

Filing Fee \$35.00

61721

**State of Rhode Island and Providence Plantations**  
**NON-PROFIT CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is RHODE ISLAND FOREST CONSERVATOR'S ORGANIZATION

SECOND: The period of its duration (if perpetual, so state) PERPETUAL

THIRD: The purpose or purposes for which the corporation is organized are:

The Rhode Island Forest Conservator's Organization is dedicated to the protection and wise use of Rhode Island's woodland resources.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

Please refer to the attached set of bylaws for complete set of provisions, to wit:

ARTICLE X, Section 2. Dissolution -- Upon dissolution of the Organization, the Board of Directors, after paying or making provision for the payment of all liabilities of the Organization shall dispose of the assets of the Organization 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.

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
APR 31 11 22 AM '90  
X2-46224  
100011000

FIFTH: The address of the initial registered office of the corporation is c/o Marc J. Tremblay

135 Whitford Ave., Providence, RI 02908 (add Zip Code),

and the name of its initial registered agent at such address is: Marc J. Tremblay

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is Eleven, and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Franklin G. Arnold	57 Moosup Valley Rd. Foster, RI 02825
Gregory P. Drew	39 Forsythia Lane Cranston, RI 02921
David A. Erickson	31 Stone Dam Rd. No. Scituate, RI 02857
William W. Hicks	6-T Parker Rd. Foster, RI 02825
Robert Hohler	Wetherbee Rd. Foster, RI 02825
Walter R. Hohler	5 Wetherbee Rd. Foster, RI 02825
Robert A. Murray	153 Potter St. Cranston, RI 02910
Norman Roy	81 Franklin Rd. Foster, RI 02825
Stephen Sprague	P.O. Box 417 Chepachet, RI 02814
Robert Thurber	P.O. Box 216 Foster, RI 02825
Marc J. Tremblay	135 Whitford Ave. Providence, RI 02908

SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Marc J. Tremblay	135 Whitford Ave. Providence, RI 02908

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): September 1, 1990

Dated 8/31/90, 19

*Marc J. Tremblay*

*Incorporator(s)*

**NOTE:**

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

BY-LAWS  
of the  
RHODE ISLAND FOREST CONSERVATORS ORGANIZATION

ARTICLE I - NAME

The name of this Association shall be the RHODE ISLAND FOREST CONSERVATORS ORGANIZATION.

ARTICLE II - STATEMENT OF PURPOSE

The Rhode Island Forest Conservators Organization is dedicated to the protection and the wise use of Rhode Island's woodland resources. 5

ARTICLE III - OBJECTIVES

- To promote the stewardship of Rhode Island's wooded lands and watersheds, aesthetic and recreational amenities, forest products, clean water, clean air, and varied wildlife. 10

- To assist the members of the organization with information and education on woodland management and to serve as a medium where woodland owners can share ideas and resources.

- To promote awareness of a healthy forest's role in improving environmental conditions and reducing global warming, by supporting rural and community tree care programs and activities. 15

- To protect the heritage of our state's woodlands for the future by promoting effective land use planning.

- To promote equitable statewide assessment of farm, forest, and open-space lands. 20

- To stay abreast of legislative action affecting Rhode Island's forests, and to serve as a medium of information exchange between the public, state agencies, legislature, and wood industries.

- To be an open forum for woodland owners, resource professionals, and concerned citizens to discuss legislation, issues, goals, and methods necessary to accomplish the organization's purpose and objectives. 25

# ARTICLE IV - MEMBERSHIP AND DUES

## Section 1. Eligibility

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Membership shall be available to any individual or organization accepting the purpose of the Rhode Island Forest Conservators Organization.

## Section 2. Dues

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A dues schedule will be set initially by the voting members, and shall be subject to an annual review by the Board of Directors, who shall make recommendations to the voting members for any adjustments to the dues structure. Dues shall be payable at the time of admission to membership and annually thereafter.

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When admission occurs during the last three months of the fiscal year, the dues shall account for the subsequent fiscal year. Annual dues shall be payable during the month of January.

## Section 3. Voting

Each member in good standing, with voting privileges, shall have one vote. No member shall be eligible to move, second or vote upon any question at any meeting if that member shall be in arrears or otherwise not eligible to vote.

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## Section 4. Eligibility for office

Any member with voting privileges shall be eligible to be nominated and elected as an officer or member of the Board of Directors, unless otherwise restricted, and may serve on any of the committees.

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## Section 5. Cancellation of membership

Each member shall receive evidence of membership and any membership may be cancelled and the member suspended or expelled for failure to pay dues when such dues become due and payable. Also for good and sufficient cause shown, by vote of a two-thirds majority of the members present at any meeting of the Organization, provided said member was given proper written notice of the purpose of said meeting. The procedure for removal of any member shall follow Robert's Rules of Order, as revised.

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## ARTICLE V - MEMBERSHIP MEETINGS

### Section 1. Regular meetings

There shall be a minimum of two meetings per year, to which all members are entitled to attend and participate:

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- A. A spring business/finance meeting
- B. A fall business/election meeting, which shall be considered to be the annual meeting.

There shall be an annual function for the purpose of bringing woodland owners together in an educational/social atmosphere, which may be held in conjunction with the spring or fall business meetings.

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### Section 2. Meeting notices

All members shall be notified of the meeting and its agenda in writing at least thirty (30) days prior to the meeting.

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### Section 3. Special member meetings

A special membership meeting can be called by request from ten (10) members in good standing, and written notice of that meeting shall be provided at least ten (10) days prior to the meeting.

## ARTICLE VI - BOARD OF DIRECTORS, OFFICERS, AND EXECUTIVE COMMITTEE

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### Section 1. Officers

The Organization shall have a President, Vice-President, Secretary, and Treasurer. These officers shall be nominated and elected by the members of the Organization at the annual fall business meeting. Duties of the Officers shall be as follows:

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A) President - to oversee the business affairs of the Organization in accordance with the policies established by the Board of Directors and these Bylaws; to preside at all meetings of the membership, Board of Directors, Executive Committee; to establish committees, appoint committee chairmen, call meetings, and furnish guidance to the Executive Officers and those committees; to appoint an interim secretary and treasurer when the need arises; to have the authority to sign any instrument of business under the direction of the Board of Directors.

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B) Vice-President - to assist the President in conducting the business affairs of the Organization; to assume the duties of the President when necessary; to serve as the Chairman of the Membership Committee.

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C) Secretary - to have the responsibility for keeping the records of the Organization and recording the minutes of the meetings of the Board of Directors, Executive Committee, and all general membership meetings of the Organization; to respond to correspondence received by the Organization; to see that the newsletter is published on a regular basis. 100

D) Treasurer - to have the responsibility for keeping all records of receipts and disbursements; to collect all monies owed the organization; to have the authority to issue receipts and to disburse funds under the direction of the Board of Directors; to report on fiscal affairs to the Board of Directors and at all general membership meetings; to prepare the reports required for any fiscal audit, which may be called for by the Board of Directors at their discretion. 105 110

#### Section 2. Executive Committee

The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall meet regularly, at least on a quarterly basis. 115

#### Section 3. Board of Directors

There shall be a Board of Directors comprised of the Executive Committee, the Chairmen of the Standing Committees, and six (6) at-large members selected by the members of the Organization. The Board shall meet at least on a quarterly basis, and special Board meetings may be called by the President or any three Directors, with a ten (10) day written notice to the Board members. A quorum of one-half of the filled Board positions shall be required for the transaction of business by the Board. 120 125

#### Section 4. Powers of Directors

The board shall develop policies and programs, shall receive reports from all committees and shall conduct, manage, and control the affairs and business of the Organization, as it deems best, and to make sure its rules and regulations are not inconsistent with the law, the Articles of Incorporation, or the By-laws of this Organization. To borrow money and incur indebtedness for the purposes of the Organization, and to cause to be executed and delivered therefor, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities. 130 135

## ARTICLE VII - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

### Section 1. Nomination

At least sixty days prior to the annual meeting the president shall appoint a nominating committee of not less than five (5) members in good standing whose duty it shall be to present a list of persons for election to the several offices and the Board of Directors at the annual meeting. The names of those persons so nominated shall be included with the call for the annual meeting. Nominations from the floor for each office and the Board of Directors shall be made at this meeting. All persons nominated shall, if present at such meeting, agree to serve if elected, and if not present shall furnish at the time of nomination a written statement agreeing to serve if elected, said statement to be read to the body by the person making said nomination. Only one member per household may hold a position on the Board of Directors.

### Section 2. Terms of Office

All members of the Board of Directors, including the Executive Committee, shall be elected for a term of two (2) years. They shall assume their respective duties at the beginning of the calendar year following their election and shall serve until their successors have been elected and qualified. No officer or member of the Board of Directors shall serve more than three (3) consecutive terms in the same office, with a two-year lapse required before that office may be reacquired.

### Section 3. Initial Terms of Office

The initial term of President, Vice-President, and three (3) at-large Board members shall be for one year. All subsequent terms shall revert to two years, creating a staggered effect within the Executive Committee and the Board of Directors.

### Section 4. Vacancies

Vacancies in any office or the Board of Directors shall be filled by election of the general membership if the time remaining is at least one (1) year, providing notice of such election is included in the call for the meeting at which such election will be held. Vacancies of less than one (1) year shall be filled by appointment from the Board of Directors.

Section 5. Removal of Officers

Any Officer or Director may be removed from his office for good and sufficient cause shown by a vote of two-thirds majority at any meeting of the membership, provided proper written notice of the intent of said meeting is provided to all members. Procedures on the removal of officers or any other member of this Organization shall follow Robert's Rules of Order, as revised.

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Section 6. Compensation

No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its members, trustees, officers, board of directors, or other private persons.

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ARTICLE VIII - COMMITTEES

Section 1. Committee members

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Committee Chairmen shall be appointed by the President of the Organization, with the exception of the Membership Committee Chairman, who shall be the Vice-President. The Committee Chairs shall appoint the members of their respective committees. There shall be only one member per household per Standing Committee.

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Section 2. Standing Committees

Standing Committees and their functions shall consist of:

MEMBERSHIP - to review applications and to initiate programs designed to increase the membership of the organization; the Vice-President shall be the Chairman of this committee.

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FINANCE - to review the annual budget, review overall fiscal matters, and to initiate programs designed to maintain the fiscal integrity of the organization;

PUBLIC RELATIONS - to coordinate with all other committees and the Board of Directors in publicizing the efforts and viewpoints of the organization through the media and the official publication of the organization;

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PROGRAM - to coordinate the planning and presentation of the annual function, and to facilitate any other function or program as so directed by the Board of Directors;

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INFORMATION AND EDUCATION - to coordinate the compilation and distribution of educational material to the membership, and to work with the program committee when a program calls for an educational topic.

Section 3. Other Committees

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The President and/or the Board of Directors from time to time may create such other committees as may be needed to facilitate the efficient operation of the Organization.

ARTICLE IX - FISCAL YEAR

The fiscal year shall be the calendar year, January 1 to December 31. 215

ARTICLE X - SPECIAL PROVISIONS

Section 1. Political activities

No substantial part of the activities of the Organization shall be devoted to influencing legislation, nor shall the Organization participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

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Section 2. Dissolution

Upon dissolution of the Organization, the Board of Directors, after paying or making provision for the payment of all liabilities of the Organization, shall dispose of the assets of the Organization 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.

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ARTICLE XI - AMENDMENTS

Amendments to these by-laws may be adopted at any regular or 235  
special meeting of this organization, provided that such  
amendment(s) shall be included in the notice of the meeting and  
such notice shall be sent to each member in good standing no less  
than thirty (30) days before the date set for the meeting, and  
further provided that such notice shall include a mail-in ballot, 240  
such ballot to be opened at the meeting as part and parcel to the  
assembly vote. Any amendment(s) shall be approved by an  
affirmative vote of 2/3 of those members voting and in good  
standing.

ARTICLE XII - PARLIAMENTARY PROCEDURE 245

Parliamentary procedure shall be governed by Robert's Rules of  
Order as revised unless otherwise stated.

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