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of
SQUAM LAKES CONSERVATION SOCIETY

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ADOPTED 08/02/97

By-Laws
of
SQUAM LAKES CONSERVATION SOCIETY

ARTICLE I

Name

The name of this Corporation shall be Squam Lakes Conservation Society.

ARTICLE II

Statement of Purpose

The purpose of the Corporation shall be to preserve the natural environment within the Squam Lakes watershed and nearby area.

ARTICLE III

Membership

The members of the Corporation shall consist of all individuals and groups who subscribe to its purposes and contribute financially to the Corporation ~~in their appropriate membership category, such category to be determined by the Board of Directors.~~ The Board of Directors shall have the authority to designate Complimentary Memberships for those who have donated conservation easements or property to the Corporation. Complimentary Members shall be deemed full members under the terms of these By-Laws. Complimentary memberships shall be renewed annually, unless otherwise requested by the Complimentary Member. Each member, including Complimentary Members, shall be entitled to one vote in person or by written proxy at any Membership Meeting.

Annual membership contributions shall be received by the date of the Annual Meeting, and receipt of payment thereof shall entitle the donor to all rights of membership, including the right to serve as an Officer or Director and the right to vote at Membership meetings.

The Secretary shall keep a permanent roll of all members which shall be made available to the Directors with the approval of the President.

ARTICLE IV

Place of Business

The principal office of the Corporation shall be located in one of the towns bordering the Squam Lakes, or at such other location as the Board of Directors may from time to time determine.

ARTICLE V

Officers and Directors

A. Officers and Directors. The Officers of the Corporation shall consist of a President, up to three Vice Presidents, a Treasurer and a Secretary. The Board of Directors shall consist of the Officers and no fewer than five nor more than fourteen other members.

B. Election. All Officers and Directors shall be elected by the members of the Corporation at its Annual Meeting and shall hold office for the terms stipulated hereinafter.

C. Vacancy. Any vacancy may be filled by the Board of Directors until the next Annual Meeting, and between Annual Meetings the Board may elect additional Officers and Directors, not to exceed the maximum herein prescribed, to serve until the next Annual Meeting. No one may serve as Officer or Director unless he or she is a member of the Corporation.

D. Removal. Any Officer or Director may be removed from office by vote of the Board of Directors if his or her membership renewal contribution has not been received six months after renewal notice or if such Officer or Director fails to attend, without reasonable justification, in person or by proxy, more than 50% of the Directors Meetings called during the prior year in accordance with these By-Laws.

E. Term.

(1) Officers of the Corporation shall serve one-year terms and may serve no more than three consecutive one-year terms. ~~No Officer shall be qualified to hold any Officer position or Directorship if his or her continuous service as either a Director or Officer has reached nine years.~~

(2) Directors of the Corporation shall serve three-year terms and may serve no more than three consecutive three-year terms. ~~No Director shall be qualified to hold any Directorship or Officer position if his or her continuous service as either a Director or Officer has reached nine years.~~ Exempted from this nine- year term limit are officers serving up to three additional one-year terms as an officer.

F. Duties.

(1) The President shall act as ~~Chief Executive Officer~~ Chair of the Corporation, shall preside at meetings of the Members and the Board of Directors, and shall perform such other duties as may be required by law, and by vote of the Board of Directors or by these By-Laws. It shall be incumbent on him or her to keep the Directors informed of significant activities and between Directors Meetings to keep the Executive Committee so informed. The President shall appoint the Committee Chairs and, in consultation with them, name the members of each committee.

(2) The Vice-Presidents shall perform all the duties of the President in his or her absence or inability to act.

(3) The Treasurer shall have responsibility for the Corporation's funds, books and accounts; shall keep or cause to be kept true and accurate account of all moneys received and paid out by the Corporation; shall sign checks and monetary obligations of the Corporation; shall submit a report at the Annual Meeting; and perform such other duties as are required by law, by vote of the Board of Directors, or by these By-Laws.

(4) The Secretary shall keep full and accurate record of the meetings of the Corporation and of the Board of Directors and perform such other duties as are required by law, by vote of the Board of Directors, or by these By-Laws. He or she shall have responsibility for the records of the Corporation.

(5) The Board of Directors shall have the management of the business of the Corporation and may appoint such agents or employ such persons as in their judgment may be necessary for carrying out the purposes of the Corporation. They may delegate to any of the Officers such of their powers as are not required by law or these By-Laws to be exercised by the Board. The Board may exercise all such powers of the Corporation and do all such lawful acts as are not required by law or these By-Laws to be exercised by the Members of the Corporation. The Board of Directors may assign additional duties to any Officer and may change the assignment of duties of Officers prescribed in these By-Laws.

ARTICLE VI

Honorary Directors

In addition to the number of Directors herein provided, persons who the Board of Directors, upon nomination by the Nominating Committee, determines in its discretion have provided extraordinary service to the goals and interests of the Corporation, may be elected Honorary Directors for an indefinite term by the Members at the Annual Meeting of the Corporation or by the Board of Directors between Annual Meetings. Honorary Directors shall serve at the discretion of the Board in an advisory capacity and shall not be included in determining the minimum number of Directors or a quorum of any meeting thereof. Honorary Directors are non-voting, shall not be deemed to be a member of the Board of Directors, and shall not receive compensation or be required to attend meetings or be required to perform any duties of Directors.

ARTICLE VII

Committees

~~A Nominating Committee made up of three members shall be appointed by the Board of Directors at least three months prior to the Annual Meeting. Not less than 35 days prior to the Annual Meeting, the Nominating Committee shall submit to the Secretary a slate of candidates who have indicated their willingness to serve as Officers or Directors. The slate shall be mailed to members with the Call to Meeting. With the support of at least five members, additional nominations of persons willing to serve may be made from the Floor of the Annual Meeting.~~

An Executive Committee shall be made up of the Officers of the Corporation and the Chairs of the Standing Committees who are currently on the Board of Directors. It shall meet at the call of the President or any three members of the Committee. It shall have the power to conduct the affairs of the Corporation between meetings of the Board of Directors.

The Standing Committees are: Lands Committee, Finance Committee, Development Committee, Governance Committee, Nominating Committee, and Stewardship Committee.

Special Committees shall be designated by the President, with the approval of the Directors ~~who will appoint the Chairperson and members thereof.~~ Such committees shall continue to function until disbanded by the President or the Board of Directors.

ARTICLE VIII

Meetings

The Annual Meeting of the Corporation shall be held at such time and place as may be determined by the Board of Directors and set forth in the Notice of Meeting. The purpose of said meeting shall be to report to members the activities of the Corporation during the preceding year, including its financial affairs and its current and projected activities, and to elect Officers and Directors for the following year.

Any business relating to the affairs of the Corporation may be acted upon at the Annual Meeting without specifying the same in the Notice, except that no change in the By-Laws shall be made unless notice thereof is given with the Notice of Meeting.

A Special Meeting of the Corporation shall be called by the Secretary whenever required by vote of the Directors, or whenever requested by 20 or more Members who shall unite in a written request to the Secretary stating the purpose for which the meeting is desired.

Twenty-one days' notice of all Membership meetings shall be sent by first-class mail by the Secretary to every Member.

Fifty (50) ~~Ten percent of~~ Members present ~~or voting by written proxy filed with the Secretary,~~ shall constitute a quorum at any Membership meeting ~~provided that at least fifteen Members are present and voting in person.~~

Meetings of the Board of Directors shall be held upon call of the President or in his or her absence by a Vice-President or by the Secretary upon the request of four or more Directors. Notice of Meetings shall be sent by first class mail at least ten days prior to the date of the meeting. This Notice may be waived by the caller of the meeting in the event of an emergency, provided all Directors are contacted and given the opportunity to vote directly or by proxy. A majority of the Board present **or attending via remote communication,** or voting by written proxy filed with the Secretary, shall constitute **a quorum of the Board.**

ARTICLE IX

Indemnification

The Corporation waives all claims of personal liability of all Directors and Officers to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director or Officer except with respect to:

- (1) Any breach of the Director's or Officer's duty of loyalty to the Corporation;
- (2) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any transaction from which the Director or Officer derived an improper personal benefit.

The Corporation will defend and indemnify and hold harmless past and present Officers and Directors against any and all civil or administrative actions threatened or instituted against them for actions allegedly taken in their corporate capacity and within the scope of their authority, or within the scope of the authority they reasonably believed they possessed, as Officers and Directors. The Corporation shall pay or reimburse expenses of defense, including reasonable attorney fees.

ARTICLE X

Amendments

These By-Laws may be altered or amended, ~~except for Article III, at any Annual or duly called Special Meeting~~ by a two-thirds majority vote of the Board of Directors. Article III may be altered or amended by two-thirds vote of Members present and voting at a Membership Meeting or by -written proxy duly filed with the Secretary ~~but no alteration or amendment shall be made unless the Call to Meeting shall specify the language thereof. The Secretary shall also insert in the Call for any meeting any proposed alteration or amendment which may be submitted to him or her in writing by no fewer than ten members.~~

ARTICLE XI

Acquisition and Disposal of Real Estate

All acquisitions and sales of real estate or any interest therein shall be approved by a majority vote of the Board of Directors.