



BLOCK ISLAND CONSERVANCY

ANNUAL MEETING

Sunday, October 2, 2011 at 3:00 PM

St. Andrew Parish Center

Guest Speaker: RIDEM Director Janet Coit

Dear Members of Block Island Conservancy:

On behalf of the Board of Directors, I am delighted to announce our 2011 Annual Meeting. We are privileged to have as our guest speaker this year Janet Coit, Director of the Rhode Island Department of Environmental Management.

Janet has worked for over 20 years on environmental matters. Before moving to the RIDEM at the beginning of this year, she worked for 10 years at The Nature Conservancy, serving most recently as that organization's Rhode Island state director and overseeing some of Rhode Island's largest land conservation projects. Prior to joining TNC, she was counsel and environmental coordinator in the Providence office of the late Senator John Chafee and, subsequently, then-Senator Lincoln Chafee. She moved to Rhode Island in 1997, making a transition from her position as counsel to the U.S. Senate Committee on the Environment and Public Works, where she worked on national environmental policy.

Janet has been a champion for the environment throughout her decades of environmental and legal service, including stints at the Department of the Interior and the Department of Justice, and working for three U.S. Senators from New England. From her earlier work in the U.S. Senate, to her decade with The Nature Conservancy, and now at the RIDEM, Janet has worked closely with islanders on many issues over the years, and holds Block Island close to her heart.

The meeting will take place on October 2nd, the Sunday before Columbus Day weekend, starting at 3:00 PM at the Saint Andrew Parish Center on Spring Street. We will begin with a brief business agenda including a review of the activities of the past year, election of directors to the Board, and consideration of a few changes to the by-laws (please see the detailed description of the changes accompanying this letter), and conclude with a reception following Janet's talk.

As always we are extremely grateful for your support and encouragement, and very much look forward to seeing you and hearing your thoughts on October 2nd.

Best regards,

Stephen Record
President



September 2011

Block Island Conservancy

By-Laws Change Proposal

The Board of Directors of Block Island Conservancy, Inc. recommends that its by-laws be changed as follows:

- In Article III Paragraph 2, Election of Directors, change the basic length of a director's term from four (4) to three (3) years.
- In Article III Paragraph 4, Meetings, and Paragraph 5, Quorum, eliminate the use of written proxies.
- In Article V, Nomination for Directors and Officers, establish the regimen that any director, whether officer or not, may be nominated for a second three(3) year term as a matter of course and may subsequently be a candidate for additional three(3) year terms if supported by a supermajority of the board (as is currently provided for officers only).

Following is the revised text of the amended paragraphs with the new and changed wording underlined and the deleted wording struck through:

Article III.2. Election of Directors - At each annual meeting, there shall be elected a number of directors equal to the number of directors whose terms expire as of that annual meeting and not less than one-third the number of directors then serving, and each director so elected shall serve for a term of three(3) years. A director shall serve for the term for which he or she is elected and until his or her successor is elected and qualified. The term of a director who ceases to be a regular member of the Corporation shall immediately terminate.

Article III.4. Meetings. - The Board of Directors shall meet regularly in person upon call by the President or upon written request filed with the Secretary by any two(2) or more directors. Directors shall receive reasonable notice of the time, place and purpose of each meeting. When confidentiality is required, the Board, upon motion of a director, seconded and adopted, may close portions of said meetings to members and the general public. Minutes of these portions will be recorded separately and will remain closed unless unsealed at a future time by the Board at its discretion. Directors may vote in person only or by ~~written proxy~~. The Board of Directors may meet by telephone conference call on an emergency basis. Directors shall receive due notice of any such meeting.

Article III.5. Quorum. - At any regular or special meeting of the Board of Directors, a majority of the members of the Board of Directors, ~~either in person or by written proxy~~ appearing in person only, shall constitute a quorum. provided. however, that there shall be at least five(5) members ~~personally~~ present at any such meeting.

Article V. Nomination for Directors ~~and Officers~~. 1. ~~Directors~~ Nominations. - At least two (2) months before the annual meeting, the Board of Directors shall appoint a nominating committee, consisting of members of the Corporation, which shall nominate one (1) person for each director to be elected. Additional nominations may be made by petition signed by five (5) members entitled to vote and submitted to the Secretary. Except as provided in Article V.2 below, no person who has served as a member of the Board of Directors for ~~four(4)~~ six(6) or more consecutive years shall be a candidate, upon expiration of his or her term of office, for re-election to the Board of Directors for a period of one (1) year from the date of the expiration of such term of office.

2. ~~Officers~~ Additional terms. - ~~An officer~~ A director may serve two(2) consecutive three(3) year terms and may be a candidate for re-election to the Board of Directors for additional consecutive ~~four(4)~~ three(3) year terms provided said candidacy has received the affirmative vote of at least two-thirds (2/3) of those Directors with terms not expiring in the current year by a vote at a meeting duly called and held within two (2) months prior to the annual meeting.

(over)

Discussion:

In 1995, the Board of Directors recognized the difficulty for officers to provide effective service within the constraints of a single four year term, and the membership approved a recommended change to the by-laws permitting officers to be nominated for successive terms by a supermajority of the Board. More recently the Board has come to realize that the issues identified previously with respect to officers apply more generally to all directors. To put it succinctly: the learning curve for a director remains steep, and a single term is unlikely to be sufficient to realize the full potential of those who serve as directors.

The Board's efforts in pursuit of accreditation by the Land Trust Alliance have repeatedly exposed instances where institutional memory has been sacrificed to a strict term limit. Recent experience has also shown, however, that the requirement of committing to an initial four year term is daunting to a significant number of potential director candidates. Thus, the Board proposes both to reduce the term length of all directors from four years to three and also to allow renomination of any director, whether officer or not, for a second, successive term as a matter of course. The effect of these changes will be to increase the natural length of service of a director from four to six years while allowing for a graceful exit after three years if individual circumstances so warrant. Renomination for additional successive three year terms would additionally be permitted with the support of a supermajority of the Board, using the model that has applied to officers only since 1995.

The role of written proxies currently embodied in the by-laws, while presumably important to the efficient functioning of the Board in the past, is increasingly viewed as an anachronism by current Board members and observers alike. The accreditation consultant who guided the Board through its organizational self-assessment last winter specifically called out proxy voting as an abnormality that the Board should consider eliminating. The Board now firmly believes that Directors who participate in voting on a motion must of necessity be in attendance at the meeting where the motion is proposed and discussed so as to be able to participate in, and be informed by, that discussion before deciding how to vote. Therefore, the Board proposes that use of written proxies in establishing a quorum and in voting be stricken from the by-laws.