BY-LAWS of the QUONOCHONTAUG CENTRAL BEACH FIRE DISTRICT

As amended and restated on September 19, 2015

Article 1
Rules of Construction

Section 1. These by-laws are subordinate to, and shall be construed consistently with, the "Act to Incorporate the Quonochontaug Central Beach Fire District" (hereinafter, the "District") enacted at the January Session of the Rhode Island General Assembly in 1930, as amended (the "Incorporating Act"). What is stated in the Incorporating Act is deemed to be a part hereof.

Article 2
Eligible Voters

Section 1. For each lot identified by the Town of Charlestown Tax Assessor as lying within the District (hereinafter designated as a "Lot") the owner(s) thereof shall be entitled to two (2) votes at any Annual or Special Meeting of the District. Such votes may be exercised by one or two Eligible Voters with respect to the Lot, or proxies therefor.

Section 2. An "Eligible Voter" with respect to a Lot shall be:

(a) a person of the age of majority according to the laws of the State of Rhode Island who either has an undivided present interest in the Lot or has been designated by one or more persons having such an undivided present interest as their representative for voting with respect to the Lot, or

(b) in the case of a Lot that is owned by a trust, limited liability company, partnership or other entity that is not a natural person, a duly authorized representative of the owner of the Lot.

Section 3. Any person not otherwise representing a Lot who is an elector of the Town of Charlestown and resides in the District shall also be an "Eligible Voter".

Section 4. At any meeting of the District, an Eligible Voter may vote in person or by designating in a written, signed proxy, the form of which shall be determined

by the Board of Governors, another Eligible Voter who will vote in person at the meeting on behalf of such designating Eligible Voter.

Section 5. Prior to each Annual or Special Meeting of the District, the Treasurer shall prepare a list of (a) all Lots and the Eligible Voter(s) associated with each Lot who may vote at the meeting and (b) electors of the Town of Charlestown not so associated with a Lot who have the right to vote at the meeting by virtue of their residency in the District. The Treasurer may, in his or her reasonable discretion, set a date in advance of any Annual or Special Meeting as of which such list of Eligible Voters shall be prepared.

Section 6. The Treasurer shall have such list available at the meeting and shall use such list to determine those persons who may vote on matters to come before the meeting or whose proxy votes may be accepted.

Section 7. In determining the "Eligible Voters" with respect to a Lot for any meeting, the Treasurer may rely in good faith on representations made to the Treasurer by any person asserting an interest in the Lot or claiming to be the authorized representative of such a person. The Treasurer may rely on a copy of a person's Rhode Island Voter Registration Form as filed with the Board of Canvassers in the Town of Charlestown as evidence of such person's status as an elector of the Town of Charlestown and his or her residency in the District.. In the event of any dispute as to a person's interest in a Lot or status as a representative of an owner of a Lot, the Treasurer may require such evidence of such interest or status as the Treasurer shall deem appropriate.

Section 8. It shall be the responsibility of each Eligible Voter to notify the Treasurer in writing of any change in the voter's mailing address.

Article 3
Meetings

Section 1. There shall be an Annual Meeting of the District each year at which there shall be elected, as required, (1) a Moderator, (2) a Clerk, (3) a Treasurer, (4) seven additional members of the Board of Governors, and (5) two Tax Assessors. At such Annual Meeting, the Eligible Voters may also elect one or more Assistant Clerks and one or more Assistant Treasurers and may act upon any other business of the District which may be properly brought before the meeting.

Each Annual Meeting shall be held on the second Saturday after Labor Day at 10:00 A.M. Eastern Time. The meeting shall be held at a convenient place within five (5) miles of the District as may be designated by the Board of Governors.

Section 2. There shall be a quorum for any Annual or Special Meeting of the District if Eligible Voters, or proxies therefor, representing at least one third of the Lots are present at the meeting, except that, irrespective of whether there is or is not a quorum, there may be adjournment to another day.

Section 3. Prior to each Annual Meeting, the Moderator shall appoint a Nominating Committee consisting of not fewer than three individuals. The Nominating Committee shall nominate and recommend to the Eligible Voters for election, as required, persons to serve as the Moderator, the Clerk, the Treasurer, the other members of the Board of Governors and the Tax Assessors for one-year terms, commencing upon election, or, in the case of the Moderator, for a three-year term, commencing upon election. The Nominating Committee may also nominate and recommend to the Eligible Voters for election one or more Assistant Clerks and one or more Assistant Treasurers for one-year terms, commencing upon election.

Section 4. The Nominating Committee may also make recommendations for appointment of the members and Chairs of the several Committees then in existence pursuant to Article 8 and individuals for appointment pursuant to Article 9. All such nominations and recommendations shall be provided to the Clerk not later than twenty-one (21) days prior to the scheduled date of the meeting.

Section 5. Any Eligible Voter may submit to the Clerk not less than 45 days prior to any Annual or Special Meeting of the District a motion for consideration at the meeting, along with a brief statement in support of the motion. If timely provided, such motion and any supporting statement shall be forwarded to the Eligible Voters in advance of the meeting in the mailing described below. The Board of Governors may, but shall not be required to, make a recommendation for or against any such motion and may, but shall not be required to, specify the reason or reasons for such recommendation.

Section 6. At least thirteen (13) days prior to an Annual or Special Meeting, the Clerk shall forward a notice of the date, time and place of the meeting by mail (or electronically if authorized by Section 12 of this Article) to all Eligible Voters at their last known address kept by the Treasurer. The following, as appropriate to the meeting, shall accompany such notice:

(a) the agenda for the meeting;
(b) a copy of the proposed annual budget for the next fiscal year;
(c) nominations for election, as required, for Moderator, Clerk, Treasurer, other members of the Board of Governors, Tax Assessors and any nominations for

Assistant Clerk or Assistant Treasurer;
(d) any recommendations by the Nominating Committee to the Board of Governors for the appointment of Committee members and Chairs and the appointment of individuals pursuant to Article 9;
(e) all motions recommended by the Board of Governors for consideration at the meeting;
(f) any motion proposed for consideration at the meeting that was timely submitted to the Clerk by an Eligible Voter, together with the brief statement, if any, provided by the proponent in support of such motion and any recommendation of the Board of Governors with respect to the motion;
(g) a notice, which should appear on the Agenda of the meeting, that the meeting will consider any other business that may come before it; and
(h) the form of proxy for the meeting, together with instructions for submission.

Section 7. Any Eligible Voter may make a new motion at the Annual Meeting or Special Meeting which shall be submitted in writing and may be seconded, ruled in order, discussed and voted upon. However, to be passed the number of votes necessary for approval of the motion shall be not less than sixty-five percent (65%) of those voting at the meeting in person or by proxy.

Section 8. Special Meetings of the District shall be held on call of the Board of Governors, or upon a petition signed by Eligible Voters representing at least twenty percent (20%) of the Lots. The petition shall be filed with the Clerk, either in person or by mail, setting forth the purpose(s) for which the Special Meeting is desired. The meeting shall be set by the Moderator for a date no earlier than thirty (30) days nor later than forty-five (45) days from the date of the filing of the petition with the Clerk. Upon receipt of a petition for a Special Meeting, the Clerk shall give notice as provided for in Section 6 of this Article.

Section 9. Notwithstanding the provisions of the preceding Section 8, the Moderator, or the Board of Governors by majority vote, may determine that an emergency Special Meeting is required. In that event:

(a) The Moderator shall call a Special Meeting for a date and at a time and place deemed appropriate; and

(b) The Clerk shall give notice of the Special Meeting as set forth in the preceding paragraph, or if time does not permit, notice shall be given in accordance with the advice of District Counsel.

Section 10. At each Annual Meeting and each Special Meeting, the Clerk shall certify that mailing of the Notice of the meeting (or electronic distribution thereof

if permitted by Section 12 of this Article) was made as required, and such certification shall be reflected in the official minutes of the meeting.

Section 11. Voting for all purposes, including the election of a Moderator, a Clerk, a Treasurer and the other members of the Board of Governors, at any Annual or Special Meeting need not be by written ballot (except for proxies) unless so demanded by the Eligible Voters representing at least twenty (20) Lots; and except as otherwise specifically stated in these By-laws, the action of the majority of the Eligible Voters present and constituting a quorum shall bind the District.

Section 12. In lieu of mailing any or all of the materials required by Section 6 of this Article, the Clerk may, but shall not be required to, deliver such materials electronically to any person who has requested such electronic delivery. The Clerk may, but shall not be required to, establish procedures for the electronic submission of proxies or other materials.

Article 4
Board of Governors

Section 1. The Board of Governors shall consist of the Moderator, the Treasurer, the Clerk, and seven other elected members. No two members of the same household shall simultaneously serve as members of the Board of Governors. The Moderator shall be a voting member of the Board of Governors only in the event it is necessary to break a tie vote on any matter.

Section 2. The Board of Governors shall be the governing body of the District, subject to the will of the Eligible Voters and subject to the powers vested in the Eligible Voters by law, by the Incorporating Act, or by these By-laws.

Section 3. The Board of Governors shall have all the powers which may also be exercised by the Eligible Voters, except as restricted by the following provisions of this Section 3. The Board of Governors may not incur unbudgeted financial obligations on the part of the District, with the following exceptions:

(a) the Board of Governors may expend amounts budgeted for one purpose but not used for such purpose for other purposes so long as total expenditures do not exceed total budgeted expenditures,

(b) in an emergency declared by the unanimous vote of its members present at a duly constituted Board of Governors meeting, it may obligate the District in an amount not to exceed ten percent (10%) of the present District budget, or

fifteen thousand dollars ($15,000), whichever amount shall be the greater, or

(c) in the event of the declaration of an emergency in the area that includes the District by a Town of Charlestown, state or national official, the Board of Governors shall have the discretionary power to exceed the limit of fifteen thousand dollars ($15,000) by such amount as shall be deemed necessary to provide for the health, safety, well being and preservation of property of the residents of the District. Following reasonable efforts to contact all members of the Board of Governors for their decision, an expenditure under this subsection may be authorized by an affirmative vote of at least five members of the Board of Governors.

Section 4. The number of the several committees and their composition, duties and responsibilities may be determined and modified from time to time by the Board of Governors.

Section 5. The Board of Governors, at its first meeting following the Annual Meeting, shall appoint the members and Chairs of the several Committees then established pursuant to Article 8. The Board of Governors may from time to time make further Committee appointments and appointments pursuant to Article 9 as the Board of Governors deems appropriate.

Section 6. Except for the Moderator, members of the Board of Governors shall serve one (1) year terms. No member of the Board of Governors may be elected and successively re-elected to serve for more than five (5) consecutive years. No member of the Board of Governors, ineligible for re-election to the Board of Governors, may thereafter serve as a Committee Chair, or serve on the Committee for which he or she was the Chair, for a period of one year from the date he or she became ineligible for reelection.

Notwithstanding the preceding provisions of this Section 6, an individual then serving as a member of the Board of Governors may be elected as Moderator for a full three-year term even though serving the three-year term would result in such person being on the Board of Governors for more than five (5) consecutive years.

Section 7. In the event of the death, resignation or inability to act of a member of the Board of Governors, a successor shall be appointed by a majority vote of the remaining members of the Board of Governors to fill the vacant position until the next Annual Meeting.

Section 8. Members of the Board of Governors are expected to recuse themselves in the event that their participation may result in a conflict of interest as provided

in the Rhode Island Code of Ethics (R.I. Gen. Laws §36-14-1 *et seq.*).

Section 9. Meetings of the Board of Governors shall be held on the call of the Moderator or a majority of the Board of Governors then serving, but there shall be no fewer than five (5) meetings per year.

Article 5
Moderator

Section 1. The term of the Moderator shall be for a single term of three years beginning upon election, and the moderator shall serve thereafter until his or her successor is elected.

Section 2. The Moderator shall be a member of the Board of Governors, shall be the Chief Executive Officer of the District and, except as otherwise provided in Section 4 of this Article, shall chair all meetings of the Board of Governors and all meetings of the Eligible Voters of the District.

Section 3. At all meetings of the Eligible Voters of the District and the Board of Governors, the Moderator or other person presiding in the Moderator's absence shall (a) decide and rule on all questions of order and procedure, (b) recognize those who wish to speak, and (c) make public declaration of all votes after a motion has come before the meeting and a vote has been taken.

The Moderator may authorize inclusion on the agenda of any meeting formal reports and/or proposals concerning the activities of entities with a special relationship to the District.

Section 4. If the Moderator knows that he or she will not be able to preside at any Annual or Special Meeting of the District or at any meeting of the Board of Governors, the Moderator may designate another member of the Board of Governors to preside at the meeting. If the Moderator is unable to preside at any Annual or Special Meeting of the District or at any meeting of the Board of Governors and has not designated someone to preside at the meeting, a majority of those members of the Board of Governors in attendance shall designate one of their number to preside.

Section 5. The Moderator may be, and hereby is, authorized and empowered to enter objections or to initiate legal actions on behalf of the District in reference to any zoning matter or any subject affecting the properties in the District. The Moderator may designate another person or persons to serve in his or her place and stead for the purpose of this Section.

Section 6. In the event of the death, resignation or sustained inability to act of the Moderator, a successor shall be appointed by a majority vote of the members of the Board of Governors to fill the vacant position until the next Annual Meeting.

Article 6
Clerk

Section 1. The Clerk shall serve one or more one-year terms. No person may be elected and successively re-elected to serve as Clerk for more than five (5) consecutive years.

Section 2. The Clerk shall have charge and custody of the books containing all records and minutes of District and Board of Governors meetings. The Clerk shall prepare and maintain minutes of all District and Board of Governors meetings, including votes taken therein.

Section 3. The Clerk shall give, or cause to be given, notice of meetings of the District and the Board of Governors as set forth in Article 3, and as required by the Rhode Island Open Meetings Act, R.I. Gen. Laws §42-46-1 *et seq*. (the "Open Meetings Act"). When notified by the Moderator of the intention of the Board of Governors to convene a meeting requiring notice in accordance with the Open Meetings Act, the Clerk shall arrange for such notice.

Section 4. The Clerk shall have custody of and be responsible for the safeguarding of all deeds, contracts, and other documents of title or otherwise of the District.

Section 5. The Clerk shall perform such other duties as may from time to time be assigned by the Board of Governors and shall, in any event, be subject to the Board of Governors.

Section 6. In the performance of his or her duties, the Clerk may be assisted by one or more Assistant Clerks either elected by the Eligible Voters or appointed by the Board of Governors. Each such Assistant Clerk shall act subject to the direction of the Clerk.

Section 7. In the event of the death, resignation or inability to act of the Clerk, a successor shall be appointed by a majority vote of the Board of Governors to fill the vacant position until the next Annual Meeting.

Article 7
Treasurer

Section 1. The Treasurer shall serve one or more one-year terms. No person may be elected and successively re-elected to serve as Treasurer for more than five (5) consecutive years.

Section 2. The Treasurer shall be the Collector of Taxes and receive all sums paid to the District for taxes and all other purposes and shall deposit the same in a bank or trust company doing business in the State of Rhode Island. The Treasurer may also invest such sums in obligations of or guaranteed by the United States of America, or in certificates of deposit, time deposits, or other instruments fully secured by the State of Rhode Island or the United States.

Section 3. The Treasurer shall pay such bills as may be certified by the appropriate Committee Chair or individual appointed pursuant to Article 9 as appropriate and within the budget for payment. The Treasurer shall sign any note, mortgage or other obligation of the District when authorized to do so by the Board of Governors or by a duly held meeting of the Eligible Voters.

Section 4. The Treasurer shall annually, or as requested by the Board of Governors, report to the District all sums received and disbursed for and on behalf of the District. The Treasurer shall, in addition, render such accounts or other financial information as may be requested at a duly held meeting of the Eligible Voters or by the Board of Governors.

Section 5. The Treasurer shall prepare and keep lists of Eligible Voters as provided in Article 1, and of each Eligible Voter's preferred address to which notices will be mailed. In the absence of a preferred address provided by an Eligible Voter, the Treasurer shall use the address as maintained by the Tax Assessor of the Town of Charlestown.

Section 6. The Treasurer shall, at the expense of the District, post a bond in an amount set by the Board of Governors.

Section 7. The Treasurer shall (a) collect the District taxes and (b) maintain an up-to-date record of the tax assessment of all Lots within the District. In the collection of taxes the practices and procedures adopted by the Tax Collector of the Town of Charlestown shall be generally followed.

Section 8. The Treasurer shall be an ex *officio* member of the Finance and Budget Committee.

Section 9. The Treasurer shall perform such other duties as may from time to time be assigned by the Board of Governors and shall, in any event, be subject to the Board of Governors.

Section 10. In the performance of his or her duties, the Treasurer may be assisted by one or more Assistant Treasurers either elected by the Eligible Voters or appointed by the Board of Governors. Each such Assistant Treasurer shall act subject to the direction of the Treasurer.

Section 11. In the event of the death, resignation or inability to act of the Treasurer, a successor shall be appointed by a majority vote of the Board of Governors to fill the vacant position until the next Annual Meeting.

Article 8
Committees

Section 1. The Board of Governors shall appoint annually a Community Property Committee, a Finance and Budget Committee, a Long Range Planning Committee and a Public Works Committee and may also appoint such other Committees as the Board of Governors deems appropriate. The Board of Governors shall designate one member of each Committee, who may or may not be a member of the Board of Governors, to be the chairperson of the Committee.

Section 2. The Committees and their Chairs shall have such duties and responsibilities as are determined by the Board of Governors and shall advise and report, as appropriate or requested, to the Board of Governors. No Committee or Committee Chair shall have authority to bind the District except as authorized by the Board of Governors. All Committees shall abide by the provisions of the Open Meetings Act.

Section 3. No Committee Chair shall he appointed to serve for more than five (5) consecutive years, nor may any person who has served as a Committee Chair for five (5) consecutive years thereafter be appointed to serve as the Chair of any other Committee for a period of one year from the date he or she became ineligible for reappointment.

Section 4. Members of the several Committees and their Chairs shall serve at the pleasure of the Board of Governors and shall serve without compensation.

Article 9
Managers, etc.

Section 1. In addition to the Committees appointed pursuant to Article 8, the Board of Governors may appoint from time to time individuals to have responsibility for such recreational, social, administrative and other activities and matters as the Board of Governors shall deem appropriate. Each such individual may be designated as the manager or supervisor of the matters or activities for which such individual is given responsibility or may have such other title as the Board of Governors shall determine.

Section 2. Each individual appointed pursuant to this Article 9 shall be subject to the supervision and oversight of the Board of Governors and shall advise and report, as appropriate or requested, to the Board of Governors. No such individual shall have authority to bind the District except as authorized by the Board of Governors.

Section 3. Individuals appointed pursuant to this Article 9 may enlist the help of other volunteers in the performance of their duties but no such volunteer or group of volunteers shall constitute a committee or have or exercise any power or authority that would make it subject to the Open Meetings Act.

Article 10
Tax Assessors

Section 1. The Tax Assessors shall assist the Treasurer in maintaining an up-to-date record of the tax assessment of all Lots within the District. In the assessment of Lots, the practices and procedures adopted by the Tax Assessor of the Town of Charlestown shall be generally followed.

Section 2. The Tax Assessors shall perform such other duties as may from time to time be assigned by the Board of Governors and shall, in any event, he subject to the Board of Governors.

Article 11
Legal Counsel

Section 1. The Board of Governors may retain legal counsel as it deems necessary or appropriate and may designate any such counsel as “District Counsel” if the Board of Governors deems such designation appropriate. Any counsel retained by the Board of Governors shall be a member in good standing of the Bar of the State of Rhode Island and shall serve at the pleasure of the Board of Governors.

Section 2. All counsel retained by the Board of Governors shall perform such duties as may from time to time be directed by the Board of Governors and shall, in any event, be subject to the Board of Governors.

Article 12
Contractors

Section 1. The Board of Governors shall designate or approve all contractors who shall serve at the pleasure of the Board of Governors.

Section 2. All contractors shall perform such duties as may from time to time be determined by the Board of Governors and shall, in any event, be subject to the Board of Governors.

Article 13
Compensation

Section 1. All members of the Board of Governors, the Moderator, the members and Chairs of all Committees, the Clerk, the Treasurer, all Assistant Clerks, all Assistant Treasurers and the Tax Assessors shall serve without compensation.

Section 2. All contractors, legal counsel and others hired by the Board of Governors, other than the persons indicated in Section 1 of this Article, shall receive such compensation as the Board of Governors shall direct and as is within the District budget.

Article 14
Indemnification/Insurance

Section 1. All elected or appointed members of the Board of Governors, including the Moderator, the Clerk and the Treasurer, any Assistant Clerk or Assistant Treasurer, the Tax Assessors, all Committee Chairs and members, all individuals appointed pursuant to Article 9 and all agents and employees of the District shall he indemnified and held harmless from loss by the District for other than willful misconduct or gross negligence in the performance of the duties of their offices or positions.. The Board of Governors shall have the authority to purchase appropriate insurance as necessary to insure against the risks incurred by their service to the District.

Article 15
Fiscal Year

Section 1. The Fiscal Year of the Quonochontaug Central Beach Fire District shall commence on January 1 and shall end on December 31.

Article 16
Parliamentary Procedure

Section 1. The parliamentary procedure used in all meetings of the District, the Board of Governors and all Committees shall be that specified in the publication entitled, "Robert's Rules of Order", as amended from time to time or as otherwise Adopted from time to time by a majority of the voters of the District.

Section 2. The Moderator may appoint a Parliamentarian who, when present and requested by the Moderator, shall advise on all questions of procedure.

Article 17
Use of District Services

Section 1. The various services provided by the District, including (but not by way of limitation) fire protection, garbage collection, water distribution, beach facilities and use of recreational facilities, marina and dock facilities, and District lands and easements for their access and amenable use, shall be provided to owners of real property within the District, provided the real property laying within the District constitutes not less than a legal building lot as defined by the laws of the State of Rhode Island and ordinances of the Town of Charlestown. Use of such facilities shall be restricted to members of the immediate families, resident guests or tenants of such owners.

Section 2. Real property laying within the District and constituting less than a legal building lot as defined by the laws and ordinances of the State of Rhode Island and the Town of Charlestown as of September 14, 1991, shall be an exception to the restrictions of Section 1 of this Article, provided, however, that services previously not provided to or used by said real property owners shall remain unprovided. This restriction shall be applicable to and binding upon the heirs, successors, transferees or assigns of said real property provided that said real property shall not have been further divided.

Section 3. Rules and regulations governing the various services may be recommended by the respective committees or individuals governing or managing the same, provided, however, that all rules or regulations must be approved by a

majority vote of the Board of Governors and shall be ratified by the Eligible Voters at the next Annual or Special Meeting of the District. The Board of Governors, from time to time as required, in a form and manner as they shall determine, maintain a record of and publish the rules and regulations in a handbook which shall he distributed to the Eligible Voters. All rules and regulations in effect as of the date of approval of these By-laws shall remain in full force and effect.

Article 18
Amendment of By-Laws

Section 1. These By-laws may be altered, amended, or repealed at any Annual or Special Meeting of the District, provided that notice of such intention and the contents of the proposed changes shall be given in the Notice for the Annual or Special Meeting.

Section 2. A majority vote of two-thirds of the Eligible Voters present or voting by written proxy shall be necessary to alter, amend, or repeal these By-laws.

Article 19
Effective Date

Section 1. These amended and restated By-laws shall be effective upon passage.