

CONNECTICUT RIVER WATERSHED COUNCIL, INC.  
Doing business as Connecticut River Conservancy  
15 BANK ROW  
GREENFIELD, MASSACHUSETTS 01301-3511

BY-LAWS

ARTICLE I. NAME AND LOCATION

The name of this organization shall be the Connecticut River Watershed Council, Inc., doing business as Connecticut River Conservancy (the "Conservancy"). The Conservancy's principal place of business shall be located within the watershed of the Connecticut River.

ARTICLE II. PURPOSES

The purposes for which this organization is formed are to:

- promote the restoration, conservation, wise development and use of the natural resources of the Connecticut River Watershed;
- protect and conserve fish and wildlife, forests and other plant life, water resources and soils;
- promote water quality improvements;
- promote and encourage water and air pollution abatement;
- promote and encourage an understanding among the citizens of the watershed of the need for such conservation;
- encourage scientific investigations and research to aid the accomplishment of the above purposes; and
- promote through coordination and collaboration those activities of other agencies and organizations having an interest in the natural resources of the watershed which are truly in the public's interest.

ARTICLE III. MEMBERSHIP

1. The members of the Conservancy (the "Members") shall consist of those who subscribe to its purposes and make financial contributions to the organization as determined by the Board of Trustees of the Conservancy (the "Board").
2. All Members shall be entitled to vote at any membership meeting of the Conservancy. Each Member shall have one vote and each organization, which is a Member, shall designate a person to vote for it at any meeting of the Conservancy. A minimum of fifteen (15) Members shall constitute a quorum for the transaction of business at any membership meeting of the Conservancy.
3. An annual meeting of the Members of the Conservancy (the "Annual Meeting") shall be held on a date determined by the Board, at the call of the Chair of the Board. The Conservancy shall provide

written notice to the Members of the date of each Annual Meeting not less than 60 days prior to the Annual Meeting.

At the Annual Meeting, a report shall be presented to the Members by the Board on the activities and business of the Conservancy during the preceding fiscal year. This shall include a report of financial transactions and condition of the Conservancy and such other business as may properly come before the meeting.

At the Annual Meeting, the Members shall vote in person on a slate of candidates submitted by the Governance Committee for election to the Board. Members may also place trustee candidates into nomination by presenting a nominating petition signed by at least twenty-five (25) Members in good standing to the Secretary within 30 days of the delivery of the note of the Annual Meeting.

4. A special meeting of the Members may be called at any time upon (a) a resolution adopted by a majority of the Board or (b) petition of 50 Members or 5% of the membership, whichever is less (with membership as of such date determined by the Secretary). Notice of any such meeting shall be given by the Secretary by regular or electronic mail at least ten days prior to such meeting to each Member of the Conservancy entitled to vote, and setting forth the purpose of such meeting.

5. The Board may determine that, for any Annual Meeting or special meeting of the Members, the Members may vote by proxy, rather than in person. The Board shall notify the Members if voting by proxy is permitted for a particular meeting in the written notice of such meeting delivered to the Members.

#### ARTICLE IV. BOARD OF TRUSTEES

1. Authority. The Board shall exercise all the corporate powers of the Conservancy. It shall control and manage all of the property, business, and affairs of the Conservancy.

2. Number. The Board shall consist of up to twenty-four (24) Trustees with equitable representation from Connecticut, Massachusetts, Vermont and New Hampshire to provide balance. All Trustees must be Members in good standing.

The Board shall be divided into three groups (classes), so that the terms of one-third its total shall expire each year. Trustees shall be elected by a majority of the Members present in person at the Annual Meeting.

Trustees may be elected to terms of up to three (3) years. A Trustee may serve no more than three (3) consecutive terms or nine (9) years. The Board may, with a majority vote and at its discretion, extend the term of any Trustee up to one year. A Trustee may be re-elected to the Board after stepping down for a year.

3. Corporate Officers. The officers of the Conservancy (the "Officers") shall be a Chair of the Board, a Vice-Chair, a Secretary and a Treasurer. The Officers shall be nominated by the Governance Committee and elected by the Board at the Annual Meeting or another meeting of the Board. Officers shall serve a two year term or until their successors shall qualify. Each Officer shall be a Trustee of the Conservancy.

The Board may from time-to-time provide for or appoint such other officers and agents, including one or more assistant secretaries, one or more assistant treasurers and such committees as they shall determine, and fix the duties, powers and terms of such service of such agents, officers or committees as they shall appoint.

4. Vacancies. Any vacancy on the Board or among the Officers due to the death, resignation, removal, or otherwise of a Trustee, shall be filled by vote of the Board at a regular or special meeting of the Board for the unexpired term to which such vacancy relates. In filling vacancies, the Board shall seek to maintain a representative balance on the Board.

5. Removal. A Trustee whose activities, comments or other actions are deemed to be contrary to the interests of the Conservancy may be removed from office for cause upon a two-thirds majority vote of the Board meeting in regular or special session. An individual to be removed from office shall be notified in advance of any such meeting, presented with an explanation of why his or her removal is proposed, and allowed a reasonable opportunity at the meeting to defend his or her actions.

6. Honorary Trustees. From time-to-time, Members of the Conservancy may be bestowed with the title of Honorary Trustee. Said individual(s) shall be recommended by the Governance Committee and designated an Honorary Trustee by the Board. Honorary Trustees shall be non-voting Members of the Board. Their terms shall be for life, or until voluntary termination by the Honorary Trustee or their removal for cause.

7. Conflicts of Interest. Trustees shall annually sign a conflict of interest declaration. In addition, whenever a director, officer or trustee has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board Members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### ARTICLE V. MEETINGS OF THE BOARD

1. Regular meetings of the Board shall be held at the call of the Chair, on such day, hours, and place as the Chair may prescribe. The Board shall meet at least four (4) times each year in addition to the Annual Meeting. Fifty percent (50%) plus one of the Trustees must be present to constitute a quorum for the transaction of business at any regular or special meeting of the Board.

2. Special meetings of the Board may be called at any time by the Chair, or by at least six Trustees. Notice of any regular or special meeting of the Board shall be given to each Trustee by mail, telephone, email or otherwise, in time to afford each Trustee opportunity to attend such meeting. Such notice shall state the purpose of any special meeting.

Such meetings may occur by means of conference telephone or similar equipment allowing all Trustees to hear each other at the same time and to participate in any discussion or votes. Minutes and a record of all votes shall be duly recorded by the Secretary.

3. Regular attendance and participation at Board meetings by all Trustees is vital to the Conservancy's effectiveness.

#### ARTICLE VI. DUTIES OF THE OFFICERS

1. Chair of the Board. The Chair shall preside at all membership meetings and elections of the Conservancy or of meetings of the Board and shall have a casting vote. The Chair shall be an ex-officio member of all standing and appointed committees. The Chair shall exercise and maintain general supervision and control over the affairs of the Conservancy subject to the power and authority of the Board.

The Chair shall appoint the chairs and members to committees in accordance with these By-Laws and after consultation with the Board.

The Chair shall execute all deeds and instruments on behalf of the Conservancy with regard to the Conservancy's interest in real estate and property. The Chair may delegate authority for the execution of contracts and other financial obligations to the Executive Director. The specifics of this delegation shall be described in a written policy approved by the Board.

2. Vice Chair. The Vice Chair shall also serve as Chair of an Advisory committee excepting the Finance Committee and shall perform such duties as assigned by the Board or by the Chair of the Board. The Vice Chair shall exercise the powers and perform the duties of the Chair of the Board in the absence or disability of the latter, or in the case of a vacancy in the office of Chair.

3. Executive Director. The Executive Director shall be the chief operating officer of the Conservancy as well as responsible for supervising the advocacy and technical water quality programs of the Conservancy. The Executive Director shall be appointed by the Board and shall serve at the pleasure of the Board. The Executive Director shall perform such duties as may be prescribed by the Board and the Chair. The Executive Director may appoint staff as authorized by the Board and shall be supervised by the Chair.

4. Secretary. The Secretary shall be responsible for keeping a record of all proceedings and all actions taken by the Board; keeping such minutes separately and in good order; issuing all notices of meetings as provided herein; handling all correspondence of the Board and Executive Committee; and managing all records of the Board and Executive Committee. An Assistant Secretary may be appointed who shall perform such duties as may be delegated by the Secretary and who shall perform the duties of the Secretary in the event of the latter's absence or disability.

5. Treasurer. The Treasurer shall be responsible for the receipt and custody of all the monies and securities of the Conservancy, shall supervise the keeping and auditing of all books of account, ensure sufficient financial controls and procedures are in place and effect, and shall direct the deposit of all monies in a bank or banks to the credit of and in the name of the Conservancy. The Board shall either designate such depository or authorize the Treasurer to do so.

The Treasurer shall sign or countersign such instruments as determined by policy set by the Board.

6. The Corporate Officers and Trustees, not including the Executive Director, shall perform their respective duties without compensation.

## ARTICLE VII. COMMITTEES

1. There shall be one (1) standing committee of the Board: the Executive Committee. There shall be four (4) non-board advisory committees: the Governance Committee, the Finance Committee, the Development Committee, and the Strategic Planning Committee (the "Advisory Committees" and, together with the Executive Committee, the "Committees"). As set forth below, the Executive Committee shall be empowered to act on behalf of and with the full authority of the Board, and shall exercise the functions of the Board. The Advisory Committees shall be advisory in nature only, shall not be empowered to act on behalf of and with the full authority of the Board, and shall not exercise the functions of the Board.

Committee members must be Members of the Conservancy. All Trustees will be asked to participate actively on one or more Committees. Committee members and chairs shall serve until their successors are duly appointed.

2. Executive Committee. The Executive Committee shall include four to six (4 – 6) Trustees, who shall be the elected Corporate Officers, and may include one or two other Trustees selected by the Board. The Executive Director shall be an ex-officio member.

The Executive Committee may meet between regular meetings of the Board or on the call of the Chair. It is empowered to act on behalf of and with the full authority of the Board. Any action of the Executive Committee shall require a quorum majority vote of that committee's members, and shall then be ratified by the Board at its next meeting. The Executive Committee shall perform an annual performance evaluation of the Executive Director and report the results to the Board.

In the event the Executive Committee cannot meet in person to conduct necessary business, it may hold meetings by means of conference telephone or similar equipment allowing all members to hear each other at the same time and to participate in any discussion or votes. Minutes and records of any votes shall be duly recorded by the Secretary.

3. Governance Committee. The Governance Committee shall consist of Trustees and Members appointed and removed by the Chair. The Committee shall consist of equitable representation from all four states. The Executive Director shall serve as an ex officio member.

Governance duties with assistance from the Executive Director shall include policy development, a review of the By Laws at least every five (5) years, and general procedural review regarding board satisfaction and effectiveness. The conclusions of the Governance Committee shall be presented to the Board for consideration.

Each year, the Governance Committee shall develop a list of qualified trustee candidates with a range of relevant expertise and diverse backgrounds, for presentation to the Board, from which list the Board will develop a slate of nominees for election to the Board by the general membership at the Annual Meeting. The Committee shall also develop and present a slate of Officers for election by the Board at the Annual Meeting or at the next regular meeting of the Board.

4. Strategic Planning Committee. The Strategic Planning Committee shall consist of Trustees and Members appointed and removed by the Chair. The Strategic Planning Committee shall develop a strategic plan to be approved by the Board. The plan shall be developed with the assistance of the Executive Director, program and development staff. The Strategic Planning Committee shall be responsible for assisting the Board and staff in implementing the plan. Twice per year the Strategic Planning Committee shall review and assess the Conservancy's progress in attaining the goals and objectives set forth in the plan and report the results to the Board. Every five (5) years, the Strategic Planning Committee shall evaluate and, if necessary, propose revisions to such plan for review by the Board, evaluating the Conservancy's goals and reflecting on the conservation needs of the Connecticut River watershed.

5. Finance Committee. The Finance Committee shall consist of Trustees and Members appointed and removed by the Chair. The Finance Committee shall be led by the Treasurer and include at least three other members (who may be Trustees or Members) with experience in finance, accounting, or non-profit administration. The Treasurer shall be Committee Chair.

The Finance Committee shall draft an annual budget for submission to the Board, recommend ways and means of financing the budget, manage cash and securities, and recommend proper handling of any property, endowments, and other assets of the Conservancy. The Finance Committee shall ensure that an annual audit of accounts be prepared by an independent auditor, shall review and approve the annual audit, and shall present the audit report and any related tax or corporate filings to the Board for their final adoption. The Finance Committee shall review and evaluate the Conservancy's bookkeeping, grants reporting, and accounting systems on a basis sufficient to ensure the sound operation of the organization. The Finance Committee shall ensure that there exists a written set of financial controls that describe how important financial transactions, such as receipt of cash, use of credit or debit cards, and expense approvals, are to be handled. These financial controls shall be reviewed and adopted by the Board.

6. Development Committee. The Development Committee shall consist of Trustees and Members appointed and removed by the Chair. The Development Committee shall consist of equitable representation from all four states. The Executive Director and Development Director shall be ex-officio committee members. The Chair shall designate the Committee Chair.

The Development Committee shall advise the Board on fundraising with respect to membership development, major donors, corporate support, and fundraising campaigns for operating, capital and/or endowment purposes. The Development Committee shall organize and implement fundraising efforts with the assistance of the Board, the Executive Director, and Development Director.

The Development Committee may coordinate fundraising events, oversee fundraising campaigns, and carry out other activities in consultation with the Board and staff that will raise funding to support operating costs and provide visibility for the Conservancy.

7. The Chair of the Board, with the approval of the Board, may appoint such other committees as may be deemed necessary from time-to-time for the efficient operation of the Conservancy.

## ARTICLE VII. PROPERTY OWNERSHIP

1. Acquisition. In carrying out the purposes of the Conservancy as set forth in Article II, the Conservancy may acquire by gift, purchase, lease, or otherwise, real and personal property, both tangible and intangible, within the Connecticut River Watershed, including but not limited to: water resources, marshland, swamps, woodlands, farmlands and open spaces, and the plant and animal life therein; and engage in the preservation of unique historical and scenic sites.

2. Disposal. Lands or interests in land acquired by the Conservancy to hold in perpetuity for the benefit of the Connecticut River watershed and its inhabitants may only be transferred to a public or private entity whose mission and activities support the conservation purposes of the property held by the Conservancy. Other lands and property having no permanent conservation restriction and donated to the Conservancy to support its programs may be sold, traded, or otherwise disposed of upon a resolution adopted by the Board.

## ARTICLE IX. FISCAL SPONSORSHIP & AFFILIATION

As it is in the interests of the Conservancy to foster and support the environmental conservation activities of local watershed or river organizations, ad hoc organizations or groups of citizens in the watershed, the Conservancy may serve as nonprofit fiscal sponsor on a temporary basis while such a group secures its own tax-exempt status or carries out a specific project or activity. Any such sponsorship must have the prior approval of the Board and be in keeping with oversight procedures and the terms of the contract that shall include the fees to be charged for the sponsorship services provided. The standard fiscal sponsorship contract shall be approved and from time to time updated by the Board. The Conservancy may also establish affiliations or other forms of cooperative associations that allow the Conservancy to provide development, membership, or administrative support to locally-based organizations with a similar mission.

## ARTICLE X. RESTRICTED FUNDS

1. The Conservancy is authorized to hold and manage restricted funds for the purposes of supporting the long term financial viability of the organization. Funds held or established for a specific purpose either by bequest, donation, or Board vote are deemed to be "restricted funds" and may only be used for their intended purpose and for directly related operating expenses.

2. The Treasurer shall report to the membership at the Annual Meeting on all restricted funds, including their total value at the end of the most recent fiscal year and any outstanding borrowing from restricted funds for program purposes.

## ARTICLE XI. DISSOLUTION

1. Upon any dissolution of the Conservancy, all assets over and above the existing obligations plus expenses of dissolving the Conservancy shall be transferred to one or more nonprofit corporations, funds or foundations selected by a majority of the then existing Board on the basis of their competence and purpose to utilize those assets in accordance with the original intent for which the assets were acquired and for which this Conservancy is organized. The recipients and/or transferees

either jointly or severally must qualify as described in Section 501(c)(3) of the Internal Revenue Code as the same may from time-to-time be amended and which are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code as the same may from time to time be amended.

2. Real property and interests in real property owned or held by the Conservancy may also be transferred to an agency of federal, state or municipal government willing to manage and protect those assets in accordance with the original intent for which the assets were acquired and for which this Conservancy is organized.

#### ARTICLE XII. NON-DISCRIMINATION

The Conservancy is an equal opportunity employer and does not hire or make appointments based on race, color, religion, sex (including pregnancy, gender identity, and sexual orientation), national origin, age, disability or genetic information.

#### ARTICLE XIII. CORPORATE SEAL

The Corporate Seal of the Conservancy shall be in the form of a circle with the words in the center "Incorporated June 20, 1952", and the words "Connecticut River Watershed Council, Inc." around the circle.

#### ARTICLE XIV. AMENDMENTS

These By-Laws may be amended by majority vote of the Members of the Conservancy in person at any membership meeting of the Conservancy provided the notice of such meeting contains a statement of the substance of the proposed amendment.

- END -

Adopted by the membership at its annual meeting, June 16, 2018  
Brattleboro, Vermont