

GROTON OPEN SPACE ASSOCIATION, INC.

BYLAWS

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Section 1 - Name

The name of this corporation is **Groton Open Space Association, Inc.** (abbreviated “GOSA”). GOSA is a nonprofit 501(c)(3) corporation organized and existing under the laws of the State of Connecticut.

Section 2 – Purposes

The purposes of GOSA are as follows:

- A. To establish an association of persons committed to environmental preservation, conservation of open space and passive recreational areas, and protection of natural and cultural resources in Southeastern Connecticut.
- B. To educate the public about the value of open space, wildlife habitats, conservation, and environmental preservation.
- C. To enlist public support and funding for environmental protection projects, including promotion, acquisition and maintenance of open space for public use, either alone or in cooperation with governmental agencies or with other nonprofit organizations qualifying for tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Section 3 - Membership

- A. **Eligibility.** Any responsible individual or organization subscribing to the objectives of GOSA and contributing financially to its success shall be eligible for membership.
- B. **Honorary Lifetime Membership.** The Board of Directors may award an honorary lifetime membership.

Section 4 - Board of Directors

- A. **Composition.** The Board of Directors (“the Board”) shall consist of not less than five nor more than twelve members, including the President, elected by and from the general membership. The Directors shall be chosen to represent the varied interests and areas of expertise and competency that are of concern to GOSA.
- B. **Powers.** The Board of Directors shall be responsible for all the affairs and business of GOSA, shall determine matters of policy, and shall have all the powers granted by the Connecticut General Statutes, as amended.
- C. **Terms.** Members of the Board shall be elected for three-year terms, with no limit on the number of terms. Terms may be staggered to provide that a minority of Directors shall be elected at the annual General Membership Meeting in any one year. Terms of Officers and Directors shall commence on the first day of January following the annual General Membership Meeting and extend from January 1 to December 31.
- D. **Compensation.** No member of the Board shall be compensated for their services.
- E. **Emeritus Board Members.** The Board may designate former Directors as non-voting Emeritus Directors. Emeritus Directors shall serve in an advisory capacity, receive all Board communications and be invited to all Board meetings. Emeritus Directors are not included in determining a Board quorum.

Section 5 - Officers

- A. **Titles and Terms of Elective Officers.** The elective officers of GOSA, who shall be chosen from the Board, shall be a President, not more than two Vice-Presidents, a Secretary, and a Treasurer, who shall each be elected by the general membership for a one-year term with no term limits.
- B. **President.** The President shall be the Chief Executive Officer of GOSA and act as chairperson for meetings of the Board. The President will be responsible for providing broad leadership and direction to the organization, and for scheduling and presiding at Board meetings. Major responsibilities include, but are not limited to, ensuring consistent progress towards fulfillment of the organization's purposes and monitoring external developments which could influence GOSA's future.
- C. **Vice-President.** The Vice-President shall exercise the functions of the President in his or her absence. If there is more than one Vice-President, then they shall, in consultation with one another and the President, determine the manner in which those functions shall be carried out.
- D. **Secretary.** The Secretary shall be responsible for keeping corporate records and the minutes of all meetings of the Board, and for performing related duties as determined by the Board.
- E. **Treasurer.** The Treasurer shall be responsible for management of GOSA's funds and investments and ensure that accurate books and financial records are kept. The Treasurer shall also ensure that all required tax reports and other critical filings are filed in a timely manner.

Section 6 - Committees

The Board may create committees with such powers as the Board may deem necessary to facilitate the business and special projects of GOSA. The permanent committees described below shall be chaired by a member of the Board. Other committees may be chaired by GOSA members who are not on the Board. Committee membership shall be drawn from the Board and from the general membership. The following two permanent committees shall be established:

- A. The **Nominating Committee** shall present recommendations for elective officers and Directors to the Board for a vote for concurrence. The Nominating Committee shall also present the agreed upon slate to the membership at the Annual Meeting.
- B. The **Finance Committee** shall consist of at least three members including the Treasurer. The Committee shall assist the Board in its oversight and monitoring of fiscal condition and ensure compliance with non-profit legal and ethical financial standards. The Committee shall consider the financial resources and obligations of the organization, establish an annual budget, and recommend financial actions to the Board.
- C. **Other Committees.** The Board may create ad hoc or special purpose committees and choose members with such powers as the Board may deem necessary to facilitate the business and special projects of GOSA.

Section 7 – Meetings

A. Quorums

- 1. **Board of Directors Meetings:** A majority of the Directors shall constitute a quorum for Board meetings. A quorum is required for a meeting of the Board. Directors are considered present at a Board meeting if attending in person or by conference call, provided that all attendees can hear each other and can participate.
- 2. **General Membership Meetings:** Members present shall constitute a quorum.
- B. **Board of Director Meetings.** The Board of Directors shall hold no fewer than ten in-person meetings annually. Other meetings of the Board may be held at the call of the President. Directors are present at a meeting if attending in person, by conference call, or electronically, provided that all

attendees can hear each other. Board meetings are open to any GOSA member unless specifically closed by the Board.

- C. **General Membership Meetings.** General membership meetings may be called by the President or by a majority of the Board. There shall be a minimum of one meeting a year for the general membership at which business will include the election of Officers and Directors. Notice of each meeting shall be given to each member at least two weeks in advance by normal means of communication, including mail, email, or telephone. Notice of general membership meetings shall also be posted on the GOSA website.

D. **Special Meetings**

1. **Special Membership Meetings.** A special membership meeting may be called by a written petition of one fourth of the membership stating the purpose for which the meeting is to be called. Business transacted at special membership meetings shall be limited to the purposes for which the meeting was called. The meeting must be called by the President or the Board within 30 days of receipt of the petition. If the GOSA Secretary is not present, then the membership present will select a GOSA member to take notes, prepare minutes of the meeting, and provide the minutes to the Board.
 2. **Special Board Meetings.** When a matter requiring Board action arises between regular or special meetings, the President or a majority of the Directors may determine whether a meeting should be convened to consider the matter. Notice shall be given 24 hours in advance. Business transacted at special meetings shall be limited to the purposes for which the meeting was called; any proposed action that is the subject of the meeting must be in written form.
 - a) **Action at a Meeting.** If a quorum of the Board can be assembled in accordance with these Bylaws, then the matter shall be considered at a regular or special meeting of the Board. Any action taken shall be decided by the required vote of the Directors present and shall be recorded in the minutes of the meeting.
 - b) **Action by Electronic Mail.** If a quorum cannot reasonably be assembled within the time required to address the matter, then the Board may act by electronic mail without a meeting, provided that:
 - Notice of the proposed action is transmitted to all Directors at their email addresses;
 - All Directors consent to conducting the vote by electronic mail;
 - Each Director's vote is submitted in writing by electronic mail within the period specified in the notice; and
 - The approval threshold required for the action would be met if the vote had occurred at a duly convened meeting.
 - c) **Record of Electronic Vote.** All email communications relating to the proposed action, including the notice, responses, votes, and final determination, shall be retained as part of the official records.
 - d) **Reporting and Ratification.** Any action approved by electronic mail shall be reported at the next regular meeting of the Board and entered into the minutes of that meeting.
- E. **Committee Meetings.** Committee meetings shall be called by the committee chair as needed, with notice given at least 24 hours in advance. The President shall be informed of all meetings.
- F. **Voting.** Matters to be decided by a vote of the Board of Directors, committees and membership meetings shall be decided by a majority vote with the exception of modifications to the Bylaws as noted below.
- G. **Notice.** Notice shall be given of Member Meetings and meetings of the Board of Directors or any of its committees by normal communication including but not limited to email, mail or telephone.

Section 8 - Nominations and Elections

- A. **Nominations.** The Nominating Committee shall each year make recommendations to the Board for candidates for the Board of Directors and a slate of officers for the coming year. The Board shall vote on the nominations. Once approved by the Board, the nominations are presented at the General Membership Meeting for approval by the membership.
- B. **Election.** Election shall be by a majority of votes cast by the members present at the annual General Membership Meeting.
- C. **Vacated or Empty Positions.** The Board of Directors may appoint a new Director to fill any vacated or empty position on the Board or among the elective Officers. Any Director or Officer so appointed shall serve until a permanent replacement, elected at a General Membership Meeting, begins their term on January 1st.

Section 9 - Fiscal Policies

- A. **Fiscal Year.** The fiscal year for all business transactions of GOSA shall be from January 1 through December 31 of the same year.
- B. **Financial Review.** There shall be an annual review of GOSA's financial records by the Finance Committee. The Board may request an internal or external audit at any time they deem it to be necessary.

Section 10 – Modifications of the Bylaws

Bylaws may be amended, restated or replaced by a two-thirds vote of the quorum present at the General Membership Meeting. Notice of a change to the Bylaws shall be contained in the general mailing announcing the meeting. The full text of the proposed amendment or new Bylaws must be made available to the general membership at least two weeks in advance of that meeting.

Section 11 – Indemnification

GOSA shall indemnify its Directors from all actions, suits or proceedings, whether civil, criminal, administrative or investigative, when such actions are brought against the Directors by reason of the fact that they are Directors. GOSA shall indemnify its Directors from all expenses, attorneys' fees, penalties, fines, and amounts paid in settlements. Indemnification is provided only when it is determined that the Director(s) were acting in an official capacity on behalf of GOSA, and that they conducted themselves in good faith and within the powers and authorities of their position.

Section 12– Dissolution

Dissolution of GOSA shall follow the procedures outlined in Connecticut General Statute Section 33-1171, and all applicable state and federal guidelines.

In the event of dissolution, the monetary assets of GOSA shall be distributed only to one or more Connecticut nonprofit organizations with similar goals and objectives, which qualify under section 501(c)(3) of the Internal Revenue Code, or any comparable section then in effect. Real property interests and fixed assets owned by GOSA may be distributed to one or more qualified organizations, or to a municipal, state or federal government. All distributions of interests in real property shall contain a permanent, restrictive covenant that the land is to be preserved in its natural state for passive recreation only. The Board of Directors shall have full authority to make all distributions in the event of dissolution. In the event the Directors are unable for any reason to distribute any asset(s), distribution shall be made by an order of the Connecticut Superior Court.

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