

BLACKSTONE CANAL CONSERVANCY
CONSTITUTION AND BY-LAWS

Table of Contents

Constitution	Page
Name	2
Purposes	2
Membership	2
Organization	3
Income and Activities	3
Principal office	3
Amendments	4
Dissolution	4
By-laws	4
Membership	4
Organization	5
Officers	5
Committees	6
Elections	6
Voting	6
Meetings	7
Dues and Assessments	7
Liability	7
Property	7
Publications	8
Fiscal Year	8
Amendments	8
Override	8

BLACKSTONE CANAL CONSERVANCY
CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the Blackstone Canal Conservancy. (Hereinafter termed the Conservancy.)

ARTICLE II - PURPOSES

SECTION 1 - The purpose of the Conservancy is to:

- 1.01 Provide for, encourage and participate in the preservation, interpretation and enhancement of the Blackstone Canal.
- 1.02 Research the historical and archaeological records of the Blackstone Canal and related subjects.
- 1.03 Collect, process, maintain and display materials and artifacts pertaining to the Blackstone Canal and related subjects.
- 1.04 Publish and disseminate data relating to various aspects of the Blackstone Canal's past, present and future.
- 1.05. Promote the protection and restoration of segments of the Blackstone Canal, its tow path, locks and related elements of its construction and history.
- 1.06 Preserve and restore sites and public access along the Blackstone Canal for the enjoyment and education of the general public.
- 1.07 Act as custodian where feasible and beneficial to the Conservancy' s interests of real property of the Blackstone Canal's significance.
- 1.08. Develop and maintain mutually beneficial relationships among Conservancy members, other similarly dedicated organizations, concerned governmental agencies at all levels, canal enthusiasts and the general public.

SECTION 2 - Said Conservancy is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to, organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE III - MEMBERSHIP

SECTION 1 - Any person or organization of good character that upholds the purpose of the Conservancy is eligible for membership, subject to the approval of the Governing Body, (hereinafter termed The Trustees).

SECTION 2 - The classes of membership, with attendant privileges, shall be established by the Trustees in the By-laws.

ARTICLE IV - ORGANIZATION

SECTION 1 - The Board of Trustees shall consist of six general members elected to the office plus the five officers.

1.01 The general member Trustees shall have staggered terms of three years with two member's terms expiring each year.

1.02 Four members will serve lesser terms the first election - with their re-election or replacement to serve three years (the decision of who is to serve one, two or three years after the first election is left up to the nominating committee and the voting members). Thus two new trustees will be elected each year.

SECTION 2 - Each and every Trustee, jointly and severally, shall serve as fiduciaries for the Conservancy and its members in the receipt, disbursement and custody of all moneys, choices in action, real or personal property which may be conveyed, devised, bequeathed, granted or given to the Conservancy and shall hold such properties in trust for the use of the Conservancy.

SECTION 3 - The Trustees may delegate the conduct of operating financial transactions to, the duly elected Treasurer, who shall likewise be a fiduciary officer and shall be bonded to carry out the assigned duties as required .

SECTION 4 - The business of the Conservancy shall be conducted by the Trustees.

SECTION 5 - The Trustees shall have complete authority to operate the Conservancy in accordance with its Constitution and By-laws, to decide on the interpretation and to, rule on any matter not covered by said Constitution and By-laws .

ARTICLE V - INCOME AND ACTIVITIES

SECTION 1 - No part of the net income of the Conservancy shall inure to the benefit of, or be distributable to its members, Trustees, officers or other private persons except that the Conservancy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof No substantial part of the activities of the Conservancy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Conservancy shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 2 - Notwithstanding any other provision, of these articles, the Conservancy shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation or organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - PRINCIPAL OFFICE

The principal office is to be located at the headquarters of The Blackstone River Valley National Heritage Corridor, 15 Mendon Street, P O Box 730, Uxbridge, MA 01569.

ARTICLE VII - AMENDMENTS

The Constitution may be amended by the Trustees subject to the approval of two-thirds of the members in good standing.

ARTICLE VIII - DISSOLUTION

SECTION 1- Dissolution of the Conservancy shall be effected by two-thirds vote of all the members eligible to vote. Voting will be held after written notice.

SECTION 2 - Upon the dissolution of the Conservancy the Trustees shall, after paying or making provision for payment of all of the liabilities of the Conservancy, dispose of all assets of the Conservancy exclusively for the purposes of the Conservancy in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes at the time shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by Superior Court of the county in which the principal office of the Conservancy is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

BLACKSTONE CANAL CONSERVANCY

BY-LAWS

ARTICLE I - MEMBERSHIP

SECTION 1 - The classes of membership shall be determined by the governing body (hereinafter called the Trustees) .

SECTION 2 - The classes of members are as follows:

Individual - Entitled to one vote.

Family / Husband and Wife - Entitled to two votes per family, one per each adult.

Student - No voting privileges .

Organizational - Entitled to one vote and no more, the Trustees may elect to exchange memberships of this class with other organizations on a quid pro. quo basis.

Honorary - This class of membership may be, by the privilege of the Trustees, bestowed upon those individuals and organizations whose contributions to the Conservancy warrant such recognition. Honorary Members shall have the same privileges as Individual and Organizational Members, but shall not be require to pay a membership fee.

SECTION 3 - The Trustees shall have the power to expel any member contravening the Constitution or By-laws or acting in a manner prejudicial to the good name of the Conservancy.

SECTION 4 - Acceptance of membership in the Conservancy shall constitute distinct acknowledgment on the part of a member that he or she is bound by the Constitution and By-laws, and that he or she will accept the decisions of the Trustees subject to override.

SECTION 5 - A copy of the Constitution and By-laws shall be provided to each member upon acceptance into the Conservancy.

SECTION 6 - The Trustees shall have the authority to change the classes of membership from time to time as circumstances warrant.

SECTION 7 - Members may not use the Conservancy's name for any purpose not expressly authorized by the Trustees.

ARTICLE II - ORGANIZATION

SECTION 1 - Only those actions specifically enumerated in the Constitution and By-laws must be presented to the general membership for approval

SECTION 2 - The officers of the Conservancy shall be those customary and needed, elected by the membership

PRESIDENT
VICE PRESIDENT
SECRETARY
TREASURER
HISTORIAN / ARCHIVIST

ARTICLE III - OFFICERS

SECTION 1 - The Officers of the Conservancy shall be:

PRESIDENT: The president shall be the chief executive officer and directly responsible to the Trustees and shall faithfully carry out the duties commonly charged to the office. He or she shall co-sign all contracts entered into by the Conservancy. The term of the president will be for one year and no more than two consecutive terms. The president cannot be a candidate for the office of Vice President for the term following the expiration of his term as President. He will become a member of the Trustees for a term of two years. Thereafter he is eligible to election to the Board of Trustees.

VICE-PRESIDENT: The Vice-President shall assist the President and will act in his behalf as directed. The Vice President shall succeed to the office of President upon the death, removal or resignation of the incumbent. The term of the Vice President will be for one year.

SECRETARY: The Secretary shall be responsible for the recording of all meetings of the Trustees and the General Membership. The term of Secretary will be for one year and may be re-elected.

TREASURER: The Treasurer shall be bonded and shall maintain all financial records and membership rolls and shall receive and account for dues, and disburse such funds for the ordinary operating expenses of the Conservancy; shall publish a directory of members; will oversee financial operations under policies determined by the Trustees and delegations of authority by them; and will faithfully carry out the duties associated with his office. He is required to co-sign all contracts and all financial instruments and documents, and is required to report on the financial status of the Conservancy to the general membership at least once a year. He will facilitate any audit of the Conservancy's financial condition. He may delegate certain of his duties to other members with the approval of the Trustees. The term of Treasurer will be for one year and may be re-elected.

HISTORIAN-ARCHIVIST: The Historian-Archivist shall oversee the Conservancy' s historical and archival interests and activities. He will act as custodian of all archival materials as well as any other personal property and artifacts the Conservancy may gain title to. He is required to report to the general membership at least once a year on the status of the Conservancy' s archives and custodianships. The term of Historian-Archivist will be for one year and may be re-elected.

SECTION 2 - Any officer may be removed from office for administrative reasons, or for nonfeasance or malfeasance/misfeasance in the discharge of his duties. Such action shall be initiated by the majority vote of the Trustees, or by written petition to the Board citing the evidence of misconduct or dereliction, signed by one-quarter of the members in good standing. The Trustees shall consider evidence and the accused's defense. Removal shall require a two-thirds majority vote of the members of the board.

SECTION 3 - All officers are authorized to sign correspondence in behalf of the Conservancy.

SECTION 4 - Vacancies in offices during a term of office shall be filled promptly by a competent general member selected by the remaining members of the Trustees, except for a vacancy occurring in the office of the president, which shall be filled automatically by the vice president.

ARTICLE IV - COMMITTEES

SECTION 1 - The Trustees shall establish committees as they deem necessary, and will promptly deactivate any such committee when or if it has served its purpose.

SECTION 2 - No committee or individual shall have the power to enter into financial agreements in behalf of the Conservancy, unless charged by the Trustees to do so.

ARTICLE V - ELECTIONS

SECTION 1 - The officers shall be elected by a simple majority of the Conservancy members voting at the annual meeting.

SECTION 2 - Nominations for elective positions shall be made by a nominating committee appointed by the Trustees. The nominations shall be circulated to the members without delay.

SECTION 3 - Announcement of any election and the slate of candidates will be circulated to members reasonably in advance of an election. Results of elections shall be circulated to members without delay.

SECTION 4 - Newly elected officials shall take office at a time to be determined by the Trustees. The Trustees will ensure that an orderly and expeditious transfer of authority and responsibility is made.

ARTICLE VI - VOTING

SECTION 1 - Voting shall be in person, by written signed proxy, or by mail. Only members in good standing can be appointed to act as proxy. Authorization of proxies for elections held at the general meeting must be in the hands of the secretary before balloting begins.

SECTION 2 - In the event of equality of vote in any ballot, the president or his deputy shall have one additional vote.

ARTICLE VII - MEETINGS

SECTION 1 - The Trustees shall hold at least one meeting per calendar year. Additional meetings may be called by the president or a plurality of the Trustees acting upon the written request of a trustee. Time and location shall be determined by the Trustees.

SECTION 2 - Meetings of the Trustees shall be conducted in accordance with Robert's Rules. A quorum shall consist of a simple majority of the trustees in office at the time of the meeting.

SECTION 3 — Meetings of the Trustees may be attended by any member in good standing; however, only trustees can vote and then only in person.

SECTION 4 - At least one general meeting will be held each calendar year open to all members in good standing and their guests, at a time and place determined by the Trustees acting on the suggestions of the members. Special general meetings may be called by the Trustees at their discretion or upon written request of twenty-five percent of the members in good standing.

SECTION 5 - Notification of time, place and agenda (if any) shall be made reasonably in advance to all concerned by the Secretary or his deputy.

SECTION 6 - Matters for inclusion on the agenda shall be submitted in writing to any trustee reasonably in advance, and may be withdrawn in a like manner.

ARTICLE VIII - DUES AND ASSESSMENTS

SECTION 1 - The Trustees shall have the power to levy an annual subscription fee on all classes of membership except Honorary. The rates shall be determined at the discretion of the Trustees and the rates shall be clearly indicated on all membership forms.

SECTION 2 — Any member in arrears for more than three months after notice of subscription fee becoming due shall be considered to have left the Conservancy.

SECTION 3 - The Trustees shall also have the power to levy assessments to meet ordinary or special expenses, as for meetings, and the obligation of the members attending meetings to pay assessments of this kind shall be the same as that for the subscription fee.

ARTICLE IX - LIABILITY

The Conservancy and the Trustees shall accept no liability for the personal safety or belongings of an individual attending meetings or functions organized by the Conservancy, or engaged in any activity on behalf of the Conservancy.

ARTICLE X - PROPERTY

SECTION 1 - All property donated to, acquired by, or purchased in behalf of the Conservancy shall become the sole property of the Conservancy, and no individual or organization member shall assume right or title thereto.

SECTION 2 - Any such property shall be in control of the Trustees, who shall have the power to grant access thereto, authorize rehabilitation or modification thereof, sell or otherwise dispose of, as shall be deemed necessary or advisable from time to time.

ARTICLE XI - PUBLICATIONS

SECTION 1 - The Conservancy shall issue at least one periodical which shall be free to all members in good standing, and which shall be designated as, and serve as, the official bulletin of the Conservancy.

SECTION 2 - All of the Conservancy's publications may be made available to the general public at rates established by the Trustees.

ARTICLE XII - FISCAL YEAR

The fiscal year shall commence with January first and end with December thirty-first.

ARTICLE XIII — AMENDMENTS

SECTION 1 - Amendments to the By-laws shall be made by the Trustees and subject to a two-thirds vote, of the General Membership in good standing. Amendments may be proposed by written petition to the Trustees by twenty-five percent of the General Membership in good standing.

SECTION 2 - The Trustees shall submit proposed amendments to the General Membership by mail or by inclusion in the agenda for any special meeting, at the earliest opportunity for voting.

SECTION 3 - Amendments to the By-laws shall be adopted by a two-thirds vote of the Conservancy members voting.

ARTICLE XIV - OVERRIDE

Override of decisions of actions made by the Trustees shall be initiated and effected in a manner similar to amendments.