

AMENDED 11-10-21
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 acquiring (wholly or partially), 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 residents of the Town of Bristol, the State of Rhode Island, and other subscribers to the purposes of the organization, who have paid the then current annual regular membership dues as established by the Board of Directors. 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.

The membership of a Member shall terminate upon death 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 Corresponding Secretary of the Corporation and shall be acted on within two weeks of receipt.

3. **Quorum.** At any annual or special meeting of the Members of the Corporation, 10 percent (10%) of the members of the Corporation entitled to vote shall constitute a quorum.

4. **Proxies.** Proxy votes will be accepted at the Annual Meeting or at a Special meeting if the mailed ballot is received by the Corresponding 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 Corresponding Secretary shall mail 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 ten (10) and not more than twenty (20) 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 and until a successor is elected and qualified. The term of a Director who ceases to be a Member of the Corporation shall immediately terminate.

3. **Additional Directors.** In addition to the Directors elected as stipulated in these By-laws, three (3) additional Directors may be selected, one Director 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 Directors 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 Directors shall serve as full voting members of the Board of Directors 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 shall 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 Corresponding 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 Membership of the Board of Directors. Actions of the Board shall be determined by majority vote of those present. There shall be no vote by proxy. 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 forty percent (40%) of the meetings held during the year by the Board.

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) from the Membership and two (2) members from the Board of Directors which shall nominate one (1) person for each officer and Director to be elected. Additional nominations for Officers and Directors may be made by signed petition by five (5) Members entitled to vote and submitted to the Secretary five (5) days prior to the Annual Meeting. Additional Nominations for Officers and Directors may be made at the Annual Meeting upon a vote of ten (10) Members. In the case of additional nominations, the written consent of the nominees must be secured prior to the election. 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 provided, however, that this provision shall not apply to any

person who is then serving as an officer of the Corporation and such person may be nominated regardless of prior services on the Board.

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 five (5) consecutive years shall be a candidate for re-election to that office for a period of one (1) year unless there is no other candidate nominated for such office.

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 staff hired by the Board of Directors and/or Executive Committee.

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.

c. The Recording Secretary shall have the charge of such books, records, documents, and papers as the Board of Directors shall determine. The Recording 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.

d. The Corresponding Secretary shall conduct such correspondence of, and notices sent to or by the Corporation as the Board of Directors shall determine.

d. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to the regulations imposed by the Board of Directors. When necessary and proper, the Treasurer or another designee of the Board may endorse for collection on behalf of the Corporation checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or depository as the Board of Directors may designate. The

Treasurer and/or such other Officer, employee, or agent of the Corporation, as and to the extent the Board of Directors may designate, shall sign all checks of the Corporation, and the Treasurer shall sign all bills of exchange and promissory notes by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or these Bylaws to some other Officer, employee, or agent of the Corporation. The Treasurer shall enter regularly on the books of the Corporation the full and accurate account of all moneys and obligations received and paid or incurred for or on accounts of the Corporation. Such books will be available to the President of the Corporation and at all regular meetings of the Board of Directors and at the Annual Meeting of the Corporation. At the close of the fiscal year of the Corporation, the Treasurer, *or designee*, will deliver such records to a selectee of the Board of Directors for the certified audited or reviewed report.

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 and appointed Board of Directors and a majority of the Members attending a Special Meeting called for this purpose.

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 and by a majority of the Members attending a Special Meeting called for this purpose. This may also occur at the Annual Meeting. Any removal for failure to attend at least forty percent (40%) of Board Meetings held during the year shall require a certification by the Secretary to that effect.

3. An Officer or Director may be removed by the Membership if at least ten (10) Members request this in writing, the issues are contained in the notice of either the annual or a special meeting, and two thirds (2/3) vote in the affirmative.

4. Appointed and Additional Directors, as stipulated in Article V, Section 3 and 4, serve at the pleasure of their appointing body.

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, 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.**

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. **Museum and Educational Committee.** This committee oversees, with staff, the activities and operations of the museum and its related programs and services to the community.

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

d. **Investment Committee.** This committee oversees the investment activity of endowed and other funds of Linden Place as provided herein.

e. **Marketing and Communication Committee.** This committee oversees marketing and communications to the public to promote the charitable and other purposes and events of Linden Place and its history.

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 staff and executive committee for presentation to the Board of Directors prior to the end of each calendar year. The budget shall be adopted at the first regular meeting of the Board in the applicable calendar year.

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. Interest income from the endowment may be used for funding the capital and/or operating budget of the current year. Unspent interest income at the close of the fiscal year shall be retained in the endowment fund. Withdrawal of principal from any endowment fund (if permitted by the terms and conditions thereof) shall require a three-quarters (3/4) vote of the full membership of the Board of Directors at a regular or special meeting. Such action shall require one (1) week's written notice specifying an intention of withdrawing principal from the endowment.

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 Member of the Corporation selected by the Board of Directors who shall serve as chairman.

ARTICLE X CONTRACTS

All contracts the involve the acquisition or the sale of any real property must be approved by a vote of two thirds (2/3) of the elected and appointed Board of Directors at a meeting called for that purpose. Additionally, such acquisition or sale must be approved by a vote of a majority of the Membership attending a special meeting called for that purpose. All other material contracts must be approved or authorized by a two third (2/3) vote of the Board of Directors at any regular or special meeting. No person or persons may sign any contract for the Corporation 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 Bristol 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 coed of the Internal Revenue Department as these regulations presently exist or may hereafter be amended. No amendments shall be made concerning the Additional Director as enumerated in Article V, Section 3 (the Bristol Town Council, Bristol Art Museum, and the Bristol Historical and Preservation Society), without a concurrent and supporting vote of the group(s) involved.

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.