



Climate Action Rhode Island • 350 RI

Revised Bylaws Approved by Board of Directors 5-18-20 and Voting Members at the Annual Meeting 6-3-20

ARTICLE I. NAME AND PURPOSE

Section 1.1. Name. The name of the organization is CLIMATE ACTION RHODE ISLAND (CARI) (the “Organization”).

Section 1.2. 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 1.3. Mission. To foster the cultural, political, and economic changes necessary to end the climate crisis.

Section 1.4. Methods. CARI carries out its work through a variety of methods, including vivid, nonviolent actions that stimulate public engagement and impact critical stakeholders, particularly relevant political and business leaders. We mobilize the concerned public, and work with and support other organizations whose missions overlap our own.

Section 1.5. Commitment. CARI is committed to climate and environmental justice across all sectors of society, to foster a healthy and equitable society.

Section 1.6. Non-discrimination. The Organization affirms the responsibility to promote full participation in all of the activities without regard to race, color, age, class, gender, gender expression, affectional or sexual orientation, disability, national origin, or religious belief.

ARTICLE II. MEMBERS AND VOTING MEMBERS

Section 2.1. Eligibility. Application for membership shall be open to any individual who supports the Organization's mission, fills out a membership application, and makes a payment of annual dues. At that point, the person becomes a Member of CARI. Continued membership is contingent upon being up-to-date on dues.

To vote at the Annual Meeting, members must also have previously attended at least one General Meeting in the current membership year. In that case, they have the status of Voting Member, and may vote at the Annual Meeting.

Section 2.2. 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. Dues will be collected by the Treasurer. For individuals who are making automatic donations on a monthly basis, those donations shall be judged to include payment of the yearly membership dues.

Section 2.3. Resignation. Any member may resign by notifying the Secretary in writing.

Section 2.4. Removal. A member may be removed by a 2/3 vote of the Board, if in Board members' judgment the best interest of the Organization would be served thereby.

Section 2.5. Regular Member Meetings. Meetings of the members shall be held at least quarterly, at a time and place designated by the Board. Such meetings shall also be open to all other interested individuals.

Section 2.6. Annual Member Meeting. There shall be an Annual Meeting of the Members, held in June of each year, presided over by the President. At this meeting there shall be an election of Board Members and Officers, in keeping with the requirements of those sections of these bylaws.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General. The affairs of the Organization shall be managed by the Board of Directors, which shall consist of between four and nine individuals, all of whom are also Members of the organization.

Section 3.2. Terms. The term of Board Members shall be three years or until a successor is elected. Board Members will serve staggered terms, as established by the Board of Directors.

Section 3.3. Decisions Outside of Meetings. The President may judge that certain routine matters do not justify a formal meeting of the Board. The President may then write to all Board members describing the situation and ask for a written vote. Such votes shall require formal approval by at least 2/3 of all current Board members. However, notwithstanding such a vote, if

a board member requests in writing to the President that the matter be addressed at a formal board meeting, the President shall honor that request. The President may then either call a special board meeting or hold the matter until the next regular board meeting.

Section 3.4. Expenditures. The Board has control of the financial affairs of the organization, and shall establish policies and procedures as it sees fit to appropriately and effectively manage those affairs.

ARTICLE IV OFFICERS

Section 4.1 Officers. The officers of Corporation shall be the President, Vice President, Secretary, and Treasurer.

Section 4.2. President. The President shall exercise overall leadership for the organization, subject to the authority of the Board of Directors. The President shall preside over Board and Annual Meetings, prepare the agenda for those meetings with the Secretary, sign documents on behalf of the organization, and generally represent the organization in its dealing with other relevant entities.

Section 4.3. Vice President. The Vice President shall chair meetings in the absence of the President.

Section 4.4. Secretary. The Secretary shall prepare agendas for Board and Members meetings with the President, create official minutes of those meetings, prepare annual reports regarding the corporation as required by law and regulation, and produce any other documentation necessary to the functioning of the organization.

Section 4.5. Treasurer. The Treasurer shall oversee the collection and expenditure of the funds of the Organization, maintain full records of financial transactions, prepare formal written reports of financial status on a monthly basis, and report to the Board at its meetings, and to the Members at the Annual Meeting.

ARTICLE V. ELECTIONS.

Section 5.1. Election of Officers and Board of Directors. Elections shall be held at an Annual Meeting of the Membership, in June of each year. All Voting Members, as defined in section 2.01 shall have the right to vote at the Annual Meeting, if they attend that meeting.

Section 5.2. Nominating Committee. The Board shall establish a Nominating Committee prior to the Annual Meeting, consisting of at least two Board members and one Member, not on the Board. The Nominating Committee shall solicit suggestions from members regarding potential board members, and review any suggestions received. The Nominating Committee will make recommendations regarding officers and Board members to the members at the Annual Meeting.

Section 5.3 Vacancies. Vacancies in the Board or of Officers that occur during the course of the year shall be filled by a majority vote of the Board of Directors. The persons so elected shall hold office for the remainder of the term.

ARTICLE VI. LEADERSHIP TEAM

Section 6.1. Leadership Team. The Leadership Team has the formal status of a standing committee of the Board of Directors, and it is the core operational coordinating arm of the organization. The Leadership Team, and its Action Teams and their Coordinators, drive the activity, engagement, and impact of the organization. The Leadership Team consists of the Officers and Board members, plus the Coordinators of the Action Teams. The Leadership Team will generally meet monthly, and not less than every other month.

Section 6.2. Action Teams. Teams are the entities that carry out the projects and functions of the organization. Action Teams include non-violent direct-action projects, legislative and political organization and mobilization, development and fundraising activities, web and social media communication, volunteer administrative support, and other activities as established by the organization.

Section 6.3. Authority. Officers and board members maintain ultimate authority and responsibility for the organization. However, the Leadership Team will generally consider and discuss organizational matters, and make decisions, including through formal votes of the members of the Leadership Team present at its meetings. Those decisions will include the creation and ending of Action Teams, and the designation of Coordinators of those groups. Decisions of the Leadership Team are subject to action of the Board of Directors. However, such action is anticipated to be an unusual event, and unless it is taken decisions of the Leadership Team will stand as decisions of the organization.

ARTICLE VII. CONFLICT OF INTEREST AND COMPENSATION

Section 7.1. Compensation. No Board member or officer shall receive compensation for their work on behalf of the Organization. However, they may be compensated for direct expenses, such as travel or conference expenses, as allowed under the general practices of the Organization.

Section 7.2. Conflicts of Interest. If a Board Member ever 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 Section 2.5.

ARTICLE VIII. AMENDMENT

Section 8.1. Amendments. The Organization may amend these bylaws by a majority vote of Voting Members at an Annual Meeting. They may also be amended by a 2/3 vote of all members of the Board of Directors at other times of the year.

ADOPTION

We, the undersigned, current officers of this Organization, certify that these bylaws were adopted at a proper meeting of the members of the Organization.

ADOPTED AND APPROVED on this _3rd_ day of ___June___, 2020.

Justin Boyan, President, Climate Action RI

Mark Allan, Secretary, Climate Action RI