

Bonnet Shores Land Trust By Laws

ARTICLE I: NAME AND PURPOSE

1. **Name.** The name of this organization shall be Bonnet Shores Land Trust.
2. **Purpose.** The purpose of the Bonnet Shores Land Trust shall be:
 - a. Acquire, hold, and manage real property and interests therein including development rights situated within the Bonnet Shores Fire District consisting of open, agricultural, recreational, historical or littoral property, including existing and future wellfields and aquifer recharge areas, freshwater marshes and adjoining uplands, wildlife, habitats, land or buildings providing access to or views of water bodies, or for bicycling and hiking paths, or for future public recreational use, and land for agricultural use, or air space thereof.
 - b. With the exception of property acquired for public historical preservation or recreational purposes, the trust shall hold all property or development rights solely as open space for agricultural uses or for water purposes or for public access or to prevent the accelerated residential or commercial development thereof, as the trustees may determine.

ARTICLE II: TRUSTEES

1. **The Trustees of the Bonnet Shores Land Trust, with full voting rights, shall be:**
 - a. In alignment with the Charter of the Bonnet Shores Land Trust, the trust shall be administered by five (5) trustees to be elected annually or concurrent with other Bonnet Shores Fire District elections. In the event of the failure to hold said meeting at any time or for any cause, any and all business which might have been transacted at such meeting shall be transacted at the next succeeding meeting, whether Special or Annual.
 - b. Trustees shall be elected for a term of office of three (3) years, and at the expiration of such term, they shall be ineligible for re-election within one (1) year, except that all vacancies occurring during a term shall be filled by a person appointed by a majority of Trustees.
 - c. Except as otherwise provided in these Bylaws, each Trustee shall serve a full term of three years.
 - d. The term of office of a regularly elected Trustee shall commence immediately following the Annual Meeting in which he or she is elected. The term of office of a Trustee elected by the Trustees to fill a vacancy shall begin at the time of his or her acceptance of the position.
 - e. In consultation with the Bonnet Shores Fire District Nominating Committee, the Board of Trustees shall nominate a slate of five (5) candidates to be voted for at the Annual Meeting.
2. **Trustee Meetings.**
 - a. *Notice of Meetings.* Written notice of every Bonnet Shores Land Trust Meeting shall be given to all Active Members and shall include an agenda for the meeting and posted by the Bonnet Shores Fire District Clerk on the Rhode Island Secretary of State website in compliance with the Open Meetings Act. Except as otherwise provided in these Bylaws, notice shall be emailed and placed on the Bonnet Shores Land Trust Website and placed on the bulletin board at the Community Center at least two (2) business days prior to a meeting, making an effort to give at least seven (7) days notice.

- b. *Annual Meetings.* The Annual Meeting of the Trustees shall be held within the first two months after the annual election. The location and specific time of the Annual Meeting shall be determined by the Trustees. At a minimum, the agenda for the Annual meeting will include a budget review and list all scheduled meetings for the upcoming year.
- c. *Regular Meetings.* A minimum of six (6) Regular Meetings shall be scheduled by Trustees in each fiscal year.
- d. *Special Meetings.* Special Meetings shall be called by the Chair or Trustees or by a written petition, addressed to the Chair of the Bonnet Shores Land Trust, signed by at least one tenth (10%) of the voting base. Only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon.
- e. *Open Meetings.* All Bonnet Shores Land Trust Meetings shall be open to any person.
- f. *Minutes.* Minutes of all Meetings shall be recorded by the appointed secretary of the Bonnet Shores Land Trust and once ratified, submitted to the Clerk of the Bonnet Shores Fire District for posting on the Land Trust website and the Rhode Island Secretary of State website in compliance with the Open Meetings Act.
- g. *Quorum.* A quorum shall consist of at least three (3) voting members present.
- h. *Decision-Making.* Decision Making Policies adopted by the Trustees shall be used as a guide to achieving consensus. Whenever possible, decisions shall be made by consensus of the Trustees present, a quorum being assembled. In the event that consensus is not attained, a decision shall be made by an affirmative vote of a majority of the Trustees present and voting, a quorum being assembled, except as otherwise provided in these Bylaws. Before a vote is held on any motion, the exact language of the motion shall be recorded by the secretary and read to all present who shall have a reasonable opportunity to express their opinions on the proposition.

3. Vacancies.

- a. All vacancies occurring during a term shall be filled by a person appointed by a majority of Trustees.
- b. *Election to Fill Vacancies.* If any Trustee vacates his or her term or is removed from the Bonnet Shores Land Trust, the remaining Trustees may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant until the next Annual Meeting provided the Bonnet Shores Land Trust still includes at least three (3) Trustees. Elections to fill vacancies shall be by a majority of the remaining Trustees, subject to approval by the Bonnet Shores Fire District Council
- c. *Qualifications of Replacements.* Any person elected to fill a vacancy on the Bonnet Shores Land Trust can be reasonably expected to represent the interests of the constituents.
- d. *Term of Replacements.* The appointed trustee shall serve for the remainder of the unexpired term of the Trustee they are replacing.

4. Resignation.

- a. Any Trustee may resign at any time by giving written notice to the Chair.
- b. Such resignation shall be effective upon the receipt of notice by the Chair.
- c. Trustee shall be considered to have given notice of resignation and his or her position shall be declared vacated by the Trustees if he or she fails to attend three consecutive meetings of the Bonnet Shores Land Trust with the exception of emergency meetings, unless good cause for absence and continuing interest in participation on the Bonnet Shores Land Trust are recognized by the Bonnet Shores Land Trust.
- d. When a Trustee has failed to attend three consecutive meetings, the Chair shall notify him or her in writing that, at the next regular Trustee meeting, his or her position will be declared vacant unless the Bonnet Shores Land Trust determines that there has been good cause for the Trustee's absences and that the Bonnet Shores Land Trust continues to be interested in participating on the Bonnet Shores Land Trust. The notification by the Chair shall be mailed no later than seven days prior to the Bonnet Shores Land Trust meeting at which the position may be declared vacant. At this meeting, the Trustee in question shall be given the opportunity to show good cause for absence from meetings and continuing interest in participating on the Bonnet Shores Land Trust. The resignation of a Trustee who has missed three consecutive meetings shall not become effective until the Bonnet Shores Land Trust has declared the position vacant as provided herein.

5. Removal of Trustees.

- a. A Trustee of the Bonnet Shores Land Trust may be removed for good cause by the Active Trustees of the Bonnet Shores Land Trust when such Trustee is judged to have acted in a manner seriously detrimental to the Bonnet Shores Land Trust. However, before such removal can occur, the following procedure must be followed.
 - i. An attempt has been made to resolve the issues using conflict resolution procedures as adopted by the Bonnet Shores Land Trust, if appropriate.
 - ii. Written charges specifying the conduct considered to be detrimental must be signed by a majority of the Bonnet Shores Land Trust and submitted to the Chair (or, if the Chair is the Trustee charged, to the Vice Chair). Any Trustee or community member of the Bonnet Shores Land Trust may submit such charges.
 - iii. The Chair (or Vice Chair) shall deliver or mail a copy of the charges to the Trustee charged.
 - iv. A Special Committee consisting of three members of the Bonnet Shores Land Trust shall be created to consider the charges. One member of the Committee shall be selected by the Board of Trustees, but without the participation of the Trustee charged, within ten days following the delivery or mailing of the charges to the Trustee charged. In making its selection, the Board shall endeavor to select a person who will consider the charges without bias.

- v. The Special Committee shall hold a hearing, at which both the Trustee charged and the individual(s) who have filed charges may present evidence in the presence of the other. Following the hearing, the Committee shall prepare a written report of its findings and its recommendation for or against removal. The recommendation shall be based on a majority vote if consensus cannot be reached. The report shall contain a statement of how each member of the Committee has voted. The report shall be completed and submitted to the Chair of the Bonnet Shores Land Trust no later than one month following the selection of the third member of the Committee.
- vi. If the Committee recommends removal of the Trustee, the recommendation shall be presented to the Active Trustees, which shall then have sole authority to decide the question of removal. A Trustee meeting for this purpose shall be called by the Chair for a time no later than one month following the Chair's receipt of the Committee's recommendation for removal. Notice of this meeting shall include a complete copy of the Committee's report.

6. Meetings of the Trustees.

- a. *Annual Meeting.* The Annual Meeting of the Board of Trustees may be held immediately following the Annual Election Meeting and must be held no later than one month following the Annual Election Meeting.
- b. *Regular Meetings.* The Trustees shall meet no less often than once every two months, at such times and places as the Trustees may establish.
- c. *Special Meetings and Emergency Meetings.* Special meetings may be called by the Chair, by any three Trustees of the Bonnet Shores Land Trust. Notice must be given as provided above, unless any three Trustees determine that the matter at hand constitutes an emergency. When so determined, an Emergency Meeting may be called on one-day notice. Notice of Emergency Meetings, including an announcement of the agenda, shall be given by telephone or in person to all Trustees. At any special or Emergency Meeting of the Trustees, only those matters included in the announced agenda may be acted upon unless all of the Trustees are present at the meeting and unanimously agree to take action on other matters.

7. Procedures for Meetings of the Board of Trustees.

- a. *Open Meetings.* All meetings of the Board of Trustees shall be open to any person except when the Board has voted, during an open meeting, to go into executive session.
- b. *Executive Session.* A motion to go into executive session shall state the nature of the business of the executive session, and no other matter may be considered in the executive session. No binding action may be taken in executive session except actions regarding the securing of real estate purchase options or contracts in accordance with paragraph (2) below. All other actions resulting from discussions in Executive Session must be made in open meeting at the conclusion of the Executive Session. Attendance in the executive session shall be limited to the Trustees and any persons whose presence is requested by the Board of Trustees. Minutes of an executive session which can be sealed temporarily but then released when the issue is resolved, shall be recorded as a part of the minutes of the meeting in which the Board has voted to go into executive session. The Board shall not hold an executive session except to consider one or more of the following matters:

- (1). Contracts, labor relations agreements with employees, arbitration, grievances, or litigation involving the Bonnet Shores Land Trust when premature public knowledge would place the Bonnet Shores Land Trust or person involved at a substantial disadvantage.
 - (2). Real estate purchase offers and the negotiating or securing of real estate purchase options or contracts.
 - (3). The appointment or evaluation of an employee, and any disciplinary or dismissal action against an employee (however, nothing in this section shall be construed to impair the right of the employee to a public hearing if action is taken to discipline or dismiss).
 - (4). Relationships between the Bonnet Shores Land Trust and any party who might be harmed by public discussion of matters relating to the relationship.
- c. *Quorum*. At any meeting of the Board, a quorum shall consist of a majority of the Board of Trustees, provided that at least one representative from each of the three categories is present.
- d. *Decision-Making*. Decision Making Policies adopted by the Board shall be used as a guide to achieving consensus. The Board shall attempt to reach consensus on all decisions. In the event that consensus cannot be achieved, a decision may be made by a majority of the Trustees present and voting, except as otherwise provided in these Bylaws.

8. Duties of the Board of Trustees. The Board of Trustees shall carry out the purposes of the Bonnet Shores Land Trust, implement the decisions of the Active Trustees, and be responsible for the general management of the affairs of the Bonnet Shores Land Trust in accordance with these Bylaws. Specifically, the Board shall:

- a. Approve a written Annual Report to the community and make this report available to the community. This report shall include a summary of the Bonnet Shores Land Trust's activities during the previous year, the Bonnet Shores Land Trust's most recent financial reports, and a list of all real estate held by the Bonnet Shores Land Trust.
- b. Adopt an annual budget prior to the beginning of each fiscal year, and approve any expenditures not included in the budget. The annual budget must be sent to the Fire District Council for review and approval and then be presented to the annual meeting of the Bonnet Shores Fire District for final approval.
- c. The funds authorized in this budget will be paid by the Fire District treasurer in accordance with the accepted accounting procedures that are in place for the Fire District at that time.
- d. Determine by whom and in what manner deeds, leases, contracts, checks, drafts, endorsements, notes and other instruments shall be signed on behalf of the Bonnet Shores Land Trust.
- e. Acquire such parcels of land, with or without buildings and other improvements, through donation, purchase, or otherwise, as the Board shall determine that it is useful and prudent to acquire in furtherance of the purposes of the Bonnet Shores Land Trust.
- f. All funds that are released for land can only be released after approval by a majority of the trustees and by a majority vote of the Bonnet Shores Fire District Council.
- g. Develop the resources necessary for the operation of the Bonnet Shores Land Trust and for the acquisition and development of land and buildings.

- h. Assure the sound management of the Bonnet Shores Land Trust's finances in conjunction with the elected Treasurer of the Bonnet Shores Fire District.
9. **Powers of the Board of Trustees.** In addition to the power to carry out the duties enumerated above, the Board of Trustees shall have the power to:
- a. Create committees as are necessary or desirable to further the purposes of the Bonnet Shores Land Trust. Any member of the Bonnet Shores Land Trust may be appointed to any committee. No committee may take action on behalf of the Bonnet Shores Land Trust except as authorized by the Board of Trustees.
 - b. Appoint and discharge advisors and consultants.
 - c. Call special meetings of the Board of Trustees.
 - d. Exercise all other powers necessary to conduct the affairs and further the purposes of the Bonnet Shores Land Trust in accordance with the Articles of Bonnet Shores Land Trust and these Bylaws.
 - e. Members of the Board of Trustees shall serve without compensation.
10. **Conflict of Interest.** No member of the Board of Trustees shall vote on any matter in which such Trustee or any parent, spouse, child, partner, employer or similar related business entity has a substantial interest in any property or business that would be substantially affected by such action.

ARTICLE III: OFFICERS

1. **Designation.** The officers of the Bonnet Shores Land Trust shall be: Chair (also known as President), Vice-Chair (or two Co-Chairs may substitute these two positions). The Offices of Chair or Vice-Chair and Treasurer may not be simultaneously held by the same individual. All officers shall be qualified voters of the district.
2. **Election.** The officers of the Bonnet Shores Land Trust shall be elected by a majority vote of the Board of Trustees, from among themselves, at the Annual Meeting of the Trustees. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.
3. **Removal from Office.** The officers shall serve at the pleasure of the Board of Trustees and may be removed from office at any time by an affirmative vote of two-thirds of the entire Board of Trustees.
4. **Duties of the Chair.** (This position may be a co-chair position.) The Chair shall:
 - a. Preside at all meetings of the Board of Trustees when able to do so.
 - b. Consult with the other officers and the committees of the Bonnet Shores Land Trust regarding the fulfillment of their duties. Act in a collaborative and facilitative manner without any authority individual authority that does not have the consensus of the majority of the Trustees.
 - c. Assure that an agenda is prepared for every meeting of the Board of Trustees.
 - d. Give notice to any Trustee who has been absent from three consecutive regular meetings, as required by these Bylaws, who has not demonstrated a reasonable reason for absenteeism.
 - e. Call special meetings of the Board of Trustees when petitioned to do so in accordance with these Bylaws.

- f. Carry out the duties assigned to the Chair regarding the removal of a Trustee.
 - g. Perform such other duties as the Board of Trustees may assign.
- 5. **Duties of the Vice-Chair.** (this position may be a co-chair position.) The Vice-Chair shall:
 - a. Perform all duties of the Chair in the event the Chair is absent or unable to perform these duties.
 - b. Perform such other duties as the Board of Trustees may assign.
- 6. **Duties of the Clerk.** The Clerk is an elected position at the Annual Bonnet Shores Fire District meeting and serves a term as specified in the Bonnet Shores Fire District By Laws shall:
 - a. Assure that a list of all Trustees and their mailing addresses is maintained by the Bonnet Shores Land Trust.
 - b. Assure that proper notice of all meetings of the Board of Trustees is given.
 - c. Assure that motions and votes in meetings of the Board are accurately represented to those present and are accurately recorded in the minutes.
 - d. Assure that the minutes of all meetings of the Board of Trustees are recorded and kept on permanent record.
 - e. Perform such other duties as the Board of Trustees may assign.
- 7. **Duties of the Treasurer.** The Treasurer is an elected position at the Annual Bonnet Shores Fire District meeting and serves a term as specified in the Bonnet Shores Fire District By Laws shall oversee the finances of the Bonnet Shores Land Trust. Specifically, the Treasurer shall:
 - a. Assure that the financial records of the Bonnet Shores Land Trust are maintained in accordance with sound accounting practices.
 - b. Assure that funds of the Bonnet Shores Land Trust are deposited in the name of the Bonnet Shores Land Trust in accordance with these Bylaws.
 - c. Upon receiving reports on money owed to the Bonnet Shores Land Trust, provides updates and reconciliations that all money owed to the Bonnet Shores Land Trust is duly collected and that all gifts of money or property to the Bonnet Shores Land Trust are duly received.
 - d. Assure the proper disbursement of such funds as the Board of Trustees may order or authorize to be disbursed in accordance with the accepted accounting procedures that are in place for the Bonnet Shores Fire District.
 - e. Assure that accurate financial reports (including balance sheets and revenue and expense statements) are prepared and presented to the Board at the close of each quarter of each fiscal year.
 - f. Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner.
 - g. Assure that an annual budget is prepared and presented to the Bonnet Shores Land Trust and the Bonnet Shores Fire District for approval prior to the beginning of each fiscal year.

ARTICLE IV: STEWARDSHIP OF LAND

1. **Principles of Land Use.** The Board of Trustees shall oversee the use of land owned by the Bonnet Shores Land Trust and shall convey the right to productive use of the land while preserving its natural resources in perpetuity.

In doing so the Board shall be guided by the following principles:

- a. The Board will protect to the best of its ability the productive capacity of the land for the benefit of the local community now and in perpetuity.
- b. The Board will facilitate community empowerment and the equitable distribution of resources, which it also recognizes are prerequisites of achieving sustainability.
- c. The Board will convey land use rights on terms which conserve and replenish natural resources, including air, soil, water, and native plant and animal communities.
- d. The Board will respect and foster self-determination and community participation in decision making.

ARTICLE V: USAGE, ENCUMBERING, AND SELLING THE BONNET SHORES LAND TRUST'S LAND

1. **Principles of Land Use.** The Board of Trustees shall oversee the use of land owned by the Bonnet Shores Land Trust and shall convey the right to use such land, so as to facilitate the following principles:
 - a. The Board shall convey land use rights on terms that will preserve access to land for future residents of the community.
 - b. The Board shall convey land use rights in a manner that will promote the long-term well-being of the community and the long-term health of the environment.
2. **Sale of Land.** The sale of land does not conform with the philosophy and purposes of the Bonnet Shores Land Trust. Accordingly, land shall not be sold except in extraordinary circumstances when the sale is considered a necessary means of achieving the purposes of the Bonnet Shores Land Trust. In such extraordinary circumstances, land may be sold only with:
 - a. An affirmative vote by the entire Board of Trustees at a regular or special Board meeting, provided that written notice of such meeting has described the proposed sale and the reasons for the proposal; and
 - b. The written consent of any persons to whom the land in question is leased, if applicable.
 - c. Such disposition shall be made only by a vote of the trustees in which at least four (4) members vote in favor of such disposition as well as five (5) members of the Bonnet Shores Fire District Council vote in favor of such disposition and further only after having been approved by a two-thirds (2/3) vote at the annual meeting of the Bonnet Shores Fire District.

ARTICLE VI: AMENDMENT OF CERTIFICATE OF BONNET SHORES LAND TRUST AND BYLAWS

The Certificate of Bonnet Shores Land Trust may be amended and these By Laws may be amended or may be repealed and new Bylaws adopted only by:

1. An affirmative vote by two thirds of the entire Board of Trustees at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof; and
2. An affirmative vote by two thirds of the Active Trustees present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.
3. All rules and regulations of the trust are subject to the approval of the Bonnet Shores Fire District Council. Decisions of the trustees shall be by majority of those present and voting, excepting in decisions of the acquisition of land, easements, rights of way and other uses which must be by majority vote of all trustees.

ARTICLE VII: DISSOLUTION

A decision to dissolve the Bonnet Shores Land Trust and to distribute the Bonnet Shores Land Trust's assets in a particular manner in accordance with the Charter of Bonnet Shores Land Trust .

ARTICLE VIII: MISCELLANEOUS PROVISIONS

1. **Fiscal Year.** The fiscal year of the Bonnet Shores Land Trust shall begin on May 1st of each year, and shall end on April 30th of each year.
2. **Deposit of Funds.** All funds of the Bonnet Shores Land Trust not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Trustees from time to time may determine.
3. **Checks, etc.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Bonnet Shores Land Trust shall be signed by such officers or agents of the Bonnet Shores Land Trust.
4. **Loans.** No loans or advances shall be contracted on behalf of the Bonnet Shores Land Trust, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Trustees and the Bonnet Shores Fire District Council with a cap. Any such authorization shall relate to specific transactions.
5. **Contracts.** Any officer or agent of the Bonnet Shores Land Trust specifically authorized by the Board of Trustees may, on behalf of the Bonnet Shores Land Trust, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Trustees. Without the express and specific authorization of the Board of Trustees, no officer or other agent of the Bonnet Shores Land Trust may enter into any contract or execute and deliver any instrument in the name of the Bonnet Shores Land Trust.

6. **Indemnification.** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Trustee or Officer of the Bonnet Shores Land Trust shall be indemnified by the Bonnet Shores Land Trust against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him or her (or his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Trustee or Officer is liable for negligence or misconduct in the performance of his or her duties.