

# Blackstone Valley Tourism Council, Incorporated - By Laws

**Revision to the April 17, 1995, bylaws approved on February 21, 2014.**

## **Article 1: Name and Purpose.**

**1.1 Name.** The name of this organization will be "Blackstone Valley Tourism Council, Inc." (hereafter the Council).

**1.2 IRS Purpose.** The Council is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code

**1.3 Specific Objectives and Purposes.** The purpose of the Council is to develop and promote responsible and sustainable tourism in the Blackstone Valley. The communities represented by the Council include the City of Pawtucket, City of Central Falls, City of Woonsocket, the Towns of Cumberland, North Smithfield, Smithfield, Burrillville, Glocester and Lincoln, Rhode Island, or as otherwise designated by RI statute or the board.

## **Article 2: Offices.**

The principal office of the Council will be in the Blackstone River Valley in Rhode Island. The Council may also have other such offices as the board may designate from time-to-time.

## **Article 3: Non-Membership Corporation.**

The Council has no members. All power over the property, affairs and business of the Council is held by the board of directors (hereafter "board") pursuant to the provisions of Article 1 of these bylaws.

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

**4.1 General Powers.** The board has and may exercise all of the powers of the corporation subject to the laws of the State of Rhode Island and any limitations in the Articles of Incorporation or these bylaws.

**4.2. Number.** The board will consist of at least five (5) members and no more than nineteen (19) members including the officers of the organization, as set from time to time by board resolution.

**4.3 Election.** Directors will be nominated by the governance committee and elected by majority vote of the board attending the annual meeting or a special meeting called for this purpose. The RI state official responsible for tourism may serve as an ex-officio, non-voting member of the board.

**4.4. Term of Office.** Directors will serve an initial term of one year. Directors may be elected to three additional three year terms. Terms begin the 1st of the month following the month of election. A hiatus of at least one year is required before a director who has served four consecutive terms may be reelected to the board. Directors in office as of December 31, 2013, upon recommendation of the governance committee and with board approval, may be eligible to serve up to three, three year terms beginning with the 2014 annual meeting.

**4.5 Emeritus.** The board may, from time to time, choose to honor a past director or officer by naming that person an emeritus director by majority vote at a board meeting. Emeritus directors will be board members who have served on the board with distinction and excellence. Emeritus members may serve three (3) year renewable terms as long as they remain in good stead with the Council and community, and may end their term at any time.

An emeritus director will be entitled to receive all written notices and information which are provided to the board, to attend all board meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events. A board member emeritus will not be subject to any attendance policy, nor counted in determining if a quorum is present at a meeting, nor entitled to hold office, nor entitled to a vote at any board meeting.

**4.6. Vacancies.** When a director resigns, is removed or dies, the board may at any time elect a director to serve the duration of the unfilled term. Directors appointed by vacancy are exempt from the initial one year term. Vacancy terms of less than 18 months will be excluded from the three term limit. Vacancy appointments are effective upon election.

**4.7. Resignation of Directors.** Any director may resign at any time by giving written notice to the board chairperson or secretary. The resignation of any director will take effect immediately, unless otherwise specified. The board does not need to accept the resignation to make it effective.

**4.8. Removal of Directors.** Subject to the provisions of these bylaws, any director may be removed, either with or without cause, at any time, by majority vote of the directors then in office, at any regular meeting or special meeting. Absence of a member at three consecutive board meetings without notice may be considered by the board to be a resignation of that member. Notice of such action must be given in the notice of the meeting.

## **Article 5. Meetings of the Board of Directors.**

**5.1. Place and Time of Meetings.** Regular and special meetings of the board will be held at any reasonable and suitable place or time.

**5.2. Regular Meetings.** There will be at least four regular meetings a year, one of which will be the Annual Meeting held in September or on another date designated by the board.

**5.3. Special Meetings.** Special meetings may be called at any time by the board chairperson, the secretary or upon written request of one-third of the directors in office.

**5.4 Notice of Meetings.** Notice of the date, time and place of regular or special meetings of the board will be given by mail, orally, electronically, through the internet or other means

employed by directors. Notice will be deemed given when made. Notice must be given at least five (5) days prior to the date of a regular meeting and no less than two (2) days prior to the date for a special meeting. In the case of any emergency, any shorter notice which is reasonable in the circumstances will be given. Notice of regular meetings will be deemed given upon distribution of an annual calendar of meetings. The purpose of special meetings must be stated in the notice of meeting. The purpose of regular meetings need not be stated in the notice except when otherwise indicated in these bylaws. Any director may make written waiver of notice to the Secretary before, at, or after a meeting. The waiver will be entered in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of objecting because the meeting was not lawfully called or convened.

**5.5. Quorum.** One-third of the entire directors in office will constitute a quorum for the transaction of business. Any one or more directors may participate in a meeting of the board or any committee by means of a telephone or other electronic communications device, provided that all persons participating in the meeting can hear each other at the same time. A director participating by such an electronic communications device will be counted for quorum. No business shall be considered by the board or action taken at any meeting at which the required quorum is not present except to adjourn the meeting.

**5.6. Conduct of Meetings.** Meetings will be governed by rules, policies and procedures designated from time to time by the board insofar as those rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, state or federal law.

**5.7. Manner of acting.** At any meeting where a quorum is present, an affirmative vote of a majority of the directors present at the meeting will be an act of the Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these bylaws. Each director will have one vote. There is no proxy voting. Minutes must be kept of the proceedings. Insofar as permitted by law, any action required or permitted to be taken at a meeting of the board may be taken without a meeting upon the unanimous written consent of all the directors and as filed with the minutes.

## **Article 6. Committees.**

**6.1. General.** The board may from time to time create committees in addition to those named in these bylaws for the purpose of advising and assisting the board, subject to any limitations in the Articles of Incorporation, the law or these bylaws. No committee will have the authority of the board to amend or repeal these bylaws; to elect, appoint or remove any member of any committee, or any officer or director; to adopt a plan of merger; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Council; or to authorize the dissolution of the Council. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless otherwise determined by the board. Each committee will keep regular minutes of its proceedings and report the same to the board when requested.

**6.2. Composition.** Committee members may be directors or other interested individuals. Each committee will have at least two directors. The chairs of committees will be appointed by the chairperson in consultation with the governance committee and with the input and approval of the board unless otherwise indicated in these bylaws. After consultation with the committee chair and the governance committee, the chairperson will appoint committee

members with the approval of the board except as otherwise indicated in these bylaws. The board has the power to change the chair or members of any committee, to add members, to fill vacancies and to discharge any such committee, with or without cause, at any time.

**6.3. Standing Committees.** The following committees will be ongoing:

a) Governance. The governance committee will assist the board in carrying out policies and processes for the effective and efficient performance of governance. The governance committee will also screen and nominate candidates for membership on the board and for officers and be consulted on other positions as indicated in these bylaws. There will be at least three directors on the governance committee, the members of which will be elected from time to time by the board.

b) Audit. The audit committee will select the independent auditor and oversee the completion of the annual audit, review or compilation. At least one of the committee members will have financial expertise. The Treasurer will chair the audit committee.

## **Article 7: Officers**

**7.1. Number.** Board officers will include a chairperson, vice chairperson, secretary, treasurer, and any other officers that the board may designate from time to time. All officers shall be directors. No director may hold the position of chairperson and secretary at the same time. No officer will be entitled to receive any salary or compensation for fulfillment of that office.

**7.2. Election, Qualifications and Term of Office.** Upon nomination by the governance committee, board officers will be elected by a majority vote of the directors attending the annual meeting or another meeting designated for such purpose. All officer terms begin on the first of the month after the month of election unless otherwise determined by the board. All officers, with the exception of the chairperson, will hold office for two years and until a successor has been elected, or until resignation, removal or death. The chair will serve for a three year term. No individual may hold the same office for more than two (2) consecutive terms.

**7.3. Removal.** Any officer may be removed either with or without cause, at any time, by the majority of the directors then in office at any regular or special meeting held and noticed for this purpose.

**7.4. Resignation.** Any officer may resign at any time by giving written notice to the chairperson or to the secretary. Any such resignation will take effect at the date of receipt of such notice or at any later time so agreed by the board. The acceptance of such resignation will not be necessary to make it effective.

**7.5. Officer Vacancy.** The board may elect a director at a regularly scheduled or special meeting to fill the duration of any vacant officer term. The term is effective upon election unless otherwise designated.

**7.6. General Powers.** Each officer will have the duties and powers as are commonly incident to the office, unless otherwise indicated in these bylaws, and such other duties and powers as the Board of Directors may from time to time designate by resolution.

**a) Chairperson.** The Chairperson ensures the integrity and fulfillment of the board's processes. The Chairperson will preside over board meetings, using the commonly accepted power of that presiding, or delegate this presiding role to the Vice Chair or another director.

**b) Vice Chairperson.** The Vice Chairperson will perform the duties of the Chairperson in the event that the Chairperson is unavailable or unable to fulfill those duties.

**c) Secretary.** The Secretary will record or cause to be recorded all the proceedings of the meetings of the Board of Directors, will see that all notices are duly given in accordance with the provisions of these bylaws and as required by law and will ensure that the records are maintained and available as required by law.

**d) Treasurer.** The Treasurer will be responsible for those financial affairs, record keeping and reporting as directed and authorized by the board. The Treasurer will chair the Audit Committee.

### **Article 8. Chief Executive Officer**

The board may employ and appoint a Chief Executive Officer (CEO), subject to the direction of the board. The CEO will have general charge and management of the affairs of the Council as determined by the board, including the selection and employment of its staff. The CEO is an ex-officio member of all committees, unless otherwise determined by the board. The board will annually appoint a committee of directors to establish the compensation and conduct the performance review of the CEO.

### **Article 9: Indemnification**

9.1. The Council shall defend, indemnify and hold harmless any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative or investigative by reason of the fact that he/she is or was director, officer, committee member, or employee of the Council, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding to the extent that such person is not insured or otherwise indemnified, the power to so indemnify has not been limited or prohibited by statute, and such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the council, and with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. For this purpose the Council may, and on request of such person shall be required to, determine in each case whether the foregoing standards have been met, or such determination shall be made by independent legal counsel if the Council so directs or if the Council is not empowered by statute to make such determination.

9.2. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his/her official capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

9.3. The Council shall have the power to purchase and maintain, at the Council's expense, such insurance as may be reasonable and prudent on behalf of the Council and other to the extent that power to do so has not been limited by statute, and give other indemnification to the extent not prohibited by law.

#### **Article 10. Conflict of Interest**

In the event any director or committee member has a conflict of interest that might limit such director or committee members fair and impartial participation in Board or committee deliberations or decisions, such director must immediately inform the Board or committee as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board or committee may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to in these bylaws, will include but will not be limited to, any transaction by or with the Council in which a director has a direct or indirect personal or financial interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Council.

No director will cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Council. Any director who believes he or she may have such a conflict of interest will notify the board or committee prior to deliberation on the matter in question. The board or committee will make all final determinations as to whether any director has a conflict of interest in any matter in accordance with board approved policies. The minutes of the board or committee meeting will reflect disclosure of any conflict of interest, board decision on this matter, and the recusal of the interested director.

#### **Article 11 Dissolution and Distribution of Assets**

**11.1 No private inurement.** No part of the net earnings of the Council will inure to the benefit of, or be distributable to any trustee, officer or other private person. Reasonable compensation may be paid to officers or directors for services rendered outside of the duties of their offices to further the purposes of the Council as long as the terms and conditions are fully disclosed, advantageous and reasonable for the market and approved by the board in an arms' length transaction.

**11.2 Dissolution.** Upon the dissolution of the Council and after the payment or the provision for the payment of all its liabilities, the board will dispose of all charitable assets of the Council exclusively for the purposes identified in Article I or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of in accordance with state law or by a court of jurisdiction in the county in which the principal office of the Council is located.

#### **Article 12. Amendments to the Bylaws**

These Bylaws may be amended, repealed, or altered, in whole or in part, by two-thirds of the directors then in office at any meeting of the board, provided that notice of any amendment proposed for consideration be delivered to each director at least fourteen (14) days prior to the date of the meeting at which the amendment will be considered.

Secretary's Signature.