

# New Hampshire Association of Conservation Commissions

## BYLAWS

~~As amended October 13, 2016~~

As amended November 5, 2022

### Article I. Name

The name of this voluntary, non-profit, 501(c)(3), incorporated association shall be the "New Hampshire Association of Conservation Commissions", hereinafter called the "Association". The principal office of the Association shall be located at 54 Portsmouth Street in Concord, New Hampshire or at a location to be determined by the Association's Board of Directors.

### Article II. Purposes

The purposes of the Association shall be:

1. To promote the formation and continuance of municipal conservation commissions throughout the State,
2. To assist municipal conservation commissions in discharging their duties under State of New Hampshire RSA 36-A as amended,
3. To foster the conservation and wise use of New Hampshire's natural resources by facilitating communication and encouraging cooperation among municipal conservation commissions and related agencies (public and private),
4. To constitute a central forum for municipal conservation commissions in the interest of furthering the goals stated in 1, 2, and 3 above, and
5. To create a climate in which conservation commissions can be successful.

### Article III. Membership, Sponsors and Partners

#### A. Eligibility for Membership

1. **Regular Members:** Upon payment of dues, all municipal conservation commissions established under RSA 36-A as amended shall become regular members.
2. **Associate Members:**
  - a. Individuals ~~and/or organizations~~ may become associate members upon application to the Executive Board of Directors and payment of dues.
  - b. Past members of municipal conservation commissions may become associate members upon payment of dues.
3. ~~Corporate/Sponsors Members:~~ Upon application to the Executive Board of Directors and payment of dues, corporations ~~and/or organizations~~ may become ~~corporate Sponsor~~ members.
4. **Honorary Members:** Honorary members shall be persons so designated by the Board of Directors.
5. **Partners member:** Organizations and agencies with similar purpose and mission may partner with NHACC and receive reciprocal benefits including waiving registration fees and educational exchange.

### Article IV: Finance

#### A. Fiscal Year, Dues, and Other Financial Matters

1. The Association's fiscal year shall run from ~~May 1 to April 30.~~ Jan 1 to Dec. 31
2. The Board of Directors shall establish and may from time to time revise a schedule of dues.
  - a. *Regular member* dues shall be ~~payable on the first day of the fiscal year~~ on a yearly basis during the calendar year.

- b. Any member commission that is delinquent in payment of dues shall lose its voting privileges and shall be ineligible to participate in the Association Programs.
- c. Any ~~associate or corporate~~ member who fails to pay dues shall be ineligible to receive member benefits.
- d. Honorary members shall be exempt from payment of dues.
3. The Association may charge fees for printed matter, workshops, conferences, and other special activities.
4. The Association may receive gifts of real or personal property and may manage and/or dispose of the same.
5. The Association may accept monetary gifts, grants, legacies, sponsorships, and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.
6. Acceptance of funds over \$10,000 shall be approved by the Board of Directors
7. All contracts and evidence of debt may be executed only as directed by the board of Directors.
8. A budget will be drafted annually 2 months prior to the beginning of the fiscal year and approved by the board of Directors.
9. NHACC will be compliant with all state and federal tax laws that apply.

**C. Voting**

1. ~~Each~~ All Regular Member *conservation* commissions in attendance at the Annual Meeting or Special Meeting of the Association shall be entitled to one vote. ~~to be cast by its ranking officer or by one of its delegates so authorized.~~
2. Each Regular Member *conservation* commission shall designate one member of their commission to cast that commission's vote at the Annual Meeting or Special Meeting.
3. ~~The casting of one vote of any member commission without objection from the floor by a fellow delegate from the same member commission shall be conclusively presumed to represent authorized action.~~
4. ~~Associate, corporate, and honorary members shall not vote.~~ Other Members of the Association may attend and participate in Association meetings as non-voting members.

**Article V. Officers**

**A. Officers** of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall also be directors.

**B. Terms**

1. Officers shall be elected from the Board of Directors and voted at an Annual Meeting of the Association and shall hold office from that date for one year or until a successor is elected.
2. No individual may serve as President of the Association for more than three successive one-year terms.

**C. Powers and Duties**

1. **President:** The President of the Association shall be the Association's principal executive officer and shall exercise general supervision and control over all the business and affairs of the Association. The President shall have the following specific powers and duties:
  - a. To preside at all meetings of the Board of Directors, the Executive Committee and the General Membership;
  - b. To see that all orders and resolutions of the Board, the Executive Committee, and the General Membership are carried out;
  - c. To execute bonds, mortgages, and deeds of trust;
  - d. To have general superintendence and direction of all other officers of the Association and to see that their respective duties are carried out;
  - e. To submit a report of the operations of the Association to the Membership in the form of an annual report; and
  - f. To perform such other duties as may be prescribed from time to time by the Board of Directors.
2. **Vice-President**

- a. The Vice-President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability or absence, is unable to act, and at other times when specifically, so directed by the Board of Directors.
  - b. The Vice-President shall exercise the powers and perform the functions that are from time to time assigned to him/her by the President or the Board of Directors.
  3. **Secretary:** The Secretary of the Association shall be the recorder of the Association's formal actions and transactions. The Secretary shall have the following specific duties:
    - a. To record or supervise the proper recording of the minutes and transactions of all meetings of the Executive Committee, the Board of Directors, and the General Membership;
    - b. To maintain separate minute books at the principal office of the Association, or such place as the Board may order, of all such meetings in the form and manner required by law; ~~and~~
    - c. To accept legal notices and/or service of legal process; and
    - d. To perform such other duties as may be prescribed from time to time by the President or the Board of Directors.
  4. **Treasurer:** The Treasurer of the Association shall be its chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:
    - a. To be responsible for keeping and maintaining, open to inspection at all reasonable times, adequate and correct accounts of the ~~properties assets~~ and business transactions of the Association, which shall be in such forms as required by law;
    - b. To be responsible for the care and custody of the funds and valuables of the Association and to deposit ~~or designate a person or persons to deposit~~ the same in the name of the Association with such depositories as the Board of Directors may designate;
    - c. To supervise the maintenance of accurate lists and descriptions of all capital assets of the Association, including land and buildings, if any;
    - d. To render to the President or to the Board of Directors, whenever they may require it, an account of all his/her transactions as Treasurer and ~~any financial statements in a form satisfactory to them,~~ showing the financial condition of the Association; and
    - e. To perform such other duties as may be prescribed from time to time by the President or the Board of Directors.
- D. Removal:** Any officer elected to serve the Association may be removed by a vote of two-thirds of the full Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Such action may be taken at any regular or special meeting for which due notice of the proposed removal has been given to members. The officer involved shall be given an opportunity to be present and to be heard at the meeting at which removal is considered.
- E. Vacancies:** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

## Article VI. Board of Directors

- A. The Board of Directors** shall manage the affairs of the Association, including the management of its property, and shall determine the compensation of the Executive Director and of any other employees. It may authorize the execution of contracts, fill vacancies on ~~the Board of Directors in its number~~ or among the officers, may appoint committees and remove the same, and shall have all other powers of the Association described in these bylaws, other than those inherent in the titles of officers or specifically delegated to the membership.
- B. The Board of Directors** shall be composed of thirteen regular directors, four of whom shall also be officers, except that a fourteenth directorship may be occupied by the immediate past President of the Association for a one-year period following the expiration of his/her term as President. This fourteenth directorship shall carry with it all the rights and duties, including voting, which devolve upon the other directors. The Executive Director of the Association shall be a non-voting member of the Board.
- C. Term of Office:** The thirteen regular Directors shall be elected by the ~~General~~ Regular Membership, on provided nominations by the Nominating Committee, to serve for three years or until a successor has been elected. The terms shall be staggered so that three Directors are elected each year. No Director shall serve

more than three consecutive three-year terms, but may be reelected after a lapse of one year. ~~Directors serving at the time of the 2011 bylaws revision may be reelected to 2 more terms.~~ The immediate past President may serve for an additional one-year term.

- D. Eligibility:** At least 9 of the 13 Directors must be members of an NHACC member conservation commission at the time of their election to the Board and may be re-elected only if they are commission members at the time of re-election. A Director who leaves his/her commission during his/her term of office may serve out his/her term as a Director.
- E. Meetings:**
1. **Regular Meetings:** The Board of Directors shall meet at least quarterly **or more frequently** at the request of the President or Executive Director or the Board of Directors ~~as they shall~~, by majority vote. ~~see fit.~~ **Notice of the meeting will be sent by electronic mail to the members of the Board of Directors 7 days prior to the meeting.** ~~One week's prior notice shall be provided for such meetings.~~
  2. **Special Meetings:** Special meetings of the Board may be called by or at the request of the President or any two Directors. ~~notice shall be held at the principal office of the Association or at such other place as the Directors may determine.~~ Notice of such Special Meetings **will be sent by electronic mail to the members of the Board of Directors 3 days before the meeting.** ~~shall be given at least three days previous thereto by written or telephone notification.~~
  3. **Location of Meetings or Meetings conducted by telephone, video or other electronic means:** In person meetings will be conducted at the principal office of the Association or at such other location as the President or Executive Director shall determine. In their discretion, the President or Executive Director may designate that a regular or special meeting of the Board of Directors will be conducted virtually by telephonic, video or other electronic process so that members of the Board of Directors will be permitted to attend in person meetings virtually. The meeting notice will indicate whether the meeting is to be held in person and if so the meeting location, or if by electronic means, the notice will provide links or other information so that members of the Board of Directors may participate in the meeting.
  4. **Telephone Votes by Telephone or Electronic Mail:** In place of a Special Meeting, **and where a decision is needed without delay,** the Board of Directors may vote by telephone or electronic mail. **Any decision made by this process will be ratified by the Board at its next regular meeting.** ~~the President and Executive Director may, at their discretion, poll the Board of Directors by telephone *email* for Board decisions needed on short notice.~~
- F. Quorum:** A simple majority of the seats currently filled on the Board of Directors must be present, or available by conference call, at any meeting to constitute a quorum.
- G. Removal of Director:** Any Director may be removed from the Board by affirmative vote of a two-thirds majority of the members of the full Board whenever in its judgment the best interests of the Association would be served thereby. Such action may be taken at any regular or special meeting for which due notice of the proposed removal has been given to members. The Director involved shall be given an opportunity to be present and to be heard at the meeting at which removal is considered.
- H. Vacancies:** Any vacancy occurring in the Board shall be filled by the Board of Directors. **A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.**
- I. Compensation:** No member of the Board of Directors, except the Executive Director, shall receive a salary for his/her services, but, by resolution of the Board, reasonable expenses related to the business of the Association may be allowed.

## Article VII. Executive Director

- A.** The daily affairs of the Association shall be managed by a paid Executive Director appointed by majority vote of the Board of Directors. Removal of the Executive Director shall require a 2/3 majority vote of the full Board of Directors.
- B.** The compensation of the Executive Director shall be determined by the Board.

- C.** The duties and powers of the Executive Director shall be as follows:
1. To conduct and operate the business and affairs of the Association according to the orders and resolutions of the Board of Directors and according to his/her own discretion, whenever it is not expressly limited by such orders and resolutions;
  2. To submit a report of the operations of the Association to the Directors at the regular meetings of the Board and an annual report thereof to the Membership at the annual meeting, and from time to time to report to the Directors all matters within his/her knowledge that should be brought to their attention in the best interest of the Association;
  3. To keep at the principal office of the Association record books showing the details required by law with respect to membership of the Association including ledger-a membership report. ~~showing all memberships issued and the date of such issuance;~~
  4. To keep at the principal office of the Association, open to inspection by members at all reasonable times, the original or a certified copy of the Bylaws of the Association, as amended or otherwise altered to date;
  5. To attend to the giving and serving of all notices of the Association required by law or these Bylaws to be given;
  6. To attend to such correspondence and make such reports as may be assigned to him/her;
  7. To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required in the Association.
  8. To disburse the funds of the Association for proper expenses and, as he/she may be ordered by the Board, to take proper vouchers for such disbursements;
  9. To render to the Treasurer or the Board of Directors, whenever they may require it, an account of all financial transactions and a financial statement in a form satisfactory to them showing the financial condition of the Association;
  10. To hire and oversee the activities of other employees of the Association and make to the Board any recommendation relevant thereto;
  11. To sign checks, in accordance with policy determined by the Board; ~~and~~
  12. To maintain, oversee, and guarantee compliance with all legal requirements for the organization, including whatever is necessary to keep NHACC in good standing; and
  13. To carry out such other duties as the Board may from time to time prescribe.

## **Article VIII. Meetings of the General Membership**

- A. Annual Meeting.** The Association will hold an annual meeting of Members in November of each calendar year. Notice of the meeting will be sent electronically to Members no later than 30 days before the meeting. Members shall provide the Association with their most current postal and electronic mailing address. ~~The Annual Meeting of the Association shall be held in November on four weeks' written notice.~~
- B. Special Meetings.** The Association may hold special meetings at the request ~~shall be held at the call~~ of the President, ~~on request of~~ a majority of the Board of Directors, or by petition of ~~on request of~~ ten per cent of the General Regular Membership. ~~Four weeks' written notice shall be provided to members for such Special Meetings.~~ Electronic notice of a Special Meeting shall be sent to Members no later than 10 days before the meeting.
- C. In Person Meetings/Meetings Conducted by Telephone, Video or Other Electronic Means.** At the discretion of the Board of Directors, meetings of Association Regular Members may be conducted in person, virtually, or a combination of both. Virtual meetings will be conducted by telephone, video, or other electronic process which allows Members to participate in the meeting. In person meetings will be held at a time and location determined by the Board of Directors and provided in the meeting notice. Suitable links and other information will be provided in the notice so Members may participate in virtual meetings.
- D. Quorum:** Ten percent of the Regular Members shall constitute a quorum for any Association Meeting.
- E. Rules of Procedure.** *Robert's Rules of Order* shall be accepted as the Association's guide to parliamentary procedure.

## **Article IX. Committees**

### **A. General Provisions:**

1. The Board of Directors, at its discretion, may constitute and appoint committees to assist in the planning and control of the affairs of the Association, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors. Each Committee so constituted and appointed by the Board shall serve at the pleasure of the Board and the members thereof shall include such persons as the Board may designate.
2. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each committee so constituted and appointed by the Board shall from time-to-time report to and advise the Board on Association affairs within its particular area of responsibility and interest.
3. The designation of authority to these committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

**B. Standing Committees:** Standing Committees shall consist of the following committees which shall continue from year to year without re-establishment, except that their membership may, within limits of these Bylaws, change:

1. **Executive Committee:** The Executive Committee shall be composed of the Officers and Executive Director of the Association. The duties of the Executive Committee shall be to carry on the business of the Association's Board of Directors in the interim between Board meetings. It shall report its actions at the following Board meeting.
2. **Budget Committee:** The Budget Committee shall be composed of the Treasurer, Executive Director, and two other Board members.
3. **Nominating Committee:**
  1. A Nominating Committee composed of up to five members and shall be formed annually.
  2. *At least three members will be from the Board of Directors and the remaining committee members may be from organizations with a similar purpose or conservation commissions members in good standing. No more than three members may be elected who are serving on member commissions, but are not Officers or Directors of the Association. These three shall be elected for three year staggered terms.*
  3. *Two* Nominating Committee members shall be appointed by the Board *of Directors-President at the organizational business meeting a Regular Meeting of the Board of Directors as needed.*
  4. The Nominating Committee shall submit to the Membership at the Annual Meeting:
    - a. A slate of officers chosen from the Board of Directors as needed for the ensuing years, as follows:
      - (1) President
      - (2) Vice-President
      - (3) Secretary
      - (4) Treasurer
      - ~~(5) Nominating Committee members, as specified in 2. above.~~
      - ~~(6) Directors, as specified in Article V. C.~~
    - b. Directors, as specified in Article V. C.
    - c. The Nominating Committee is encouraged to select individuals who have demonstrated an interest in the study and/or protection of natural resources in New Hampshire, will contribute to the diversity of geographic location, municipal size, and individual skill.
    - d. *Prospective members maybe referred to the Nominating Committee by the staff and board.*
    - e. Additional nominations for *board of director positions* or any office may be made from the floor at any Annual Meeting.

## Article X. Conflict of Interest

The Association shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit.

### **Article XI. Indemnification**

Each Director and Officer of the Association now or hereafter serving as such shall be indemnified by the Association against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Director or Officer. The Association shall reimburse each such person for all legal expense reasonably incurred by him/her in connection with such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

### **Article XII. Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds of the votes cast at one the following:

1. Any Annual Meeting, with publication of proposed amendment(s) included with the announcement of the Meeting.
2. Any Special Meeting called by four weeks' written notice, such notice to include announcement of the substance of the proposed change(s).

### **Article XIII. Dissolution**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner or to such organization(s) organized and operation exclusively for charitable, conservation, educational, or scientific purposes as shall at the time qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code now in effect (or the corresponding provision of any future US Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.