

Bylaws of the Organization (Adopted March 3, 2012)

Friends of the Shetucket River Valley BYLAWS

Article I: Identification and Purpose

Section 1: The name of the organization shall be the Friends of the Shetucket River Valley, hereinafter generally referred to as FoSRV in these Bylaws.

Section 2: FoSRV is organized exclusively for charitable, educational and preservation purposes, more specifically to preserve open space in the Connecticut region known as the Shetucket River Valley, for the benefit of area residents and the general public. To that end the Organization will work with local conservation commissions and other like-minded organizations to engage in and otherwise promote the scientific study of, and to educate the public regarding local natural resources, and wildlife protection and to raise funds to assist in the preservation of these resources.

Section 3: FoSRV's offices are located at the SpragueTown Hall, 1 Main Street, Baltic, Connecticut.

Section 4: The fiscal year of FoSRV shall be from July 1 through June 30.

Article II--Membership

FoSRV is a membership organization; that is, in addition to the Board of Directors, individuals may be enrolled as dues-paying members. Members have the power to appoint and remove members of the Board of Directors at the annual meeting. The amount of annual dues and collection dates shall be set by the Board of Directors and reviewed annually. Membership is open to all individuals interested in the objectives of the organization and who agree to abide by its Bylaws. Failure to pay annual dues will be considered grounds for removal from membership.

Article III--Annual Meeting:

Section 1: The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Notice of quarterly meetings shall be given at the annual meeting.

Article IV--Officers and their Election

Section 1: The Board of Directors shall consist of the chair, vice-chair, secretary, treasurer, and two regular members at a minimum, with a maximum of ten members.

Section 2: Nominations for these positions shall be made by a nominating committee of those members whose terms are not up three members appointed by the chair one month prior to the Annual Meeting. Regular members may petition nominations by submitting the signatures of five percent of regular members.

Section 3: A vacancy occurring in an officer's position, with the exception of the Chair, shall be filled by a vote of the Board. The vacated office of Chair shall be filled at a regular or duly noticed special meeting by a vote of over half the voting members in attendance.

Section 4: The Board receives no compensation other than reasonable expenses.

Section 5: All Board members shall serve a two year term, they are eligible for re-appointment.

Article V--Duties of Officers

Section 1: The Chair shall preside at all meetings of the Board, shall be a member ex-officio of all committees except the nominating committee, and shall perform all other duties usually pertaining to the office. The Board may specify given duties to the chair as under his/her purview or not, as necessary. The Chair may not vote during regular meetings except to break a tie.

Section 2: The Vice-Chair shall act as aide to the Chair and shall perform the duties of the Chair in the absence of that officer.

Section 3: The Secretary shall be responsible for maintaining a correct report of the proceedings of all meetings, keep a record of the membership and the number present at meetings, conduct its correspondence, and notify members of all meetings, regular and special.

Section 4: The Treasurer shall receive all moneys of the Organization, shall keep an accurate record of receipts and expenditures, and shall pay out funds only as authorized by the Organization. Disbursements by check and withdrawals from savings accounts shall be only under the signatures of the Treasurer and the Chair. The Treasurer shall present a statement of account at every regular meeting and at other times when requested by the Board, and shall report at the annual meeting.

Section 5: The Board of Directors shall: a) have general charge of the affairs and property of FoSRV and of all the funds and assets b) have power to accept or reject gifts from donors; c) approve routine bills; and d) carry on the affairs of FoSRV between meetings and may require reports and the presence of the committee chairmen to see that the committees are carrying out their responsibilities. The Board may appoint an auditor to audit FoSRV's financial records.

Section 6: There shall be a nominating committee which will meet one months before the annual meeting. They will report on their recommendations at the annual meeting.

Article VI—Meetings

Section 1: The Chair shall convene regularly scheduled Board meetings, held at least quarterly, at an agreed upon time and place.

Section 2: Special meetings shall be called by the Chair or a majority of the Board and members for a particular purpose. Notice of such special meeting shall be given at least 24 hours before the meeting with statement of purpose.

Section 3: A majority of the current Board of Directors shall constitute a quorum.

Article VII--Parliamentary Authority

Roberts Rules of Order may be requested by the Chair presiding at a regular meeting when necessary for order. Otherwise, those rules may be relaxed to expedite business.

Article VIII--Amendments

These Bylaws may be amended at any regular meeting by a two-thirds vote of members present and voting, provided that notice of the proposed amendment shall be given seven (7) days prior to the meeting. Amendments may also be proposed and voted on at the annual meeting.

These Bylaws were approved at a meeting of the Board of Directors of the Friends of the Shetucket River Valley on March 3rd 2012