

## **BUSINESS MEETING: Bylaws changes**

It has been many years since the Society bylaws were amended and they include some anachronisms. Find the full text of the proposed bylaws below. A summary of the major changes:

- RIWPS will use email as the primary means of alerting members regarding announcements and Society business. Currently, our bylaws require increasingly costly and time-intensive postal mail alerts. Members can still request postal mail as their primary means of communication by contacting our office at the address indicated at the end of this newsletter, or by phone at 401-789-7497
- Board trustees have traditionally served one-year terms. The bylaw changes proposed staggered three-year terms to encourage longer-term Trustee commitment and to encourage new Board members while retaining experience and institutional knowledge.
- As RIWPS has grown, the ten percent of members required for a voting quorum is proving more difficult to meet; we propose to set the quorum at five percent.

## **RHODE ISLAND WILD PLANT SOCIETY, INC.**

### **BYLAWS**

#### **ARTICLE I — PURPOSE**

Section 1. Purpose: The Rhode Island Wild Plant Society, Inc. (the "society") is organized exclusively for charitable and educational purposes as described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (the "Code") and more specifically, to promote the preservation of wild plants and their habitats (with particular emphasis on plants native to Rhode Island) through education, research, and related activities; to cooperate with other organizations with similar goals; and to provide counsel to governmental and civic bodies.

Section 2. Powers: The society 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 society is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain of such purposes. Notwithstanding anything herein to the contrary, the society shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Code, and the regulations promulgated thereunder, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Code.

No substantial part of the activities of the society shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3. Non-Profit Status: This society is not organized for profit, and no part of the net earnings of the society shall inure to the benefit of any member, trustee or officer (except that reasonable compensation may be paid for services rendered to and for the society). In the event of the liquidation of the society, whether voluntary or involuntary, no member, trustee or officer shall be entitled to any distribution or division of the society's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the society, after the payment of all its debts and obligations, shall, pursuant to a resolution of the society or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501 (c)(3) of the Code or corresponding section of any future federal tax code and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this society is constituted.

Section 4. No Private Gain: All rescued plants shall become the property of the society and shall be distributed in accordance with the policies of the society as determined in the sole discretion of the Board of Trustees. No rescued plants may be sold by any member, trustee or officer for private gain. No rescued plants may be given to the private garden of any member, trustee or officer, except to those gardens designated as holding areas for the society. The designation of such holding areas shall be within the sole discretion of the Board of Trustees.

## ARTICLE II — OFFICES

Section 1. Principal Office: The principal office of the society shall be located at \_\_\_\_\_, Rhode Island. The society may have such other offices or places of business, either within or without the state of Rhode Island, as the Board of Trustees may from time to time establish or the business of the society may require.

Section 2. Registered Office: The registered office of the society shall be located at 222 JEFFERSON BOULEVARD, SUITE 200, Warwick, Rhode Island 02888. The registered agent shall be REGISTERED AGENT SOLUTIONS, INC. The registered agent and/or registered office may be changed from time to time by the Board of Trustees in compliance with provisions of applicable law.

## ARTICLE III — MEMBERS

Section 1. Membership: Membership in the society shall be open to all persons interested in its objectives. Membership shall be sustained as long as dues are paid.

Section 2. Annual Meeting: The annual meeting of the members shall be held during the month of March in each year, for the purpose of electing trustees and officers and for the transaction of such other business as may come before the meeting. If the election of trustees and officers shall not be held in the month designated herein or at any annual meeting of the members, 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 is convenient.

Section 3. Special Meetings: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Trustees, and shall be called by the President at the request of not less than 10% of the members.

Section 4. Place of Meeting: The Board of Trustees shall designate the place of meeting for any annual meeting or for any special meeting.

Section 5. Notice of Meeting: Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute or these bylaws, be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by electronic mail, or by mail, by or at the direction of the President or the Secretary or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address which appears on the records of the society, with postage prepaid thereon.

Section 6. Quorum: Five percent (5%) of the members of the society entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Voting: All members (including each family holding a family membership) shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Every member entitled to vote at a meeting of members or to express consent without a meeting as herein provided may authorize another person or persons to act by written proxy executed by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

#### ARTICLE IV — BOARD OF TRUSTEES

Section 1. General Powers: The Board of Trustees (sometimes hereinafter referred to as the "Board" or "trustees"), shall manage the business and affairs of the society, including but not limited to, the establishment of dues, tenure, categories of membership, and standing committees.

Section 2. Tenure and Qualifications: There shall be a minimum of nine (9) and a maximum of twenty-one (21) trustees of the society. The membership shall set the number at the annual meeting prior to the election of trustees. The trustees shall be the officers specified in Article V hereof, ex officio, and the balance of the trustees shall be elected at the annual meeting of the members, as provided herein. At the annual meeting where these amendments to the bylaws are approved, approximately one-third (1/3) of the trustees who are not serving ex officio shall be elected for a one-year term, approximately one-third (1/3) of such trustees shall be elected for a two-year term, and the balance shall be elected for a three-year term. Thereafter all trustees shall be elected for three-year terms. Trustees

need not be residents of Rhode Island, but must be members of the society. Trustees may succeed themselves in office.

Section 3. Vacancies: Any vacancy occurring in the Board of Trustees may be filled by vote of the remaining trustees. A trustee filling a vacancy shall complete the unexpired term of the predecessor.

Section 4. Removal: The members may, at any meeting called for the purpose, remove any elected trustee with or without cause by vote of the members.

Section 5. Resignations: Any trustee may resign at any time by giving written notice to the Board of Trustees or the President. 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.

Section 6. Regular Meetings: The Board may provide by resolution the time and place for the holding of regular meetings of the board without notice other than such resolution.

Section 7. Special Meetings: Special meetings of the Board of Trustees may be called by or at the request of the President or any two trustees. The person or persons calling a special meeting of the Board may fix the manner and the place for holding that meeting.

Section 8. Remote meetings: The board of trustees or any committee designated by the board may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by that means constitutes presence in person at a meeting.

Section 9. Notice: Notice of any special meeting shall be given at least seven (7) days previous thereto by written notice delivered personally, by electronic mail, or mailed to each trustee at the trustee's address. Such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid thereon.

Section 10. Quorum: A majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Action: The act or decision made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees, unless a greater number is required by law or by the Articles of Incorporation.

Section 12. Action without a Meeting: Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent or consents in

writing, setting forth the action so to be taken, shall be signed before or after such action by all of the trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 13. Presumption of Assent: A trustee of the society who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the meeting immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 14. Prohibition of Compensation: Trustees may not be paid compensation for performance of their duties as trustees. No trustee shall be precluded from serving the society in any other capacity and receiving compensation therefor, to the extent such compensation is permitted by these bylaws.

Section 15. Executive Committee: The Board of Trustees, by resolution adopted by a majority of the full Board, may designate from among its members an Executive Committee which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board, provided that such committee shall not have the authority of the Board in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the society otherwise than in the regular course of its business, recommending a voluntary dissolution of the society or a revocation thereof, or amending the bylaws of the society. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

Section 16. Other Committees: The Board of Trustees may, from time to time, create such committees of trustees, officers, members and other persons designated by it for the purpose of advising the Board and for such other purposes with such functions and duties the Board shall determine. At any time, the Board of Trustees shall have the power to change the members of any committee, to fill vacancies and to discharge any such committee, with or without cause.

## ARTICLE V — OFFICERS

Section 1. Number: The officers of the society shall be a President, one or more Vice Presidents (the number to be determined by the members), a Secretary, and a Treasurer, and such other officers as may be deemed necessary by the members. No person shall serve in more than one office at anyone time.

Section 2. Election and Term of Office. Every second year, at the annual meeting of members, members shall elect the officers of the society. If the election of officers shall not be held at such

meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such officer's death or resignation or removal in the manner hereinafter provided. The President and Vice Presidents may serve no more than three consecutive two year terms of office: there will be no limit to the number of two year terms which may be served by the Secretary and Treasurer.

Section 3. Removal: The members may remove any officer or agent whenever, in their judgment, the best interests of the society will be served thereby. Such removal, however, shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Resignations: Any officer or agent may resign at any time by giving written notice to the President or Secretary. 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.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by vote of the majority of the Board of Trustees. In the case of a vacancy in any of the offices specifically designated in Section 1 of this Article V, such vacancy shall be filled for the unexpired portion of the term.

Section 6. President: The President shall be the principal executive officer of the society and, subject to the direction and under the supervision of the Board of Trustees, shall have general charge of the business affairs and property of the society, and control over its officers, agents and employees. The President shall preside at a majority of meetings of the Board. The President shall execute on behalf of the society, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the society, or shall be required by law to be otherwise signed or executed. The President shall do and perform all duties incident to the office of President and such other duties as may be assigned to the President by these bylaws or by the Board of Trustees.

Section 7. Vice Presidents: In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there is more than one Vice President the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Trustees.

Section 8. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the Board of Trustees in one or more books provided for that purpose; (b) be custodian of the corporate records and of the seal of the society and see that the seal of the society is affixed to all documents the execution of which on behalf of the society under its seal is duly

authorized; (c) see that all notices are duly given in accordance with the provision of these bylaws or as required by law; (d) keep a record of the e-mail and post office address of each trustee and member; (e) take such actions as are necessary to maintain the good standing of the society with the office of the Secretary of State of Rhode Island; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Trustees.

Section 9. Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the society; (b) receive and give receipts for monies due and payable to the society from any source whatsoever and deposit all such monies in the name of the society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws: and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

Section 10. No Compensation: No officer shall receive a salary or be otherwise compensated for performance of his or her duties as an officer.

## ARTICLE VI — CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts: The Board of Trustees may authorize any officer or officer's agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the society, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or other Similar Orders: All checks, drafts, or other orders for the payment of money, notes or other indebtedness issued in the name of the society, shall be signed by such officer or officers, agent or agents of the society and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits: All funds of the society not otherwise employed shall be deposited from time to time to the credit of the society in such banks, trust companies or other depositories as the Board of Trustees may select.

## ARTICLE VII — INDEMNIFICATION

Section 1. Indemnification Authority Third Party Suits: The society shall, to the extent legally permissible and only to the extent that the status of the society as a society exempt under Section 501(c)(3) of the Code is not affected thereby, have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a trustee, officer, employee or agent of the society, or is or was serving at the request of the society as a trustee, officer, employee or agent of another society, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the society, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in respect of any criminal action or proceeding as to which such person shall have been adjudged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that despite adjudication of guilt, in view of all of the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification-Successful Defenses: To the extent that a trustee, officer, employee or agent of the society shall be successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Indemnification-Determination Procedure: Any indemnification under Section 1 (unless ordered by a court) shall be made by the society only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum of trustees who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if attainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

Section 4. Indemnification-Advance Payments: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the society in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in

Section 3 upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the society as authorized in this Article.

Section 5. Indemnification-Non-Exclusivity: The indemnification provided by this Article shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Indemnification-Insurance: The Board of Trustees may authorize the society to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the society, or is or was serving at the request of the society as a trustee, officer, employee or agent of another corporation, society, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not the society would have the power to indemnify such person against such liability under the provisions of this Article.

## ARTICLE VIII — GENERAL PROVISIONS

Section 1. Fiscal Year: The fiscal year of the corporation shall begin on the first day of March and end on the last day of February.

Section 2. Corporate Seal: The society shall have a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the society, the state of incorporation and the year of incorporation.

Section 3. Waiver of Notice: Whenever any notice required to be given to any person under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable law, 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 of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in any written waiver of notice of such meeting.

Section 4. Annual Audit: The President, with the approval of the Board of Trustees, shall appoint a committee of three members to conduct the annual audit. The current Treasurer shall not be a member of the committee, but shall be available for consultation. The audit committee will report its findings at a meeting of the Board of Trustees and to the membership at the Annual Meeting.

## ARTICLE IX — AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the members at any regular or special meeting of the members (provided that the notice of such meeting states the proposed change in the bylaws).

Amended March 1999

Amended March 2018

Amended \_\_\_\_\_ 2025