

AMENDED BY-LAWS OF
HOUSATONIC VALLEY ASSOCIATION

ARTICLE I

MEMBERSHIP

1. Qualification. Any person who is in sympathy with the objectives of the Association may become a member thereof. Natural persons, business firms or partnerships, corporations, foundations, trusts and associations shall be eligible for active membership in the Association. The association shall have one class of membership with equal voting rights.
2. Annual Dues. The annual dues shall be set by the Board of Directors, but shall not be less than \$2. Contributions in excess of the annual dues shall not carry with them any added voting rights.
3. Membership. Membership shall be conditioned on the payment of annual dues or other financial contribution. At the discretion of the Board of Directors or staff, membership may be renewed beyond the normal one year period, when future financial support is anticipated. The term of membership shall be one year from the date of original membership or renewal thereof.

During the period of their membership, each member shall be entitled to cast one vote at all meetings of the members, and each member who is a natural person shall be entitled to hold any office in the Association.

ARTICLE II

MEETINGS OF MEMBERS

1. Annual Meeting. The Annual Meeting of members for the election of the Board of Directors and for the transaction of such other business as may properly come before the Meeting shall be held within 120 days of the close of the fiscal year as specified in Article VI. The date, time and place of the Annual Meeting shall be designated by the Board of Directors. A written notice of such Meeting, stating the purposes for which it is called and when and where it is to be held, shall be delivered or mailed to each member at his last known address not more than forty five and not fewer than ten days before such Meeting.
2. Special Meeting. A Special Meeting of members shall be called at any time by the Secretary upon the written request of not less than fifteen members. Notice of such Meeting, stating the purpose or purposes for which it is called and when and where it is to be held, shall be given to all members in the manner prescribed for the giving of notice of the Annual Meeting.
3. Quorum. Such members as are present at a meeting shall constitute a quorum.

ARTICLE III

BOARD OF DIRECTORS

1. Composition. The Board of Directors including the officers of the Association shall consist of not fewer than sixteen nor more than twenty-four members.

Directors shall be elected each year at the Annual Meeting to serve terms not in excess of four years. Directors shall be chosen from candidates submitted by the Governance Committee pursuant to Article V.

New directors may be appointed by the Board to serve unexpired terms caused by vacancies or departures of regularly elected directors until the next Annual Meeting, at which meeting they may then be elected by the full membership.

2. Powers and Duties. Except as otherwise provided by law or these By-Laws, the property and affairs of the Association shall be managed by the Board of Directors. The Board may direct the use of gifts or loans of any property received or sold in the name of the Association in such a manner as it shall deem necessary or proper to carry out the purposes of the Association. The Board may create one or more committees and may dissolve the same at will. The Board, by a vote of a majority of its members, shall elect from the members of the Association (including Directors) a President, at least two (2) vice Presidents, a Secretary, a Treasurer, and such other officers as the Board believes necessary or desirable. The term of office for all officers of the Association shall be one year; provided however, that any officer may be removed by a majority of the Board at any time during his term of office. In the event of any removal or resignation, the Board may elect a successor to serve for the balance of the term.
3. Meetings. There shall be a regular Annual Meeting of the Board held promptly following the Annual Meeting of the membership and no notice need be given of this meeting. In addition, at least three other regular meetings of the Board shall be held in each fiscal year, to be called by the President, the call and notice for the same to be made as for special meetings herein below set forth in Paragraph 4.
4. Special Meetings. A special meeting of the Board of Directors may be called at any time by the President, by the Secretary, or by any six Directors. Notice of such meeting, stating the purpose or purposes for which it is called and when and where it is to be held, shall be mailed or telephoned to each Director at his or her last known address at least forty-eight hours before such meeting.
5. Quorum. One-third of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board. Except as otherwise provided by law or by these By-Laws, the act of a majority of the Directors present at any meeting of the Board at which a quorum is present, shall be the act of the Board.

ARTICLE IV

EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall consist of the officers of the Association and the Chairs of the Finance and Audit, Governance, Water Protection, and Land Protection Committees. A simple majority of the members of the committee will constitute a quorum.
2. Powers and Duties. The Executive Committee shall act for the Board of Directors between meetings of the Board and shall report to the Board at its next meeting. A simple majority of the members of the committee shall constitute a quorum.

ARTICLE V

STANDING COMMITTEES

1. Structure. At, or promptly after, the Annual Meeting, the Board of Directors shall appoint the following standing committees to assist them in carrying out the aims of the Association.

- 1) Finance and Audit Committee
- 2) Governance Committee
- 3) Development Committee
- 4) Water Protection
- 5) Land Protection

In addition, the President may appoint or dissolve ad hoc committees as required, for specific purposes.

2. Purpose

Finance and Audit Committee – shall consist of members of the Board, the Treasurer, and outside financial experts as necessary. It shall be responsible for assisting in the preparation of budgets and financial statements, and monitoring of the organization's finances during the fiscal year, and for selecting and overseeing the Audit firm and reviewing the audit report.

Governance Committee – shall consist of not fewer than three Directors, with appropriate geographical representation over the watershed and the President serving as an ex officio member. Its function shall be to research and propose a slate of candidates to become Directors at the Annual Meeting and/or to propose specific replacements to fill vacancies in the Board from time to time. In addition, Governance Committee shall propose annually a slate of officers for approval by the Board of Directors

Development Committee – shall guide and participate in the raising of funds in terms of dues, gifts, bequests, grants and other resources to support the short and long term objectives of the Association.

Land Protection – shall help the Board and staff identify important environmental concerns of contemporary land use for HVA and recommend to the full Board major policy positions that HVA should take.

Water Protection - shall help the Board and staff identify important environmental concerns relating to water protections and recommend to the full Board major policy positions that HVA should take.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Association shall begin on each July 1st and end on the following June 30th.

ARTICLE VII

SEAL

The seal of the Association shall be circular in form and shall bear the words, “HOUSATONIC VALLEY ASSOCIATION, INCORPORATED, CONNECTICUT”.

ARTICLE VIII

RULES OF PROCEDURE

The Board of Directors may make rules, not inconsistent with these By-Laws, respecting the activities of the Association. Robert’s Rule of Order shall be the parliamentary authority for all matters of procedures not specifically covered by such rules or by these By-Laws.

ARTICLE IX

COMMERCIAL USE OF NAME PROHIBITED

No member shall use the name, “Housatonic Valley Association, Incorporated”, commercially or for personal benefit.

ARTICLE X

CONSTRUCTION OF BY-LAWS

These By-Laws shall be liberally construed so as to carry into effect their true intent and meaning, and the Board of Directors is empowered to clarify any ambiguities and to reconcile any inconsistencies herein accordingly.

ARTICLE XI

AMENDMENTS

These By-laws may be amended by the affirmative votes of a simple majority of the Board of Directors, or three-fifths of the members who are present in person at any annual or Special Meeting of the members duly called by written notice, stating that an amendment of the By-Laws is a purpose of the meeting and setting forth the substance of the proposed amendment.

ARTICLE XII

PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

1. No Director or officer shall be liable to the Association except for his own willful or wanton misconduct. No Director or officer shall be liable out of his personal assets for any obligation or liability incurred by this Association or by the Board of Directors. The Association along shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Association.
2. Each member of the Board of Directors and each officer and employee of the Association shall be indemnified by the Association against all loss, cost, damage, expense and charge reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suit or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors or an officer or employee of the Association (whether or not he continues to be a member of the Board of Directors, or officer or employee at the time of incurring or suffering such loss, cost, damage, expense or charge) except in relation to any matter as to which he shall be adjudged in such action, suit or proceeding to be liable for his own willful or wanton misconduct in the performance of his duties as such member of the Board of Directors or officer or employee.
3. The provisions of this Article XII shall not be deemed exclusive or in limitation of, but shall be deemed cumulative or and in addition to, any other limitation of liability or right of indemnity to which such Directors, officers and employees of the Association may be otherwise entitled.