

BYLAWS

Fort Adams Foundation

1) PURPOSE

The purpose of these by-laws is to provide for the organization and operation of the Fort Adams Foundation as required by 42-57-4(1) of the General Laws of Rhode Island. The Fort Adams Foundation is created for the purpose of providing the administrative organization to encourage, facilitate, develop, and coordinate the plans, programs, and projects necessary for the restoration, reconstruction and use of Fort Adams. Additionally, the Foundation shall have the authority and responsibility to organize and administer public programs that allow for public access to Fort Adams. The purpose of the specific membership requirements is to provide a broad range of agencies and individuals interested in the restoration of Fort Adams and to provide a forum for gathering information, coordinating with relevant agencies, and making decisions relative to the efficient and continuous restoration of Fort Adams.

2) DEFINITIONS

For the purposes of these by-laws, the following terms shall have the following meanings:

- a) **“DEPARTMENT”** means the Department of Environmental Management.
- b) **“FORT ADAMS”** means those historical Fort structures within the Fort Adams State Park approved by the Department of Environmental Management and identified specifically on the attached map.
- c) **“FORT ADAMS FOUNDATION”** mean those individuals appointed consistent with the State legislation 42-57-3 as amended.
- d) **“FORT ADAMS STATE PARK”** means all land and buildings within the gates of the Park from its entrance on Ocean Drive.
- e) **“TOUR PROGRAM”** means that particular program of public guided tours of the interior of the historic Fort structures organized and managed by the Fort Adams Trust.

3) OFFICERS OF THE FOUNDATION

- a) In accordance with RIGL Chapter 42-57-3(b), the Director of the Department of Environmental Management shall act as Chairperson. All other officers of the Foundation shall be elected by a majority vote of the appointed members and shall serve in their position for a minimum of two years and until their

successor is appointed. There shall be a minimum of the following officers; Chairperson, Vice Chairperson, and Secretary.

- b) In the absence of the Chairperson, a regular or special meeting of the Foundation may be called to order by the Vice Chairperson or Secretary. If none of the officers are present, the meeting may only be called to order by a foundation member designated by the Chairperson for that specific meeting. This designation should be in writing and presented to the Foundation members present at the meeting prior to the call to order.

4) DUTIES OF THE OFFICERS

- a) The Chairperson shall preside at all meetings of the Foundation. In his or her absence, the Vice Chairperson, the Secretary, or the Temporary Chairperson shall preside. The officer presiding shall call for each item in the order appearing on the agenda, unless otherwise determined by vote of the Foundation. The officer presiding shall recognize members desiring to speak and may, in his/her discretion, authorize any other person to address the Foundation. He/she shall receive motions and seconds, conduct votes on each person, and determine the prevailing side. The officer presiding shall vote in each question.
- b) The Vice Chairperson shall perform the duties and exercise the powers of the Chairperson in the absence or incapacity of the Chairperson.
- c) The Secretary shall make arrangements for all meetings of the Foundation, shall notify all members thereof, and shall prepare an agenda for each meeting. He/she shall keep accurate and complete records of attendance and of the proceedings of the Foundation, recording all votes, and performing all duties incident to this office. The Secretary shall also keep written minutes of the Foundation meetings, and shall transmit the actions and recommendations of the Foundation to others as appropriate. The Secretary shall also be responsible for filing meeting notices and minutes in compliance with the State's Open Meeting Law, RIGL 42-46.

5) ATTENDANCE

Members who miss more than three consecutive regular meetings without having submitted to the Foundation Secretary a notice of any reason for such absence shall be asked by letter to become more active on the Foundation. In the event of further absence, the Foundation may decide by majority vote to send a recommendation to the appointing authority asking that the appointment be reconsidered.

6) MEETINGS

- a) Regular meetings shall be held on a quarterly basis unless a different schedule is established by the Foundation. The time and place of the meetings shall be determined by the Secretary. The quorum necessary to open the meeting shall

- be a majority of the voting members. A quorum necessary to continue a meeting once it has been opened by the Chairperson shall be three members.
- b) Special meetings may be held when necessary. The need for a special meeting may be brought to the attention of the Secretary by any Foundation member. The secretary shall then consult the Chairperson or, in his/her absence, the Vice Chairperson, who shall decide if the meeting shall be held and shall designate the time and place for such meetings. No meeting may be called to order by the Chairperson or individual acting as Chairperson for which a minimum of 48 hours' notice has not been delivered and acknowledged by a majority of the members.
 - c) At least seven (7) days prior to each meeting, the Secretary shall prepare an agenda. The agenda for each regular meeting shall include the following:
 - (1) Approval of the minutes of the previous meeting
 - (2) Progress reports
 - (3) Items for action or discussion
 - (4) Other business
 - (5) Approval of outstanding bills
 - d) The Secretary shall post all meeting notices in compliance with the State's Open Meeting Law, RIGL 42-46.
 - e) Any member of the Foundation may place an item on the agenda of any regular meeting under the heading "Other Business." Members of the staff, federal or state agencies, local governments, and the public may request to have an item placed on the agenda. Such request must be submitted to the Secretary in writing no later than two weeks before a regularly scheduled meeting. Copies of the agenda shall be sent to each Foundation member at least seven days before a regular Foundation meeting. Agendas shall also be sent to any person or organization requesting them.
 - f) All persons appearing before the Foundation, either on their own behalf or in a representative capacity, shall conform to standards of reasonable and orderly conduct. If any person does not conform to such standards, the Foundation may decline to permit such person to appear before it in any proceeding.

7) MEETING RECORDS AND VOTING

- a) Minutes of each Foundation meeting shall be completed by the Secretary no later than two weeks after the meeting.
- b) The Secretary shall record the names of all members of the Foundation present or absent at each regular or special meeting as part of the minutes of that meeting.
- c) The Secretary shall file all meeting minutes in compliance with the State's Open Meeting Law, RIGL 42-46.

- d) Each member shall be entitled to one vote on all issues presented at meetings at which the member is present. A majority vote is the primary decision making method. Majority is defined as a majority of the appointed membership present.
- e) A member voting on the prevailing side of a question may move for reconsideration of that question. Such motion shall be made and acted upon not later than adjournment of the first regular meeting following the meeting at which the question was initially decided.

8) COMMITTEES

- a) Committees may be created to assist the Foundation to perform their required functions. Committees may have members from other than Foundation membership; however, the Chairperson of all Foundation Committees must be a Foundation member. Committees are appointed by the Foundation Chairperson as required and usually for a limited period of time and with a specific charge of responsibilities and time schedule for completion of their functions.
- b) Whenever a Committee member fails to attend three consecutive scheduled meetings, the Committee Chairperson shall notify the Chairperson of such failure and may recommend the member's removal from the Committee. Meetings missed because of illness shall not be counted for this purpose.
- c) Committees shall meet as required. The time and place of the meetings shall be determined by the Committee. A majority of each committee shall constitute a quorum. Special meetings may be called at any time by the Chairperson of the Committee.
- d) Prior to each meeting, the Secretary of each Committee shall prepare an agenda. Copies of the agenda shall be sent to each committee member at least 7 days before the meeting.
- e) Minutes of each Committee meeting will be recorded by the Secretary of the Committee and forwarded to the Secretary of the Foundation. The Secretary of each Committee shall record the names of all members of that Committee present or absent at each regular or special meeting as part of the minutes of that meeting.
- f) Should a vacancy occur on the Committee either through resignation or for other reasons, the Secretary shall notify the Foundation. The Foundation Chairperson shall appoint a new member to fill the vacancy.

9) ACCESS TO FILES AND RECORDS

- a) It is the policy of the Fort Adams Foundation that its files and records shall be available for inspection by the public to the fullest possible extent consistent with the Program's ability to pursue effectively its activities, with the rights of individuals to privacy, with the rights of persons to necessary confidentiality of proprietary information, with the need of the Foundation for frank policy

deliberations, and to the extent required by the Access to Public Records Act (APRA).

- b) All files and records of the Foundation are available for public inspection unless access is otherwise exempted by these rules, the APRA or other applicable law.
- c) A request for inspection of records shall reasonably describe the records sought in a way that will permit their identification and location by the Foundation.
- d) A denial of the inspection of records sought under these regulations may be appealed to the Chairperson of the Foundation, in writing.
- e) Costs for the inspection and production of records may be charged in accordance with the provisions of the APRA.

10) INDEMNIFICATION

In accordance with the provisions of Chapter 7-6-9 of the General Laws of Rhode Island, as amended, Foundation officers and appointed members and committee members acting in their capacity as such or serving at the request of the Foundation shall be held harmless and indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed legal action, suits or proceedings.

11) AMENDING BYLAWS

These bylaws may be amended in accordance with the identical process of their original adoption.

12) SEVERABILITY

If any provision of these bylaws or the application thereof to any person or circumstances, is held invalid by a court of competent jurisdiction, the validity of the remainder of the bylaws shall not be affected thereby.

13) SUPERSEDED BYLAWS

On the effective date of these bylaws, all previous bylaws, and any policies regarding the administration and enforcement of State of Rhode Island General Laws 42-57 entitled Fort Adams Foundation shall be superseded. However, any enforcement action taken by, or application submitted to, the Department prior to the effective date of these bylaws shall be governed by the bylaws in effect at the time the enforcement action was taken, or application filed.