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Amended 11-17-21
AMENDED 11-16-16
AMENDED 06-15-06
AMENDED 05-11-06
AMENDED 05-19-04
AMENDED 11-13-01
AMENDED 10-12-93
AMENDED 04-13-93
AMENDED 10-15-91
AMENDED 03-15-88
AMENDED 08-06-87
ADOPTED 06-25-87

BY-LAWS
THE FRIENDS OF LINDEN PLACE

ARTICLE I
THE CORPORATION

NAME: The name of this Corporation is The Friends of Linden Place.

OFFICES: The principal office of the Corporation shall be in the Town of Bristol, Bristol County, State of Rhode Island. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II
PURPOSE

The Corporation is formed for the purpose of restoring, securing, and maintaining that property located at 500 Hope Street in Bristol, Rhode Island, commonly known as Linden Place. The purpose also includes the development of a program of uses that will ensure public access (to the extent consistent with the preservation of the DeWolf-Colt Mansion) and that will enhance the artistic, cultural, and educational life of the town, state, and nation.

ARTICLE III
MEMBERSHIP

There shall be one (1) class of Members consisting of those who have paid the then current annual regular membership dues. Members may attend all the meetings of the corporation during the fiscal year for which they have paid such dues and shall have the right to vote on all matters submitted to a vote of the Members at any such meeting. Members may also attend all Board meetings as non-voting Members.

The membership of a Member shall terminate upon death, failure to keep current with all dues, or resignation. To be eligible to attend meetings and to vote, a Member must be current in all dues.

ARTICLE IV MEETING OF MEMBERS

1. **Annual Meeting.** An annual meeting of the Membership of the Corporation shall be held during the month of November at such time and at such place as the Board of Directors may determine for the purpose of receiving reports of the Officers and Committees and the transacting of any other business which may legally come before the meeting. Business at any meeting of the Corporations shall be decided by a majority of the Members present and voting, except as otherwise specified in these By-Laws.

2. **Special Meetings.** Special meetings of the Members of the Corporations may be called at any time by the Board of Directors, or may be called upon receipt of a written petition by five (5) Members of the Corporation entitled to vote. Said petition shall be submitted to either the President or Secretary of the Corporation and shall be acted on within two weeks of receipt.

3. **Quorum.**
Business at any meeting of the Corporations shall be decided by a majority of the Members present and voting, except as otherwise specified in these By-Laws.

4. **Proxies.** Proxy votes will be accepted at the Annual Meeting or at a Special meeting if the mailed or electronic ballot is received by the Secretary by the time the meeting is called to order. The ballot and explanation of the issues shall be included in the notice for the meeting.

5. **Notice.** Not less than ten (10) days prior to the Annual Meeting or to a Special meeting, the Secretary shall mail or email a notice thereof to all Members at their address of record. The notice shall set forth the time, date, and place of such meeting and the business to be transacted thereat.

ARTICLE V DIRECTORS

1. **General Powers.** The property, affairs, and activities of the Corporation shall be the responsibility of a Board of Directors consisting of not less than eleven (11) and not more than twenty-one (21) Members.

2. **Election of Directors.** At each Annual Meeting, there shall be elected sufficient number of Directors to satisfy the provisions of Article V Section I of these By-Laws and each Director so elected shall serve for a term of three years. A Director shall serve for the term for which such Director is elected. The term of a Director who ceases to be a Member of the Corporation shall immediately terminate.

3. **Advisors to the Board of Directors.** In addition to the Directors elected as stipulated in these By-laws, three (3) additional Advisors may be selected, one Advisor each, by the following: The Town Council of the Town of Bristol; the President of the Board of Directors of the Bristol Art Museum; and the President of the Bristol Historical and Preservation Society. These Advisors shall serve at the discretion of the appointing authority and their rights to serve shall not be terminated for any of these groups without a concurrent and supporting vote of the body involved provided, however, that said body remain in existence. These Advisors shall serve as advisors to the members of the Board of Directors and have voting rights of the Members of the Corporation except where stipulated in these By-Laws.

4. **Vacancies.** In the case of any vacancy in the elected Board of Directors by death, resignation, disqualification, or any other cause, the remaining Directors may elect a successor to serve until the next Annual Meeting.

5. **Meetings.** The Board of Directors shall meet at least quarterly and, in addition, the Board of Directors shall meet upon call by the President or upon written request filed with the Secretary by any two (2) or more Directors. The Secretary shall give to each Director reasonable notice of the time and place of each meeting of the Board of Directors. A quorum shall consist of twenty-five percent (25%) of the current number of Board of Directors. Actions of the Board shall be determined by majority vote of those present. Proxy votes will be accepted at the Annual Meeting or at a Special meeting if the mailed or electronic ballot is received by the Secretary by the time the meeting is called to order. The ballot and explanation of the issues shall be included in the notice for the meeting.

The Board may adopt such rules and regulations for the conduct of these meetings and for the management of the Corporation as they may deem proper, not inconsistent with these By-Laws, the Articles of Incorporation or the Laws of the State of Rhode Island. Directors shall attend at least seventy-five percent (75%) of the meetings held during the year by the Board, unless excused by the Board. Failure to meet this attendance requirement may result in removal from the Board of Directors.

6. **Nominations for Directors and Officers.** At least three (3) months before the Annual Meeting, the Board of Directors shall appoint a Nominating Committee of at least three (3) members from the Board of Directors which shall nominate one (1) person for each officer and Director to be elected. Additional nominations may be made

at the Annual Meeting by a petition of ten (10) Members. A person who has served as an elected member of the Board of Directors for nine (9) consecutive years shall not be a candidate, upon expiration of the third consecutive elected term, for re-election to the Board of Directors for a period of one (1) year from the date of expiration of such term of office.

ARTICLE VI OFFICERS

1. **Election.** The elected Officers of the Corporation to be elected from the Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be regular Members of the Corporation. Officers shall be elected at each Annual Meeting of the Corporation. Officers shall serve for a term of one (1) year, which term shall expire at the Annual Meeting or until their successors have been elected and qualified. No person who has served as an Officer for three (3) consecutive years shall be a candidate for re-election to that office for a period of one (1) year. No Board Member shall serve for more than six (6) consecutive years in Officer positions.

2. **Powers and Duties.** The various officers shall have such powers and duties as customarily appertain or are incident to their respective Offices and, in addition, such powers and duties as the Board of Directors may confer or designate. Specifically:

a. The President of the Corporation shall preside at meetings of the Board of Directors, Executive Committee, and of the Corporation. The President shall have and exercise general charge and supervision of the affairs of the Corporation, with the advice and consent of any Executive Committee designated by the Board of Directors, and shall make regular reports to the Board of Directors at their periodic meetings. The President shall further supervise and oversee the Executive Director.

b. The Vice-President shall serve in the absence of the President and should a vacancy occur shall assume the office of the President until the next meeting of the Board of Directors. The Vice President shall further serve as a member of the Buildings and Grounds Committee.

c. The Secretary shall have the charge of such books, records, documents, and papers as the Board of Directors shall determine. The Secretary or his/her designee will attend all regular and special meetings of the Board of Directors, Executive Committee, and other committees of the Corporation, shall prepare an order of business therefore, and shall keep minutes of such meetings. The Secretary shall conduct such correspondence of, and notices sent to or by the Corporation as the Board of Directors shall determine.

d. The Treasurer will ensure that the organization's financial affairs are conducted in accordance with applicable laws, regulations, and accounting principles. The treasurer will: review for accurate and timely completion of financial records, including the general ledger, accounts receivable and payable, cash flow statements, and bank reconciliations; prepare and present monthly financial reports to the Board of Directors, including income statements, balance sheets, and cash flow statements; and support the Executive Director so that all required tax returns are filed on time, including Form 990 or equivalent. In addition, the Treasurer will: coordinate annual independent financial audits as necessary and ensure the organization complies with audit recommendations; oversee payroll processing and ensure compliance with the financial requirements of applicable labor laws; develop and recommend financial policies and procedures to the Executive Director and the Board of Directors; ensure that the Board of Directors approves major financial decisions such as capital expenditures, significant investments, or borrowing; identify and assess financial risks to Linden Place and work with the Executive Director to mitigate them; and ensure that Linden Place has adequate insurance cover to protect its assets and liabilities.

3. **Vacancies.** In the case of any vacancies among the Officers by death, resignation, disqualification, or any other cause, the Board of Directors shall elect a successor to hold said office until the next Annual Meeting.

4. **Additional Appointments.** In addition, the Board of Directors may appoint, from time to time, such additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers as in its judgement may be necessary, to hold office until the next Annual Meeting. Such Additional officers shall be non-voting, ex-officio members of the Board of Directors.

ARTICLE VII REMOVAL OF OFFICERS OR DIRECTORS

1. **Officers.** Any elected Officer may be removed by a vote of two thirds (2/3) of the elected Board of Directors

2. **Board of Directors.** Any Member of the Board of Directors may be removed by a vote of two thirds (2/3) of the other Members of the Board of Directors. This may also occur at the Annual Meeting. Any removal for failure to attend at least seventy-five percent (75%) of Board Meetings held during the year shall require a certification by the Secretary to that effect.

3.

ARTICLE VIII EXECUTIVE AND OTHER COMMITTEES

1. **Executive Committee.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an executive committee consisting of the officers of the Corporation, as well as the immediate past President and Chairperson of the committees identified in Paragraph 2 below. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors between regular scheduled meetings with notification of such action within three (3) business days for items which would have normally come before the Board for action, but no such committee shall have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to the stockholders the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the Board of Directors a voluntary dissolution of the Corporation or a revocation thereof, or amending the bylaws of the Corporation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

2. **Other Committees.** Executive Committee may convene ad-hoc committees as needed beyond the standing committees described below.

a. **Development Committee.** This committee oversees special events and activities that generate revenue for the operation, upkeep, restoration, and endowment of the organization and its assets. These activities in general do not involve the direct exchange of charitable services by the organization.

b. **Building and Grounds Committee.** This committee oversees the operation, maintenance, and restoration of the house, buildings, and grounds of the organization.

c. **Investment Committee.** This committee oversees the investment activity of endowed and other funds of Linden Place as provided by the Endowment Investment Policy.

ARTICLE IX FISCAL YEAR AND OTHER FINANCIAL MATTERS

1. **Fiscal Year.** Each fiscal year of the Corporation shall begin on January 1 and end on December 31.

2. **Operating Budget.** The proposed operating budget for the ensuing year shall be prepared by the Executive Director and Treasurer for presentation to the Board of Directors prior to the end of each calendar year. The budget shall be adopted by the end of the fiscal year prior to its implementation.

3. **Annual Meeting.** A presentation of the prior year's financial report and a report of the first three-quarters of the current year shall be made by the Treasurer at the Annual Meeting of the Corporation.

4. **Endowed Funds.** The Friends of Linden Place shall maintain a financial Endowment to ensure the long-term stability of the Corporation in accordance with applicable terms and conditions placed thereon by donors or by the Board of Directors from time to time. All Endowment Funds are subject to the guidelines in the Endowment Investment Policy.

5. **Investment Committee.** Funds donated to the endowment and funds directed to the endowment by vote of the Board of Directors shall be managed by the Investment Committee. Said committee shall be comprised of the Treasurer, President, and a minimum of one (1) additional Member of the Corporation who shall be appointed to serve as chairperson.

ARTICLE X CONTRACTS

All contracts that involve the acquisition or the sale of any real property must be approved by a vote of two thirds (2/3) of the elected Board of Directors at a meeting called for that purpose. Additionally, such acquisition or sale must be in accordance with the Board approved policy. All other contracts exceeding \$10,000 and not included in the annual budget must be approved or authorized by a majority vote of the Board of Directors at any regular or special meeting. No person or persons may sign any contract for the Corporation other than the Executive Director unless they are specifically authorized to do so by the motion to approve such contracts at any or all of the meetings of the Executive Committee, the Board of Directors, and/or the Members of the Corporation.

ARTICLE XI PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Member, Officer, Director, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Corporation provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered beyond those involved in being an Officer, Member of the Board of Directors, and a member of the Corporation as specified in these By-Laws, to or for the Corporation in carrying out any of its tax-exempt purposes: and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

All Members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, those resources remaining in the hand of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to the Rhode Island Historical and Preservation Society or its legal successor.

ARTICLE XII AMMENDMENTS

These By-Laws may be amended by adoption of a resolution by the affirmative vote of at least two thirds (2/3) of the Board of Directors at any regular or special meeting called for that purpose and at which a quorum is present providing the amendments were submitted to the Board in writing at least ten (10) days prior to the meeting at which such changes are to be presented for approval. Amendments shall take effect immediately following adoption unless otherwise specified. No Amendments may be made that alter the Articles of Incorporation or prevent the Corporation from qualifying or continuing to qualify as an exempt Corporation under the laws of the State of Rhode Island or the code of the Internal Revenue Service as these regulations presently exist or may hereafter be amended.

ARTICLE XIII PARLIAMENTARY AUTHORITY

PARLIAMENTARY AUTHORITY. The rules contained in Robert's Rules of Order New Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.