

BYLAWS
OF THE
RHODE ISLAND STATE GRANGE FOUNDATION, INC.

ARTICLE I - GENERAL

Section 1. Name and Purpose: The name of the corporation is the Rhode Island State Grange Foundation, Inc. (hereafter referred to as "Foundation"). The purposes for which the Foundation is organized are:

- A. To engage in lawful activity for which nonprofit corporations may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, none of which is for profit, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986;
- B. To engage in those purposes set forth in the Articles of Incorporation; and
- C. Notwithstanding any other provisions of these bylaws, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may hereafter be amended.

Section 2. Offices. The principal office of the Foundation shall be located at the address of the Secretary of the Rhode Island State Grange. The Foundation may have such other offices as the board of trustees may determine or as the affairs of the Foundation require from time to time.

ARTICLE II - MEMBERS

Section 1. Membership. Members of the Foundation shall be fourth degree members of the Rhode Island State Grange who have paid their dues.

Section 2. Voting Members. The voting members of the Foundation shall be those persons who are duly elected delegates to the annual meeting of the Rhode Island State Grange.

Section 3. Voting Rights. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members.

Section 4. Annual Meeting. The annual meeting of the members of the Foundation shall be at the time and place for the annual meeting of the Rhode Island State Grange for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the election of trustees shall not be held on the day designated for the annual meeting of the members or at any adjournment thereto, the board of trustees shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 5. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President of the Foundation or by the board of trustees. A special meeting of the membership must be called when demand is made in writing to the

President by not less than one-fourth of the voting members of the Foundation who are in good standing. The special meetings of the members may be held at the principal office of the Foundation or at such other place within the state of Rhode Island as the board of trustees may from time to time designate. If no designation is made for any special meeting of the members, the place of meeting shall be the principal office of the Foundation.

Section 6. Notice of Meetings. Written or printed notice, stating the place, day and hour of a meeting of members and, in case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting no fewer than ten (10) days before such meeting, or if the notice is mailed by other than first class or registered mail, no fewer than thirty (30) days, but in any event, not more than sixty (60) days before the meeting. This requirement of notice for either the annual or a special meeting may be fulfilled by printing the notice in any publication provided by the Rhode Island State Grange.

Section 7. Record Date. For purpose of determining members entitled to notice of, or to vote at any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

- A. For purposes of determining the members entitled to notice of a members' meeting, the record date shall be the day before the day on which first notice is mailed or otherwise transmitted to members, or if such notice is waived, the day preceding the day on which the meeting was held;
- B. For purpose of determining the members entitled to demand such a special meeting, the record date shall be the date upon which such demand is made to the Foundation;
- C. For purpose of determining the members entitled to take action without a meeting, the record date shall be the date that the first member signs the consent;
- D. For purpose of determining the members entitled to vote at a members' meeting, the record date shall be the date of the meeting;
- E. For purposes of determining the members entitled to exercise any rights and respect to any lawful action, the record date shall be the day on which the Board adopts resolution relating thereto, or the sixtieth (60) day prior to the date of such other action, whichever is later.

Section 8. Voting Lists. The Foundation shall obtain from the Rhode Island State Grange a list of the names and addresses of those members entitled to vote. The list of members shall be available for inspection by any member for the purpose of communicating with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting at the Foundation's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, the member's agent or attorney is entitled, on written demand setting forth a proper purpose, to inspect and copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. The Foundation shall make the list of members available at the meeting and any member, the member's agent

or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or adjournment.

Section 9. Quorum. A majority of the members present and entitled to vote shall constitute a quorum at a meeting of the members. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 10. Proxies. No voting member shall have the right to appoint a proxy.

Section 11. Expulsion or Suspension. If the board of trustees deems it appropriate to initiate proceedings to expel or suspend a member for cause (including expulsion or suspension from the Rhode Island State Grange), the board shall give such member written notice of the proposed expulsion or suspension and the reason(s) for such proposed expulsion or suspension not less than fifteen (15) days prior to the date that such expulsion or suspension is due to take effect. If, within said fifteen (15) days, the member requests the opportunity to be heard, the president shall either set a date for the member to be heard on the question of his or her expulsion or suspension or, at the discretion of the president, shall permit such member to present written testimony on the issue of such member's expulsion or suspension. The president shall appoint not less than three (3) board members to hear or decide the member's appeal. Only those board members present for oral testimony, or those board members who personally review the written testimony, shall be eligible to vote concerning the expulsion or suspension of such member. A two-thirds vote of such trustees is required to expel or suspend such member. The effective date of any such expulsion or suspension shall be no sooner than five (5) days following said oral or written testimony. Any written notice given pursuant to this section by mail must be by first class, certified mail, return receipt requested and sent to the last address of such member shown on the Foundation's records.

Section 12. Reinstatement. Upon written request signed by a former member and filed with the Foundation, the board of trustees may, by affirmative vote of a simple majority of trustees, reinstate such former member upon such terms as the board of trustees deems appropriate provided such former member otherwise qualifies as a member.

Section 13. Transfers. No member may transfer a membership or any right arising therefrom.

ARTICLE III - BOARD OF TRUSTEES

Section 1. General Powers. The business affairs of the Foundation shall be managed by its board of trustees. The board shall administer the finances of the Foundation and shall have the sole authority to appropriate money.

Section 2. Number and Tenure.

A. The board of trustees shall consist of nine (9) members on the board. The Rhode Island State Grange Master, Treasurer and Secretary shall be three of the nine members of the board and shall serve on the board of trustees so long as they are the Rhode Island State Grange Master, Treasurer and Secretary.

B. A trustee shall serve until a successor is elected and qualified. Except for the Rhode Island State Grange Master, Treasurer and Secretary, and any appointed trustee, the term shall be five (5) years.

Section 3. Qualifications of Trustees. All trustees must be a member of a subordinate Grange located in the state of Rhode Island and Providence Plantations.

Section 4. Election of Trustees. Except for appointed and designated trustees, trustees shall be elected by the delegates at the annual meeting of the Foundation as described in Article II, Section 4, as their term expires. A trustee shall be elected by a majority vote of the members present and voting. Majority shall be defined as one or more votes greater than 50% of the votes cast. Voting shall continue until a nominee has the majority votes.

Section 5. Regular meetings. The regular annual meeting of the board of trustees shall be held after the election of the trustees at the annual meeting of the members. The board of trustees shall hold regular quarterly meetings at the principal office of the Foundation or a place designated by the board of trustees at a time established by the board of trustees by resolution. The regular quarterly meetings of the board of trustees shall be held without other notice than this bylaw.

Section 6. Special Meetings. Special meetings of the board of trustees may be called by or at the request of the president or a majority of the trustees then in office. The person or persons authorized to call special meetings of the board may fix any place within the state of Rhode Island as the place for holding any special meeting of the board called by them.

Section 7. Notice. Notice of the time and place of any special meeting of the board of trustees shall be delivered at least five (5) days previously thereto by written notice delivered personally or sent by mail to each trustee at the trustee's address as shown by the records of the Foundation. Notice may also be given by telephone or through electronic communications. If mailed, such notice shall be deemed to be delivered seven days after being deposited in the United States mail in a postage prepaid sealed envelope appropriately addressed to said trustee. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice for such meeting, except when a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the purpose of, nor the business to be transacted at, any regular or special meeting of the board need be specified in the notice of such meeting, unless specifically required by law, by the articles, or by these bylaws.

Section 8. Quorum. A majority of the trustees in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board. If there is not a quorum at any said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice other than announcement at the meeting until a quorum shall be present.

Section 9. Manner of Acting. The act of a majority of the trustees present in person at a meeting at which a quorum is present shall be the act of the board of trustees unless the act of a greater number is required by law, by these articles, or by these bylaws. Meetings shall be conducted in accordance with Robert's Rules of Order as such rules may be revised from time to time provided such rules are not

inconsistent or in conflict with the Articles of Incorporation, the Rhode Island State Grange bylaws, the National Grange Digest of Laws and these bylaws.

Section 10. Vacancies and Removal.

- A. A vacancy on the board of trustees shall exist upon the death, resignation or removal of any trustee.
- B. At a meeting of the board of trustees called expressly for the purpose of removing a trustee, a member may be removed by a majority of the board of trustees then in office because such trustee is not a member of a Subordinate Grange located in the State of Rhode Island or has been declared to be incompetent by order of a court or convicted of a felony.
- C. At a meeting called expressly for the purpose of removing a trustee or trustees, all or any number of trustees may be removed (except the position held by the Rhode Island State Grange Master, Treasurer and Secretary) with or without cause by a majority of the members present and eligible to vote.
- D. Any trustee may resign at any time giving written notice to the board of trustees, the president or the secretary of the Foundation. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a trustee is tendered to take effect at a future time, a successor may be appointed to take office when the resignation becomes effective.
- E. Vacancies on the board of trustees to be filled by reason of an increase in the number of trustees may be filled by a majority of the remaining trustees though less than a quorum or by a sole remaining trustee. Each trustee so elected shall hold office for the balance of the unexpired term of his or her predecessor and until his or her qualified successor is elected and accepts office. In the event that the action described in the preceding sentence is by a majority of the remaining trustees though less than a quorum or by sole remaining trustee, then the appointment of trustees to fill vacancies shall be ratified by the members at either a special or annual meeting; however, the appointment shall be effective notwithstanding the expiration of time to either a special or annual meeting.

Section 11. Compensation. Trustees shall not receive any stated salaries for their services, but by resolution of the board of trustees, each trustee may be reimbursed in accordance with the guidelines established by the Rhode Island State Grange for reasonable and necessary expenses incurred in discharging his or her duties as a trustee and in furtherance of the purpose of the Foundation. The Foundation may pay compensation in a reasonable amount to trustees or officers for services rendered as provided by the articles, other provisions of these bylaws, or resolution of the board of trustees.

Section 12. Action Without a Meeting. Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustees, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be approved by a majority of the trustees. Such a consent

shall have the same force and effect as a unanimous vote. Electronic communications will also suffice for this action.

Section 13. Telephone Meetings. Members of the board of trustees or any committee designated by the board of trustees, may participate in a meeting of the board of trustees, or any committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at a meeting.

Section 14. Conflict of Interest.

- A. A transaction in which a trustee of this Foundation has a conflict of interest may be approved:
- (1) By the vote of the board of trustees or a committee of the board of trustees if the material facts of the transaction and the trustee's interest are disclosed or known to the board of trustees or a committee of the board of trustees; or
 - (2) By obtaining approval of the
 - (a) Rhode Island Attorney General or
 - (b) The circuit court in an action in which the Rhode Island Attorney General is joined as a party.
- B. A conflict of interest transaction is a transaction with the Foundation in which a trustee of the Foundation has a direct or indirect interest. A conflict of interest transaction is not voidable on the basis for imposing liability on the trustee if the transaction is fair to the Foundation at the time it was entered into or is approved as provided in Subsection A of this Section.
- C. For the purpose of this Section, a trustee of the Foundation has an indirect interest in a transaction if:
- (1) Another entity (excluding the Rhode Island State Grange) in which the trustee has a material interest or in which the trustee is a general partner is a party to the transaction, or
 - (2) Another entity (excluding the Rhode Island State Grange) of which the trustee is a trustee or officer is a party to the transaction, and the transaction is or should be considered by the board of trustees of the Foundation.
- D. For purposes of Subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the trustees on the board of trustees or on a committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single trustee. If a majority of the trustees who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a trustee with a direct or indirect interest

in the transaction does not affect the validity of any action taken under Subsection A(1) of this Section if the transaction is otherwise approved as provided in paragraph A of this Section.

- E. For the purpose of Subparagraph A(2) of this Section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or voted under the control of a trustee who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in paragraph C of this Section may be counted as a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph A(2) of this Section. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this subparagraph constitutes a quorum for the purpose of taking action under this Section.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Foundation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Master/President, Secretary and Treasurer of the Rhode Island State Grange, by virtue of their office in the Rhode Island State Grange, shall assume the same office in the Foundation. The Vice President(s) and any other officers and assistant officers shall be elected by the Board of Trustees.

Section 2. Appointment and Term of Office. The officers of the Foundation (except the President, Treasurer and Secretary) shall be elected annually by the board of trustees at the regular annual meeting of the board of trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New officers may be created and filled at any meeting of the board of trustees. Each officer shall hold office until a successor shall have been duly appointed and qualified, or until his or her death, or until he or she shall resign or shall be removed in the manner hereinafter provided.

Section 3. Vacancies and Removal.

- A. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the board of trustees (except, in the case of the Rhode Island State Grange Master, Treasurer and Secretary, which positions shall be filled in accordance with the bylaws of the Rhode Island State Grange).
- B. Any officer, assistant officer, or agent appointed by the board of trustees may be removed by the board of trustees at any time, with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation. Officers and assistant officers of the Foundation shall not receive any salary but may be reimbursed under the same terms established under Article III, Section 11. The compensation for agents and employees shall be fixed by the board of trustees, unless provided otherwise by statute, the Articles of Organization or these bylaws.

Section 5. President. The president shall be the principal executive officer of the Foundation and the chairperson of the board of trustees. Subject to the control of the board of trustees, the president shall in general supervise and control all of the business and affairs of the Foundation. The president shall, when present, preside at all meetings of the board of trustees. The president may sign, with the secretary or any other proper officer of the Foundation thereunto authorized by the board of trustees, any deeds, mortgages, bonds, contracts, or other instruments which the board of trustees has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated by the board of trustees or by these bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of trustees from time to time.

Section 6. Vice President. In the absence of the president or in the event of his or her death, inability or refusal to act, the vice president (or, in the event there shall be more than one vice president, the vice presidents in the order designated at the time of their appointment, or in the absence of any designation, then in the order of their appointment) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president; and shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of trustees.

Section 7. Secretary. If required by the board of trustees, the secretary shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or securities as the board of trustees shall determine. The secretary shall: (a) prepare the minutes of the board of trustees' meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Foundation as shall from time to time be required; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the Foundation records and of the seal of the Foundation, if any, and see that the seal of the Foundation, if any, is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized; (e) keep a register of the post office address of each trustee; and (f) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the board of trustees; (g) will maintain an up-to-date copy of all by-law changes; and (h) will receive and give receipts for money due and payable to the Foundation from any source whatsoever and deposit all such money in the name of the Foundation in such banks, trust companies or other depositories.

Section 8. Treasurer. If required by the board of trustees, the treasurer shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or securities as the board of trustees shall determine. He or she shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; and disburse funds on the order of the president and secretary, and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the board of trustees.

Section 9. Other Officers. Other officers, assistant officers or agents appointed by the board of trustees shall exercise such powers and perform such duties as shall be determined from time to time by the board of trustees, except such duties as shall be exclusively delegated to the board of trustees by statute, the articles of incorporation or these bylaws. Unless otherwise specified by the board of trustees, any assistant secretary or assistant treasurer shall have authority to exercise any powers delegated to them from the secretary or treasurer, respectively, and in the absence of the secretary or treasurer, shall assume all powers and discharge all duties ordinarily exercised by such absent officer.

Section 10. President's Annual Report. The President's Annual Report will be a written report to the membership summarizing the significant activity of the Foundation during the previous year.

**ARTICLE V - SHARES OF STOCK AND
DIVIDENDS PROHIBITED**

The Foundation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Foundation shall be distributed to the trustees or officers.

**ARTICLE VI - LOANS TO TRUSTEES AND
OFFICERS PROHIBITED**

No loan shall be made by the Foundation to its trustees or officers. The trustees of the Foundation who vote for or assent to the making of a loan to a trustee or officer of the Foundation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Foundation for the amount of the loan until repayment thereof. Any trustee against whom a claim shall be asserted under or pursuant to this Article VI shall be entitled to contribution from other trustees who voted for the action upon which the claim is asserted. To the extent that any trustee is required to pay such claim, he or she shall be subrogated to the rights of the Foundation against the debtor of the loan. As an exception to this Article VI, trustees and officers of the Foundation may apply for and receive student loans in accordance with the terms and agreements of the Educational Aid Fund of this Foundation. Officers and trustees must recuse themselves from voting on the application for any loan, scholarship or student loan that would benefit the officer or trustee directly or indirectly including individuals to whom the officer or trustee is related by blood or marriage.

**ARTICLE VII - INDEMNIFICATION OF OFFICERS,
TRUSTEES, EMPLOYEES AND AGENTS**

Section 1, Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative proceeding, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a trustee or officer of the Foundation or is or was serving at the request of the Foundation as a trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a trustee, officer, employee or agent or in any other capacity while serving as a trustee, officer, employee or agent, shall be indemnified, defended and held harmless by the Foundation against all expenses, liability and loss (including attorney's fees, judgments, fines, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection herewith; provided however, that the Foundation may indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the board of trustees of the Foundation by a majority vote of a quorum consisting of trustees not at the time parties to the proceeding, or if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of trustees consisting solely of two or more trustees not at the time party to the proceeding. However, trustees who are parties to the proceeding may participate in designation of the committee or, by special legal counsel, selected by the board of trustees or its committee in the manner just described,

or if a quorum as described of the board of trustees cannot be obtained and a committee as described cannot be designated, the special legal counsel shall be selected by majority vote of the full board of trustees, including trustees who are parties to the proceeding, or by the members, if applicable. Such right shall be a contract right and shall include the right to be paid by the Foundation, expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that the payment of such expenses incurred by a trustee or officer in his or her capacity as a trustee or officer (and not in any other capacity in which service was or is rendered by such person while a trustee or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceedings, shall be made only upon delivery to the Foundation of written affirmation of the trustee's good faith belief that the contract in question was in the best interest of the Foundation or at least not opposed to its best interest and, in the case of any criminal proceeding, that there was no reasonable cause to believe the conduct unlawful or of an undertaking, by or in behalf of such trustee or officer, in addition to a written undertaking, executed personally or on the trustee's behalf, to repay all amounts so advanced if it should be determined ultimately that such trustee or officer is not entitled to be indemnified under this Section or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 is not paid in full by the Foundation within ninety (90) days after written claim has been received by the Foundation, the claimant may at any time thereafter bring suit against the Foundation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also for expenses of prosecuting such claim.

Section 3. Non-Exclusivity Rights. The rights conferred on any person by Section 1 and 2 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of members, if applicable, or disinterested trustees or otherwise.

Section 4. Insurance. The Foundation may maintain insurance at its expense, to protect itself and any such trustee, officer, employee or agent of the Foundation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss.

ARTICLE VIII - COMMITTEES

Section 1. Committees of Trustees. The board of trustees, by resolution adopted by majority of the trustees in office, may designate and appoint one or more committees. Each duly designated and appointed committee shall consist of two or more trustees, which committees to the extent provided in said resolution, shall have the authority of the board of trustees in the management of the Foundation and shall carry out such responsibilities and functions as are assigned by the board of trustees, and except that no such committee shall have the authority of the board of trustees in reference to (1) amending, altering or repealing the bylaws; (2) electing, appointing or removing any member of any such committee or trustee or officer of the Foundation; (3) amending the articles of organization; (4) restating articles of incorporation; (5) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; (6) authorize the voluntary dissolution of the Foundation or revoking proceedings therefore; (7) adopting a plan for the distribution of assets of the Foundation; or (8) amending, altering or repealing any resolution of the board of trustees which by its terms provides that it shall not be

amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of trustees or any individual trustee of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of trustees in the management of the Foundation may be appointed in such a manner as may be designated by a resolution adopted by a majority of the trustees present. The board of trustees may, from time to time, request such committees to provide the board of trustees with a full and complete report when required.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual regular meeting of the trustees of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from the committee.

Section 4. Chair. One member of the committee shall be appointed chair by the President or other members of the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of trustees.

ARTICLE IX - CONTRACTS, LOANS CHECKS, DEPOSITS, DISTRIBUTIONS

Section 1. Contracts. The board of trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the board of trustees.

Section 4. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the board of trustees may select.

Section 5. Distribution of Funds.

- A. The Foundation shall give no more for scholarships or grants than the interest earned on the principal of any gift, donation or contribution, less two percent (2%) or the amount the law allows or as may be amended by the law governing nonprofit corporations under Section 501(c)(3) of the Internal Revenue Code.
- B. The Foundation may use five percent (5%) from the principal of any donation, contribution or gift to carry out the legal recording, documentation, investing or other administrative costs associated with handling and investing and funds received.

ARTICLE X - BOOKS AND RECORDS

Section 1. Books and Records. The Foundation shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its board of trustees, committees having any authority of the board of trustees, and shall keep in its registered and principal office a record giving the names and addresses of the trustees entitled to vote. All books and records of the Foundation may be inspected by any trustee, or his agent or attorney, for any proper purpose at any reasonable time.

Section 2. Financial Statement. At the close of each taxable year the trustees shall engage an accountant to prepare a financial statement of the Foundation.

Section 3. Corporate Seal. The board of trustees may adopt, use, and at will, alter a corporate seal. Such seal shall be kept at the principal office of the Foundation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of September and end on the last day of August.

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required under the provisions of the articles of incorporation or the bylaws of the Foundation, a waiver thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the trustees present at a regular meeting or at any special meeting, if written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting. The amended bylaws shall be submitted to the voting members attending the next annual meeting of the members who shall vote to accept or reject the amended bylaws. If the membership rejects the amended bylaws by a majority vote of the voting members present, the amended bylaws shall be deemed invalid from the date of the annual meeting that

the rejection by the voting members occurred. The trustees shall not alter, amend, repeal or enact new bylaws that relate to the subject matter of the amended bylaws that were rejected at the previous annual meeting of the membership until one annual meeting has been held following the rejection of the amended bylaws by the voting members.

ARTICLE XIV - HEADINGS

The headings contained in these bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these bylaws.

ARTICLE XV - INITIAL TRUSTEES

The names, addresses and expiration dates of terms of office for the initial trustees who have consented to appointment and shall manage the Foundation's affairs until 2001 annual meeting of the Rhode Island State Grange Foundation are set forth as follows:

<u>TERM OF OFFICE WILL EXPIRE</u>	<u>NAME AND ADDRESS</u>
2006 (1st Appointment - 5 Years)	Milton I. Spencer, Jr. 5896 Flat River Road Greene RI 02827
2006 (2d Appointment - 5 Years)	Raymond F. Kruszyna 15 Gleaner Chapel Road N. Scituate RI 02857
2005 (3d Appointment - 4 Years)	Richard S. Hopkins 2192 Providence Pike N. Smithfield RI 02896
2004 (4th Appointment - 3 Years)	Steven W. Logan 26 Taber Ave. W. Kingston RI 02892
2003 (5th Appointment - 2 Years)	Scott W. Sherman 118 Manning St. Warwick RI 02886
2002 (6th Appointment - 1 Year)	Patricia Cottrell 899 Waites Corner Road W. Kingston RI 02892
2002 (Master, RISG)	John J. Cottrell III 899 Waites Corner Road W. Kingston RI 02892
2002 (Secretary)	Ann M. Knudsen 386 South County Trail Exeter RI 02822

2002
(Treasurer)

John Kenyon, Jr.
8 Marigold Ave.
Somerset MA 02726

I, JOHN J. COTTRELL III, as president of the Rhode Island State Grange Foundation, do hereby certify that the foregoing to be the bylaws of the said Foundation, as adopted by the board of trustees on the 20th day of June, 2000.

JOHN J. COTTRELL III
President

I, Eileen A. Hebert, as President of the Rhode Island State Grange Foundation, Inc., do hereby certify that the foregoing to be the bylaws of the said Foundation, as adopted by the voting delegates of the Foundation on the 27th day of September, 2019.

Eileen A. Hebert
President