

**PROPOSED BYLAWS  
DRAFT 5**

**FRIENDS OF GOODWIN STATE FOREST  
BYLAWS**

**ARTICLE I**

**Name and Organization**

**Section 1- Name**

The name of this organization shall be the Friends of Goodwin State Forest.

**Section 2- Organization**

This organization is not currently incorporated as a non-profit under the laws of the State of Connecticut and is a non-sectarian, non-political organization.

**ARTICLE II**

**MISSION**

**Section 1- Mission** The mission of the Friends of Goodwin Forest is to advocate, enhance and support education, recreation and conservation activities of the historic James L. Goodwin Forest and Conservation Education Center.

**ARTICLE III**

**MEMBERS**

**Section 1- Members** Any interested individual, corporation or group shall be eligible for membership. The members of this organization shall be those who satisfied the conditions, assessments, dues and fees as fixed by the Officers. Each member in good standing shall be entitled to one (1) vote.

**Section 2- Membership Categories and Dues** The structure of the membership categories and dues shall be voted on by the members at the annual membership meeting, or at any special meeting of the membership. A Family Membership may be considered.

**ARTICLE IV**

**OFFICERS AND DIRECTORS**

**Section 1- Officers** The Executive Committee of the corporation shall be the elected officers: President, Vice President, Immediate Past President, Recording Secretary, and Treasurer, who shall be members in good standing and shall be elected by the corporation members at the annual membership meeting. Appointed officers may include the Membership Chair and the Webmaster/Publicist.

**THE FOLLOWING SECTIONS IN ITALICS HAVE NOT BEEN EDITED FOR FGF;  
THEY ARE FROM THE FRIENDS OF STATE FORESTS SAMPLE BY-LAWS**

*Section 2- Board of Directors* The Board of Directors shall consist of not less than four (4) and no more than fifteen (15) members in good standing who shall be elected by the Corporation members at the annual membership meeting and shall serve for a one year term or until their successors are duly nominated, elected and qualified. The four officers shall be members of the Board of Directors. The terms of service of the Directors shall terminate at each annual membership meeting. Committee chairs appointed by the President and approved by the Board of Directors will also be members of the Board of Directors, with a term of service that shall terminate at each annual membership meeting.

*Section 3- Powers* The Board of Directors shall manage the business, property and affairs of the Corporation and may exercise all the powers of the Corporation and delegate any and all such powers as they see fit, subject only to restrictions imposed by the Certificate of Incorporation, By-Laws, the Non-stock Corporation Act of the State of Connecticut, as amended from time to time (the "Act"), and Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended from time to time (or the corresponding provisions of any future federal tax code).

*Section 4- Nominations* A Nominating Committee shall be appointed by the Board of Directors before the annual membership meeting. It shall be the duty of the committee to nominate candidates for the officers and Board members to be elected at the annual membership meeting. The Nominating Committee shall provide the list of candidates to the members at, or previous to, the annual membership meeting. Nominations from the floor shall be accepted at the annual membership meeting.

*Section 5- Vacancies* All vacancies in the Board of Directors, or in any officership, whether caused by resignation, death, or otherwise, may be filled by the Board of Directors at any regular or special meeting. A Director thus elected shall hold office until the next annual meeting of the corporation.

*Section 6- Compensation* Directors and officers (except corporate staff) shall serve without compensation of any kind, except for authorized out-of-pocket expenses incurred on behalf of the corporation.

*Section 7- Removal* Any Director may be removed by the vote of the membership at any time with or without cause.

**ARTICLE V  
MEETINGS**

**Section 1- Meetings** Regular meetings of the Board of Directors shall be held at any place the directors may designate. Notice of member meetings stating the place, day and hour thereof and the general nature of the business to be considered, shall be given to each member entitled to vote by providing a copy to such member at such member's last known

*address not less than fourteen (14) days nor more than sixty (60) days before such meeting, as determined by the Board of Directors. Notice of any meeting may be waived before of after such meeting.*

**Section 2- Special Meetings** *Special meetings of the Board of Directors may be called at any time by the President, or in the absence of the President, by the Vice President, or upon the call of any two (2) Directors. Notice of special meetings of the Board shall be given to each Director by at least three (3) days notification, but special meetings may be held with less than three (3) days notification if all Directors waive such notice or are in attendance at such meeting.*

**Section 3- Quorum** *A majority of the whole Board of Directors shall be necessary at all Board meetings to constitute a quorum for the transaction of business. A Director shall be considered present at a meeting if the Director participates by telephone or similar technology to consider the business at hand. A majority of members, or five (5) members, whichever is less, shall constitute a quorum at any annual or special membership meeting.*

**Section 4- Action by Directors Without a Meeting** *Any resolution in writing (including e-mail) concerning action to be taken by the Corporation, which resolution is approved by a majority of the Directors, shall have the same force and effect as if such action were authorized at a meeting of the Board of Directors duly called and held for that purpose, and such resolution, together with the Directors' approval thereof, shall be recorded by the Secretary in the minute book of the Corporation.*

## **ARTICLE VI**

### **OFFICERS**

#### **[THE ITEMS IN BOLD NEED REVIEW & APPROVAL]**

**Section 1- President** *The President shall preside at all meetings of the Board, shall sign or countersign all contracts and other instruments; shall make reports to the members as requested by the membership, prepare the meeting agenda in cooperation with submittals by any member, and perform all such duties as are incident to the office. The President shall serve as ex-officio member of all committees except the Nominating Committee.*

**Section 2. Vice President** *The Vice President shall perform the duties of the President in the absence of the President. The Vice President shall become President in the event of death, resignation or incapacity of the President. The Vice President shall serve in such capacities as assigned by the President.*

**Section 3- Recording Secretary** *The Recording Secretary shall record and keep minutes of all meetings, preserve in a permanent file all records of value to the Corporation, and shall make reports, conduct correspondence and perform such other duties as are incident to the office. The Recording Secretary shall prepare a draft copy of the minutes to be provided to any member who has spoken at that meeting.*

**Section 4- Media Specialist Roles:** *The Media Specialist shall maintain and update website (through Weebly.com). Updates include: posting all events on a timely basis (and deleting them once they've gone past.) Events include: Homeschool, Master Naturalist Program, Trails Day, Trail Run, Plant Sale, Special announcements (trail closures, warnings, memorials, etc.), as well as any other items directed by the Executive Committee.*

*The Media Specialist shall change photos/information in the various media as needed.*

The Media Specialist shall engage on Social Media, including but not limited to posting on Facebook. Other social media may be added as appropriate. [OMIT May add twitter.]

The Media Specialist shall post events and information on a regular basis, monitor Facebook for comments and respond appropriately, add engaging content, advertise events (plant sale, trail run, special events) as requested by the *Executive Committee*

The Media Specialist shall use Mailchimp or *any other e-mail* device to supply membership with meeting notices. *This will require the importation of a current membership list, as supplied by CFPA.*

The Media Specialist shall edit and send newsletter (articles submitted by Director, President, Naturalist, etc) and send out notices to membership as requested.

The Media Specialist shall monitor the dedicated email connected to the FGF website and forward questions/comments to the appropriate party.

The Media Specialist shall pull numbers from the website and social media platforms to share at the Friends of Goodwin meetings.

**Section 5- Treasurer** The Treasurer shall be responsible for coordinating the preparation an annual budget for the organization, keep an itemized record, in a permanent file, of all receipts and disbursements made by CFPA, turn over to his or her successor at the annual meeting all, financial records and papers, requesting receipt thereof, and shall report thereon at all meetings.

The collection of dues and the payment of all bills shall be done by the Connecticut Forest and Park Association (CFPA) in consort with the *Fiscal Sponsorship Grant Agreement* between the FGF and CFPA dated March 31, 2016 and effective through December 31, 2018, which is Attachment A of this document.

**Section 6- Membership Chair** The Membership Chair shall be responsible for sending appreciation letters to new and renewing members as well as following up on those members whose membership is past due. The Membership Chair shall provide the following statistics to the President: number of new members since last report; number of renewed members since last report; and total membership.

**Section 7. Immediate Past President** The Immediate Past President shall be the individual who most recently served as President and provides knowledge and guidance to the membership as needed.

**Section 8- Past President** The Past President shall be the individual served as President prior to the Immediate Past President or at any previous time and provides knowledge and guidance to the membership as needed.

**Section 9- Officer Removal** Any officer elected or appointed may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

**Section 10- Duties to Successors** Each officer shall deliver to his or her successor immediately after retiring from office all accounts, records, books, papers and other property belonging to the Corporation.

**Section 11 - Bonds** *The Board may, by resolution, require any and all of the officers to give bonds to the corporation, with sufficient surety, conditioned for the faithful performance of the duties of their respective offices.*

## **ARTICLE VII COMMITTEES**

**Section 1- Committees** *The President may create, with the approval of a majority of the Board of Directors, standing committees or ad hoc committees at any time as needed to assist in the work of the Corporation. Committees shall have the power to make reports and recommendations to the Board of Directors. Committees are subject to law and these by-laws, shall have and may exercise all such authority of the Board of Directors that shall be provided in the resolution constituting such committee or committees. Any and all committees can be dissolved by the President, with the approval of a majority of the Board of Directors.*

### **Section 2 - Committee chairs**

*The President shall appoint and the Board shall approve the chair of any committees. The Board shall have the power to remove any chairman of a committee at any time, with or without cause. Committee chairs will serve until the annual membership meeting. At the Board of Directors meeting following the annual membership meeting, the President will appoint committee chairs with the approval of a majority of the Board of Directors. Persons appointed as committee chairs must be members of the organization in good standing before or within one month of appointment. Upon appointment, committee chairs become members of the Board of Directors.*

**Section 3- Committee members** *The chairman of each committee shall have the power to appoint remaining committee members and to fill vacancies or remove any committee member for lack of participation or for other sufficient reasons.*

**Section 4- Committee meetings** *Committee meeting location and time shall be determined by the chair or by the President. Reasonable notice of such meeting shall be given to each member of such committee. All of the committee members present at any meeting shall constitute a quorum, and a majority vote of those members present shall constitute the action of such committee.*

## **ARTICLE VIII SEAL**

*The seal of the corporation shall consist of a circular seal upon the face of which is inscribed the name of the corporation, the year of its incorporation and the words "Corporate Seal, Connecticut". The seal shall remain the responsibility of the Secretary during the Secretary's term of office.*

## **ARTICLE IX AMENDMENTS**

*These By-Laws may be amended, altered or repealed only by a vote of the members of the Corporation at a regular annual meeting or a special meeting. The members may approve any such proposal only by a two-thirds majority vote of all members in attendance. Notice of the proposed alteration, amendment or repeal shall be given in the Notice of Meeting ten (10)*

days prior to the scheduled date of the meeting. There shall be no power to alter, amend, or repeal the By-Laws in such manner as to permit any member, director, officer, trustee, agent or employee of the Corporation ever to receive any compensation or any pecuniary profit from its operation, or upon its liquidation or dissolution, except reasonable compensation for services actually rendered to the Corporation in effecting one or more of its objects or purposes, or in such manner as to be inconsistent with the purposes of the Corporation or any applicable law.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The rules of parliamentary procedure as laid down in "Roberts' Rule of Order, Revised" shall govern the Corporation meetings in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or Special Rules of Order of this Corporation.

## **ARTICLE XI ACTIVITIES AND DISSOLUTION**

**Section 1- Purpose** Notwithstanding any other provisions of these by-laws, the Corporation is organized exclusively for one or more of the following purposes: charitable, literary, or educational pursuits within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2- Activities** No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue code Section 501 (h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**Section 3- Earnings** No part of net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, director or other officer shall be entitled to share in the distribution of any of the assets upon dissolution of the Corporation.

**Section 4- Dissolution** In the event of dissolution of the Corporation, the assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

**Attachment A Fiscal Sponsorship Grant Agreement** between the FGF and CFPA dated March 31, 2016 and effective through December 31, 2018, which is Attachment A of this document.