

BYLAWS of CLIMATE ACTION RHODE ISLAND

ARTICLE I. NAME AND PURPOSE

Section 1.01. Name. The name of the organization is CLIMATE ACTION RHODE ISLAND (CARI) (the "Organization").

Section 1.02. Nonprofit Purpose. The Organization is organized and will be operated exclusively to further the common good and general welfare of the community, within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In pursuance of these purposes, it shall have the powers to carry on any activity which may be lawfully conducted by a corporation under the Rhode Island Nonprofit Corporation Act, codified at Rhode Island General Laws chapter 7-6, and to do all things necessary, proper and consistent with maintaining tax-exempt status under section 501(c)(4).

Section 1.03. Mission. The increasing destabilization of Earth's climate due to fossil-fuel combustion is a scientific fact and a threat to our collective well-being. In light of this threat, our Organization's mission is to change the way our society creates and uses energy, focusing on the elimination of fossil fuel extraction and use, and the way we work together in anticipation of climate change. We do this work through vivid, nonviolent actions that stimulate public engagement; direct communication with stakeholders and legislators; and mutual support with other organizations whose missions overlap our own. We are committed to climate and environmental justice across all sectors to foster a healthy and equitable society.

Section 1.04. Non-discrimination. The Organization affirms its responsibility to promote full participation of persons in all of its activities without regard to race, color, age, class, gender, gender expression, affectional or sexual orientation, disability, national origin, or religious belief.

ARTICLE II. MEMBERSHIP

Section 2.01. Eligibility. CARI is a membership organization. Application for membership shall be open to any individual who supports the Organization's mission and has attended at least one meeting of the Organization. Membership is granted after receipt of a membership application and annual dues. Continued membership is contingent upon being up-to-date on dues.

Section 2.02. Annual Dues. The amount required for dues shall be \$20 each fiscal year (July 1 through the following June 30), with a sliding scale available from \$1 to \$19 to any member for any reason, and pro rated for new members who join mid-year. These amounts may be changed by a vote of the members. Dues will be collected by the Treasurer.

Section 2.03. Resignation. Any member may resign by notifying the Secretary in writing.

Section 2.04. Removal. A member shall be removed by a $\frac{3}{4}$ vote of the officers, if in their judgment the best interest of the Organization would be served thereby.

Section 2.05. Meetings, Quorum, and Voting. Meetings of the members shall be held at least quarterly, at a time and place designated by the President. A quorum for a member meeting shall consist of at least two officers plus twenty percent (20%) of the active membership present either in person or (when feasible, at the discretion of the President) by teleconference. Business at meetings will be decided by majority vote of members present. Any question concerning parliamentary procedure shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE III. MANAGEMENT

Section 3.01. General. The affairs of the Organization shall be managed by its board of directors, comprising four officers: the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members.

Section 3.02. President. The President shall preside at meetings, have general and active management of the business of the Organization, be Ex-officio member of all standing committees, and have the power and duties usually vested in the office of the President.

Section 3.03. Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

Section 3.04. Secretary. The Secretary shall attend meetings and will act as (or appoint a substitute as) a clerk thereof, recording all votes and key meeting notes in a document shared with the members; and make such official filings as may be required of a Secretary.

Section 3.05. Treasurer. The Treasurer shall oversee the collection and expenditure of the funds of the Organization, according to the procedures set forth in these bylaws, and report regularly on the revenues, expenditures, and financial condition of the Organization to its officers and members.

Section 3.06. Elections. The term of officers shall be one year, or until their successors are elected. Elections shall be held annually at a June meeting of the members. Any member may nominate him or herself or any other member for election or re-election to any office.

Section 3.07. Vacancies. Vacancies shall be filled by an election at a member meeting. Notice of the election shall be provided to each member by mail, in person, or by email at least one week before the meeting. The persons so elected shall hold office for the remainder of the previous officer's term.

Section 3.08. Decision-Making Between Meetings. At the discretion of the President, time-sensitive decisions may be taken between meetings by a ¾ vote of the four officers, or by an electronic vote of the members, subject to the quorum requirements described above.

Section 3.09. Expenditures. All expenditures of the Organization must be approved by one of the decision-making processes specified above.

Section 3.10. Conflicts of Interest. Whenever an officer or member has a financial or personal interest in any matter coming before the Organization, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Violations may result in removal as described in Article II above.


ARTICLE IV. AMENDMENT

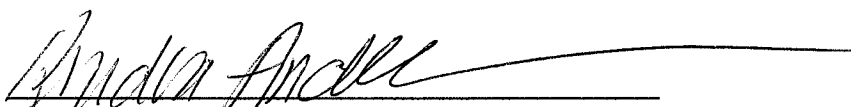
Section 4.01. Amendments. The Organization may amend these bylaws by an election at a member meeting, subject to the quorum and voting requirements of Article II. Notice setting forth the proposed amendment shall be provided to each member by mail, in person, or by email at least one week before the meeting.

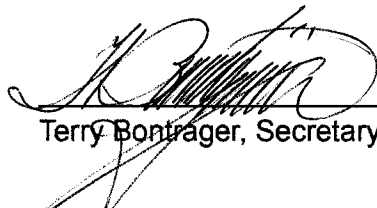
ADOPTION

We, the undersigned, the current officers of this Organization, consent to and hereby adopt the above Bylaws as the Bylaws of this Organization.

ADOPTED AND APPROVED on this 22nd day of May, 2018.


Justin Boyan, President, Climate Action RI


Kendra Anderson, Treasurer, Climate Action RI


Terry Bontrager, Secretary, Climate Action RI