
THE FRIENDS OF
RIVERSIDE PARK CONSERVANCY, INC.
AMENDED AND RESTATED
BY-LAWS

THE FRIENDS OF RIVERSIDE PARK CONSERVANCY, INC.

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THE FRIENDS OF RIVERSIDE PARK CONSERVANCY, INC.

ARTICLE I

NAME

The name of this corporation is The Friends of Riverside Park Conservancy, Inc. ("FORPC"). FORPC is a nonprofit corporation organized and existing under the laws of the State of Connecticut.

ARTICLE II

PURPOSES

The Friends of Riverside Park Conservancy 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 States Internal Revenue Law). The mission of FORPC is set forth in its Articles of Incorporation which are filed with the State of Connecticut.

Article III

MEMBERSHIP

Section 1. Eligibility. FORPC shall have no voting members other than the Board of Directors. Any responsible individual or organization approving of the objectives of FORPC shall be eligible for non-voting membership. The dues for members shall be determined by such procedures as may be established by the Board. Associated dues with non-voting memberships are to be set by the Board of Directors annually

Section 2. Classes. FORPC shall have the following classes of members: honorary, life, annual, and corporate. The qualifications of each class shall be determined from time to time by the Board.

Section 3. Duration. Honorary and life members, who are eighteen years or more of age, shall hold membership for life and annual members and corporate members shall hold membership for periods of one year, in accordance with procedures to be established by the Board.

Article IV

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of not less than seven nor more than fifteen members, including the President, as determined by the Board. The members shall be chosen, insofar as possible, to represent the varied interests and areas of expertise and competency that are of concern to FORPC.

Section 2. Functions. The Board of Directors shall be responsible for all business of FORPC and shall determine matters of policy. The Board may also make rules and regulations governing the establishment and operation of affiliated units of FORPC.

Section 3. Terms. Members of the Board shall be elected for a term not to exceed two years. No member shall serve more than two consecutive two-year terms, except under the following circumstances:

- A. An incoming member who has been elected to fill a vacant position on the Board may serve until the date of the next annual meeting, and, if then reelected, will be eligible to serve two additional full two-year terms.
- B. At the election of the Board, an outgoing Chair of the Board who has completed his or her second consecutive term as a Board member, and whose service on the Board would otherwise expire, may serve an additional one-year term as a member of the Board.
- C. The President's term on the Board shall be coterminous with his or her service as President of FORPC.
- D. No board member shall be an employee or shall hold any elective office in and of the City of New London.

ARTICLE V

COMMITTEES, SUB-COMMITTEES, ADVISORY COUNCILS

Section 1 Executive Committee. There shall be an Executive Committee which shall consist of the elective officers, the President and the chairs of any standing committees of the Board of Directors. 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 2. Standing Committees. The standing committees of Riverside Park Conservancy shall be the committees as established by these Bylaws. There shall be four standing committees: a Governance and Nominating Committee, Finance Committee, Development Committee and a Conservation and Design Committee. The number of members of each regular committee shall be determined by the Board of Directors. Members of each standing committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors. The responsibilities of each standing committee shall be set forth in a committee charter which shall be reviewed from time to time by the Board and revised, as appropriate.

- A. **Governance and Nominating Committee** shall present recommendations for elective officers and Directors to the Board of Directors and shall consult with the Chair of the Board with respect to the process by which members of the Board are assigned to committees. The Committee shall assist the Board of Directors by monitoring the overall management and governance structures of the organization, by evaluating and overseeing policies regarding Board composition and performance.
- B. **The Finance Committee** shall assist the Board of Directors in its oversight responsibilities relating to fiscal management of organization-wide financial assets.
- C. **The Development Committee** shall have responsibility for coordinating the overall fund-raising efforts of the Conservancy, including developing contacts, assisting in fund-raising activities and cultivating new and existing donors of the Conservancy.
- D. **The Conservation and Design Committee** shall assist the Board in its oversight of conservation projects and activities to ensure that the organization's conservation priorities are achieved using the best conservation science and that organizational systems are implemented and monitored for conservation projects and activities to assure that reputational, legal and financial risks are well managed.

Section 3. Other Committees, Sub-Committees, and Advisory Councils. The Board may establish by resolution such other committees, sub-committees, and advisory councils as it deems appropriate. The President shall not serve on any committee other than the Executive Committee.

ARTICLE VI **OFFICERS**

Section 1. Officers; Qualifications. The officers of the Conservancy shall be a Chairman of the Board (the "Chairman of the Board"), one or more Vice Chairmen of the Board of Directors (the "Vice Chairman of the Board" or "Vice Chairmen of the Board"), a Treasurer, a Secretary, and such additional officers as the Board may from time to time elect. The Chairman of the Board and the Vice Chairman or Vice Chairmen shall be elected annually by the Board. Any two or more offices, except those of Chairman of the Board and Secretary, may be held by one person.

Section 2. Terms. Each officer shall hold office for one year and until his successor shall have been elected and shall have assumed office, or until his death, resignation or removal.

Section 3. Resignations. Any Officer may resign at any time by delivering written notice to the Conservancy. The resignation shall take effect at the time specified in the notice; unless required by the terms of the notice, acceptance shall not be necessary to make the resignation effective. Failure of any

Officer to attend three (3) consecutive meetings of the Board of Directors without excuse shall, in the discretion of and upon action by, the Board, operate as a resignation.

- A. **President.** The President shall be the Chief Executive Officer of FORPC and shall report to and be a member of the Board of Directors. He or she will be responsible FORPC providing broad leadership and direction to the organization and FORPC arranging meetings of the Board. Major responsibilities will include providing the Board of Directors with periodic reports on the condition of the organization and on external developments which can influence FORPC's future, and providing consistent progress towards achievement of the organization's vision, mission, and financial objectives. The President will establish and maintain management systems needed to ensure and report on the implementation of Board established policies. The President will serve as the chief spokesperson for the organization and represent it to appropriate outside groups.
- B. **Chairman of the Board.** The Chair of the Board shall be the senior officer of FORPC and shall have general responsibility for the functioning of FORPC between meetings of the Board of Directors or the Executive Committee. He or she shall preside at meetings of FORPC's Board of Directors and the Executive Committee.
- C. **Vice Chair of the Board.** The Vice Chair of the Board shall exercise the functions of the Chair in his or her absence. If there is more than one Vice Chair, they shall, in consultation with one another, determine the manner in which those functions shall be carried out.
- D. **Secretary.** The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors and Executive Committee, and for the performance of all duties normally pertaining to the Office of Secretary. If in the absence of the Chair or Vice Chair the Secretary shall exercise the functions of the Chair in his or her absence.
- E. **Treasurer.** The Treasurer shall be responsible for advising the Board of Directors and the Executive Committee on fiscal matters.
- F. **Assistant Secretaries and Assistant Treasurer.** The Assistant Secretaries and the Assistant Treasurer of FORPC who are appointed to their offices by the Board in accordance with these bylaws. The duties of the Assistant Secretaries and the duties of the Assistant Treasurer shall include exercising the functions of the Secretary and the Treasurer, respectively, in their absence.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting The annual meeting of the Board shall be held on the first Monday in June of each year or on such other date fixed by the Board.

Section 2. Regular and Special Meetings. The Board shall hold no fewer than seven in-person meetings annually. Other meetings of the Board of Directors or of the Executive Committee may be held, in person or telephonically, at the call of the Chair of the Board or the President. The Chair of the Board or the President shall also call meetings of the Board or of the Executive Committee when requested in writing by a quorum of the Board of Directors or by a quorum of the Executive Committee. Meetings of any other committee of the Board may be held at the call of the Chair of that committee. The Chairman may call, and upon written demand signed not less than one-fifth of the entire Board shall call, special meetings of the Board.

Section 3. Place of Meetings. Meeting shall be held at a place within the City of New London fixed by the Board or designated in the notices of meeting or waivers of notice of meeting.

Section 4. Notice of Meetings. Written notice shall be given of all meetings of the Board. Notice of a special meeting shall state (a) the place, date and hour of the meeting; (b) the purpose or purposes for which the meeting is called; and (c) that it is being issued by or at the direction of the persons calling the meeting. A copy of the notice of each meeting shall be given, personally or by first class mail, to each Director not less than ten (10) or more than thirty (30) days before the meeting. The notice shall be served upon or mailed to each Director at their address appearing in the records of the Conservancy maintained by the Secretary.

Section 5. Quorums. Two-third of the Board of Directors shall constitute a quorum for the transaction of business of the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by such committee. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting from time to time until a quorum shall be present.

Section 6. Require Vote Action of the Board shall be by majority vote of the Directors present at the time of the vote. Each Director shall have one (1) vote.

Section 7. Proxies. The Board of Directors may make provision for the use of proxies to vote on any question which may come before any meeting of the Board or any of its committees which proxies shall be used to meet the requirements for a quorum.

Section 8. Special Provision. The Executive Committee and any other committees established by the Board may transact business at a meeting, by a telephone conference call, fax, e-mail, or by any other method of communication in accordance with standard business practices. Any one or more Directors may participate in a meeting of the Board or a committee thereof by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. Nominations. Prior to the annual meeting of the Board, the Governance and Nominating Committee shall present to the Board nominations for membership to the Board of Directors and elective officers thereof to be acted upon at the annual meeting. All nominations shall be included in the notice of the meeting. The consent of the nominee shall be obtained before his or her name is presented.

Section 2. Election. Election shall be by a majority of votes cast by the Board of Directors. The Board may make provision for the casting of votes by mail, phone, fax, e-mail, or other methods of communication in accordance with standard business practices.

Section 3. Vacated or Empty Positions. The Board of Directors may appoint a person to fill any vacated or empty positions among the elective officers or members at large of the Board of Directors. A person so appointed shall serve until the next annual meeting.

ARTICLE IX

FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year for all business transactions of FORPC shall be from January 1 through December 31 of each calendar year.

Section 2. The Conservancy Budget. At the annual meeting of the Board, the Chairman of the Board shall present to the Board for consideration a budget showing estimated income and expenses of the Conservancy for the ensuing fiscal year. Any budget adopted by the Board shall without further action authorize the Treasurer to pay out the amounts included in such budget from time to time on request or pursuant to a fixed schedule. The budget as adopted by the Board may be amended or modified from time to time in accordance with such procedures and subject to such limitations as the Board may prescribe. The Treasurer shall pay out no funds and no officer or employee shall incur any expense in addition to the amounts specified in the budget as approved or so amended.

Section 3. Disbursements. Disbursements shall be made only in accordance with a specific authorization or a general budget approved by the Board of Directors and on such terms, including appropriate provisions for bonds, as may be established by the Board.

Section 4. Audits. There shall be an annual audit of FORPC by an independent certified public accountant. The independent auditor shall be appointed annually by the Board upon the recommendation of the Audit Committee, and shall report to the Audit Committee. The fees for the independent auditor shall be set by the Audit Committee. No less frequently than every five years, the Audit Committee shall recommend whether a new independent auditor should be selected; if the then-current auditor is retained, a new lead partner or officer shall be selected. The Board of Directors, upon the recommendation of the Audit Committee, may direct the audit of offices, programs and activities of FORPC at such times and in such a manner as it may specify.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the FORPC, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the FORPC, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders FORPC the payment of money, notes or other evidences of indebtedness issued in the name of the FORPC, shall be signed by such Officer or Officers and/or agent or agents of the FORPC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the FORPC shall be deposited within three (3) – Five(5) business days of receipt to the credit of the FORPC in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the FORPC any contribution, gift, bequest, or devise FORPC the general purposes or FORPC any special purpose of the FORPC. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Connecticut, and any other relevant jurisdiction.

ARTICLE XI
INDEMNIFICATION AND INSURANCE

Except as otherwise directed by the Board, any Director or Officer made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director or Officer of the Conservancy or arising out of any action or actions taken or not taken by such Director or officer as a Director or officer of the Conservancy, shall be indemnified by the Conservancy to the fullest extent permitted by law.

The Conservancy shall obtain such insurance as the Board shall from time to time determine to protect the Conservancy against losses caused by the fraudulent or dishonest acts of any Director, officer or employee, to reimburse the Conservancy for any obligation incurred pursuant to the first paragraph of this section Article XI, and to indemnify Trustees and officers under circumstances permitted by law.

Any Board member or other person who perform services for the corporation at the request of FORPC shall be immune from civil liability to the extent provided by applicable law.

Each director, governor, or officer of FORPC shall discharge his or her respective duties in compliance with the standards of the law of the State of Connecticut, including, without limitation: **(a)** in good faith; **(b)** with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and **(c)** in a manner such director, governor or officer reasonably believes to be in the best interests of the corporation, as determined by FORPC.

FORPC shall, to the fullest extent now or hereafter permitted by law, indemnify any director, governor, chapter trustee, international or domestic advisory board or advisory council member, officer, or employee, or former director, governor, chapter trustee, international or domestic advisory board or advisory council member, officer, employee, or any person who may have served at its express request as a director, governor, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against liability (including but not limited to judgments, fines, amounts paid in settlement, attorneys' fees, and related expenses) incurred in the performance of such duties or service, or incurred while acting in such capacity or arising out of his or her status as such, provided that person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of FORPC, as determined by FORPC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent. RPC shall also indemnify directors and officers as required pursuant to applicable law.

FORPC shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

ARTICLE XII
AMENDMENTS

These bylaws may be amended by two-thirds vote of the members of the Board of Directors in office, upon written notice at least ten days prior to any meeting of the Board of Directors.

ARTICLE XIII
CONFLICTS OF INTEREST

No officer, director or member of The Friends of Riverside Park Conservancy, Inc. may contract with, sell assets to, nor provide services for compensation to FORPC without the express approval of a majority of the Board in a vote taken at a meeting at which a quorum is present. 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.