

# COMMON FENCE POINT ASSOCIATION

## Bylaws

Approved by the Board of Directors and Officers

Signed by: \_\_\_\_\_

Acting as its: Chairman of Board of Directors

Date: \_\_\_\_\_

### **Article 1. Purpose**

The name of the organization shall be Common Fence Point Association.

#### **Section 1. Purposes**

Common Fence Point Association, formerly The Common Fence Point Improvement Association, is a non-profit Corporation organized exclusively for charitable purposes as described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder including, but not limited to:

- (a) Safeguarding, maintaining and managing the beaches, causeways, recreation areas, community center, and other properties entrusted to it by deed to a five-member Board of Trustees in 1924 and 1926, recorded in the Portsmouth Land Records in Book 32, Page 108, and Book 33B, Page 123, for the use and mutual benefit of the residents of Common Fence Point, Portsmouth, Rhode Island;
- (b) Acquiring, holding for investment or in trust, selling, leasing, managing, encumbering or disposing of any interest in real estate outside the parcels entrusted by the deeds of 1924 and 1926 referenced in part (a) above, personal property, or tangible assets in furtherance of its purposes, and;
- (c) Engaging in all such other activities as are permitted by the Rhode Island Non-Profit Corporation Act and not inconsistent with the provisions of Section 501 (c) (3) and 170(h) of the Internal Revenue Code as they may be amended.

No substantial part of the activities of the **Association** shall be carrying propaganda or otherwise attempting to influence legislation (**except as otherwise permitted by the code and other applicable laws**), or participating in, **or intervening in (including the publication or distribution of statements)**, any political campaign on behalf of or in opposition to any candidate for public office, **as determined by the Board of Directors**.

## **Section 2. Powers**

The **Association** 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 **Association** is organized, and to aid or assist other organizations whose activities further accomplish, foster, or attain any of the **Association's** purposes. Notwithstanding anything herein to the contrary, the

**Association** shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) and 170(h) of the Internal Revenue Code ~~of 1986~~, as amended, and the rules and regulations promulgated thereunder.

### **Section 3. Non-Profit Status & Dissolution**

The **Association** is not organized for profit and no part of the net earnings of the **Association** shall inure to the benefit of or be distributable to any member, trustee, director, officer or other private person (except that reasonable compensation may be paid to members, directors, officers, and other private persons for services rendered to and for the **Association** and distributions may be made in furtherance of the purposes set forth in Section 1 of these Bylaws). In the event of the liquidation of the **Association**, whether voluntary or involuntary, no member, director, officer, or other private person shall be entitled to any distribution or division of the **Association's** property or the proceeds thereof, and upon such liquidation, the balance of all money, assets, lands, land rights, interests and other property of the **Association**, after payment of all its debts and obligations, pursuant to a resolution of the **Association** or an order of a court of competent jurisdiction in the State of Rhode Island, shall be used by or distributed to an organization or organizations which would then qualify as a non-profit Rhode Island Corporation under Section 501(c)(3) and 170(h) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and is/are organized for the same or similar purposes as the **Association** and which will use such property to accomplish the purposes for which this **Association** is constituted in Article 1.

## **Article 2. Offices**

### **Section 1. Principal Office**

The principal office of the **Association** shall be located in Portsmouth, Rhode Island. The **Association** may have such other offices or places of business, either within or without the State of Rhode Island, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The principal office of this **Association** is currently located at 933 Anthony Road, Portsmouth, Rhode Island 02871.

## **Article 3. Members**

### **Section 1. Classes of Members**

The Association may have various classes of members ~~to be~~ as determined by the Board of Directors, ~~and Officers.~~, including: Class 1: Property Owning Members. Class 2: Non-Property Owning (Long Term Rental) Members. Class 3: Non-Affiliated (Social) Members

### **Section 2. Voting Rights**

Each individual Class 1 and Class 2 member shall be entitled to one vote on each matter submitted to a vote of the members. Family memberships get one vote for each adult member of the household.

### **Section 3. Annual Dues**

The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class. Dues shall be payable upon joining and annually thereafter.

### **Section 4. Termination of Membership**

Membership expires automatically upon non-payment of dues. The Board of Directors, by affirmative vote of majority of all the members of the board, after an appropriate hearing, may suspend or expel any member for cause.

### **Section 5. Transfer of Membership**

~~A1~~ Membership in this Association is not transferable or assignable.

### **Section 6. Annual Meeting**

An annual meeting of the members shall be held as soon as practicable after the close of the fiscal year and on a date as shall be designated by the Officers at any regular or

special meeting for the purpose of electing officers and/or for the transaction of such other business as may come before the meeting.

### **Section 7. Special Meetings**

Special meetings of the members may be called for any purpose or purposes by the President, by a majority of the Board of Directors, or by one-tenth of the members having voting rights. Any such call shall state the purpose or purposes of the meeting.

### **Section 8. Place of Meetings**

Each meeting of the members shall be held at such place as shall be stated in the notice of meeting that shall be delivered as provided for in these bylaws.

### **Section 9. Notice of Meetings**

Written notice that states the place, day and hour of any meeting of members shall be posted on the CFP website, the sign at the entrance to the neighborhood, on CFP's social media platforms (Facebook), and/or by email to each member entitled to vote at such meeting, not less than 5 nor more than 50 days before the date of such meeting, by or at the direction of the Officers or Directors calling the meeting.

### **Section 10. Voting**

At any meeting of the members, twenty members present shall constitute a quorum. Proxy votes are allowed. Each member shall have one vote. All issues to be voted on shall be decided by a simple majority of those present at the meeting (in person or proxy) in which the vote takes place.

## **Article 4. Board of Directors**

### **Section 1. General Powers**

The affairs of the Association shall be managed by its Board of Directors, as authorized under the Rhode Island Nonprofit Corporation Act. The Board of Directors shall be responsible for the management of the affairs and property of the Association.

## Section 2. Number of Directors

The number of Directors of this Association shall be five (5) and shall be held by the five (5)-member Board of Trustees which has been held in perpetual succession established in 1922, who hold title in trust of the corporation real estate deeded to them by the original developer in 1924 and 1926 for the benefit of the Common Fence Point community. Directors shall be members of the corporation in good standing and own ~~property~~ real estate and reside in Common Fence Point. Common Fence Point is defined as any land or structures north of the railroad right of way shown in Portsmouth Assessor's Plats 1,2,3,4,& 5. ~~Henceforth, in this document, the Trustees shall be referred to as Directors.~~

## Section 3. Tenure

The Association must, at all times, maintain a five (5) member Board of Directors in perpetual succession. If a Director resigns, s/he must recommend his ~~directorship~~ trusteeship to a member in good standing (~~good standing means paid membership dues~~) with the voted approval of the majority (3) of the Directors. Any vacancy on the Board of Directors must be filled promptly. If the Director who resigns or fails to serve does not recommend a replacement, or the selected member recommended does not receive the majority (3) approval by the remaining Directors, then the remaining four (4) Directors must select from the membership a member in good standing and present his/her name at a special meeting of the Officers and Directors called for this purpose and by vote of the majority of the Officers and Directors, s/he shall be declared elected. ~~Members of the Board of Directors shall not receive any compensation for their services as Directors.~~

The Directors, individually and as representatives of the Board of Directors, must, at all times, govern themselves in accordance with this article and perform their duties as set forth in the Bylaws of this corporation.

## Section 4. Meetings

Meetings of the Board of Directors shall be held ~~at their discretion — with the exception of the annual meeting mandated by~~ without other notice than these Bylaws.

### **Section 5. Special Meetings**

Special meetings of the Board of Directors may be called at the request of the President or Secretary.

### **Section 6. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Presence at a meeting shall include such alternatives as prescribed by law such as telephone or video conference.

### **Section 7. Manner of Acting**

The act of three (3) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws. Presence at a meeting shall include such alternatives as prescribed by law such as telephone or video conference.

### **Section 8. Removal**

Any Director elected or appointed may be removed by a vote of the entire remaining Directors in favor of removal whenever in its judgement the best interest of the **Association** would be served thereby. Such removal shall be without prejudice to the contract rights if any, of the Director so removed, subject to being notified and having the opportunity to be heard.

### **Section 9. Resignations and Unexcused Absences**

Any Director may resign from the Board of Directors at any time by giving written notice to the Board. 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. If the notice of resignation does not specify a time for the resignation to take effect, then it shall take effect on receipt of the notice by the Board. The unexcused absence of a Director from three consecutive meetings of the Board of Directors shall be considered cause for removal and Section 8 shall apply.

### **Section 10. Action Without a Meeting**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed before or after such action by all eligible directors. Electronically transmitted signatures shall be acceptable.

## **Article 5. Officers**

### **Section 1. Officers**

The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, as well as any other At-Large Officers as may be elected in accordance with the provisions of ~~these~~ ~~these~~ ~~this~~ bylaws. Each Officer must be a member of the Association. The Officers, under approval of the Board of Directors, may elect or appoint At-Large officers, as it shall deem desirable, such officers to have such authority and perform such duties including ~~running~~ ~~managing~~ the CFP Arts, Wellness, and Community Center and as prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, with the exception of Treasurer, which must be held singularly. All Officers, including At Large Officers, get to vote on decisions taken at Officer meetings. More than 50% of Officers must own property and reside in Common Fence Point. Common Fence Point is defined as any land or structures north of the railroad right of way shown in Portsmouth Assessor's Plats 1,2,3,4,& 5. €

### **Section 2. Election and Term of Office**

The members shall elect the officers at their Annual Meeting, or at any special meeting held in lieu of such Annual Meeting. Each Officer shall be elected to serve for one year or until his or her successor shall have been elected and shall have qualified, or until



death, resignation or removal. New offices may be created by the Officers and approved by the Board of Directors.

### **Section 3. Removal**

The Board of Directors may remove any Officer whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 4. Resignations**

Any Officer 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 or if no time is specified, immediately on receipt of such notice by the President or Secretary. The acceptance of 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 the Officers or Board of Directors for the unexpired portion of the term.

### **Section 6. Authority and Duties of the President**

The President shall preside at all meetings of the Association's ~~Corporation~~ membership. S/he shall be an ex-officio member of all committees. S/he shall provide leadership to the Board of Directors in reviewing and deciding upon matters which exert major influence on the manner in which the Association's business is conducted, and shall act in a general advisory capacity to the other Officers and Directors in all matters concerning the interests of the Association.

The President shall be the Association's Chief Executive Officer. The President shall provide leadership and overall direction and administration of the Association, and shall approve and forward for confirmation to the Board of Directors objectives, a plan of organization structure, and the policies developed and recommended by operational departments, if any. S/he shall interpret and apply the approved policies of the Board of

Directors within which the various activities of the Corporation are performed, and shall guide and develop long-range planning and evaluation activities in terms of the objectives.

The President is the deputy of the Board of Directors and acts for it in an executive capacity. S/he may take any reasonable action necessary to carry out the duties and responsibilities assigned, always, however, in accordance with established **Association** policies and consistent with sound business judgment, and within the specific limitations that may be imposed upon his/her authority from time to time by the Board of Directors.

## **Article 6. Committees**

### **A@qaSection 1. Appointment of Committees**

The Officers, with approval of the Board of Directors, by a resolution adopted by a majority of the Officers present at a meeting at which a quorum is present may designate one or more standing committees the Officers may determine to be necessary or appropriate for the conduct of the corporation's affairs. Except as provided in the Rhode Island Nonprofit Corporation Act as amended, any such committee will have and may exercise all the authority granted to it by resolution of the Officers. Such committee or committees will have such name or names as may be determined from time to time by resolution adopted by the Officers. Each committee will keep regular minutes of its proceedings and report the same to the Officers. The Officers may by resolution passed by a majority of the Officers in office, at any time limit, expand or alter the authority of, and discharge any committee.

## **Article 7. Contracts, Loans, Checks, Deposits and Funds**

### **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the **Officers** so authorized by these bylaws, to enter into any

properly authorized contract or execute and deliver any instrument in the name of and on behalf of the **Association**, and such authority may be general or confined to specific instances.

## **Section 2. Loans**

No loans shall be contracted on behalf of the **Association** and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

## **Section 3. Checks, Drafts or Similar Orders**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Association**, shall be signed by such officer or officers, agent or agents of the **Association** and in such manner as shall from time to time be determined by resolution of the Board of Directors. A roster of authorized persons will be maintained by the appropriate banking institution(s). The President ~~and Treasurer are~~ is deemed an agent~~s~~ of the **Association**. ~~In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President. The Board of Directors can name other agents to sign such instruments in addition to the Treasurer and President.~~ In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President.

## **Section 4. Deposits**

All funds of the Corporation not otherwise employed, shall be deposited from time to time to the credit of the **Association** in such banks, trust companies or other depositories as the Board of Directors may select.

## **Section 5. Gifts**

The Board of Directors and/or their assigned agents, may accept on behalf of the **Association** any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the **Association**. Any such contribution, gift, bequest or devise shall be recorded on the books and records of the **Association** indicating the intent of the grantor.

## **Article 8. General Provisions**

### **Section 1. Conflict of Interest and Code of Ethics and Standards of Service**

The effectiveness of the **Association** is especially dependent upon its credibility. It is essential to maintain the **Association's** reputation for objectivity and fairness. It is expected that all members of the Board of Directors, Officers, and staff will follow the Corporation's Code of Ethics **and Standards of Service** and Conflict of Interest Policy as they may be amended from time to time by the Board of Directors.

### **Section 2. Books and Records**

The **Association** shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or agent or attorney may inspect all books and records of the **Association** for any proper purpose at any reasonable time.

### **Section 3. Fiscal Year**

The fiscal year of the **Association** shall begin on the first day of January and end on the last day of December in each year.

### **Section 4. Seal**

The corporate seal shall have inscribed thereon the name of the **Association** and such other appropriate language as the Board of Directors may from time to time determine.

### **Section 5. Severability**

If any provision of these bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

## **Article 9. Indemnification**

The **Association** shall, to the extent legally permissible and only to the extent that the status of the **Association** as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, is not affected thereby, indemnify the Directors and Officers against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising from a threatened, pending or complete action, suit or proceeding, to the extent permitted by Section 7-6-6 of the Rhode Island Nonprofit Corporation Act as amended. The Board of Directors may authorize the **Association** to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or member of the **Association**, or is or was serving at the request of the **Association** as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability asserted against such person, and incurred by such person in any such capacity or arising out of his or her status as such. Furthermore, the **Association** shall maintain adequate Director and Officers' insurance coverage which shall afford minimum limits of not less than one million dollars (\$1,000,000) for each loss.

#### **Article 10. Amendments to Bylaws**

These bylaws may be altered, amended or repealed or new bylaws adopted at any meeting of the Board of Directors and Officers by the affirmative votes of a majority of the members voting at any such meeting in person; provided, however, that such alteration, amendment, repeal, or adoptions of new bylaws shall be contained in the notice of such meeting.

#### **Article 11 Adoption of By-Laws**

We, the undersigned are all the Directors of this **Association** and we consent to and hereby do, adopt the foregoing By-Laws, consisting of the 13 preceding pages, as the By-Laws of this **Association**.

