

**BYLAWS  
SHELTER HARBOR FIRE DISTRICT <sup>1</sup>**

**ARTICLE 1  
RULES OF CONSTRUCTION**

**Section 1.** These Bylaws are subordinate to, and shall be construed consistently with the “Act to Incorporate the Shelter Harbor Fire District enacted at the January Session of Rhode Island General Assembly in 1937” as amended. What is stated in the “Act” is to be deemed a part hereof.

**ARTICLE 2  
QUALIFIED VOTERS**

**Section 1. (a)** Every person of the age of majority according to the laws of the State of Rhode Island, or a duly authorized representative of any owner, which is not a person, having a forty percent (40%) or greater undivided present interest in real property in the Shelter Harbor Fire District, which, if by deed has been recorded in the Land Evidence Records of the Town of Westerly, or if by will or laws of intestacy, the estate from which derived shall have been finally admitted to probate by the Probate Court having jurisdiction thereof, at least sixty (60) days prior to any meeting, or who can otherwise substantiate such ownership by legal instrument duly recorded, or otherwise, to the satisfaction of the Clerk of the District, or other Officer authorized by the District to do so, or who is a qualified voter of the Town of Westerly and resides in the District, shall have the right to vote at any District meeting.

**(b)** In addition, such voter must properly register as a voter in manner and form that the District may determine in its Bylaws.

**(c)** A person qualified and registered to vote under section 1(a) and (b) may only cast one vote at any Shelter Harbor Fire District meeting. [as amended at the Shelter Harbor Fire District Special Meeting held on October 9, 2021]

**(d)** Every person so qualified and registered to vote shall vote in person or by written, signed proxy, the form of which shall be designated by the Board of Governors upon the advice of District Counsel. The proxy shall be given only to a voter’s spouse, a member of the voter’s household who may be qualified to vote, or to a qualified and registered voter of the Shelter Harbor Fire District. No person shall represent, as proxy, more than three (3) voters at any meeting.

**Section 2.** The Board of Governors shall consist of seven (7) members elected by the registered voters of the District. The District shall have authority to elect to the Board of Governors six members on a rotating basis for a term not to exceed three years each, two of whom shall be elected each year. The District shall also elect a Moderator, Clerk, Treasurer,

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<sup>1</sup> As adopted at the Shelter Harbor Fire District 2002 Annual Meeting, July 27, 2002, as amended Aug. 20, 2018 and October 9, 2021.

and such other officers, agents and employees and define their duties and compensation, as the District may determine by vote. No person shall hold more than one elective office, except the Moderator who shall serve both as Moderator and as a member of the Board of Governors and the Collector of Taxes and Assessor, who may also serve as a member of the Board of Governors. [as amended at Annual Meeting of August 9, 2008]

**Section 3.** At any Annual or Special Meeting of the District only qualified voters who have registered prior to the convening of the meeting will be allowed to vote, either in person or by proxy (as provided in Section 1(c) of this Article). Such registration is to be made in written, certified form to the Clerk of the District, either in person or by United States Post Office (hereafter USPO) mail, electronic mail or facsimile, on such form as will be provided upon request by the Clerk.

**Section 4.** The Clerk shall prepare a list of qualified land owners and of other qualified voters for use at District meetings. Any resident not so listed who presents the voter copy of the State of Rhode Island specified form (i.e., R-20 Rev. 1-90, as revised or substituted) for voter registration, properly executed and as filed with the Board of Canvassers in the Town of Westerly, shall have the right to vote at District meetings.

**Section 5.** It shall be the responsibility of each registered voter to notify, in writing, by USPO mail, or by electronic mail or facsimile, the Clerk of the District of any change in the voter's mailing address.

**Section 6.** The Clerk of the District shall have available at each Annual and Special Meeting of the District a current listing of all registered voters and shall use such list to determine those persons who may vote on matters to come before such meeting, or whose proxies may be accepted.

## **ARTICLE 3 MEETINGS**

**Section 1.** There shall be in each year an Annual Meeting, at which Annual Meeting there shall be an election, in the order herein named of (1) a Moderator, (2) members of the Board of Governors and (3) administrative officers, and (4) any agents or committees to be appointed may be named, in addition to the transaction of any other business of the District, which may be properly brought before the meeting. The Annual Meeting shall be held on the second Saturday of August in each year. The meeting will be held at a convenient place within ten (10) miles of the District as may be designated by the Board of Governors.

**Section 2.** Twenty percent (20%) of the registered voters of the District as of the date of the preceding Annual Meeting, said number to be established by the Clerk and included in the Notice of Meeting as the quorum required to convene a District meeting, shall constitute a quorum, for all purposes, at any District Meeting, except that, irrespective of whether there is or is not a quorum, there may be adjournment to another day. [ Compiler's note: Amended at the District Annual Meeting held July 28, 2001.]

**Section 3. (a)** At least sixty (60) days prior to the Annual Meeting, the Clerk shall notify all registered voters at their last recorded address by USPO mail, electronic mail or facsimile, as designated by the registered voter and as kept by the Clerk a notice stating the date, time and place of the Annual Meeting, and that the

Clerk is to receive, in writing, signed by the moving party and a seconder, no later than a date 30 days prior to the Annual Meeting:

- (1) any motion to be placed on the Annual Meeting agenda; and
  - (2) all nominations for Officers and members of the Board of Governors
- (b) At least twenty-one (21) days prior to the Annual Meeting, the Clerk shall also forward a notice of the date, time and place of the Annual Meeting by USPO mail, electronic mail or facsimile, as designated by the registered voter to all registered voters at their last recorded address as kept by the Clerk of the District. Included in the mailing shall be:
- (1) a copy of the proposed annual budget and committee reports;
  - (2) nominations for Moderator, Board of Governors, and Administrative Officers; and
  - (3) all motions timely filed with the Clerk which will appear on the Agenda of the Annual Meeting.
- (c) Any registered voter may make a new motion at the Annual Meeting which may be seconded and discussed. However, no vote on the motion can be taken, until the next Annual or Special Meeting. **Notwithstanding the foregoing provision, a motion made and seconded by a registered voter which pertains to any item on the Annual Meeting agenda, may, at the discretion of the Moderator, be discussed and a vote taken. (Bolded language adopted at July 27, 2002 Annual Meeting)**
- (d) The Board of Governors at any meeting, or emergency meeting, held at any time prior to the date of the district Annual Meeting may, by the majority vote of the Board of Governors, place any motion to be voted on at the Annual Meeting on the agenda of such meeting, notwithstanding that such motion was made by the Board of Governors at a meeting held less than thirty (30) days prior to the Annual Meeting. **[amendment adopted at 2005 Annual Meeting.]**

**Section 4.** Special Meetings of the District shall be held on call of the Board of Governors, or upon a petition signed by twenty (20) or more registered voters of the District and filed with the Clerk, either in person or by USPO mail, electronic mail or facsimile, as designated by the registered voter, setting forth the purposes for which a Special Meeting is desired. The meeting shall be set for a date no earlier than thirty (30) 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 in Art. 3, §3. The Clerk shall also promptly notice by USPO mail, electronic mail or facsimile, as designated by the registered voter of the date, time, place and purpose of the Special Meeting to the registered voters of the District at their last known address

Notwithstanding the provisions of the preceding paragraph, 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 he/she shall deem 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 5.** At the Annual Meeting, and at each Special Meeting, the Clerk shall present written statement certifying that publication and notice of the meeting was made as required, and shall file the same with the official minutes of the meeting.

**Section 6.** Voting at the Annual Meeting and any Special Meeting shall be by written ballot, and except as otherwise specifically stated in the Bylaws, the action of the majority of the registered voters present and constituting a quorum, shall, for any purpose, bind the District. Voting for purposes other than election of officers of the District need not be by ballot, unless so demanded by at least three of the registered voters present.

## **ARTICLE 4**

### **BOARD OF GOVERNORS**

**Section 1.** The Board of Governors shall consist of seven (7) members, including the Moderator, each of whom shall be a registered voter of the District. The rotating members of the Board may not serve as administrative officers.

**Section 2.** The term of office for the members of the Board of Governors, except for the Moderator, shall be for three years, beginning upon election. The term of office shall be staggered so that in each year only two members will be elected to the Board of Governors and four members will remain on the Board.

**Section 3.** Candidates for the Board of Governors shall be nominated and seconded in writing, filed with the Clerk no later than thirty (30) days before the date of the Annual Meeting. From the list of nominees so drawn up, elections shall be held at the Annual Meeting, by secret written ballot by a majority vote of the registered voters present. The candidates who receive the largest number of votes, in each case not less than a majority, shall be deemed elected. In a case of a tie vote, or less than a majority vote, successive elections will be held, eliminating each time the candidate receiving the lowest number of votes until the number of positions to be filled can be filled by nominees receiving a majority vote of the qualified registered voters present.

**Section 4.** In the event of the death, resignation, or inability to act, of any one or more of the members 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. In such case, at the next Annual Meeting, an election shall be held, as provided in this Article, for a replacement or replacements to serve out the remainder of the original term of office.

**Section 5.** Members of the Board of Governors shall be restricted to a maximum of two consecutive three year terms, after which they will not be eligible to succeed themselves in office.

**Section 6.** The Board of Governors shall be the governing body of the District, subject to the will of the voters of the District and subject to the powers vested in the voters of the District by law, the Incorporating Act (as amended), or these Bylaws.

- (a) The Board of Governors shall have all the powers which may be exercised by the voters, except as restricted by the following subsections of this Section 6 of Article 4.
- (b) The Board of Governors may not incur unbudgeted financial obligations on the part of the District, with the following exceptions:
  - (1) 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 per cent (10%) of the present District Budget,

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

- (2) in the event of the declaration of an emergency by a 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 Board members for their decision, an expenditure under this subsection may be authorized by an affirmative vote of at least four members of the Board and/or officers of the District, provided only one person making up the four shall be an officer, and further provided that all members of the Board present within the District at the time of the declaration of emergency shall vote in favor of the expenditures,
- (c) The Board of Governors shall be at all times subject to the policies and actions which have been established by the voters at any prior District Meeting. Notwithstanding this provision, no action taken or commitment made by the Board of Governors in accordance with subsection (b) of this section shall be invalid if taken before or in the absence of any action taken by the voters of the District at a District Meeting.
- (d) The Board of Governors shall have the power to recommend and enforce, but not to adopt such sanitary and safety regulations as may be within the competence and jurisdiction of the District. Only the voters of the District shall have the power to enact or adopt such regulations.
- (e) The Board of Governors shall not finalize any transaction regarding land owned by the SHFD without prior notification to the District voters. Notification shall contain summary details of the Board's pending action so that the District voters may understand the transaction and may request a Special Meeting per Article 3, Section 4 of these By-laws. The transaction notice shall include a 30 day response period. In the case where no Special Meeting is called, the board shall proceed with the land transaction, as described in the notice. In the case where a special meeting has been called, all activities of the land transaction will be stopped pending action pursuant to special meeting provisions of Article 3, Section 4 of the Shelter Harbor By- laws.

For the purposes of this article,

1, "Any SHFD land transaction" shall include all transactions involving SHFD real property and real estate including but not limited to lease, sale, granting an easement, right of way, transfer of title, like kind exchange, license, or gift.

2, The "petition" requirement referred to in Article 3, Section 4, Special Meetings, shall be satisfied if 20 or more District voters individually request a special meeting via electronic mail to the Clerk within the 30 day response period stated in the notice.

**Section 7.** The fact that any member of the Board of Governors may be interested directly or indirectly, in any action taken by the Board of Governors, provided that the interest shall have been disclosed, shall not disqualify that person from participating in the recommendation or

vote on, or in joining in such action, except to the extent that is provided in Section 21 of the Rhode Island General Corporation Law: “Any corporation may contract for any lawful purpose with one or more of its directors or with any corporation having with it a common director or directors, if the contract is entered into in good faith by a majority vote at any meeting of its board of directors provided that the contracting or common director or directors shall not vote on the question and shall not be counted in ascertaining whether or not a quorum is present for this purpose at the meeting. A contract made in compliance with the foregoing provisions shall be voidable by the corporation complying with said provisions only in case it would be voidable if made with a stranger.” [Compiler’s note: Reference to Section 21 quoted is to prior law; for current citation to equivalent section of the Rhode Island Business Corporation Act see R.I. Gen. Laws §7-1.1-37.1]

**Section 8.** Meetings of the Board of Governors shall be held on the call of the Moderator or of a majority of the Board of Governors then serving. Notice ~~may~~ shall be given by USPO mail, electronic mail or facsimile.

## **ARTICLE 5 MODERATOR AND VICE MODERATOR**

**Section 1.** The Moderator shall be elected from among the registered voters of the District.

**Section 2.** Candidates for the office of Moderator shall be nominated and seconded by registered voters of the District in writing, filed with the Clerk no later than thirty (30) days before the date of the Annual Meeting. From the nominations so made, an election shall be held at the Annual Meeting from among the nominees, but none other, by secret written Ballot, by a majority vote of the registered voters present. The candidate who receives the largest number of votes, but no less than the majority, shall be deemed elected. Should the first election not produce a candidate receiving a majority of votes cast, then a run-off election shall be held from among the two candidates receiving the highest number of votes. In a case of a tie vote which precludes the selection of a winner in either the original or run-off elections, successive elections shall be held, as provided herein, until a winner is elected by majority vote.

**Section 3.** The term of office of the Moderator shall be for one year beginning upon election. There is no restriction on the number of consecutive terms to which a Moderator may be elected.

**Section 4.** The Moderator shall be on the Board of Governors, shall have a full vote in all meetings, shall chair all meetings of the Board of Governors and all District meetings, and shall be the Chief Executive Officer of the District. At all meetings of the voters of the District and the Board of Governors, the Moderator shall:

- (a) Preside at all meetings of the voters of the District;
- (b) Decide and rule on all questions of order and procedure at all meetings;
- (c) Recognize those who wish to speak at any meeting;
- (d) Make public declaration of all votes, after an appropriate motion has come before any meeting and a vote has been taken; and
- (e) Authorize inclusion on the agenda of any meeting formal reports and/or proposals concerning the activities of entities with a special relationship to the Shelter Harbor Fire District.

The Moderator shall also appoint all committees.

**Section 5.** The Moderator or a representative appointed by the Moderator, shall be an *ex officio* member of each committee.

**Section 6.** The Board of Governors shall, in a timely fashion after the Annual Meeting of the District, elect a Vice-Moderator from among its own membership to serve until the next Annual Meeting. The Vice-Moderator shall assume the duties of the Moderator during his/her absence, and in the event of death, resignation, or inability to act of the Moderator, the Vice Moderator shall assume the duties of the Moderator until the next Annual Meeting.

## **ARTICLE 6 ADMINISTRATIVE OFFICERS**

**Section 1.** Candidates for the following District administrative offices:

- (a) Clerk
- (b) Treasurer
- (c) Collector of Taxes and Assessor

shall be nominated and seconded in writing, filed with the Clerk no later than thirty (30) days before the date of the Annual Meeting. From the list of nominees as drawn up, an election shall be held at the Annual Meeting, by secret ballot by a majority of the registered voters present. The candidate who receives the largest number of votes, in each case not less than a majority, shall be deemed elected. In a case of a tie vote, or less than a majority, successive elections will be held, eliminating each time the candidate receiving the lowest number of votes until the positions to be filled can be filled by nominees receiving a majority vote of the qualified registered voters present.

In the event no nomination for an administrative officer is made, the Board of Governors, at its first meeting after the Annual Meeting, shall fill the office by appointment.

**Section 2.** The term of office of the Clerk and Treasurer shall each be for one year beginning upon election and that of the Collector of Taxes & Assessor for one year beginning October 1. There is no restriction on the number of consecutive terms to which the Administrative Officers may be elected.

**Section 3.** All Administrative Officers of the District serve at the pleasure of the voters.

## **ARTICLE 7 DUTIES OF THE CLERK**

**Section 1.** The Clerk shall have charge and custody of the District's books containing all records and minutes of District meetings. The Clerk shall prepare and maintain minutes of all District and Board of Governors' meetings, including votes taken therein.

**Section 2.** The Clerk shall prepare and keep a list of the registered voters in the District as set out in Article 2, Sections 3 and 4 of these Bylaws.

**Section 3.** The Clerk shall give notice of meetings of the District and the Board of Governors as set forth in Article 3, Sections 3 and 4, and Article 4, Section 8 and as required by the Open Meetings Law of the State of Rhode Island. When notified by a Committee Chairman or an Officer of the District of the intention to convene a meeting requiring notice by publication by

the Open Meetings Law of the State of Rhode Island, the Clerk shall arrange for such publication.

**Section 4.** The Clerk shall perform such other duties as may from time to time be assigned by the Board of Governors.

**Section 5.** The Clerk shall hold a key to the safe deposit box rented by the District.

## **ARTICLE 8 DUTIES OF THE TREASURER**

**Section 1.** The Treasurer shall 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 Town of Westerly, 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 repurchase agreements fully secured by the state of Rhode Island or the United States.

**Section 2.** The Treasurer shall pay such bills as may be certified to him/her for payment, and sign any note, mortgage or other obligation of the District when authorized so to do by the Board of Governors or by a duly held meeting of the registered voters within the District.

**Section 3.** The Treasurer shall annually report to the District all sums received and disbursed for and in 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 registered voters of the District or by the Board of Governors.

**Section 4.** The Treasurer shall have custody of and be responsible for the safeguarding of all deeds, contracts, and other documents of title or otherwise, of the District. The Treasurer shall hold a key to the safe deposit box rented by the District.

**Section 5.** The Treasurer shall, at the expense of the District post a bond.

**Section 6.** 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.

## **ARTICLE 9 DUTIES OF THE COLLECTOR OF TAXES & ASSESSOR**

**Section 1.** The Collector of Taxes & Assessor shall:

- (a) collect and pay over to the Treasurer of the District all taxes collected; and,
- (b) maintain an up-to-date record of the tax assessment of all real property owned by individuals within the District.

In both the collection of taxes and the assessment of real property, generally the practice and procedure adopted by the corresponding office of the Town of Westerly, Rhode Island shall be followed.

**Section 2.** The Collector of Taxes shall, at the expense of the District, post a bond.

**Section 3.** The Collector of Taxes & Assessor 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. The Collector of Taxes & Assessor, as a member of the Board of Governors, shall recuse himself from any vote by the Board of Governors assigning such other duties to the Collector of Taxes & Assessor. [as amended at the Annual Meeting of August 9, 2008]

## **ARTICLE 10 DISTRICT COUNSEL**

**Section 1.** The Board of Governors shall designate District Counsel who 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.** The District Counsel 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 11 AGENTS**

**Section 1.** The Board of Governors may (but need not) appoint for such period as to the Board of Governors may seem appropriate, but in no event for a longer term than that of the currently elected Board of Governors, one or more of each of one or more of the following categories to serve at the pleasure of the Board of Governors, and subject to its supervision and control, and removable by it with or without cause:

- (a) a fire warden or wardens
- (b) an engineer or engineers
- (c) a constable or constables (subject to compliance with whatever rules of law may be applicable)
- (d) any other agents, committees of any kind, and Boards for such period, not exceeding the terms of the Board of Governors and with such powers as in the judgment of the Board of Governors may be deemed appropriate and desirable.

## **ARTICLE 12 SEAL**

**Section 1.** The Seal of the District shall be in the form of a circle and shall bear the full corporate name of the District and the words "Incorporated 1937". The Seal shall be kept in the custody of the Clerk of the District.

## **ARTICLE 13 COMPENSATION**

**Section 1.** All members of the Board of Governors, including the Moderator, shall serve without compensation;

**Section 2.** The Clerk, Administrative Officers, Agents, and District Counsel shall receive such compensation as the Board of Governors shall direct.

**Section 3.** All elected or appointed members of the Board of Governors, Administrative Officers of the District, Committee Chairs, members of Committees and agents and employees of the District shall be indemnified and held harmless from loss by the District for other than willful misconduct in the performance of the duties of their offices. 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 14 FISCAL YEAR**

**Section 1.** The Fiscal Year of the Shelter Harbor Fire District shall commence on July 1 and shall end on June 30 of the following year.

## **ARTICLE 15 PARLIAMENTARY PROCEDURE**

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

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

## **ARTICLE 16 USE OF DISTRICT FACILITIES**

**Section 1.** The various services provided by the District, including, (but not by way of limitation), use of sanitary facilities, beach facilities, dock facilities, recreational 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 constitutes not less than a legal building lot as defined by the laws and ordinances of the State of Rhode Island and the Town of Westerly. Use of such facilities shall be restricted to members of the immediate families, guests or tenants of such owners.

## **ARTICLE 17 AMENDMENT OF BYLAWS**

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

**Section 2.** A majority vote of the registered voters present will be necessary to alter, amend, or repeal the Bylaws.

## **ARTICLE 18 EFFECTIVE DATE**

These Bylaws will be effective upon passage.