

**Bylaws of the
Pascoag Reservoir/Echo Lake Dam Management District**

Index

<u>Section Name</u>	<u>Page No.</u>
100 Preface:	2
Name & Common Seal:	2
200 - Voting:	2
300 - Quorum:	2
400 - Meetings:	2
A) Annual Budget Meetings	2
B) Operating Meetings	2
C) Special meetings.....	3
D) Meeting Notices:	3
500 - Schedules:.....	3
A) Assessor:	3
B) Collector:	3
C) Bills:	3
D) Audits:	3
600 - Board of Directors:	3
A) Term of Office:	3
B) Compensation:	4
C) Vacancies and Removal from Office	4
700 – Appointed Officers:.....	5
A) Appointments:	5
B) Term of Office:	5
C) Compensation.....	5
D) Application Procedure:	5
E) Selection Procedure	5
F) Removal from Office.....	5
G) Authority.....	5
800 - Finance	5
A) Assessment Methodology	5
B) Annual Assessment	6
C) Approval of the Annual Budget	7
D) Emergency Appropriations	7
E) Purchase of Goods and Services	7
900 - Conflict of Interest.....	7
1000 - Amendment of Bylaws.....

100 Preface: Because of the excellent and detailed work that was put into the creation of the Ordinance establishing the Pascoag Reservoir/Echo Lake Dam Management District as adopted by both towns of Burrillville and Glocester, much of what will bind and guide us has already been defined in the Ordinance. Therefore these by-laws will only address those areas that are specifically required by the Ordinance and additional constraints as deemed appropriate.

Name & Common Seal: Pascoag Reservoir/Echo Lake Dam Management District hereafter referred to as the "Management District". PRDMD will serve as our common seal.

200 - Voting:

- A) The 'Eligible Voter', as defined in the Ordinance, must be present at the meeting at the time the vote is called in order to vote. No voting by proxy or by absentee ballot is allowed.

- B) All votes shall be counted by voice vote or a show of hands at the discretion of the Board of Directors, unless otherwise specified in these By-Laws, or unless a motion is approved calling for a paper ballot, in which case a written ballot shall be used.

300 - Quorum:

- A) A quorum at the Annual Budget Meeting or any Special Meetings of the Management District shall be twenty (20) Eligible Voters.

- B) For purposes of operating meetings, a quorum of the Board of Directors shall be constituted by four members of the Board and must include one member from Glocester.

If any regular Board of Director meeting has been postponed two times for lack of a quorum, the meeting may be held with a simple quorum (4) of the Board of Directors, who shall be empowered to vote upon all matters legally before the meeting.

400 - Meetings:

- A) **Annual Budget Meetings** shall be held at 7:00 p.m. on the first Monday of August.
 - 1. Initial and Annual Meetings will be held at a location and time as defined and posted by the Board of Directors. (see 400-D Meeting Notices)

 - 2. The location of all meetings shall be within the Town limits of either Burrillville or Glocester and in a facility suitable for the members.

- B) **Operating Meetings** of the Board of Directors shall be held at least quarterly. The schedule will be determined by the Board of Directors and will be held at a location and time identified on the posted meeting notice.

C) **Special Meetings** of the Management District may be called by the majority of the Board of Directors or by 50 Eligible Voters of the Management District. Special meetings will be held within 30 days of a qualifying notice of such.

1. Special meetings of the District may be held for the purpose of transacting any lawful business which might be done at the annual meeting, except for the following:
 - i. Approval of an annual budget
 - ii. Consider the dissolution of the district or dissolve the district.

D) **Meeting Notices:**

1. Notices for the Annual Budget Meeting shall be advertised in a publication of local circulation at least 10 days prior to the meeting, posted with the Secretary of State and at two public locations, one each in the Towns of Burrillville and Gloucester.
2. Notices for Call or Special Meetings shall be posted as required in Paragraph 400D-1 above.
3. Notice of Meeting Postponement or Cancellation will be posted at the scheduled meeting location with contact information to answer relevant questions. Notice for the rescheduling of these meetings shall be in the manner described in Paragraph 400D-1 above

500 - Schedules:

- A) **Assessor:** The Assessor shall deliver to the Secretary the assessed values for all the properties in the Management District two weeks prior to the Annual Meeting.
- B) **Collector:** The Collector shall deliver funds to the Treasurer, at minimum, on a monthly basis.
- C) **Bills:** All approved expenditures shall be presented to the Treasurer as soon as possible and, paid within 30 days. If it is not a pre-approved expenditure, the bill will be presented to the Board of Directors for disposition.
- D) **Audits:** The Management District shall perform audits as follows:
 1. At least every three years, the Board of Directors shall cause an audit of the Management District to be made by a certified public accountant.
 2. In years in which no audit is performed by a certified public accountant, a basic audit shall be done by at least two members at-large in conjunction with the Treasurer.

600 - Board of Directors:

A) **Term of Office:**

1. At the first Annual Budget Meeting, three (3) directors from Burrillville and one (1) director from Gloucester will be elected to a one-year term and two (2) directors from Burrillville and one (1) director from Gloucester will be elected to a two-year term.

2. Election of directors at subsequent Annual Budget Meetings will be for two-year terms.

B) Compensation:

Members of the Board of Directors will serve without compensation for their services to the District. Members may be reimbursed for actual expenses incurred on behalf of the District. The member requesting reimbursement cannot participate in the reimbursement decision. Expenses must be approved by a majority of the Board

C) Vacancies and Removal from Office

1. If a BOD member shall die, resign, be removed or recalled from office, permanently leave the Dam Management District or shall be found guilty or plead no contest or nolo contendere of a felony or misdemeanor involving moral turpitude, the BOD shall declare the position vacant and shall fill by appointment by the majority of the Board of Directors respecting the required representation between the two towns. The appointment will be for the remaining balance of the term being filled.
2. When a member of the BOD misses three (3) consecutive meetings, the Board shall transmit by way of certified mail or hand delivery a written communication to said member inquiring as to whether the member intends and/or is otherwise able to carry out his/her responsibilities as a member of the BOD. If no response is received within 30 days of receipt of certified mail or the response is deemed unsatisfactory by the Board of Directors, the Board shall by motion and vote of the majority of the Board declare the position vacant. The BOD shall provide an opportunity for the affected BOD member to be heard. The decision of the BOD shall be final.
3. The BOD may by majority vote to expel any BOD member for neglect of duty or gross misconduct. Before any vote for expulsion is taken in the matter, such member or official shall be given a written statement of the charges against him/her at least ten days before the meeting of the BOD before which he/she is to appear, and he/she shall be given an opportunity to be heard. The decision of the BOD shall be final.
4. Upon receipt of a petition signed by 50 Eligible Voters calling for the recall of any member of the BOD, it shall be the duty of the BOD to call an election on such recall petition.
 - a. No BOD member may be recalled in any such election unless at least 120 of the Eligible Voters of the district shall vote in such election.

D) Authority

The members of the Board of Directors of the District have responsibilities designated by ordinance and are vested with full authority to exercise all the powers and functions necessary to carry out the purposes of the District as set forth in the ordinance.

700 – Appointed Officers:

A) Appointments:

As provided in the Ordinance, the BOD shall appoint the following officers (the “Officers”):

1. Tax Collector
2. Assessor
3. Treasurer
4. Any other office deemed necessary

B) Term of Office:

1. The term of office shall be for one year.

C) Compensation

1. In addition to paying for the cost of Bonds for the treasurer and the collector, the BOD may provide a fixed stipend for those two positions.
2. Cost for bonds and stipend shall be included in the Annual Budget and subject to approval by the Eligible Voters.

D) Application Procedure:

1. Application for appointment as an Officer must be submitted in writing.
2. Forms will be available from the Secretary
3. Must be submitted to the BOD 30 days prior to the Annual Meeting

E) Selection Procedure

1. The BOD will review all applications and base the selection on;
 - a. Qualifications for the position
 - b. Recommendations

F) Removal from Office

1. Any Officer appointed by the Board of Directors may be removed by a majority vote of the Board of Directors.
2. Prior to removal of an appointed officer, the officer shall be given an opportunity to meet with the BOD and be heard. The ultimate decision as to whether to remove an appointed officer shall lie within the sole discretion of the BOD

G) Authority

The Officers of the Management District have responsibilities designated by ordinance and are vested with full authority to exercise all the powers and functions necessary to carry out the purposes of the District as set forth in the ordinance.

800 - Finance

A) Assessment Methodology

The methodology for determining the annual fee shall be determined by the Board of Directors utilizing one of the three methodologies provided in Section 13a of the Ordinance. The methodology will be reviewed annually.

There may be a different methodology used for residential and nonresidential property.

B) Annual Assessment

1. Fees are due and payable no later than thirty (30) days from the billing date. Unpaid fees beyond the due date are subject to a late charge of ten (\$10.00) dollars per month.

Failure to receive an Annual Assessment does not excuse anyone from paying the annual fee and/or late charges.

2. Collection of Unpaid Fees

b. Schedule of Late Fees

1 st Notice	45 Days After Billing Date	Statement Reminder & Late Fee
2 nd Notice	180 Days After Billing Date	Statement Reminder & Accumulated Late Fee
3 rd Notice	270 Days After Billing Date	Statement Reminder, Accumulated Late Fee and Notice of Potential Tax Sale Action at One Year

3. Tax Sales

It is the policy of the Management District to utilize the tax sale procedure established by R.I.G.L. §44-9-1, et seq., and §39-5-12, or as the same may be amended from time to time, for the purpose of collecting unpaid fees, and that the District tax collector ("Collector") is duly authorized and instructed to utilize said procedure according to the following guidelines:

- a. Implementation. That where unpaid fees are delinquent for a period of one year or more from the date of assessment, the Collector shall subject real estate owned by said taxpayer to a collector's sale for unpaid fees in accordance with applicable law to collect any and all delinquent fees owed by such taxpayer, including those delinquent for less than one year.
- b. Discretion of Collector and Arrangements for Payment. This policy is to be applied in a fair and consistent fashion without exception, except that the Collector is authorized to use discretion and not initiate or may terminate a collector's sale proceeding in the following situations:
 - i. Where arrangements have been made satisfactory to the District to pay such delinquent fees according to some agreed upon installment and/or lump sum schedule; or,
 - ii. Where the amount of delinquent fees are such that, in the opinion of the Collector, taking into account the efficient administration of revenue collection by the District, the benefit to the District of utilizing a collectors' sale to collect such delinquent or unpaid fees is outweighed by the burden imposed upon the District.

4. Other Procedures.

The Collector is duly authorized, at his/her discretion, to utilize, such other or additional procedures as provided under its charter and/or applicable law to collect any and all delinquent fees owed to the District.

C) Approval of the Annual Budget

The Annual Budget will be approved by a majority of the Eligible Voters present who will have line item veto authority over the budget.

D) Emergency Appropriations

The Board of Directors is authorized to make emergency appropriations when there exists a threat to the public health, safety, or welfare under emergency conditions such that resort to the process provided pursuant to these by-laws will result in a delay in the procurement of the supply, service, or construction, which would create a greater risk of harm to the District than any potential harm from failure to comply with the purchasing provisions of these by-laws in the particular instance. Such emergency procurements shall be made with such competition as is practicable under the circumstances. A written determination of the basis of the emergency and for the selection of the particular contractor shall be included in the contract file.

E) Purchase of Goods and Services

1. For procurements greater than \$1,000 but not exceeding \$5,000, the Board of Directors will solicit at least three (3) written quotations whenever practical.
2. Competitive sealed bidding will be utilized for procurements exceeding an aggregate amount of \$5,000 for construction, for procurement of the services of architects/engineers and for all other purchases.

900 - Conflict of Interest

Members of the Board shall not participate in any matter before the Board in which he or she has a direct or indirect conflict of interest whether it be personal or financial.

- A. Whenever any member of the Board has a conflict of interest with a matter before the board, that member shall declare he/she has a conflict of interest and shall recuse by not taking part in discussion or vote on that subject matter.
 1. Any tie vote resulting from a member or members having declared a conflict of interest will be considered a defeat of the motion being voted on.
- B. Whenever a question of conflict of interest is raised for a decision by the Board, the decision will be by a vote of the Board.
- C. No Board member shall profit by an expenditure of District funds, unless a contract is awarded by a sealed bid process.
 1. This excludes Officers of the District who may be given a fee for their services.
- D. Nothing contained in this Section shall in any way derogate from the obligation of any effected person to comply with the Rhode Island Code of Ethics.

1000 – Amendment of Bylaws

These Bylaws may be amended at any legal Annual Meeting of the Management District. Proposals to amend the Bylaws must be received in writing at least 30 days prior to the scheduled Annual Meeting. Amendments shall require a two-thirds vote of the Eligible Voters present and voting at the meeting.

Note: Dates may be changed in the future...

Calendar of Events - Pascoag Reservoir / Echo Lake Dam Management District (DMD)

Event	Responsibility	del	Relative Calendar	2010 Calendar	Ordinance ref. line
Budget Planning	BOD	-10	weeks before Annual M	24-May-10	
BOD Meeting - set agenda	President	-8	weeks before Annual M	7-Jun-10	
Send out notices	Secretary	-4	weeks before Annual M	5-Jul-10	197
Ad in Bargain Buyer	Secretary	-2	weeks before Annual M	19-Jul-10	197
Get Assessed Values from both towns	Assesor	-3	weeks before Annual M	12-Jul-10	
Assesor to Sec. Accessed values	Assesor	-2	weeks before Annual M	19-Jul-10	534
Annual Meeting & Reports	Secretary		First Monday in August	2-Aug-10	192
Apportioning Process	BOD	2	weeks after Annual M	16-Aug-10	
Reports to Towns & DEM	Secretary	2	weeks after Annual M	16-Aug-10	536
Send out bills	Collector	4	weeks after Annual M	30-Aug-10	282
Payment of bills due date	Members	8	weeks after mailing of bills	27-Sep-10	501
BOD Meeting - Mid Year update	BOD	16	weeks after Annual M	22-Nov-10	

Periodic Audit (by CPA)	BOD		Every two years (3 yrs max)		234
Lack of quorum postponement	BOD		4 weeks later		209
Emergency Appropriations	BOD		Max 60 days from resolution		350
File Unofficial minutes (recent meeting)	Secretary	3.8	weeks after meeting of the DMD (req. 4 wks)	28-Aug-10	378
File Official minutes (prior meeting)	Secretary	3.8	weeks after meeting of the DMD (req. 4 wks)	28-Aug-10	379
Collector to Treasurer of receipts	Collector		Monthly starting 4 weeks after bills are sent out		506

Note: Most dates are directly tied to the date of the Annual Meeting

Approved by the Membership on Monday, April 12, 2010:



Leo Plouffe, Secretary



Kevin P. Menard, President