

CONSTITUTION OF SAVE THE LAKES, INC.

ARTICLE I - NAME

The name of the organization shall be "SAVE THE LAKES, INC." aka STL
61 Wood Road, Chepachet, RI, 02814

ARTICLE II - MISSION STATEMENT AND PURPOSE

We are an Alliance of individuals and associations dedicated to improving, protecting, and preserving the fresh water bodies of Rhode Island for future generations. This Non-Profit Corporation is organized exclusively for charitable, educational, and scientific purposes.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility: Any person 18 years or older, and associations who subscribe to the Constitution and By-Laws of the Organization, are eligible for membership. Where possible STL will look for State Wide representation.

Section 2. Membership: Annual dues payment is required to be a member in good standing. A person or association in good standing shall have full voting privileges. Each person or association is entitled to one vote on all matters.

ARTICLE IV - GOVERNANCE

Section 1. The general management and control of the affairs, funds and property of the organization shall be vested in the Officers and up to (14) Directors. Other seats on the Board may be given to representatives of groups and organizations that are interested in fresh water preservation in Rhode Island. The retiring president shall continue as a Director for an additional year. Both the Officers and the Directors will be referred to as the "Board".

Section 2. The Board shall establish standing committees.

ARTICLE V- REVENUE

The amount of annual dues of the organization shall be determined and proposed by the Board at any meeting of the Organization and requires approval by two-thirds vote of the Board present.

ARTICLE VI - OFFICERS

Section 1. The officers of the organization shall be a President, Vice President, a Treasurer, and a Secretary, to be elected at the annual meeting by the membership present for a three (3) year term.

Section 2. The Directors, prior to the annual meeting, shall be elected for three (3) year terms. However, when the need arises, lesser terms may be established to keep the Board balanced among members with three (3) years, two (2) years and one (1) year tenure.

ARTICLE VII - AMENDMENTS

Amendments to the Constitution and By-Laws may be proposed at any meeting of the Organization. The Board will then review the proposed amendments and vote to approve or disapprove the proposal. Approval of the amendments will require a two-thirds (2/3) vote of the Board.

SAVE THE LAKES: BY-LAWS

Updated: September 25, 2024

ARTICLE I - THE BOARD

The powers of the "Board" shall be as follows:

Section 1. To do any and all such acts as shall be necessary, reasonable or proper for the protection or advancement of the interests of the Organization or the conduct of its affairs and as shall be consistent with the Constitution and By-Laws.

Section 2. The Board shall have the power to fill any vacancy that may occur on the Board whether they are Officers or Directors, except the Presidency as referred to in Article II, Section II.

ARTICLE II - DUTIES OF OFFICERS

Section 1. The President shall call to order and preside at all meetings of the Organization under the auspices of Robert's Rules of Order. The President shall appoint all committee chairpersons, with the exception of the Nominating Committee and shall ex-officio be a member of each committee, (exception being the Nominating Committee), and shall, in general, have those powers to perform those duties customary to the office of the President of an Organization of this kind.

Section 2. The Vice President shall assume the duties and responsibilities of the President in the event of his/her absence or disability. The Vice President shall become President when a vacancy in the Presidency occurs. The Vice President will assume office until the next regular election unless a majority of the Directors vote to hold a special election prior to the expiration of the regular term.

The Vice President shall in general, have those powers to perform those duties customary to the office of Vice President of an Organization of this kind.

Section 3. The Secretary shall keep minutes of meetings of the Organization and the Board, conduct the correspondence of the Organization, notify the members and the Board of all meetings, and shall, in general perform those duties customary to the office of Secretary of an Organization of this kind.

Section 4. The Treasurer shall receive and deposit all monies of the Organization in the name of the Organization as directed by the Board, and under the direction of the Board, shall disburse the funds of the Organization. All disbursements must be approved by the Treasurer and the President. As chairperson of the Budget Committee, the Treasurer shall submit to the Board a budget to be approved for the following year. The Treasurer shall keep regular accounts and submit them to the Board at the regular Board Meetings and the Annual Meeting or whenever requested by the President, and shall, in general, perform those duties customary to the office of Treasurer of an Organization of this kind.

ARTICLE III - COMMITTEES

Section 1. There shall be three standing committees: Nominating, Budgeting and By-laws. The Board shall direct the President to establish any special committees.

Section 2. The Nominating Committee shall

- a) consist of an uneven number (minimum of three) volunteers from the Membership who have identified themselves to the board at the Annual Meeting for service the following year. If there are no volunteers from the Membership, the Board will have the responsibility of identifying a minimum of three members from the Membership willing to serve on this committee. Members of this committee will select a chairperson.
- b) present a slate at the following Annual Meeting, consisting of at least one candidate for each vacancy to be filled. Any voting member may make a competing nomination from the floor.

Section 3: The Budget Committee shall:

- a) consist of a minimum of 3 members, one of whom will be the Treasurer who shall serve as the chairman;
- b) draft an annual budget not later than October 31st for the following fiscal year, to be presented for review and approval at the next Board meeting.

Section 4: The By-laws Committee shall:

- a) consist of a minimum of 2 members, one of whom shall be the chairman who shall be appointed by the President;
- b) shall review the bylaws annually, not later than March, to determine if any changes should be proposed; if yes, those recommendations shall be presented for approval to the Board of Directors.
- c) prepare the Board-adopted proposed changes to the membership for approval at the Annual STL meeting.

Section 5: The president shall establish ad hoc committees as needed. Examples might include: Membership, Technology, etc.

ARTICLE IV - MEETINGS

Section 1. The Board shall meet at least one (1) week prior to a Meeting of the Organization.

Section 2. There shall be at least one (1) meeting of the Organization each year.

Section 3. The President may call a meeting of the board at any time.

ARTICLE V - COMPLAINTS

Any member is entitled to make a complaint regarding activities affecting the general purpose of the Organization. The complaints shall be made in writing and signed or submitted in person to the Board. The board will review and determine what action, if any, is appropriate and will notify the Member in writing of its findings.

ARTICLE VI - QUORUM

Section 1. A majority of the Board shall constitute a quorum of the board.

Section 2. One fifth (1/5) voting members shall constitute a quorum at any meeting of the Organization.

ARTICLE VII - EARNINGS

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, Is this still the relevant tax code section?or corresponding section of any future federal tax code.

ARTICLE VIII - EXPENDITURE

The Officers shall be limited to a maximum expenditure of \$1,000 as set forth by a two-thirds (2/3) vote of the Directors present.

ARTICLE IX - DISSOLUTION OF ORGANIZATION

Upon the dissolution of this Organization, 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 federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Providence County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - MISCELLANEOUS PROVISIONS

Indemnification of Officers and Directors: As provided by Rhode Island law, the Organization shall indemnify any officer, director, employee, or agent, up to the amount provided for by the Corporation's insurance policy, who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Organization.

The Constitution and By-Laws were adopted at the September 30, 2008 Meeting and amended as follows:

- September 22, 2009 meeting of the Board of Directors
- December 15, 2009 meeting of the Board of Directors
- September 25, 2024 meeting of the Board of Directors