



Quinnipiac River Watershed Association, Inc.  
By-Laws

ARTICLE 1. NAME and ADDRESS

1. This corporation shall be known as the Quinnipiac River Watershed Association (QRWA).
2. The principal office of the corporation, where the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such a place in one of the towns in the Watershed as the Board of Directors may decide.

ARTICLE 2. PURPOSE

1. The corporation has been organized to operate exclusively for charitable purposes, as described in the Mission Statement. The corporation is a registered non-profit per section 501(c)(3) of the IRS Code of the US Department of the Treasury.
2. The Board of Directors will compose and maintain a Mission Statement which describes the purposes and goals of the organization. The Mission Statement may be revised from time to time as necessary.

ARTICLE 3. MEMBERSHIP

1. Membership is open to the following classes:
  - a. families
  - b. individuals
  - c. seniors
  - d. students
  - e. lifetime
2. The annual dues, membership classes and donation levels shall be established and approved by the Board of Directors at their discretion.
3. Each person or entity desiring Membership should be encouraged to support the environmental well-being of the corporation's mission.
4. Each Member shall pay annual dues as determined by the Board of Directors.
5. Each Member shall have one vote at the annual Membership meeting, regardless of Membership class.
6. Members of the corporation are encouraged to:
  - a. adhere to the mission of the corporation
  - b. attend Membership meetings
  - c. volunteers with the work of the organization
  - d. serve as Directors
7. Membership can be denied or revoked, at the discretion of the Board of Directors, for the following reasons:
  - a. non-payment of annual dues,
  - b. actions contrary to the Mission of the corporation
8. Membership can be reinstated at the discretion of the Board of Directors by the following actions:
  - a. become current with the annual dues,
  - b. submits an appeal in writing to the Board of Directors.
9. Membership shall be revoked or reinstated by a two-thirds vote of Directors present at a Board meeting, notice of which must be given to the Member at least one week in advance.

#### ARTICLE 4. MEMBERSHIP MEETINGS

1. An Annual meeting of the Membership will be held once each year, on a date and time determined by the Board of Directors. The agenda for the Annual Membership meeting will include, at least:
  - a. report of the President on the state of the corporation
  - b. report of the Treasurer on the financial state of the corporation
  - c. election of new Directors to fill any vacancies
2. Membership meetings will be chaired by the President.
3. Ten percent of the active Membership or a majority of the Board of Directors is necessary to achieve a quorum.
4. Notice of the Annual Membership meeting, including an agenda, must be sent to each Member at least seven days prior to the meeting date.

#### ARTICLE 5. BOARD of DIRECTORS MEETINGS

1. Meetings of the Directors shall be held at least four times per year, and may be called at any time by the President or by three or more Directors.
2. Officers will be elected for the coming year at the meeting immediately following the Annual Membership meeting.
3. Notice of each Board meeting shall be sent to each Director at least ten days before the meeting date.
4. A majority of the current Directors will constitute a quorum at any Board meeting.
5. A simple majority affirmative vote of the Directors present is required to pass a motion, unless otherwise specified by the By-Laws.
6. Proxy voting will be permitted. Proxies will not count towards the quorum.
7. Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the corporation.
8. Member attendance at Board of Director Meetings is permitted providing the following:
  - a. Any Member in good standing may attend a Board meeting.
  - b. A Member may request to speak; such requests are granted unless denied by a majority vote of the Directors present.
  - c. Members have no vote at Director's meetings.
  - d. A Member will be given an agenda for the any Director's meeting upon request.

#### ARTICLE 6. SPECIAL MEETINGS

1. Special meetings of the Members may be called by a petition to the Board of Directors signed by either at least ten percent of the Membership or at least twenty-five Members; or by a majority vote of the Directors.
  - a. Special Membership meetings will be chaired by the President.
  - b. Notice of the special meeting, including an agenda, must be sent to each Member at least seven days prior to the meeting date.

#### ARTICLE 7. OFFICERS

1. The officers of this corporation will be a President, Vice-President, Secretary, Treasurer, and Past President, although one person may serve as both Secretary and Treasurer.
  - a. The *President* will be the chief executive officer of the corporation. The President will preside at all meetings of the corporation and will have general supervision of the affairs of the corporation. The President or their designee will execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation.
  - b. The *Vice President* will act in the absence or disability of the President and perform such other duties as may be assigned to him or her by the President or the Board. In the absence of

- the President, the execution by the Vice President on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the President.
- c. The *Secretary* will be responsible for keeping the corporate records. The Secretary will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these By-Laws. The Secretary will be the custodian of all books, correspondence, and documents relating to the business of the corporation, except those of the Treasurer.
  - d. The *Treasurer* will have general charge of the finances of the corporation. When necessary and proper, the Treasurer will endorse on behalf of the corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into the Treasurer's possession; and the Treasurer will deposit the same, together with all other funds of the corporation coming into the Treasurer's possession, in such bank or banks as may be selected by the Board of Directors. The Treasurer will keep full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the Board of Directors. The Treasurer will present to the Membership at its Annual Membership meeting The Treasurer's report of the corporation.
  - e. The *Past President* will serve as advisor to the President and as parliamentarian for board meetings; chair the Nominating Committee and perform such other duties as requested and/or delegated by the President. Any Past President in good standing may serve in this capacity.
2. The Officers will be elected annually by the Directors at the Board meeting following the annual Membership meeting. There are no terms limits.
  3. Any Officer may be removed with cause from office by the Board of Directors by a vote of two-thirds of all Directors. The matter of removal may be acted upon at any meeting of the Board, provided that the notice of intention to consider said removal has been given to each Board member and to the Officer affected at least ten days previously.
  4. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.
  5. Any Officer of the corporation, in addition to the powers conferred upon him or her by these By-Laws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

#### ARTICLE 8. BOARD of DIRECTORS

1. The Board of Directors has the responsibility to manage and direct the affairs of the organization. The Board may delegate activities to an individual or a committee for development, review, and recommendation back to the Board of Directors. Specifically, each of the following requires a majority vote of the Directors present at the time of voting:
  - a. public statement of organization policy
  - b. legal commitment
  - c. significant expenditure of funds, as determined by the Board
  - d. acquisition or disposal of property
  - e. annual budget
  - f. grant acceptance
2. The number of Directors will be not less than six or more than twenty-one.
3. It is intended that the Directors shall be representative of the Membership of the corporation and of the geographical area of the watershed.
4. All Directors must be Members in good standing of the corporation.
5. The term of each Director will be three years. There are no terms limits.

6. When a Director vacancy occurs, the Board may elect by a majority vote a Director to serve for the unexpired portion of the term. The Nominating Chair will be responsible to find an appropriate candidate as Director and present the candidate to the Board of Directors for approval. Notice of the Director's vote will be included with the notice of the Board of Director's meeting.
7. A Director may be removed from the Board by an affirmative vote of two-thirds of the Board of Directors. Notice of the proposed removal will be given to Directors with the notice of the meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.
8. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.
9. The Board shall have the authority to appoint Honorary Directors. These may be former Directors, outstanding citizens of the community, or persons who can make a special contribution to the corporation. Honorary Directors will have all privileges of a Director except for voting rights. Honorary Directors do not pay dues.
10. A Director may be assigned as an advisory, non-voting Board Member as follows:
  - a. After a Director misses three meetings within the immediately preceding twelve months, the Board, after notifying the Director, may designate such Director as an advisory, non-voting Board Member.
  - b. An advisory, non-voting Director has all of the rights and responsibilities of other Board Members, except for the privilege of voting at Board meetings.
  - c. An advisory, non-voting Director is returned to voting status upon his/her own request, providing he/she has attended at least four Board meetings within the immediately preceding six months.
11. A Director may request a leave of absence, from the Board, provided the following conditions are met: A leave of absence is requested when a Director is unable to fulfill their duties as a Director.
  - a. A leave of absence request is made in writing to the President noting the reason for the absence, length of absence, up to three months and indentifying how the Director's responsibilities will be handled during the absence.
  - b. The leave of absence request will be brought to the Board for discussion and approval or denial. If approved by a two-thirds vote by the Board, the Director will continue to receive communications from the corporation. The Director has all of the rights and responsibilities of other Board Members, except for the privilege of voting at Board meetings. The Director will still be required to pay their annual dues during the leave. If denied, the Director will be asked for their resignation from the Board, but is still an active Member of the corporation.
  - c. Upon the end of the leave of absence or sooner, the Director can return to the Board, provided the Director has notified the President in writing and will be brought to the Board for discussion and approval or denial. If approved by a two-thirds vote by the Board, and a Member in good standing, the privilege of voting at Board meetings will be reinstated. If denied, the Director will be asked for their resignation from the Board, but is still an active Member of the corporation.
  - d. There can only be one leave of absence per three-year term of the Director, although an appeal can be submitted in writing to the President and will be brought to the Board for discussion and approval or denial. If approved by a two-thirds vote by the Board, and a Member in good standing, the privilege of voting at Board meetings will be reinstated. If denied, the Director will be asked for their resignation from the Board, but is still an active Member of the corporation.
12. The corporation does not have an Advisory Board.

## ARTICLE 9. COMMITTEES

1. The Board of Directors shall establish at least the following standing committees. The Board of Directors may designate one or more additional standing or ad hoc committees.
  - a. *Executive Committee*: This committee will be chaired by the President of the corporation and will consist of all other Officers of the corporation. The committee will have full authority to act for the Board in managing the affairs of the corporation and its staff during the intervals between meetings of the Board.
  - b. *Budget and Finance*: This committee will be chaired by the Treasurer and will consist of members appointed by the President. This committee will oversee the financial health of the organization, including establishing budgets and conducting financial forecasts to ensure future financial stability.
  - c. *Fundraising and Development*: This committee will be responsible for ensuring that funds are available to finance the work of the organization as decided by the Board of Directors. The committee may conduct fund raising events and solicit funds from philanthropies, individuals, government agencies, and other sources.
  - d. *Conservation*: This committee will ensure that the organization has full access to such environmental knowledge, laws, policies, and practices as are necessary to fulfill the mission of the organization as expressed in the mission statement.
  - e. *Nominating*: This committee will be chaired by the Past President or as designated by the President and committee members will be at the discretion of the Chair. The committee is responsible to screen and verify the qualifications of candidates for holding office as an officer or director of the corporation.
2. Committee members may be Directors, Members of the corporation, or other interested individuals. Committee Chairs have to be members of the corporation and will be appointed by the President of the corporation who will act with the Board's approval.

## ARTICLE 10. MISCELLANEOUS

1. The corporation shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, Officer, or employee, except in cases involving willful misconduct. The corporation will have the power to purchase or procure insurance for such purposes.
2. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.
3. The corporation will keep correct and complete books, records of account and minutes of its Annual Membership meeting and Board of Directors meetings. It will keep at the registered or principal office a record of the names and addresses of the Members.
4. The fiscal year of the corporation will begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

## ARTICLE 11. AMENDMENTS

1. The Board of Directors may amend these By-Laws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. No amendment which conflicts with section 501(c)(3) of the IRS Code or Connecticut laws governing non-stock corporations may be accepted.
2. Amendments may be voted at any lawful meeting of the Directors, provided that the amendment has appeared on the agenda for at least two meetings.
3. An amendment requires an affirmative vote of two-thirds of the Directors present.

## ARTICLE 12. DISSOLUTION

1. Dissolution of the organization requires an affirmative vote of two-thirds of the current Directors.
2. The corporation will dispose of all of the assets of the corporation as follows:
  - a. payment of the liabilities of the corporation
  - b. to non-profit organizations whose mission is similar to that of the corporation.
  - c. to governmental entities for use for the public good
3. Any assets remaining will be disposed of as provided for by state law.

#### Amendment History

8/29/79	Date of Enactment
12/2/87	Amendment Article 1, section 2
8/16/89	Amendements Article 2. section 2; Article 3, section 1; Article 4, section 1, section 2; Article 4, section 5 (NEW); section 6 (NEW); Article 6, section 3, section 4; Article 7, section 1; Article 8 (NEW); former Article 8 now Article 9; former Article 9 now 10
8/15/90	Amendements Article I, section 2; Article 3, section 1
2/14/00	Bylaws were rewritten; each article was amended
4/12/06	Amendements (Article 5, section 6, section 10 (NEW); Article 6, section 4)
6/14/11	Bylaws were rewritten; each article was amended
9/12/12	Bylaws were rewritten; each article was amended
4/10/13	Bylaws of 9/12/12 Rescinded
4/10/13	Bylaws of 6/14/11 Reinstated with no changes