

BY-LAWS
OF
SALT PONDS COALITION, INC.

(As Amended and Restated August 18, 2014)

ARTICLE I

PURPOSE

Section 1. Purpose. The Corporation is organized exclusively for the following purposes:

1. To encourage the restoration, preservation and conservation of the natural resources of the coastal areas of Rhode Island and in particular the areas in and around the salt ponds in the southern Rhode Island area.
2. To promote awareness and understanding among citizens of the value to them of restoring, preserving and conserving the resources of the region.
3. To sponsor and encourage scientific investigations to aid the accomplishment of the above.
4. To help coordinate the activities of agencies, industries and organizations having an interest in the resources of the coastal and salt pond areas.
5. Through these activities, to assist in the common effort of the citizens of the region to make it a better place to live.
6. To engage in any other activity authorized by the Rhode Island non-profit corporation statute and which is not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), in furtherance of the above purposes.

Section 2. Powers. The Corporation shall have the power, either directly or indirectly and either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all purposes for which the Corporation is organized and to aid or assist

other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization set forth in Section 501(c)(3) of the Code, and the regulations promulgated thereunder.

Section 3. Non-Profit Status. This Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member (except that reasonable compensation may be paid for services rendered to and for the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the net proceeds of such liquidation, including the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be distributed to an organization or organizations which would then qualify under Section 501(c)(3) of the Code, and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this Corporation is constituted unless such purposes shall have been accomplished.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in Charlestown, Rhode Island, or in such other town in the southern Rhode Island area as designated by the Board of Directors. The Corporation may have such other offices or places of business, either within or without the State of Rhode Island, as the Board of Directors may from time to time establish or the business of the Corporation may require.

ARTICLE III

MEMBERS

Section 1. Membership. The members of the Corporation shall be those individuals and organizations who demonstrate their support for the purposes of the Corporation by paying the annual membership fee set by the Board of Directors. Except for possible differing dues structures, individual members and organization members will be treated

equally. The Board may also create special memberships to encourage supplemental contributions and may offer special benefits for such memberships; provided, such special memberships shall not be voting memberships.

Section 2. Annual Meeting of Members. The annual meeting of the members for the purpose of electing directors and for the transaction of such other business as may come before the meeting, shall be held during the month of August in each year. If the election of directors shall not be held on the day designated herein or at any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election of directors to be held at a special meeting of the members as soon thereafter as is convenient.

Section 3. Special Meetings of Members. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the directors on the Board of Directors, and shall be called by the President at the request of not less than one-third of the members of the Corporation.

Section 4. Date, Time and Place of Meeting of Members. The date, time and place for any annual or special meeting of members may be designated by the Board of Directors or the President. The place of meeting shall be a location in southern Rhode Island.

Section 5. Notice of Meeting and Proxy. Written notice stating the place, day and time of the annual meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute or these bylaws, be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally, by United States mail, or by electronic delivery to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at the address which appears on the records of the Corporation, with postage prepaid thereon. If delivered by electronic means, such notice shall be deemed delivered when sent by electronic means to the electronic address of the member in the records of the Corporation. A proxy for any action scheduled to be taken at the meeting will be provided to the members with the notice of meeting.

Section 6. Quorum. Ten (10%) percent of the members of the Corporation entitled to vote, present either in person or by proxy, shall constitute a quorum at a meeting of members. If less than a quorum of the members is represented at a meeting, either in person or by proxy, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting, either in person or by proxy, may continue to transact business until adjournment, notwithstanding

the withdrawal of enough members to leave less than a quorum.

Section 7. Voting. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members at which a quorum is present. A member who is in good standing as of the date of the meeting shall be entitled to vote. A majority vote of the members entitled to vote and in attendance and voting, either in person or by proxy, at any meeting at which a quorum is present shall be sufficient to carry any vote unless otherwise set forth in these bylaws or mandated by statute.

Section 8. Proxies. Any member entitled to vote may give a written proxy to the Secretary of the Corporation, in person, by United States mail, or by electronic delivery, for the purpose of being counted towards a quorum and voting on any issue presented at a meeting. Such proxies may be valid only for the meeting specified by the proxy, or any adjournment thereof, and shall be delivered to the Secretary prior to the meeting being called to order. The member giving a proxy shall be deemed to be in attendance at the meeting.

Section 9. Order of Business of Meetings of Members. The order of business at the annual meeting of the members, and insofar as possible at other meetings of the members, shall be as follows:

1. Call to order.
2. Proof of notice of meeting.
3. Proof of Quorum.
4. Reading and disposing of any unapproved minutes.
5. Reports of officers.
6. Reports of Committees.
7. Election of directors.
8. Disposition of unfinished business.
9. Disposition of new business.
10. Adjournment.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. There shall be not less than six (6)

nor more than twenty-one (21) directors of the Corporation. The number of directors shall be set initially by the incorporators and may thereafter be changed by the members. At each annual meeting of the members one-third (1/3) of the directors shall be elected for a three (3) year term; provided, however, that the individuals elected to the initial Board of Directors shall be elected so that approximately one-third (1/3) of the Board of Directors shall serve a one (1) year term, one-third (1/3) a two (2) year term and one-third (1/3) a three (3) year term. Each elected director shall serve until the next succeeding annual meeting of the members and until his or her successor shall have been elected and qualified or until such director's death, resignation or removal in the manner provided hereinafter. Directors need not be residents of the State of Rhode Island but shall be members of the Corporation.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors during a director's term shall be filled by vote of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any director elected to fill a vacancy by vote of the Board of Directors shall be confirmed at the next annual meeting of members. If not confirmed such director's position shall become vacant.

Section 4. Removal. The members of the Corporation may, at any meeting of the members called for the purpose at which a quorum is present, remove any elected director for cause, by a vote of the members. In addition, three (3) unexcused absences of a director from a meeting of the Board of Directors within a calendar year will be automatic grounds for removal from the Board by the President. A reasonable request to be excused from a meeting by a director to either the President or the Executive Director will not be unreasonably withheld.

Section 5. Resignations. Any director may resign at any time by giving notice to the Board of Directors or the President. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Regular Meetings of Directors. Regular meetings of the Board of Directors shall be held not less than three (3) times per year. The Board of Directors shall provide by resolution the date, time and place for the holding of these and additional regular meetings.

Section 7. Special Meetings of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or by one-third (1/3) of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix the date, time and place for holding any special meeting of the Board of Directors called by them.

Section 8. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice delivered personally or mailed to each director at the director's address, by facsimile or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid thereon. If notice is given by facsimile or by electronic mail, such notice shall be deemed to be delivered when faxed or electronically mailed to the known fax number or electronic mail address of the individual.

Section 9. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. An act or decision done or made by the majority of the directors present and voting at a meeting duly held at which a quorum is present shall be an act of the Board of Directors, unless a greater number is required by statute, by these Bylaws or by the Articles of Incorporation. Meetings of directors may be held by means of a telephone conference circuit, and connection to such circuit shall constitute presence at such meeting. In the event there is a split vote on a matter voted on at a meeting duly held at which a quorum is present, the directors not present at the meeting will be contacted by the President and asked to record their vote on the matter by written consent.

Section 11. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing and setting forth the action so to be taken shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. In addition, at the discretion of the President, for issues requiring immediate attention, actions may be approved by electronic communication. If any Director objects to an action to be approved by electronic communication, the matter and action shall be deferred until the next in person meeting of the Board. An action approved by electronic communication shall be ratified at the next Board meeting.

Section 12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted

in favor of such action.

Section 13. Prohibition of Compensation. Directors may not be paid compensation for performance of their duties as directors. No director shall be precluded from serving the Corporation in any other capacity and receiving compensation therefore.

Section 14. Committees. The Board of Directors may by resolution designate from among its members a Governance Committee and such other Committees and Subcommittees as it deems necessary and desirable for the conduct of the affairs of the Corporation. The Governance Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors. Neither the Governance Committee nor any other Committee shall have the authority of the Board of Directors to amend or restate the Articles of Incorporation, adopt a plan of merger or consolidation, sell, lease, exchange, mortgage or otherwise dispose of all or a substantial portion of the property and assets of the Corporation [other than in the regular course of its business], voluntarily dissolve the Corporation or revoke such voluntary dissolution, adopt a plan for the distribution of the assets of the Corporation, elect, appoint or remove any member of any committee or any director or officer of the Corporation, amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee, or amend, alter or repeal the Bylaws of the Corporation. The Governance Committee, or a Subcommittee thereof, shall prepare a slate of directors to be elected at the annual meeting of the members and a slate of officers to be elected at the Board of Directors' meeting immediately following the annual meeting of the members. The Governance Committee, or such Subcommittee, may nominate more than one person for any position, but need not do so. The slate of directors nominated by the Governance Committee or such Subcommittee shall be presented to the Board of Directors at the meeting of the Board of Directors preceding the annual meeting of the members. If approved by the Board of Directors, the slate of directors so nominated shall be presented for election by the members at the annual meeting of the members. Additional persons may be nominated for director by any member at the annual meeting of members. The designation of any Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE V

OFFICERS AND AGENTS

Section 1. Designation and Number. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, and such other officers as may be deemed necessary by the Board of Directors. No person shall serve in more than one office at any time.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors of the Corporation at the annual meeting of the Board of Directors immediately following the annual meeting of the members to serve for one year terms. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such officer's death or resignation or removal in the manner hereinafter provided. Officers may be elected for successive terms.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Resignations. Any officer or agent may resign at any time by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified in the notice, and unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in the office of the President due to death, resignation, removal, disqualification or otherwise, shall be filled by the Vice President (or the appropriate Vice President in the event there is more than one Vice President) until such time as the Board of Directors shall appoint a successor President. In the event the Vice President or any of them is unable or unwilling to fill the office of President, such vacancy shall be filled by the Board of Directors. A vacancy in any other office shall be filled by the Board of Directors as soon as possible, and all appointments of successor officers shall be for the balance of the unexpired term of office.

Section 6. President. The President shall be the principal executive officer of the Corporation, a member of the Board of Directors, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation, and control over its officers, agents and employees. The President shall preside at all meetings of the Board of Directors. The President shall execute on behalf of the Corporation any deeds, mortgages, bonds, contracts or other instruments

which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall do and perform all duties as may be assigned to the President by these Bylaws or by the Board of Directors.

Section 7. Vice President(s). In the absence of the President or in the event of the President's death, resignation or removal, or inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice President in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) 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. A Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall: a) keep the minutes of the proceedings of the Board of Directors and meetings of the members in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; d) keep a record of the post office address of each director and member which shall be furnished to the Secretary by such directors and members; and e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall: a) have charge and custody of and be responsible for all funds and securities of the Corporation; b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; c) file all necessary tax returns on behalf of the Corporation; and d) 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 the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer, at the expense of the Corporation, shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. Agents. The Board of Directors, by resolution, shall have the authority to engage individuals to act as agents for the Corporation in such manner and for such period of time as specified by specific resolution of the Board of Directors.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1. Executive Director. The Corporation shall engage an Executive Director who shall administer the affairs of the Corporation, subject to the direction of the Board of Directors. The responsibilities of the Executive Director will include, among other things:

1. the management of programs established by the Board of Directors in furtherance of the goals of the Corporation;
2. the overseeing of the growth of the Corporation, by
 - a. acting as liaison to state and regional conservation groups and state and Federal agencies;
 - b. applying for grants available to conservation organizations and generally assisting in fund raising activities;
 - c. directing the Corporation's public relations activities, including publishing periodic newsletters;
 - d. attending conferences and meetings which involve the salt ponds watershed and waste-water management and other matters of interest to the Corporation.
3. the organization and management of the Corporation's books and records, including its membership lists, assistance with the budget, planning the annual meeting, arranging for summer seminars and responding to correspondence.

The Executive Director will report on a monthly basis to the Board of Directors and more frequently should matters of importance to the Corporation arise.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All contracts entered into on behalf of the Corporation shall be in writing. All capital expenditures and any operational expense

involving the expenditure of funds which have not been provided for in the current budget shall require the approval of the Board of Directors.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts or other Similar Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents or the Executive Director of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification Authority Regarding Third Party Claims. The Corporation specifically adopts the provisions of Section 7-6-6 of the General Laws of the State of Rhode Island, as amended, with respect to Indemnification.

Section 2. Indemnification and Directors' and Officers' Liability Insurance Policy. The Corporation shall indemnify any person who is or was a director, officer or Executive Director of the Corporation to the fullest extent permitted by law and in the manner provided by law. The Corporation shall pay or reimburse in the manner provided by law the reasonable expenses incurred by any person who is a party to a proceeding involving a matter to which such person would be entitled to indemnification pursuant to this section. The Corporation shall purchase and maintain a Directors' and Officers' Insurance Policy in an amount deemed appropriate by the Board of Directors which shall cover the directors, officers and Executive Director, and any other agent of the Corporation specifically named in the policy ("Indemnified Person"). Such policy shall cover any act or omission by an Indemnified Person in the Indemnified Person's official capacity on behalf of the Corporation.

Section 3. The following shall be in effect in addition to the provisions of Section 7-6-6 of the General Laws of the State of Rhode Island: The Corporation shall indemnify each

officer, director, committee chairperson, committee member and employee, including the Executive Director, from all loss, cost and expense and damage, including legal fees and court costs, if any, arising out of any claim, action, compromise, settlement or judgment incurred by reason of any alleged error or misstatement, or action or omission to act, or neglect or violation of the rights of any person under any Federal or State law which imposes personal liability on any such individual, if such individual was acting within the scope of his or her official duties or employment. Such indemnification shall not extend to any error, misstatement act, failure to act or neglect if the same resulted from willful, wanton or malicious conduct on the part of the individual. The Corporation, acting through the Board of Directors, will provide legal counsel at the expense of the Corporation and/or reimbursement for reasonable attorney's fees and other expenses incurred in connection with the conduct of such defense, including payment of a judgment thereon. The Board of Directors is further authorized to pay any such expenses in advance of the final disposition of such claim upon the receipt of a written undertaking by or on behalf of such individual to repay such amount unless it shall finally be determined that he or she is entitled to be indemnified hereunder. The Corporation is authorized to purchase and maintain insurance on behalf of such individuals who are, or were previously identified individuals, against liability asserted against them and incurred by them in their Corporation capacity.

ARTICLE IX

MEMBERSHIP LIST

Section 1. Membership List. The name and address of each member shall be entered in the records of the Corporation and maintained as the membership list.

ARTICLE X

BOOKS AND RECORDS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, Committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office of the Corporation maintained by the Executive Director a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or that member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

DUES

Section 1. Annual Dues. The Board of Directors shall determine annually the amount of annual dues payable to the Corporation by members of each class and shall give appropriate notice of such dues to the members. Organizations may be assessed different dues than individuals.

Section 2. Payment of Dues. The membership year is the calendar year. Dues shall be payable by the last day of March in each year, or by such other date as determined by the Board of Directors. The Board of Directors may establish such dues as it deems appropriate for new members joining during the year.

Section 3. Default and Termination of Membership. When any member of any class is in default in the payment of dues for a period of two (2) months from the beginning of the period for which such dues become payable, that member shall automatically cease to be a member of the Corporation without notice of such default or termination of membership.

ARTICLE XII

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, beginning on January 1st and ending on December 31st.

Section 2. Corporate Seal. The Corporation may have a corporate seal which shall be in circular form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the year of incorporation.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable law, a waiver thereof in writing or by electronic means, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver

of notice of such meeting, except when a person 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 business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

Section 4. Governing Law. The conduct of the Corporation shall be governed by the laws of the State of Rhode Island and specifically by the Rhode Island Non-Profit Corporation Act. To the extent permissible by law the provisions of the Articles of Incorporation and these Bylaws shall supersede said Act; but in the event such priority is not permissible or the Articles or these Bylaws are silent on any matter set forth in the Act, the Act shall be deemed controlling.

ARTICLE XII

AMENDMENTS

Section 1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds (2/3) majority vote of members in attendance, in person or by proxy, at any annual or special meeting of the members, provided that the notice of such meeting states the proposed change in the Bylaws.