9. GENERAL PROVISIONS.

Section 1. Conflict of Interest and Code of Ethics and Standards of Service.

The effectiveness of the Corporation is especially dependent upon its credibility. It is essential to maintain the Corporation's reputation for objectivity and fairness. It is expected that all members of the Board of Trustees, Board of Advisors, committee members, and staff will follow the Corporation's Code of Ethics and Standards of Service and Conflict of Interest Policy as they may be amended from time to time by the Board of Trustees.

Section 2. Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member; or agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time

Section 3. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

Section 4. Seal.

The corporate seal shall have inscribed thereon the name of the corporation and such other appropriate language as the Board of Trustees may from time to time determine.

Section 5. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Rhode Island Nonprofit Corporation Act or under the provisions of the articles of incorporation the bylaws of the Corporation, 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 for such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Trustees need be specified in any written waiver of such meeting.

Article 6. Severability.

If any provision of these bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

ARTICLE 10. INDEMNIFICATION.

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 of 1986 as amended, is not affected thereby, indemnify the Trustees and officers, including the Executive Director, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, to the extent permitted by Section 7-6-6 of the Rhode Island Nonprofit Corporation Act as amended. The Board of Trustees may authorize the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or member 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 liability asserted against such person, and incurred by such person in any such capacity or arising out of his or her status as such. Furthermore, the Corporation shall maintain adequate director and officers' insurance coverage which shall afford minimum limits of not less than one million dollars (\$1,000,000) for each loss.

ARTICLE 11. AMENDMENTS TO BYLAWS.

These bylaws may be altered, amended or repealed or new bylaws adopted at any meeting of the Board of Trustees by the affirmative vote of two-thirds of the members voting at any such meeting in person; provided, however, that such alteration, amendment, repeal, or adoption of new bylaws shall be contained in the notice of such meeting.