

**AVALONIA LAND CONSERVANCY, INC.**

**BY-LAWS**

Amended March 26, 2014

**ARTICLE I**

**Name, Seal and Address**

1. **Name.** The name of this corporation is Avalonia Land Conservancy, Inc.
2. **Seal.** The seal of the corporation shall be circular in form and shall bear the words, "Avalonia Land Conservancy, Inc."
3. **Address.** The address of this corporation shall be designated by the Board of Directors.

**ARTICLE II**

**Meetings of Members**

1. **Annual Meeting.** The annual meeting of the members of the corporation shall be held at such place and on such day in the months of May or June or July as the Board of Directors (or the President in the absence of action by the Board of Directors) may determine, for the purpose of electing Officers and Directors and the transacting of any other business which may legally come before the meeting.
2. **Special Meetings.** Special meetings of the members of the corporation may be called at any time by the president, by the Board of Directors, or upon petition in writing signed by fifteen (15) members of the corporation entitled to vote.
3. **Proxies.** Any member entitled to vote at any annual or special meeting may vote by proxy appointed by an instrument in writing subscribed by such member.
4. **Quorum.** Any number of members entitled to vote at any annual meeting or special meeting present in person or by proxy shall constitute a quorum.
5. **Notice.** Not less than ten (10) days prior to all annual and special meetings, the Secretary shall mail or e-mail a notice thereof to all members entitled to vote at such meeting. The notice shall set forth the time, date, and place of such meeting and the business to be transacted thereat. Where two members have the same mailing address and are living together in marriage or in civil union, only one notice addressed to both need be mailed.

## **ARTICLE III**

### **Board of Directors**

1. **Composition of the Board.** The Board of Directors shall consist of not fewer than seven (7) persons. Directors shall be members of the corporation who are eighteen (18) years of age or over. At the annual meeting of the members, the members shall elect a board consisting of: President, Vice President, Secretary, Treasurer, and five Directors-at-Large.
2. **General Powers.** The property, affairs, and activities of the corporation shall be directed by the Board of Directors. The Board of Directors shall exercise all of the powers of the corporation except such as are by law, by the Certificate of Incorporation, or by these By-Laws expressly conferred upon or reserved to members. Unless otherwise specified in these By-Laws, Robert's Rules of Order shall govern meetings of the Board of Directors and actions of the BOD and Committees.

## **ARTICLE IV**

### **Nominations for the Board of Directors**

1. At least two (2) months before the annual meeting of the membership, the Board of Directors shall appoint a Nominating Committee of not less than five (5) members, at least two of whom are members of the Board, which shall nominate persons for President, Vice President, Secretary, Treasurer, and five (5) or more Directors-at-Large. Planned and unplanned vacancies of not more than two (2) directors are allowed.
2. Additional nominations for Officers and Directors-at-Large may be made from the floor at the annual meeting. Each person nominated shall be a member of the corporation who is eighteen (18) years of age or over

## **ARTICLE V**

### **Committees**

All members of the committees formed under this Article shall be members of the corporation.

## 1. Town Committees

- (a) The Board of Directors shall determine those towns in southeastern Connecticut for which Town Committees shall be created. A Town Committee may be created to serve one town or a combination of two or more towns that agree to combine their town committees. Each Town Committee shall have primary responsibility for the activity of the corporation in the town or towns they serve, as described in the Town Committee Charter approved by the Board of Directors.
- (b) Each Town Committee shall elect a Chair of the Committee, preferably a resident of the town. Each Town Committee should have at least seven (7) members, including the Chair. Members of the Town Committee shall be elected by the Town Committee and approved by the Board of Directors.

## 2. Standing Committees

Each of the committees in this subsection should have at least five (5) members including the Chair, who is elected by the members of the Committee. All other members shall be appointed by the Board of Directors.

- (a) The Acquisition Committee shall have overall responsibility for the evaluation, prioritization and acquisition of all the corporation's interests in real property, and for overseeing the role of the Town Committees in the acquisition process.
- (b) The Stewardship Committee shall have overall responsibility for the management and protection of all the corporation's interests in real property and for supervising the delegation of stewardship responsibilities to the Town Committees.
- (c) The Development Committee shall have overall responsibility for insuring the development of the financial resources needed.
- (d) The Finance Committee shall have overall responsibility for the management and protection of the financial assets of the corporation, including compliance with accounting and regulatory requirements, and for the supervision of a budget process designed to allocate resources fairly among the activities of the corporation.
- (e) The Personnel Committee shall have overall responsibility for the recruitment and management of volunteers and paid staff and for assisting with the development of volunteer support by the Town Committees.
- (f) The Communications Committee shall have overall responsibility for public relations (PR), including communicating to our supporters and the public the mission of the corporation.

- (g) The Governance Committee shall have overall responsibility for creation and maintenance of the corporation's governance documents.
- (h) The Education and Outreach Committee shall have overall responsibility for education and outreach events and programs.

### 3. **Other Committees**

- (a) An Executive Committee of the Board of Directors may be created and/or terminated by the Board in its discretion, to perform such duties as the Board may assign to it and to be made up of members of the Board chosen by the Board to serve at the pleasure of the Board.
- (b) Other committees may be created and their members appointed by the Board of Directors.

### 4. **Reports by Committees**

The Board of Directors may require such reports from time to time by any of the committees as it deems necessary for the effective administration of the affairs of the corporation.

## **ARTICLE VI**

### **Terms of Directors**

1. **Officers and Directors-at-Large.** The members of the Board of Directors shall be elected for a term of one (1) year or until their successors are elected and may be reelected five (5) times after their first terms, so that each is limited to a total of six (6) consecutive years of service in the same office. After reaching their limits of service, they may not be elected to the same office for at least two (2) years.
2. **Waiver of Term Limits.** The Board of Directors, by a two-thirds (2/3) majority vote, may waive the term limit provided in this Article.

## **ARTICLE VII**

### **Vacancies**

1. In case of any vacancy on the Board of Directors by death, resignation, disqualification, or other cause, the remaining Directors may elect, by a two-thirds (2/3) majority vote of the

remaining board members, a successor for the balance of the term until the next annual meeting of the members.

2. A person who fills a vacancy until the next annual meeting of members shall not be considered as having served a term in applying the term limits under Article VI.

## **Article VIII**

### **Powers and Duties of Officers**

The various Officers shall have such powers and duties as customarily appertain or are incident to their respective offices and, in addition, such powers and duties as the Board of Directors confers and designates.

## **Article IX**

### **Meetings of the Board of Directors and Committees**

1. The **Board of Directors** shall meet at least four (4) times each year at times and places designated by the Board of Directors or by the President. The Secretary will give each director reasonable notice of the time and place of each meeting. If the Board of Directors establishes in advance a regular time and place for meetings, no other notice will be required. The Board of Directors will also meet upon call of the President, or upon written (including electronic messaging) request filed with the Secretary by any two (2) or more members of the Board.
  - (a) A quorum shall consist of five (5) members of the Board of Directors.
  - (b) The action of a majority of the Board of Directors present at a meeting at which there is a quorum will be the action of the Board of Directors, except that all decisions relating to the acquisition by the corporation of any interest in land shall require a two-thirds (2/3) majority vote of the Directors in meeting assembled, and except as may be specifically provided by statute.
  - (c) Proxy votes are not allowed.
2. **Standing Committees and Town Committees** shall meet at least four (4) times each year at the times and places set by the Chair of each committee, and reasonable notice of all meetings shall be given to members of the committee and the Board of Directors.

## **ARTICLE X**

### **Prohibition Against Sharing of Corporate Earnings**

No part of income or earnings of the corporation shall inure to the benefit of any member, Director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); no member, Director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, and the corporation shall not have or issue any shares of stock or pay dividends.

## **ARTICLE XI**

### **Prohibited Activities**

Notwithstanding any other provisions of these By-Laws, no member, officer, employee, Director-at-large, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by organization exempt under Section 501 ( c ) ( 3 ) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 ( c ) ( 2 ) of such Code and Regulations, they now exist or may hereafter be amended.

## **ARTICLE XII**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of June each year and end on the next succeeding thirty-first of May.

## **ARTICLE XIII**

### **Amendments**

These By-Laws may be amended either by the vote of the majority of the whole Board of Directors or by a majority vote of the members of the corporation present in the person or by proxy at any meeting of members, provided that in either case written notice of the proposed amendment shall be given in the manner required for the meeting which is to take action upon the amendment.

Gifts of land, gifts of funds for land purchase, other gifts as well as membership dues are tax deductible to the fullest extent allowed by law.

*Revisions voted into effect at the March 2014 BOD Meeting.*