

ENVIRONMENT COUNCIL OF RHODE ISLAND  
EDUCATION FUND INC.  
BY-LAWS

## **Article I Name**

The name of this organization shall be the Environment Council of Rhode Island Education Fund, Inc.

## **Article II Purpose**

The Environment Council of Rhode Island Education Fund is established for the purpose of conducting research and education to enhance the long term stewardship of Rhode Island's natural environment. Creating educational materials and programs to prevent pollution and natural resource depletion are the fundamental goals of this organization.

This corporation is established exclusively for charitable and educational purposes within the meaning of Section 501C 3 of the Internal Revenue Code of the United States. To accomplish its purposes, the corporation may solicit gifts, contributions, subscriptions, and grants, **and** may administer, hold, lend, sell and disburse the same for such charitable and educational purposes as are permitted by Section 501C3 of the Internal Revenue Code of the United States as it now exists and hereafter as amended.

No substantial part of the activities of this corporation shall attempt to influence legislation, nor shall this corporation take part in any political campaign on behalf of or against any candidate for public office.

Upon dissolution of this corporation, any remaining assets shall be transferred only to an organization having like charitable and educational purposes as are permitted by Section 501C3 of the Internal Revenue Code of the United States or to an agency of the State of Rhode Island.

## **Article III Membership**

1. The membership of the corporation is open to members of the Environment Council of Rhode Island and other persons committed to the purposes of the Environment Council of Rhode Island Education Fund.
2. The board shall establish membership dues.

## **Article IV Annual Meeting**

The corporation shall hold its annual meeting in the month of June in the State of Rhode Island to elect the Board of Directors and to transact the annual business of the membership. Five members of the nine members board present shall constitute a quorum. The president and secretary shall provide the membership notice of the time, place, and agenda at least 30 days prior to the meeting. The board of directors may call special membership meetings during the year by providing the members thirty days written notice.

## Article V Board of Directors

1. **General Powers.** The Board of Directors (board) shall manage the property, business, and affairs of the corporation.
2. **Number.** The board shall consist of nine members.
3. **Terms.** An interim board shall hold office until the first annual meeting in June of 1993. At the first annual meeting, the members shall elect three directors to hold 3 year terms, three directors to hold two year terms, and three directors to hold a one year term. Thereafter, the members at the annual meeting shall elect three directors for three year terms. No director shall serve more than two consecutive three year terms.
4. **Resignation, Removal, and Replacement.** A director may resign at any time by giving written notice to the secretary of the corporation. The board may remove a director by a consensus vote of the other board members present and voting together with a motion that cites cause. Non attendance at three consecutive board meetings shall be sufficient cause for removal. Vacancies may be filled for the remainder of the term by nomination and election by a majority of the board then in office. Election of said directors shall be ratified by a majority of the membership present and voting at the next Annual Meeting.
5. **Notice, Meeting, Quorum, and Manner of Acting.** The president and secretary shall provide the board a minimum of seven days notice of regular meetings which are to be held at least once each quarter of the calendar year. Special emergency meetings of the board may be called with forty-eight hours notice through telephone communication providing no director objects. An objection to an emergency meeting by director shall be grounds to meet only with seven days written notice. A majority of all qualified directors shall constitute a quorum for the transaction of business. The act of a majority of the directors at a meeting for which quorum is present shall be an act of the board.
6. **Committees.** The board, by resolution, may form committees as required. Each committee shall serve at the pleasure of the board.
7. **Compensation and Employment.** No compensation shall be paid to directors for their service as directors, but by resolution of the board, reimbursement for expenses accrued on behalf of the corporation may be authorized. These by-laws shall not preclude directors from serving the corporation in any other capacity and receiving compensation. The board may employ such persons as necessary to carry out the work of the corporation.

## ARTICLE VI Officers & Agents

1. **Number.** The officers of the corporation shall consist of four members who shall be president, vice-president, secretary, and treasurer, each of whom shall be a duly qualified director. Additional agents of the corporation may be designated by the board of directors. These agents do not need to be serving directors and their titles and duties shall be formulated by resolution of the board.
2. **Terms.** The officers of the corporation shall be elected by the board at their first meeting after the annual meeting.
3. **Resignation, Removal, and Replacement.** An officer or agent shall hold office until his or her successor is duly elected or until the current officer shall die, tender his resignation, or be formally removed by the board. Any officer or agent elected or appointed by the board may be removed by the board when in their judgment the best interest of the corporation would be served. A consensus vote by all other duly qualified board members present and voting together with the motion that cites cause is required to remove an officer or agent. A vacancy may be filled by the board for the unexpired portion of the term at any regular meeting.
4. **Duties of the officers.**
  1. **President:** The president shall be the principal officer and spokesperson for the corporation. The president shall preside at meetings of the membership and the board. The president, with the advice and consent of the majority of the board, shall be empowered to enter contracts for the corporation.
  2. **Vice –President:** The vice-president shall preside over the corporation in the absence of the president.
  3. **Secretary:** The secretary shall be responsible to assure the sound recording and maintenance of the corporation’s documents.
  4. **Treasurer:** The treasurer shall be responsible to assure the sound financial management of the corporation. The treasurer, at the direction of the president and the board, shall execute payment and receipt of funds.

## VII Fiscal Year, Dues, Seal, and Parliamentary Authority

1. The corporation’s fiscal year shall be June 1 through May 31.
2. The board shall hold and attach a corporate seal as appropriate to official documents of the corporation
3. Where not inconsistent with these bylaws, Roberts Rules of Order, revised, shall govern matters of procedure of the corporation.

## **VIII Amendments**

1. Any member may propose an amendment. All amendments must be forwarded to the entire membership in writing thirty days in advance of formal deliberation. At the annual meeting a two-thirds majority of the members present and voting may deliberate and enact an amendment. During the year, amendments must first be deliberated at a meeting of the board and then voted on at a subsequent board meeting. A two-thirds majority of the board shall be required to approve amendments.