

WARWICK LAND TRUST BYLAWS

ARTICLE 1. GENERAL

A. Name

The name of this organization shall be the Warwick Land Trust, hereafter referred to as the “Land Trust.”

B. Authority

Pursuant to Public Laws Chapter 2000-060, the City of Warwick (hereafter called the City) is hereby authorized to establish and amend by Ordinance the Warwick Land Trust (hereafter called the Trust), a body politic and corporate and a public instrumentality. The Trust shall have the authority to acquire, hold, and manage real property and interests therein, including development rights and easements, situated in the City consisting of open, residential, agricultural, recreational, historical and littoral property, including existing and future well fields and aquifer recharge areas, fresh water marshes, water bodies, and adjoining uplands, wildlife habitats, land or buildings providing access to or views of water bodies, or for bicycling and hiking paths, or for future public recreational use and land for agricultural use or air space thereof. With the exception of property acquired for public historical preservation, research and or educational, public access or recreational purposes, the trust shall hold all property or development rights solely as open space or for agricultural uses or for water protection purposes of for public access or to prevent the accelerated residential or commercial development thereof in perpetuity, as the trustees may determine.

C. Purpose

The purpose of the Land Trust, as set forth in the Enabling Act and Ordinance, shall be to preserve open space, protect wetlands, water bodies, ground and surface water resources, farm lands, historical or cultural places of interest, scenic views, unusual, exceptional, or exemplary natural habitats, provide opportunities for research and education on natural resources on Land Trust held properties and to secure for the City the goals and objectives established in the Comprehensive Plan.

ARTICLE 2. MEMBERSHIP

A. Trustees

The Land Trust shall be administered by nine (9) Trustees appointed by the City Council, with one Trustee from each ward in the City. The City Council shall appoint persons to serve on the Land Trust, who are resident electors, on a non-partisan basis. Trustees shall serve on the Land Trust without compensation. The Planning Director, or his designee, and the Parks and Recreation Director, or his designee, shall serve as ex-officio non-voting trustees.

In addition to the nine (9) Council appointed Trustees, the Council Appointed Trustees may, by majority vote, nominate a maximum of four (4) At Large Trustees for appointment by the City Council. Each Ward is allowed a maximum of two (2) At Large Trustees to serve on the Land Trust.

At Large Trustees shall have the same voting and subcommittee rights and responsibilities as the Council appointed Trustees; however, At Large Trustees shall not serve as the Chairperson or Vice-Chairperson and shall not vote to elect Officers nor vote to nominate At Large Trustees.

B. Terms of Office

The Council Appointed Trustees shall be designated to serve on the Land Trust in accordance with the following terms: one (1) one-year term, two (2) two-year terms, two (2) three-year terms, two (2) four-year terms, and two (2) five-year terms. Thereafter, Trustees shall be appointed for a five-year term of office, except that vacancies occurring during a term shall be filled for the unexpired term.

At Large Trustees are appointed to a two (2) year term and are eligible for nomination and reappointment to the Land Trust.

C. Responsibilities

Every Trustee of the Land Trust shall be responsible for regularly attending meetings and participating in the discussion of Land Trust matters and performing related Land Trust activities.

D. Resignations, Terminations, and Vacancies

1. Resignation

Any Trustee may resign his or her position at any time, by delivering a written notice of resignation to the Land Trust Chairperson and the Secretary of the Land Trust, who will then notify the Mayor, City Council and City Clerk of said resignation. Unless otherwise specified, such resignation shall be effective upon receipt of said notice by the Land Trust Chairperson and acceptance by the Land Trust Trustees.

2. Implicit Resignation

A Trustee shall be considered to have given notice of resignation, and his or her position may be declared vacant, if he or she fails to attend three (3) consecutive meetings of the Land Trust (with the exception of emergency meetings), unless the Land Trust finds that the Trustee has demonstrated good cause for his or her absence and has demonstrated a continuing interest in participation in the Land Trust. When a Trustee has failed to attend three (3) consecutive meetings, the Chairperson shall notify him or her in writing with at least seven (7) days' notice that, at the next regular meeting of the Land Trust, his or her position will be declared vacant unless the aforementioned findings are made. At this meeting, the member in question shall be given the opportunity to show good cause as to why his or her position should not be declared vacant. The resignation of a member who has missed three (3) consecutive meetings shall not become effective until the Land Trust has declared the position vacant, by the vote of a majority of trustees present and voting at said meeting as provided herein.

3. Filling Vacancy

The City Council shall fill any vacancy occurring on the Land Trust. The Chairperson of the Land Trust, with the concurrence of a majority of the Land Trust, shall request that the City Council fill the position.

4. Term

The newly appointed Trustee shall serve out the remainder of the vacant term.

ARTICLE 3. OFFICERS

A. Enumeration

The officers of the Land Trust shall consist of: Chairperson, Vice-Chairperson, Treasurer, and Secretary. A Trustee cannot hold more than one elected office of the Land Trust at any one time.

B. Election

On an annual basis, by a majority, the Council Appointed Trustees, shall, elect officers. At Large Trustees shall not serve as the Chairperson or Vice-Chairperson and shall not vote to elect officers.

The election of officers shall take place during the January meeting of the Land Trust. If the January meeting is not held, the election of officers shall take place at the next available meeting.

C. Resignation

Any officer may resign his or her elected position by delivering a written resignation to the Chairperson, with a copy to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. In the event the Chairperson resigns, his or her written resignation shall be submitted to the Vice-Chairperson, with a copy to the Secretary.

D. Vacancies

The Trustees may fill any vacancy occurring in an elected position in accordance with the following procedure. If the office of the Chairperson shall become vacant, the Vice-Chairperson shall take over the position of the Chairperson for the remainder of the year. If the office of the Vice-Chairperson, the Treasurer, or the Secretary shall become vacant, the Land Trust shall elect a new member to fill the vacant position from its members at the next regularly held meeting. The newly elected official shall serve in said capacity for the remainder of the year, until the next annual election in January.

E. Duties

1. Chairperson - The Chairperson shall:

- a. Preside at all meetings of the Land Trust;
- b. Set the agenda for every meeting of the Land Trust, and in conjunction with the Secretary; assure that proper notice of meetings has been given to the membership of the Land Trust and the public;
- c. Be the primary contact on the Land Trust for City Departments, City Council, the Mayor, and outside agencies, unless the Chairperson appoints another Trustee to act on his or her behalf;

- d. Give notice to any member who has been absent from three (3) consecutive regular meetings of the Land Trust in accordance with these Bylaws;
- e. Call special meetings of the membership when petitioned to do so by a vote of the majority of the Trustees;
- f. Carry out the duties assigned to the Chairperson of these bylaws regarding the resignation of a Trustee;
- g. Perform such other duties as the members may direct.

2. Vice-Chairperson – The Vice-Chairperson shall:

- a. Perform all duties of the Chairperson in the event that the Chairperson is unable to perform his or her duties;
- b. Perform such other duties as the membership may direct.

3. Treasurer- The Treasurer shall:

- a. Be responsible for all funds of the Land Trust;
- b. Recommend and prepare an operating budget for the full membership to vote on that will in its final form be sent to the Mayor's office to be incorporated into the annual Municipal budget for City Council approval. The operating budget shall include administrative expenses, such as appraisals and environmental assessments, as well as capital expenditures such as land purchases;
- c. Work closely with the City Treasurer to deposit funds of the Land Trust in the appropriate depositories, to request disbursement of such funds as are approved by the Land Trust and, in the case of land acquisition funds, by the Land Trust, the Mayor and the City Council;
- d. Prepare status reports of Land Trust accounts, when requested;
- e. Perform such other duties as the membership may direct.

4. Secretary – The Secretary shall:

- a. Maintain a contact list of all Trustees, including addresses, phone numbers, and e-mail addresses, if available;
- b. Properly notify the Trustees and the public of all meetings in accordance with these bylaws and the General Laws of Rhode Island;
- c. Maintain accurate minutes of all meetings and ensure that all motions and votes of the membership are accurately represented in the minutes of such meetings; distribute copies **upon request** of meeting minutes to members of the Land Trust, the Mayor, and City Council and file meeting minutes with the City Clerk, who shall file them as permanent records of the City;
- d. Maintain all written records and correspondence of the Land Trust;
- e. Perform such other duties as the membership may direct.

Some or all of the Secretary's duties may be assigned to a Recording Secretary, who is not required to be a member of the Land Trust, or a representative of the Warwick Planning Department. In the absence of the Secretary or Recording Secretary, if applicable, the person presiding at the meeting shall designate a temporary clerk to keep minutes of the meeting.

- 5. Press Secretary: Will develop relationship with local news media, develop press releases that inform and endorse the Land Trust efforts.

ARTICLE 4. MEETINGS

A. Notice of Meetings

Written notice of regularly scheduled meetings shall be provided to the City Clerk's office at the beginning of each calendar year. The notice shall include the dates, times, and locations of all meetings, and shall be provided to the public upon request. In addition to annual notice, written notice shall be posted forty-eight (48) hours in advance of every scheduled meeting in the Planning Department, the Warwick Public Library and one other prominent location within City Hall. It shall include the date the notice was posted, the date, time, and location of the meeting, as well as a statement specifying the nature of the business to be discussed.

Written notice of every meeting shall also be given to all members of the Land Trust. Notice shall be mailed to the Trustees at least 72 hours prior to a

meeting or shall be delivered in person or by email at least 48 hours prior to a meeting, unless otherwise provided in these Bylaws. Notice of every meeting shall include an agenda for the meetings and shall be accompanied by minutes of the previous meeting, if not already supplied to Land Trust members.

B. Waiver of Notice

Any member may waive any notice required by these Bylaws. Any member who has not received notice of a Land Trust meeting, but has attended the meeting shall be considered to have waived notice of that meeting, unless he or she requests that his or her protest be recorded in the minutes of the meeting.

C. Regular Meetings

Regular meetings shall be scheduled once per month. The Trustees may vote to hold meetings more frequently if desired. All meetings will end by 10:00 p.m., unless otherwise noted or the Trustees vote to extend the meeting. Votes to extend the meeting shall be conducted at least one-half (1/2) hour before the scheduled end of the meeting.

D. Special Meetings

Special meetings may be called by the Chairperson or upon a vote by a majority of the members of the Land Trust. Notice must be given as provided in paragraph (A) of this Section, unless the special meeting constitutes an emergency meeting.

E. Emergency Meetings

An emergency meeting may be convened to address an unexpected occurrence that requires immediate action to protect the public's interest. In that event, (1) a notice and an agenda must be posted as soon as practicable; (2) a majority of the members of the Land Trust must vote in open session to address an unexpected occurrence that requires immediate action to protect the public's interest; (3) the membership must state in open session, and must record in its open session minutes, the reason the meeting is being convened with less than forty-eight (48) hours notice; and (4) the membership must discuss only the issue(s) that created the need for the emergency meeting.

F. Open Meetings

As the Land Trust is a body politic and corporate and a public instrumentality, all meetings are governed by the Open Meetings Law set forth in the General Laws of Rhode Island. Every meeting of the Land Trust shall be

open to the public, except when the Land Trust has voted during an open meeting to go into executive session in accordance with the Open Meetings Law.

G. Executive Session

A motion to go into executive session shall state the nature of the business of the executive session and cite the specific subsection of R.I. Gen. Laws 42-46-5(a) (1)-(9) under which the executive session is to be convened, and no other matter may be considered in the executive session. The Land Trust shall only go into executive session for types of matters specifically outlined in the Open Meetings Law set forth in the General Laws of Rhode Island, including discussions or considerations related to the acquisition or lease of real property for public purposes, or the disposition of publicly held property where advance public information would be detrimental to the public interest. Attendance in executive session shall be limited to the Land Trust and, when requested, staff, legal counsel, and any persons who are subjects of the discussion or whose knowledge is needed.

H. Minutes

Minutes of all meetings shall be recorded by the Secretary of the Land Trust or by such other person as the Land Trust may designate. Minutes shall record the vote of each member on every action taken by the Land Trust. Minutes for every meeting shall be reviewed, corrected, and approved by the membership at the next regularly scheduled meeting. Open session meeting minutes shall be available to the general public in accordance with the Open Meetings Law after the minutes approved and accepted by the Land Trust as a correct and accurate record of the meeting. However, all executive sealed session minutes and documents relating thereto, are not available to the general public until such time that they are unsealed. Copies of approved meeting minutes shall be distributed upon request to the Mayor, the City Council, and the City Clerk, who shall file them as permanent records of the City.

I. Quorum/Voting Quorum

A quorum of the Land Trust shall consist of a minimum of five (5) Trustees. No Land Trust meeting shall take place unless there is a quorum. A voting quorum of the Land Trust shall consist of a minimum of five (5) Trustees. If a voting quorum is not available to vote on a particular issue, then the vote for that issue shall be continued, and the issue shall be voted upon at the next regularly scheduled meeting when a voting quorum is available.

J. Parliamentary Procedure

Meetings of the Land Trust shall be conducted in accordance with the parliamentary procedure set forth in Robert's Rules of Order.

K. Voting

For the purpose of decision-making, each Trustee shall have one vote. At any meeting of the Trustees at which a quorum is present, the vote of a majority of those present and voting shall be sufficient to take any action, except for a vote or decision regarding the acquisition of land, easements, rights of way, and other uses of land, referred to in Section I of Article III, entitled Warwick Land Trust, of Chapter 51 of the Warwick Code of Ordinances, which shall require a majority vote of all Trustees.

L. Recusal

A Trustee must recuse himself or herself from participating in any discussion or vote where recusal is required by the Rhode Island Code of Ethics. If a Trustee's recusal means that a voting quorum is not available to vote on a particular issue, then the vote for that issue shall be continued, and the issue shall be voted upon at the next regularly scheduled meeting when a voting quorum is available.

ARTICLE 5. COMMITTEES

A. General

The Trustees may select from their members committees to perform research into various areas or issues that the Trustees deem to be of importance or of interest to the Land Trust. Said committees may include, but are not limited to: Bylaw and Ordinance Amendments, Financing and Fundraising, Marketing, Property Identification, and Land Stewardship.

B. Authority

Committees formed pursuant to this Article shall not have the authority to take action upon any matter over which the Land Trust has control and jurisdiction. The committees are charged only to conduct research and to report their findings to the full Land Trust, who alone has the authority to vote or make decisions regarding Land Trust matters.

C. Limited Number

Committee, or committees, formed pursuant to this Article, shall be comprised of no more than four (4) Trustees.

D. Dissolution

The Land Trust may dissolve a committee upon a majority vote of a voting quorum of the full Land Trust.

ARTICLE 6. ADOPTION AND AMENDMENT OF BYLAWS

A. Adoption

These Bylaws shall take effect upon review and approval of the Land Trust and the City Council.

B. Amendment

These Bylaws may only be amended or repealed by the affirmative vote of two-thirds (2/3) of the entire membership at any regular or special meeting and only upon approval of the City Council.

ARTICLE 7. RULES OF CONSTRUCTION and SEVERABILITY

A. Construction

These Bylaws are intended to be consistent with the Enabling Act and Ordinance (referenced in Article 1 of these bylaws). If any section of these Bylaws is in direct conflict with the Enabling Act or Ordinance, the Enabling Act and/or Ordinance shall control.

B. Severability

If any provision of these Bylaws is determined to be inapplicable, illegal, or ineffective by a court of law or equity, that determination shall not affect or invalidate any other provision of these Bylaws.