

# **BY-LAWS OF THE FRIENDS OF RIVERSIDE PARK CONSERVANCY, INC.**

Adopted November 23, 2011

## **Article 1 Name**

### *Section 1.1 Name*

The name of the organization shall be The Friends of Riverside Park Conservancy, Inc (“FORPC”).

## **Article 2 Statement of Purpose**

### *Section 2.1 Purpose*

FORPC is organized, and shall be operated, exclusively for educational, scientific and charitable purposes as may qualify it for tax exempt status under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United State Law). The purpose of The Friends of Riverside Park Conservancy, Inc. is to restore, manage and enhance Riverside Park, in partnership with the public and local government, for the enjoyment of present and future generations, and to improve the quality of open space for all New Londoners.

## **Article 3 Membership and Non-voting Membership**

### *Section 3.1 Membership*

FORPC shall have no voting members other than the Board of Directors

### *Section 3.2 Non-voting Membership*

Non-voting membership shall be open to any individual, group, organization, or affiliate that endorses the Statement of Purpose of FORPC. Associated dues with non-voting memberships are to be set by the Board of Directors annually.

## **Article 4 Board of Directors**

### *Section 4.1 Structure*

The Board of Directors shall serve without pay and consist of a minimum of three members, and no more than 7 members.

### *Section 4.2 Terms*

Board members shall serve three year terms. Vacancies shall be filled by the Board. Elected officers will serve a term of two years.

### *Section 4.3 Removal*

Board members with three unexcused absences shall be dismissed from the Board.

### *Section 4.4 Officers*

The officers of the Board shall consist of a Chair, Secretary, and Treasurer, nominated by the Board.

(a) The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office.

(b) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, send out copies of minutes to all, and shall assume the duties of the Chair in case of the Chair’s absence.

(c) The Treasurer shall keep record of the organization’s budget and prepare financial reports as needed.

## **Article 5 Committees**

### *Section 5.1 Executive Committee*

The Executive Committee shall consist of the Chair, the Secretary, the Treasurer. Action taken at any meeting of the Executive Committee will be reported no later than the next scheduled meeting of the Board of Directors. The Executive Committee shall have and may exercise when the Board of Directors is not in session all the powers of the Board that may be lawfully delegated, provided that the Committee shall not make final determinations of policy.

### *Section 5.2 Standing Committees.*

Standing committees are to be established by the Board of Directors. The chair and the members of each standing committee shall be appointed by the Chair of the Board of Directors. The responsibilities of each standing committee shall be set forth in a committee charter which shall be reviewed annually, and as needed, by the Board, and revised, as appropriate.

The Board may establish, by resolution, such other committees, sub-committees, and advisory councils as it deems appropriate.

## **Article 6 Meetings**

### *Section 6.1 Regular meetings.*

Regular meetings shall be held monthly.

### *Section 6.2 Special meetings.*

Special meetings may be held at any time when called for by the Chair, or a majority of Board members. Agendas shall be provided at least five days in advance.

## **Article 7 Voting**

### *Section 7.1 Quorum*

A majority of board members constitutes a quorum and must be present for a vote to take place. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

### *Section 7.2 Motion*

Passage of a motion requires a simple majority of the quorum present.

## **Article 8 Conflict of Interest**

### *Section 8.1 Conflict of Interest*

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **Article 9 Fiscal Policies**

### *Section 9.1 Fiscal Year*

The fiscal year of the board shall be January 1 through December 31.

## **Article 10 Amendments**

### *Section 10.1 By-law amendments.*

These by-laws may be amended by a majority vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.