

RHODE ISLAND ASSOCIATION OF CONSERVATION COMMISSIONS BY-LAWS

Mission Statement

The Rhode Island Association of Conservation Commissions (hereinafter known as the Association) is organized by persons who have come together to foster the enhancement of conservation commissions statewide, so that individual conservation commissions may be better able to solve like problems and implement sound environmental and conservation policies, through communication and cooperation, all of which are directed to improve the environment and quality of life for all residents of the State of Rhode Island. The Association shall offer support to individual conservation commissions and regional conservation commission groups to fulfill their obligations as directed by state and local legislation. The Association shall offer support to municipal governments in establishing conservation commissions where none exist. The Association shall operate within Rhode Island's existing structure for natural resource conservation planning and development and seek and obtain sources of funding, both public and private, to achieve its goals.

Article I Name and Area

- 1.1 The association shall be named "The Rhode Island Association of Conservation Commissions". The area covered by the association shall consist of the entire State of Rhode Island and Providence Plantations. The principal offices shall be located in Cranston, Rhode Island or in such other location as shall be designated by the Board of Directors.

Article II: Membership and Organization

- 2.1 There shall be two categories of membership in the Rhode Island Association of Conservation Commissions. These categories of membership shall be delegate members and general members.
- 2.2 The delegate membership shall consist of representatives, duly appointed by each municipal conservation commission chair, who shall serve as the delegates for the appointing conservation commission.
- 2.3 The general membership shall consist of any member of a Rhode Island municipal conservation commission, conservation district, land trust, tree board, planning department, or any other individual participating through membership dues and contributions, who represents the ideals and goals of the Association. For the purpose of widest representation, the Association shall strive to solicit membership from all municipalities and townships throughout the State of Rhode Island.
- 2.4 Delegate members shall, at the annual meetings of the Association, have the right to vote for the members of the Board of Directors.
- 2.5 Delegate members shall have the right to propose, and vote on any proposed, amendments to these by-laws at annual meetings or at any duly called special meetings by the Board of Directors.

Article III: Board of Directors

- 3.1 The Association shall be governed by an Board of Directors consisting of a President, Vice President, Secretary/Treasurer, and four Association Officers who shall be elected annually.
- 3.2 The Board of Directors shall be elected from the delegate membership, with the exception of two of the officers which may be elected from the general membership.
- 3.3 The term of office for members of the Board of Directors shall be three years. All members of the Board of Directors shall be eligible to serve two consecutive three year terms. After serving two consecutive terms, a member shall be eligible to serve again on the Board of Directors after a period of one year has elapsed. Notwithstanding the above-prescribed length of terms, the initially constituted Board of Directors shall be comprised of approximately one third members who shall serve a one year term, one third members who shall serve a two year term, and one third members who shall serve a three year term. Thereafter, approximately one third of the Board of Directors shall be elected at the annual meeting of the Association.
- 3.4 Any Board of Directors member may be removed from office for cause, by a vote of a two-thirds majority of the Board of Directors members then in office. Failure to attend three consecutive meetings shall constitute sufficient cause for removal.
- 3.5 Any Board of Directors member may resign from office by delivering a written notice of intent to the president, to take effect as therein specified. In the case of the president, the resignation shall be delivered to the vice president.
- 3.6 In the event of a vacancy resulting from any cause other than the expiration of a term, the president shall appoint a member from the appropriate category of membership from which said vacancy occurred for the remainder of the term. In the event of a vacancy of the office of president, the vice president shall assume the office of president, and shall subsequently appoint a vice president from the delegate members for the remainder of the term.
- 3.7 The statutory authority of the Rhode Island Association of Conservation Commissions shall be exercised by, and the business and affairs of the Association shall be controlled and conducted by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the authority to:
 - a. conduct, manage, and control the affairs and business of the Rhode Island Association of Conservation Commissions as they deem best, in accordance with these by-laws;
 - b. enact a schedule of membership dues;
 - c. solicit funds and incur indebtedness for the mission of the Association and to cause to be executed and delivered therefore in the name of the Association such documents as may be required therefore;
 - d. authorize agreements and contracts in the name of the Rhode Island Association of Conservation Commissions;

- e. coordinate, process, approve, and forward grant requests from municipal conservation commissions throughout the state and oversee the appropriate distribution of funds to those conservation commissions;
 - f. employ, direct, and discharge any personnel deemed necessary by a majority vote of the Board of Directors as may be required to fulfill the mission of the Association.
- 3.8 A quorum of the Board of Directors shall consist of a simple majority of its members then in office. Except as otherwise required by law, the actions of a majority of Board of Directors members present at a meeting which a quorum is present shall be the lawful action of the Board of Directors.
- 3.9 Regular meetings of the Board of Directors shall be held no less than quarterly, at a time and location to be determined by the Board. Special meetings of the Board may be called by the president. A written agenda, as set by the president, shall be provided by the secretary for each member of the Board of Directors no less than two weeks before said meetings. Written notice of the proposed date, time, and location of any special meetings shall be given to the members of the Board of Directors at least ten days in advance of said meeting. All meetings shall be conducted in accordance with Roberts Rules of Order, revised, and all other stipulations set forth in these by-laws or otherwise directed by a majority vote of the Board of Directors members present at any one meeting.
- 3.10 Any actions taken by the Board of Directors at any meetings must be approved by a simple majority vote of the members present at a meeting which a quorum is present.
- 3.11 Minutes of all meetings of the Board of Directors shall be provided for each member of the Board of Directors and each delegate member of the Association. Additionally, all minutes shall be made available to any and all other interested parties.
- 3.12 No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its Board of Directors members or to any other private persons, except that the Board of Directors is authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the mission set forth in these by-laws.

Section IV: Duties of Officers, Delegate, and General Members

- 4.1 The officers of the Association shall be: President, Vice President, Secretary/Treasurer, and such other officers as the Board of Directors shall from time to time deem necessary. All officers shall be members of the Board of Directors
- 4.2 Officers shall be elected by the Association members at the annual meeting of the Association, or immediately after the election of an entirely new Board of Directors, to a term of one year. In the event the annual meeting is delayed, all officers will continue to serve until their successors are elected at that annual meeting. All officers shall be limited to three consecutive terms. After three consecutive terms, an officer shall be eligible to serve again after a period of one year has elapsed, or by a majority vote of Board of Directors for eligibility.

- 4.3 A vacancy in any office during the term shall be filled by a majority vote of the Association membership.
- 4.4 Any officer may be removed from office for cause by a vote two thirds of the members of the Board of Directors.
- 4.5 **President:** The president shall have general supervision, control, and direction over the affairs of the Association. The president shall create and appoint members to any committees the president may deem necessary to conduct the business of the Association. Committee members may be appointed from the Board of Directors, delegate, or general memberships; serve as a member of all committees, and shall be required to attend all committee meetings; develop the agenda for the forthcoming meeting and insure that minutes of the previous meetings have been furnished to Board of Directors and delegate members; schedule the meeting time and place of the Board of Directors; insure the action of all motions voted upon and approved by the commission; attend, or insure that Association Officer(s) attend meetings, functions, activities, and seminars relating to conservation issues as they pertain to the purpose of the Association; act as liaison between the Association and other government and private organizations and the general public; serve in the capacity of representative of the Association at meetings, hearings, and functions as they pertain to the purpose of the commission; and act on behalf of, and represent the Association on all matters, communications, correspondences, and decisions as they pertain to the purpose of the Association in the event that such things are unable to be presented to the full Board of Directors for a timely resolution.
- 4.6 **Vice President:** The Vice President shall be delegated by the President those duties which in the judgment of the President are necessary. In the absence or disability of the President, the Vice President shall perform all the duties of the President and shall have all the powers and authority of the President.
- 4.7 **Secretary/Treasurer:** The Secretary/Treasurer shall receive and safely keep, or cause to be kept, all funds of the Association, including monies, stocks, bonds, notes, or other credits belonging to the Association. The Secretary/Treasurer shall keep a regular and true account of all receipts, including a record of all gifts to, and assets of, the Association. The Secretary/Treasurer shall keep an accurate record of all disbursements by or on behalf of the Association. The Secretary/Treasurer shall deposit all receipts in such banks, trust companies, or depositories as shall be selected by the Board of Directors. The Secretary/Treasurer shall make detailed reports to the Board of Directors of the financial condition of the Association, and shall make an annual report to be presented at the annual meeting. The Secretary/Treasurer shall be responsible for accounting of the funds of the Association in a manner consistent with generally accepted accounting standards.
- 4.8 **Delegate Members:** Delegate members shall serve to promote the mission of the Association and involve themselves in the activities of the Association whenever possible. Delegate members shall serve as liaison between the Association and the conservation commission of which they represent. Delegate Members shall report on all activities of the Association to their respective conservation commissions, and report any relevant activities of their respective conservation commissions to the Association. Delegate Members may participate in any functions, workshops, seminars or any other events hosted by the Association. Delegate Members may attach their names to documents soliciting input, advice, funds, or legislation as put forth by the Executive

- 4.9 General Members: General Members shall serve to promote the mission of the Association and involve themselves in the activities of the Association whenever possible. General Members may participate in any functions, workshops, seminars or any other events hosted by the Association. General members may attach their names to documents soliciting input, advice, funds, or legislation as put forth by the Executive Committee. General Members may act as liaison between the Association and any like minded organization of which they represent. General members may attend all meetings of the Association, the Board of Directors, and any and all committees, and may request the Assistance of the Board of Directors at any of the regularly scheduled meetings. General membership guarantees the right to receive, by mail, all official communications of the Association, its Board of Directors, and committees, as well as all newsletters, mailings, facts and findings, and any and all other informational and educational communications from the Association.

Article V: Committees

- 5.1 The Association may form such various committees as may be necessary to conduct or enhance Association business. The creation of a committee must be approved by a majority vote of the Board of Directors. All committee members must be appointed by the president. All committees shall consist of at least five members. The members shall elect a chair and a vice chair.
- 5.2 The rights, duties, and responsibilities of each committee shall be designated by the chair at the first meeting of said committee.
- 5.3 All committees shall operate in accordance with Roberts Rules of Order, revised and these by-laws.
- 5.4 All committees shall keep minutes and forward copies of said minutes to the Board of Directors.
- 5.5 All committee chairs must report the activities and progress of their respective committees to the President or the Board of Directors upon request at the next meeting of the Board of Directors.
- 5.6 Any actions taken by a committee, which directly effect the Association, are subject to review and approval by the Board of Directors.

Article VI: Association Functions

- 6.1 The Association shall represent conservation commissions throughout the State of Rhode Island and shall involve them and their respective municipalities in activities involved with natural resource conservation.
- 6.2 The Association shall provide conservation commissions throughout the State of Rhode Island with guidance, support, and technical assistance through advisory services and funds.
- 6.3 The Association shall assist, when requested, with the activities of individual conservation commissions.

- 6.4 The Association shall request financial, technical, educational, and other services from appropriate sources to further promote the objectives of the Association.
- 6.5 The Association shall establish and maintain liaisons between local, state, and federal government agencies as well as other organizations, both public and private, for the purpose of assisting conservation commissions in meeting their respective needs.
- 6.6 The Association shall identify opportunities, recognize problems, and identify appropriate resources to enhance the ability of the Association and individual conservation commissions to undertake their respective missions.
- 6.7 The Association shall provide support for, and cooperation with, the enhancement and development of existing programs of municipal conservation commissions.
- 6.8 The Association shall keep conservation commissions, state and local agencies, and the general public informed of its progress and accomplishments by utilizing various means of communication.
- 6.9 The Association shall keep abreast of federal, state, and local legislation pertaining to the natural resources of the State of Rhode Island and communicate such information to conservation commissions throughout the state.
- 6.10 The Association shall provide input to elected officials, both state and local, for needed legislation pertaining to conservation commissions and the natural resources throughout the state.

Article VII: Funding

- 7.1 Funding for the general operation of the Rhode Island Association of Conservation Commissions may be derived from sources both private and public.
- 7.2 The Association may levy annual dues on any conservation districts, coalitions, groups, agencies, or organizations wishing to have membership in the Rhode Island Association of Conservation Commissions.
- 7.3 Annual membership dues may be levied on the delegate members and the general members. The Board of Directors shall establish different levels of dues for each category.
- 7.4 The Association may hold workshops, conferences, and educational seminars on topics consistent with its mission, and may assess an appropriate fee for attendance by its members and the general public.
- 7.5 The Association may solicit funds through grant applications to foundations, government agencies, non profit organizations, and any other agencies, organizations, and corporations to further the objectives of the Association.
- 7.6 The Association may impose a management fee to certain projects undertaken by the Association. These fees are not to exceed ten percent of the total cost involved in a

project, and can be taken only for direct work involved in the management and implementation of such projects.

Article VIII: Grant Monies

- 8.1 The Rhode Island Association of Conservation Commissions shall be empowered to seek grant funding to support environmental and educational programs consistent with its mission.
- 8.2 A grant committee, which shall be chaired by the Treasurer, shall be formed for the purpose of researching, writing, and reviewing all grants sought after by the Association.
- 8.3 The grant committee shall review each proposed grant to insure that there is no conflict of interest to the Association, and to insure that any perspective grant has not already been sought after by a municipal conservation commission for the same purpose. If it is found that the Association has similar grant interests with a conservation commission, a joint committee may be formed to ascertain if the objectives are in fact similar. The committee shall then determine which organization could best and most efficiently do which portions of the grant work. Overlapping work shall be eliminated and a final plan developed for a coordinated execution of the grant proposal.
- 8.4 A grant proposal emanating from an individual conservation commission, if forwarded under the auspices of the Rhode Island Association of Conservation Commissions shall be considered the individual conservation commission's proposal and grant funds received by the Association shall be identified for the sole use of said conservation commission. Those monies shall not be divided for use by other commissions or the Association unless it was a co-party to the original grant request, and as such shall receive only the portion(s) commensurate to the percentage of the grant work it was proposed to undertake.
- 8.5 Any conservation commission or organization within the purview of the Rhode Island Association of Conservation Commissions that does not utilize the approved grant monies will immediately be provided a letter from the Treasurer requesting clarification and correction of the problem. If adequate justification or corrective action is not taken within ten days of notification, all future funding to that conservation commission or organization will be terminated until such time as a satisfactory resolution can be provided to the Association.

Article IX: Fiscal Year

- 9.1 The fiscal year for the Rhode Island Association of Conservation Commissions shall begin on July 1st.

Article X: Authorized Signatures

- 10.1 All funds being received and deposited into any account held by the Rhode Island Association of Conservation Commissions shall bear the signature of the Treasurer.
- 10.2 Any requests for disbursements of funds must be approved by a majority of the Board of Directors and shall bear the signature of the Treasurer.

- 10.3 All funds being withdrawn from any account held by the Rhode Island Association of Conservation Commissions shall bear the signatures of the Treasurer and the President.
- 10.4 Minutes from all meetings of the Association, the Board of Directors, and committees shall bear the signature of the Secretary, or in the absence of the Secretary, the secretary pro tempore.
- 10.5 Any communications or documents representing the Rhode Island Association of Conservation Commissions shall bear the signature of the President of the Association.

Article XI: Indemnification of Members

- 11.1 The Rhode Island Association of Conservation Commissions shall indemnify and hold harmless its Board of Directors and delegate members, whether or not in office at the time, from any and all claims against them out of actions taken in legitimate interests of the Association, provided, however, that such actions were consistent with the provisions of these by-laws and were reasonable and prudent in the circumstances.

Article XII: Compensation and Reimbursement of Expenses

- 12.1 No Board of Directors, delegate, or general member of the Rhode Island Association of Conservation Commissions shall receive compensation for their services to the Association.
- 12.2 Board of Directors members shall be reimbursed for expenses incurred in the discharge of their duly authorized duties and functions. Delegate and general members may be reimbursed for expenses incurred only if previously authorized by the Board of Directors. In the event that sufficient time is not available to meet with the Board of Directors, the President of the Association may authorize individual expenses by a delegate or general member of the Association on a case by case basis.

Article XIII: Conduct of Business

- 13.1 All business of the Rhode Island Association of Conservation Commissions shall be decided by a majority vote of those Board of Directors members present, and where otherwise designated by these by-laws, provided that a quorum of the Board of Directors is present and provided such notice as may be required has been given.
- 13.2 All Association, Board of Directors, committee, and special meetings shall be conducted in accordance with Roberts Rules of Order, revised.
- 13.3 All business conducted at the annual meetings of the Rhode Island Association of Conservation Commissions shall be decided by a majority vote of the delegate members of the Association. In the event that a delegate member is unable to attend the annual meeting, a designee from the general membership who is a duly appointed member of the conservation commission from which the delegate member is absent, may serve as alternate for said delegate member.

Article XIV: Meetings

- 14.1 The purpose of the Board of Directors meetings shall be to receive reports, approve expenditures, appropriate funds, review grant applications, review, and where applicable, grant requests from municipal conservation commissions throughout Rhode Island, plan strategy, coordinate programs, solicit expertise from area resources, and generally conduct the business of the Rhode Island Association of Conservation Commissions.
- 14.2 The purpose of committee meetings is to conduct research, coordinate programs, and issue reports for specific projects as directed by the President.
- 14.3 The purpose of the annual meeting shall be for: receiving reports of the Board of Directors and committees, as applicable; the election of members of the Board of Directors; conducting round table discussions of mutual problems, concerns, and projects of municipal conservation commissions throughout Rhode Island; information and idea sharing; training; choosing the host for the next annual meeting, and for other such business as the Board of Directors deems necessary.
- 14.3.1 The annual meetings shall be held every fourth Saturday in the month of January or on such a date close to this as the Board of Directors and host conservation commission shall designate;
- 14.3.2 Notice of these meetings shall be issued to all delegate and general members of the Association, in writing, no less than one month before said meeting;
- 14.3.3 The annual meetings shall be hosted by one of the municipal conservation commissions on a rotational basis. The host shall be responsible for arranging the location, meeting logistics, and special programs for the meeting. The host shall be responsible for coordinating with the Board of Directors as to the official Association notice of the meeting to all delegate and general members, designating the date, time, and place of the meeting, and shall further coordinate with the Board of Directors as to the agenda for the business to be conducted at said meeting.

Article XV: Dissolution

- 15.1 Upon dissolution of the Association, the officers shall, after payment of, or provision for payment of all liabilities of the corporation, dispose of all of the assets of the Association exclusively to such organizations as shall at the time qualify as exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Internal Revenue Laws, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal offices of the Association reside.

Article XVI: Political Activities

- 16.1 The Association shall not participate in, intervene in, publish or distribute statements, contribute funds, or become involved in any political campaign on behalf of any candidate for public office.

Certification

I, _____, Secretary Pro Tempore of the Rhode Island Association of Conservation Commissions, do hereby certify that the attached by-laws of the Association, having been fully adopted by the Board of Directors of this Association at the annual meeting of the Association conducted this _____ day of _____, 2002, constitutes the full and complete by-laws of the Rhode Island Association of Conservation Commissions.

Secretary

Date

President

Date