

WENTWORTH WATERSHED ASSOCIATION

BYLAWS

ARTICLE I

NAME, LOCATION & PURPOSE

Section 1. Name. The name of the corporation is the Wentworth Watershed Association (hereinafter the “Association”).

Section 2. Location. The headquarters of the Association shall be in Wolfeboro, NH. The Association may also have offices at other places as the Board of Directors may, from time to time, designate or the business of the Association may require.

Section 3. Purpose. The purpose of the Association shall be to protect and preserve the Wentworth-Crescent Watershed including through initiatives that enhance water quality, land conservation and community education.

ARTICLE II

MEMBERSHIP

Membership in the Association is open to the general public upon payment of annual dues (hereinafter “Members”). The Board of Directors of the Association (hereinafter “the Board”) shall by resolution establish rates for annual dues. The membership year shall run from January 1 to December 31.

ARTICLE III

OFFICERS

Section 1. General. The officers of the Association shall be the Board Chair, Board

Vice Chair, Secretary and Treasurer (hereinafter “Officers” or “Officer”). All Officers shall be selected from current Directors.

a. Board Chair: The Board Chair (“Chair”) shall be the principal executive officer of the Association and shall, in general, supervise and control all the business and affairs of the Association under the direction of the Board. The Chair shall preside at all meetings of the Members and of the Board. The Chair may sign such contracts or other instruments as the Board has authorized to be executed, or as the Board has approved through its delegation of authority policies. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

b. Board Vice Chair: In the absence of the Chair or in the event of the Chair’s unavailability or inability to act, the Board Vice Chair (“Vice Chair”) shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. Also, the Vice Chair shall perform such other duties as from time to time may be assigned to the Vice Chair by the Chair or by the Board.

c. Secretary: The Secretary shall keep written minutes of the meetings of the Members and of the Board and ensure that they are maintained in accordance with the document management policies of the Association; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; ensure that a register is kept of the contact information of each Member, contributor, and volunteer, which shall be furnished to the Association by such Member, contributor, and volunteer; ensure that records of the Association are available electronically or in hard copy to all Directors and others as

required by law; and, in general, perform all duties as from time to time may be assigned to the Secretary by the Chair or the Board.

d. Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, as well as the receipt of donations and monies due and the payment of expenses of the Association; and be in charge and custody of, and responsible for, all monies held in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board; and, in general, perform all the duties incident to the office of Treasurer and such others as from time to time may be assigned to the Treasurer by the Chair or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The fiscal year of the corporation shall run from January 1 to December 31. The Treasurer shall be a member of the Finance Committee.

Section 2. Election. An Officer shall be elected every two years by the Board. Officers may serve for a maximum of three (3) consecutive two (2) year terms. Except as otherwise provided in this Section, after an Officer has served three (3) consecutive two (2) year terms, the Officer is not eligible to be nominated for any Officer position for at least one (1) year. Each Officer shall hold office until the Officer's successor shall have been elected and qualified. On the recommendation to the Board by the Nominating and Governance Committee, the term of an Officer may be extended by one (1) additional year in order to have only two (2) Officers eligible for election each year. If an Officer's second consecutive three (3) year term as a Director expires while the Officer still has not served three (3) consecutive two (2) year terms as an Officer, the Officer shall be eligible to be elected as an Officer and continue to serve until the

Officer’s last consecutive term expires or three (3) years elapse, whichever is shorter. During such period, the Officer shall remain a Director notwithstanding the provisions of Article V, Section 2(a), (b) and (c).

Section 3. Removal. Any Officer may be removed by the Board whenever, in its judgment, the best interests of the Association will be served by such action. Such removal requires an affirmative vote of at least two-thirds (2/3) of the total number of Directors, excluding the Officer whose removal is sought.

Section 4. Vacancies. A vacancy in any Officer position because of death, resignation, removal or any other cause shall be filled by the Board for the unexpired portion of the term in the manner prescribed in these Bylaws for election to such position.

Section 5. Compensation. Officers shall receive no compensation for their services as Officers.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. Annual Meeting.

a. A meeting of the Members shall be held annually during the summer months (hereinafter “Annual Meeting”). The date for the Annual Meeting shall be set at the first Board meeting of each new calendar year. The Board shall provide Members with the date of the Annual Meeting as soon as practical thereafter, but in no event later than thirty (30) days prior to when the Annual Meeting is scheduled to be held.

b. Except as provided in this Article IV, all Members are eligible to take part in

the Annual Meeting.

c. Notice in writing, including without limitation in electronic form or by publication, stating the time and place of the Annual Meeting or any special meeting shall be provided to all Members at least fourteen (14) days prior to such meeting.

Section 2. Voting. Each Member at least eighteen (18) years of age at the time of the vote and in good standing (hereinafter "Voting Member") shall be entitled to one vote on each matter submitted for a vote of the Members. A Member shall be in good standing who has paid the annual dues prescribed by the Board for the then current fiscal year of the Association at or prior to 5 p.m. on the third calendar day, or such other day as the Board shall prescribe by resolution, preceding the date of the Annual Meeting, or any special meeting, of Members.

Section 3. Special Meetings. Special meetings of the Members may be called by the Chair or shall be called by the Chair upon request in writing, including without limitation in electronic form (hereinafter collectively "writing" or "written"), of either five (5) Directors or any fifteen (15) Voting Members.

Section 4. Quorum. A quorum of the Association for purposes of Voting Members conducting business, shall consist of not less than fifty percent (50%) of the Voting Members or ten (10) Voting Members, whichever is smaller.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Authority of Board. The Board shall have the exclusive control, power and authority to direct the management of the business, property, activities and affairs of the

Association.

Section 2. Election and Terms of Directors. Eligibility to be elected a Director shall require Membership in the Association. The number of Directors shall be determined by the Board but shall not be more than twenty-one (21) nor less than eleven (11), including the Chair, Vice Chair, Treasurer and Secretary. Directors shall be elected at the Annual Meeting of the Association by the affirmative vote of a majority of the Voting Members in attendance.

a. Directors shall be elected individually and shall be eligible to serve for a term of three (3) years. Newly elected Directors elected at the Annual Meeting shall have their initial term run until the third Annual Meeting following their election, not including the Annual Meeting at which they were elected.

b. Except as otherwise provided in these Bylaws, a Director shall not serve for more than two (2) consecutive full terms. After at least one (1) year's absence, a former Director shall be eligible to be elected to the Board in accordance with the provisions of this Article V and the nominating policies of the Board, provided that such former Director may be nominated to serve less than the full two (2) three (3) year terms.

c. Notwithstanding the restrictions of Article V, Section 2(b), based upon exceptional circumstances and on the recommendation of the Nominating and Governance Committee, the Board may nominate, and the Voting Members may elect, a Director to continue as a Director for an additional term of one (1), two (2) or three (3) years if the Board determines, by at least a two-thirds (2/3) affirmative vote of the total number of Directors, that it is in the best interests of the Association to allow continued service. Notwithstanding

the foregoing, if the Director whose term is expiring is an Officer, then such Director shall be eligible, on the recommendation of the Nominating and Governance Committee and nomination by the Board, to be elected by the Voting Members for an additional term of one (1) year immediately following when the Director ceases to be an Officer.

Section 3. Vacancies. If a vacancy occurs on the Board, the Board shall appoint a replacement from Members in good standing, who shall serve until the next Annual Meeting of the Association. The appointment shall be made by the Board upon the recommendation of the Nominating and Governance Committee.

Section 4. Removal. A Director may be removed from the Board with or without cause. Removal shall be by two-thirds (2/3) majority affirmative vote of current Directors, excluding the Director whose removal is sought, provided written notice is given in the call to meeting of the Board that such action would be considered and voted upon. Any Director who fails, without permission in writing from the Chair, to attend at least fifty (50) percent of the meetings of the Board or at least fifty (50) percent of the meetings of the Director's assigned committee(s), during any calendar year beginning January 1 and ending on December 31, shall be deemed to have resigned from the Board.

Section 5. Meetings. The Board shall hold a minimum of three (3) meetings per year at such times and intervals as it deems necessary to carry out its duties. Additional meetings are permitted as necessary. Notice in writing shall be given by the Chair to each Director at least ten days prior to the meeting of the date, time and subject(s). All Board meetings, except Executive Sessions, shall be open to Voting Members of the Association.

Section 6. Quorum. A majority of the Board shall constitute a quorum.

Section 7. Voting. All decisions by the Board shall be made by an affirmative vote of a majority of its Directors present at a duly called meeting at which a quorum is present, with the exception that any agreement or contract to be signed in the name of the Association, where delegation to do so has not previously been granted by the Board to a specific person(s), must be approved by the affirmative vote of a majority of the entire Board.

Section 8. Virtual Participation at Meetings. With permission from the Chair, a Director may participate in a meeting of the Board virtually, provided that sufficient equipment is available to enable all Directors participating in the meeting to hear one another. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 9. Directors' Action Without Meeting. If a majority of the Directors, severally or collectively, consent in writing to any action taken or to be taken by the Association, such action shall be valid as though it had been authorized at a meeting of the Board. The Secretary shall file such consent(s) with the minutes of the meetings of the Board.

Section 10. Compensation. Directors shall receive no compensation for their services as Directors.

ARTICLE VI
EXECUTIVE DIRECTOR

The Board may hire an Executive Director who shall serve as staff to the Board. The Executive Director shall hire and supervise all additional staff and is responsible for any and all delegations of authority, directions to, and evaluation of, staff. The Executive Director shall

serve under the direction of the Board.

ARTICLE VII
COMMITTEES

Section 1. Powers. The Board shall have the power to appoint such committees, sub-committees, and task forces as it deems necessary to conduct the business of the Association, except as herein provided.

Section 2. Ex Officio. The Chair shall be an *ex-officio* member of all committees except the Nominating and Governance Committee.

Section 3. Standing Committees. An Executive Committee, a Nominating and Governance Committee, and a Finance Committee shall be the standing committees of the Board. The Board also may establish additional standing committees as it deems necessary to conduct the business of the Association. Except as otherwise provided in these Bylaws, the responsibility and authority of standing committees shall be approved by the Board.

Section 4. Executive Committee.

a. The Executive Committee of the Board shall consist of the Officers and the chairs of the standing committees of the Board. In addition, the Chair may select not more than two (2) additional Directors to serve on the Executive Committee, provided that the Executive Committee shall never be larger than one-third (1/3) of the full Board.

b. Unless otherwise determined by the Board, the Executive Committee shall have the authority to act for the full Board in between regularly

scheduled meetings when a special meeting of the Board is not feasible. The Executive Committee shall report to the Board at each Board meeting on the actions and decisions taken and made by the Executive Committee in place of the Board.

c. The Executive Committee shall be responsible for conducting the annual review of the Executive Director with input from each Director, and for setting the compensation of the Executive Director with concurrence from the full Board.

Section 5. Committee Chairs and Membership. Unless otherwise determined by the Board, the Chair shall recommend Directors as committee chairs and, after consultation with the respective committee chairs, the Chair shall nominate the Directors to serve on all Board committees. The committee chairs and the membership on Board committees shall be approved annually by the Board. Board committees may include Members who are not Directors.

Section 6. Quorum. A majority of the committee members shall be necessary at each meeting of a committee, in person or participating virtually, to constitute a quorum for the transaction of business by the committee. Unless otherwise expressly provided in these Bylaws, the acts of the majority of committee members present at a meeting at which a quorum exists, shall constitute the acts of the committee.

ARTICLE VIII **POLICIES**

The Board shall establish the following policies for the Association: (1) Non-Discrimination Policy, (2) Conflict of Interest Policy, (3) Whistleblower Protection Policy, and

(4) Document Retention Policy. The Board shall establish such other policies as required by law or which the Board deems necessary to carry out the mission and operations of the Association.

ARTICLE IX
AMENDMENT

These Bylaws may be edited, altered, amended, revised or repealed, in whole or part, by a two-thirds (2/3) affirmative vote of the Voting Members present at an Annual Meeting, or at any special meeting, where a quorum exists if at least fourteen (14) days' written notice is given stating in detail such intention to edit, alter, amend, revise, or repeal or to adopt new Bylaws at such meeting.

ARTICLE X
INDEMNIFICATION AND LIABILITY

Section 1. No Liability of Directors or Officers. Directors and Officers are not liable for damages for bodily injury, personal injury, or property damages if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried out to accomplish the charitable purposes of the Association, as provided for in New Hampshire Revised Statutes §508:16, as amended.

Section 2. No Liability to Association. No Director or Officer of the Association shall be liable to the Association for acts, neglects, or defaults unless such acts, neglects, or defaults are in bad faith or in knowing violation of the law. No Director or Officer shall be liable out of their personal assets for any obligation or liability incurred by the Association or by its Directors. The Association alone shall be liable for the payment or satisfaction of all obligations

and liabilities incurred in carrying on the affairs of the Association.

Section 3. Indemnification. The Association shall, to the extent legally permissible and only to the extent that its status as an organization exempt under Section 501(c)(3) of the United States Internal Revenue Code is not adversely affected thereby, indemnify each of its present and former Directors, Officers, and Members serving on a Board committee (collectively “agents”) against all expenses and liabilities which they have reasonably incurred in connection with or arising out of any threatened, pending, or completed action, suit, or other proceeding in which he or she may be involved by reason of their being or having been an agent of the Association (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the full Board), such expenses and liabilities including, but not limited to, judgments, court costs, attorneys’ fees, and the cost of reasonable settlements, provided that no such indemnification shall be made in relation to matters as to which such agent shall be finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association. Provided further, that the Board, by resolution, may approve in whole or in part the payment in advance of expenses and liabilities when indemnification can be made by the Association pursuant to this Section 3.

ARTICLE XI
TAX EXEMPT STATUS

These Bylaws of the Association, and the authority of the Board, shall at all times be so construed and limited as to enable the Association to qualify and to continue qualifying as a voluntary charitable corporation organized and existing under the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated, as amended, and as a tax exempt charitable

organization organized and operated for any purpose for which an organization may be exempt under the provisions of Section 501 (c)(3) of the United States Internal Revenue Code.

Approved: _____