

LOWER CONNECTICUT RIVER LAND TRUST, INC. BYLAWS

ARTICLE I: PURPOSE

Section 1.01. These Bylaws supplement and implement certain provisions of the Certificate of Incorporation of this independent, non-profit corporation and the Connecticut Revised Nonstock Corporation Act, as amended from time to time.

Section 1.02. **Purpose.** The purposes as stated in the Certificate of Incorporation include, but are not limited to, the following.

- A. Promote for the benefit of the general public and purposes and policies of the Connecticut River Gateway Commission as well as the preservation of natural resources, including land, air and water resources, the plane and animal life thereon, and unique scenic, natural and historic sites;
- B. Engage in and promote the scientific study of, and education regarding, natural resources; and
- C. To use all properties held or controlled by the corporation and the net earnings thereof for the benefit of the general public and for the aforesaid purposes.

Section 1.03. **Dissolution.** Further to Para. 5 of the Certificate of Incorporation, should it be necessary to transfer the Corporation and its assets, it shall first be offered to the Connecticut River Gateway Commission ("Gateway"), its founder. Should Gateway decline or otherwise not be able to accept the gift of the Corporation, its approval shall still be required for the transfer of the Corporation rather than its full dissolution. Gateway shall be afforded a seat on the governing body of any successor for a period of no fewer than five years.

Section 1.04. **Executive Management.** The Lower Connecticut River Valley Council of Governments ("RiverCOG") through its Executive Director, shall be responsible for the general management of the business and day-to-day affairs of the Lower Connecticut River Land Trust ("LCRLT"), subject to such specific grants of authority and limitations thereon as the Board of Directors may set by Governance Policy and other specific resolutions(s). There shall be a written agreement between LCRLT and RiverCOG outlining services and compensation.

ARTICLE II: MEMBERSHIP

Section 2.01. **Qualifications:** The LCRLT shall have three categories of participants. In accordance with the Certificate of Incorporation, all members have equal voting rights and privileges.

- A. **RiverCOG Municipalities.** Each of the seventeen (17) municipalities which comprise the River COG shall be permanent members of the LCRLT, and each shall appoint an individual to represent it.
- B. **Permanent Members.**
 - 1. Gateway. The Connecticut River Gateway Commission ("Gateway") shall be a permanent member and shall appoint an individual to represent it.
 - 2. Additional Permanent Members may be elected by a super majority of all members, and each additional Permanent Member shall appoint an individual to represent it.
- C. **Affiliate Members.** Organizations in the general region which support the purposes of the LCRLT shall be eligible to become Affiliate Members, subject to approval by a majority vote of the permanent members. Each Affiliate Member ("Affiliate") shall appoint an individual to represent it.

1. Admission of Affiliate Members. Applicant organizations may be admitted to membership on making an application in writing, upon recommendation of the Board, and execution of an Affiliate Membership Agreement, payment of the first annual dues, and majority vote of the membership as specified in these Bylaws.
2. Agreements. Affiliate Member Agreements shall be in a form adopted by the LCRLT and shall individually be approved by the Board. All agreements shall specify that activities, property and affairs of the Affiliate and/or project shall be approved and managed by or under the direction of the LCRLT Board of Directors, including but not limited to
 - a. All project outlines and plans;
 - b. All Fundraising and Grant-making plans;
 - c. Treatment of Donated Funds;
 - d. Protection of LCRLT's Tax Exempt status;
 - e. Conditions and Restrictions specific to the Affiliate;
 - f. Dues requirements;
3. Termination of Membership. Affiliate membership shall terminate upon the occurrence of any of the following events:
 - a. Resignation. Upon notice of such termination delivered to the LCRLT Executive Director personally, by mail, or email; such membership shall terminate at a mutually agreed upon date. Such notice of termination must be approved by the governing body of the affiliate member.
 - b. Dues Delinquency. If LCRLT requires payment of dues by members, upon a failure to renew membership by paying dues on or before its due date, such termination to be effective thirty (30) days after a written notice of delinquency is given personally or mailed by the LCRLT to the Affiliate's appointed representative and its governing body. An affiliate member may avoid such termination by paying the amount of delinquent dues within thirty days of receipt of the written notice of delinquency.
 - c. For Cause. After providing the Affiliate member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the LCRLT. An expelled member shall receive a pro-rated refund of dues which may have been paid for the current dues period. The Board of Directors shall adopt a hearing procedure to effectuate this provision.
 - d. Dissolution of the affiliate member.

Section 2.02. **Other Member Rights and Responsibilities.**

- A. **Liability**. Neither LCRLT member organizations nor their representatives are, as such, liable for the debts, liabilities, or obligations of the LCRLT.
- B. **Transfer**. No LCRLT member may transfer a membership or any right therefrom.
- C. **Removal**. The representative of any member organization, whether permanent or affiliate may be removed by affirmative vote of a majority of the current members for failure to participate, non-performance of duties or other cause deemed sufficient by the Board. The organization which such representative represents shall be given adequate notice to replace its representative.

Section 2.03. **Fees and Dues**. The annual LCRLT dues payable by members shall be in such amount as may be determined from time to time by resolution of the members, which shall, in determining dues schedules, take cognizance of the disparity in size and financial capacity of members. Membership dues shall be assessed initially when joining the LCRLT and annually on the membership anniversary date.

- A. **Dues Classifications.** The Board of Directors may establish different levels of memberships which offer varying services and benefits; for example permanent or affiliate.
- B. **Arrears.** Any LCRLT member not current with any membership dues thirty (30) days after its membership anniversary date shall no longer be permitted to participate in any meeting or any committee of the LCRLT.

Section 2.04. **Annual Meeting of Members.** The Annual meeting of members, regardless of category of membership, shall be held in June of each year, at a time and place determined by the Board of Directors or the President for the purpose of electing directors and officers, as well as transacting any other business which may properly come before the meeting.

ARTICLE III. GOVERNANCE

Section 3.01. Board of Directors.

- A. **General Powers:** The property, affairs and activities of the corporation shall be managed by a Board of Directors consisting of seven persons. The powers of the board shall include all powers set forth in the Certificate of Incorporation and without limitation shall include the authority to accept, transfer and encumber property and interests in property and the authority to retain any necessary staff or contractors.
- B. **Composition of the Board of Directors.** The Board of Directors shall be comprised as follows:
 - 1. One (1) representative of the Connecticut River Gateway Commission
 - 2. No more than one (1) representative of an Affiliate Member organization.
 - 3. Five or six (5 or 6) representatives of other Permanent Member municipality or organizations.
- C. **Terms.** No member organization shall have its representative sit on the Board for more than ten consecutive years. However each member organization may impose shorter representative terms and/or term limits.
- D. **Meetings.**
 - 1. Annual Meeting. The annual meeting of the Directors shall be held in June of each year immediately following the Annual Meeting of Members at a time and place determined by the Board of Directors or the President for the purpose of electing officers and transacting any other business which may properly come before the meeting.
 - 2. Regular Meetings. The Board shall hold additional meetings as least quarterly and more often if the Board shall so determine, at such regular time and such place as may be set by resolution of the Board.
 - 3. Special Meetings: The Board of Directors may also meet on call by the President or on written request filed with the Secretary by at least three directors. The Secretary shall give reasonable notice to each director of the time, place, and date of such meeting.
- E. **Quorum and Voting:** Each Director shall have one vote. A quorum of the Board of Directors shall consist of a simple majority of the entire Board membership.
- F. **Notice:** Not fewer than five days prior to each meeting, notice shall be mailed by post or electronically to all Directors setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted.

ARTICLE IV. OFFICERS AND COMMITTEES

Section 4.01 **Officers.** The officers of the corporation shall be a President, Secretary and Treasurer and such other officer(s) with defined powers and duties as the Board deems necessary or appropriate. All officers are to be Directors. Officers are to be elected by the members at the Annual Meeting for a period of two years to commence on the first of the month

following the Annual Meeting. Officers may also be elected whenever a vacancy occurs to fill the remaining term of a departing officer. Officers shall not serve more than three (3) consecutive full terms in any one (1) position.

Section 4.02. **Powers and Duties of Officers.**

- A. **President.** The President shall preside at all meetings of the Board of Directors and shall oversee all the activities and affairs of the Corporation, subject to the control of the Board. The President may sign any contract or other instrument which the Board has authorized. The role of the President and his or her relationship to RiverCOG in the general management and operations of the business of the LCRLT shall be set forth in resolutions(s) or in the governance policy(ies) adopted by the Board and by the terms of any agreement with the RiverCOG.
- B. **Secretary.** The Secretary shall keep or cause to be kept the minutes of all meetings of Directors and or of Member Representatives, shall affix the seal of the LCRLT to deeds, contracts, and other instruments in writing requiring a seal, when duly signed by an authorized LCRLT officer, shall have charge of the minute books and such other books and official papers as the Board of Directors may direct; shall have oversight responsibility for the legal functions and responsibilities of the LCRLT, and shall perform all other duties normally associated with the office of Secretary.
- C. **Treasurer.** The Treasurer, subject to the requirements herein regarding depositories, shall have custody of all funds, securities, evidence of indebtedness, and other property of the LCRLT. The Treasurer, as well as any other person as the Board of Directors may designate, may sign and endorse in the name of, and on behalf of, the LCRLT in the transaction of its business, but not otherwise, checks, drafts, notes and bills of exchange, subject to such countersignature and other requirements as the Board of Directors may determine. The treasurer shall oversee all financial reports and shall make regular reports to the Board.

Section 4.03 **Standing Committees.** The Board of Directors shall establish by resolution such standing committees as are necessary to carry on and facilitate the work of the Board in its governance of the LCRLT. All Standing Committees shall be chaired by a Director unless otherwise set forth in these Bylaws. Except as otherwise provided herein, the LCRLT President shall appoint committee chairs who shall in turn appoint the members of their own committees, with the concurrence of the president. Members of Standing Committees shall be member representatives unless otherwise specifically set forth in these Bylaws or by the Board of Directors. Members of Standing Committees shall serve a minimum of one year and a maximum of six (6) years on any one committee unless otherwise set forth herein. Committee members who miss three (3) consecutive meetings without prior excuse or six (6) meetings in any one (1) year will forfeit their seat.

The standing committees of the Board are Executive, Finance, Nominating, Audit and Project Oversight Committees. The President shall serve ex-officio on each Standing Committee.

- A. **Executive Committee.** The members shall consist of the officers of the LCRLT, and the President shall serve as committee Chairman. The Executive Committee shall recommend to the full Board any compensation to its Executive Manager. It shall exercise the authority of the Board in the interim between meetings of the Board in all urgent and routine matters as directed by the Board. It may not
 - (i) fill vacancies on the Board or any Board committee;
 - (ii) amend the Certificate of Incorporation;
 - (iii) adopt, amend, or repeal Bylaws;

- (iv) approve a plan of merger;
 - (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation;
 - (vi) approve a proposal to dissolve the Corporation;
 - (vii) change the budget;
 - (viii) add or change investment advisor(s); or (ix) add or eliminate programs previously authorized by the Board.
- B. **Finance Committee.** The Finance Committee shall oversee the financial and business operations of the Corporation (except those duties and responsibility assigned to the Audit Committee), including but not limited to budget, governmental and financial reporting, and the fiscal administration the Corporation. It shall develop and implement investment policies and practices and oversee the investment of management of the assets of the Corporation.
- C. **Nominating Committee.** The Nominating Committee shall direct and oversee the nomination process to develop a Board of Directors and officers of the highest caliber, identifying, screening and reviewing individuals who are qualified to serve as directors and officers.
- D. **Audit Committee.** The Audit Committee shall make recommendations as to whether an independent audit is appropriate and, if so, shall oversee the engagement of an independent auditor and supervise that auditor. It shall also receive any concerns and complaints regarding the corporation's financial practices, making report and recommendation to the Board regarding the same.
- E. **Project Oversight Committee.** The Project Oversight Committee shall provide the day-to-day review of the any project activities of any Project Partner / Fiscal Sponsoree of the LCRLT.

ARTICLE V: FINANCIAL AFFAIRS AND ADMINISTRATION

Section 5.01. **Fiscal Year.** The fiscal year of the Corporation shall end on December 31 of each year, but may be changed by resolution of the Board of Directors.

Section 5.02. **Deposits and Accounts.** The funds of the Corporation shall be deposited in one or more banks or other financial institution designated by the Board of Directors. For the purpose of deposit and collection for any account or fund of the LCRLT, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any LCRLT officer or agent as designated by the Board of Directors.

Section 5.03 **Checks, Drafts, etc.** All checks and other financial instruments shall be signed or endorsed by the LCRLT President and/or Treasurer, or a designated LCRLT officer or executive management personnel or agent in such manner as shall from time to time be designated by resolution of the Board of Directors.

Section 5.04 **Investments.** The LCRLT funds may be retained in whole or in part in cash or be invested and reinvested on occasion in such stock, bonds, or other securities as the Finance Committee recommends and the Board of Directors in its sole discretion may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5.05 **Contracts.** The Board of Directors shall designate such LCRLT officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LCRLT, provided the Board of Directors has authorized the contract or instrument.

Section 5.06. **Financial Controls.** The LCRLT is committed to maintaining best practices in its financial controls, reporting and record keeping. To that end, proper separation financial controls shall be maintained including requiring transactions to be authorized by a person(s) other than the person(s) signing or executing the transaction with a third person(s) reviewing financial transactions including bank statements. The Board shall ensure that an internal or external audit, as appropriate in conformance with best practices for nonprofit organizations of the same or similar budget size, be performed each year.

Section 5.07. **Accountability.** LCRLT financial records shall be subject to review and audit as determined by the Board of Directors. The organization shall adopt a record retention policy, in compliance with which financial records shall be maintained.

ARTICLE VI. INDENMIFICATION

Every member of the Board of Directors, officers or employees of the LCRLT may be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, corporate officer, or LCRLT employee, or any settlement thereof, unless adjudged therein to be liable for negligence misconduct in the performance of his/her duties. However, in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the LCRLT. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VII. MISCELLANEOUS

Section 7.01. **Conflicts of Interest.** The LCRLT shall adopt a Conflict of Interest policy.

Section 7.02. **Record Retention.** The LCRLT shall adopt a Record Retention policy.

Section 7.03. **Non-Discrimination/Harassment.** The LCRLT shall adopt a Non-Discrimination/Harassment policy.

Section 7.04. **Whistleblower.** The LCRLT shall adopt a Whistleblower policy.

Section 7.05. **Acceptance of gifts to the LCRLT.** The President or any other officer or individual specifically authorized by the Board shall have the power to accept gifts consistent with the Corporation's mission and policies, such gifts being of cash and publicly traded non-restricted securities. The acceptance of all other gifts shall require the approval of the Board. The President, Secretary, or Treasurer shall be empowered, individually or jointly, to sign donor agreements which have been approved for acceptance in accordance with LCRLT Bylaws and policies.

Section 7.06. **Social Media / Spokesman.** No member or contractor of the LCRLT shall represent her or himself as speaking for the LCRLT unless he or she has explicitly been given authority to do so by the Board of Directors.

ARTICLE VII. BOOKS AND RECORDS

Correct books of account of LCRLT activities and transactions shall be kept at the office of the Executive Manager and shall be open to inspection as required by law. These records shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws as they may be amended, and all minutes of meetings of the Board of Directors, any LCRLT committees and the membership.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, as updated from time to time, shall govern the LCRLT in all cases in which they are not inconsistent with the Bylaws and any other governance rules so adopted.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members at a meeting at which a quorum is present, provided that notice of the nature of the proposed amendment has been mailed to all member organizations at least seven days in advance of the meeting. Furthermore, no amendment may be made to these Bylaws which affects a member organization individually without the explicit approval of that member organization.

ARTICLE X. SEVERABILITY

If any part of these Bylaws shall be determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not be affected.

Adopted December 7, 2017

Effective Date: January 1, 2018