

**NORTHERN RIVERS LAND TRUST
BY-LAWS**

**ARTICLE I
OBJECTIVES AND ACTIVITIES**

SECTION I - NAME

The name of the Trust shall be the "Northern Rivers Land Trust, Inc." (NRLT), and the Trust shall be incorporated as a nonprofit corporation under the laws of the State of Vermont.

SECTION II - OBJECTIVES

The Northern Rivers Land Trust, Inc. is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and any successor provision and implementing regulations. The corporation seeks to protect and enhance the natural and human resources in the headwaters area of the Winooski, Lamoille, and Black Rivers in order to promote the well being of present and future generations of Vermonters in this area and to provide them with a means to preserve the area's rural character. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

1. To preserve and aid in the preservation of all types of wild nature, including wetlands, wildlife habitat, and other significant natural areas;
2. To conserve and aid in the conservation of agricultural and forest lands and encourage their productive use;
3. To protect and enhance the scenic natural beauty of the area;
4. To acquire and aid in the acquisition of lands or interest in lands suitable for public recreation for the benefit of the general public;
5. To aid in the preservation of significant historic buildings, structures, and sites in order to maintain the cultural heritage of the area;
6. To assist state and local housing authorities and non-profit community land trusts in the acquisition of land and buildings suitable for providing affordable housing to low and moderate-income people;
7. To promote educational, research and related activities intended to bring about the conservation and proper use of our natural resources, particularly in the area of land conservation;
8. To ease the burdens of federal, state, and local governments by encouraging voluntary land preservation and conservation; and
9. To provide technical assistance and advice to municipalities and local land trusts and pursue other cooperative endeavors to achieve the purposes set forth in this article.

SECTION III - ACTIVITIES OF THE NRLT

In order to achieve its objectives, the NRLT may :

1. Promote membership in the NRLT;
2. Acquire through gift and purchase property and interests in property for the purpose of protecting natural areas, preserving open spaces, conserving land for future productive use, and maintaining historic, recreational and scenic resources;
3. Document, monitor and enforce conservation restrictions, manage lands owned in fee, and invest and manage endowment funds;
4. Cooperate with and assist governmental agencies and other nonprofit organizations in the field of land conservation and protection;
5. Educate members of the NRLT, public officials and the general public about the activities of the NRLT and about the techniques of land conservation and stewardship.
6. Raise funds necessary to support the Trust's activities and programs.
7. Conduct such other activities as may be necessary to achieve the objectives of the corporation.

**ARTICLE II
NONDISCRIMINATION**

It is the policy of the Northern Rivers Land Trust, Inc. not to discriminate on the basis of race, national origin, religion, age, sex, sexual orientation, disability, or parental or marital status in regard to the recruitment, hiring or retention of otherwise qualified employees, service on the Board of Trustees or as an officer, or any other aspect of the Northern Rivers Land Trust, Inc.'s operations.

**ARTICLE III
MEMBERSHIP AND STRUCTURE**

SECTION A – MEMBERS

Any person or organization shall be entitled to membership in the NRLT upon the payment of annual dues.

SECTION B – DUES

The dues of all members shall be established by a majority vote of the Trustees, with the approval of the general membership.

SECTION C – MEETINGS

1. There shall be an annual meeting of the membership of the NRLT held at such time and at such place as the Trustees shall decide.
2. Special meetings of the NRLT membership may be called by order of a majority of the Trustees.

SECTION D – NOTICE

Notice of the annual meeting shall state the time, place and general nature of business to be discussed. Said notice shall be made by mail or email, and by posting in a newspaper of general circulation in the area served by the corporation at least thirty (30) days prior to the date of the annual meeting date.

SECTION E - QUORUM AND VOTING

Quorum - a quorum of the NRLT membership at all meetings shall consist of not less than 10% of the members, or 25 voting members, whichever is smaller.

Voting - At all meetings of the NRLT membership, each member shall be entitled to one vote.

SECTION F - FISCAL YEAR

The fiscal year shall run from Jan. 1 to Dec. 31.

ARTICLE IV BOARD OF TRUSTEES

SECTION A – MEMBERSHIP

There shall be no more than fifteen nor less than five Trustees. All Trustees must be members of the Corporation. They shall be nominated by a nominating committee of the current Trustees and elected at the annual meeting. They shall serve for a three-year term, and, if nominated and elected, by another consecutive three-year term. After two consecutive terms, they may serve again only after a one-year hiatus. This last provision may be waived with approval of the Trustees before presentation of the slate to the annual meeting. The initial Board of Trustees shall be elected to staggered terms of one, two and three year terms so that the terms of one-third of the directors will expire after the first year, one-third after the second year, and one-third after the third year. The membership of the Board of Trustees should be representative of the area served.

SECTION B – VACANCIES

If a vacancy exists, the Trustees are empowered to appoint a NRLT member to complete the term of the Trustee whose resignation or removal has created the vacancy. This appointment will be confirmed or invalidated by a vote of the membership at the next annual meeting.

SECTION C – REMOVAL OR RESIGNATION

A Trustee can only be removed for cause or for failing to attend three consecutive meetings. A vote to remove requires at least a two-thirds majority vote of all the Trustees, except the person whose removal is being considered. This action shall take place at a meeting where prior notice has been given that removal is to be considered and voted upon at a time fixed. A Trustee may resign by submitting his or her resignation in writing to the Chair of the Board.

SECTION D – PURPOSE

The Trustees shall carry out the purposes of the Corporation as set forth in the Articles of Association and these By-Laws, and the property and affairs of the NRLT shall be under the exclusive management and control of the Trustees.

SECTION E – MEETINGS

A quorum must be present and attending for all votes, at both regular and special meetings. Attendance may be by telephone.

1. Regular meetings. The Trustees shall hold meetings at such times and intervals as they shall determine, but in any event not less than quarterly. The Trustees shall establish a schedule of regular meetings with a fixed time and place.
2. Special meetings. All other meetings will be special meetings and require at least seven days notice. Notice may be sent via electronic mail. Meetings may be held by teleconference. A special meeting may be called by the chair or any three trustees.
3. Requirements for meetings. Notice for rescheduled regular and special meetings may be sent by US mail or electronic mail. Notice for such meetings shall be posted or emailed no less than seven days prior to the meeting. Seven days notice can be waived only by unanimous written consent of all trustees.

SECTION F – QUORUM

A quorum is defined as a majority of the number of Trustees in office immediately before a meeting begins. Any action consented to in writing by all of the Trustees shall be as valid as if adopted by the Trustees at a duly warned and held meeting, provided such written consent is inserted in the minute book.

SECTION G – VOTING

All decisions made by the Trustees shall be made by majority vote of those present at the meeting, except as may otherwise be provided elsewhere in these By-Laws.

SECTION H – COMPENSATION

Elected Trustees shall not be compensated for their services as Trustees.

**ARTICLE V
CONFLICTS OF INTEREST**

It is the policy of the Northern Rivers Land Trust, Inc., to avoid conflicts of interest or any semblance thereof on the part of its members, trustees, and officers in its transactions with respect to employment, land and finances. The Trustees are responsible for preparing and disseminating a detailed set of procedures for implementing this policy.

**ARTICLE VI
OFFICERS AND COMMITTEES**

SECTION A

The officers of the NRLT shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Trustees may from time to time determine necessary. The NRLT's officers shall constitute an Executive Committee to whom is delegated the authority to make binding decisions on behalf of the Board and the NRLT with regard to matters arising between Board meetings and requiring immediate action. Any actions taken by the Executive Committee must be ratified by the full Board at the next meeting. The officers shall be elected by the Trustees at its first meeting following the annual meeting of the NRLT. The officers shall serve for a term of one year, or until such time as their successors are duly qualified and elected. Should a vacancy occur, the Trustees may elect another eligible person to serve as an officer for the unexpired portion of the term.

The duties of the officers are as follows:

The Chair: The Chair shall preside at all meetings of the organization and of the Trustees and shall serve as president of the corporation. The Chair shall be, ex officio, a member of all committees, except the Nominating Committee. The Chair shall have the usual powers of supervision and management that may pertain to the office of the Chair and perform other such duties as may be designated by the Trustees.

The Vice Chair: The Vice Chair shall serve as vice-president of the corporation and, in the event of the absence or disability of the Chair, possess all the powers and perform all the duties of that office, until such time as the Trustees shall elect one of its members to fill the vacancy. The Vice Chair shall perform such other duties as the Trustees may designate.

The Secretary: The Secretary shall keep minutes of all meetings of the organization, maintain the records of the corporation, including minutes, reports of committees, and make all of these reasonably available to the membership.

The Treasurer: The Treasurer shall receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Trustees, and shall deposit or invest them only upon order of the Trustees. The Treasurer shall present statements to the Trustees at their regular meetings and present a report to the annual meeting,

With the approval of the Trustees, the Chair shall designate another officer or Board member who shall be authorized, in the absence of both the Chair and Vice-Chair, to coordinate

the Board's response in the event of an emergency requiring action by the Board prior to its next scheduled meeting.

SECTION B - ADVISORY COMMITTEE

The members of the Advisory Committee are invited to attend Board meetings and may also work on special committees of the NRLT. Members of the Advisory Committee shall be appointed for three years. At the end of their term, members shall go off the Advisory Committee for a year before they may be asked to return. However, they may become Trustees either after or before their three-year term has expired. They are nominated by the nominating committee and approved by the Trustees. They shall be chosen on the basis of their manifested interest; for example attendance at board meetings, special knowledge about land trust matters, or influence in state or nationwide land conservation organizations. They should also be interested in working on special committees of the NRLT.

The maximum number of Advisory Committee members will be 12, and the minimum 9. Retiring Trustees may be invited to serve on the Advisory Committee after a hiatus of one year.

SECTION C - NOMINATING COMMITTEE

The Chair shall appoint a Nominating Committee of three with the approval of the Trustees. The Nominating Committee shall serve for one year, and a newly elected or re-elected Chair shall appoint a new committee. Members of the existing committee may be reappointed to the new one.

The Nominating Committee shall determine the number of Trustee vacancies to be filled, and prepare a slate of nominees for election by the membership at the annual meeting. It shall also prepare a slate of the NRLT officers and new Advisory Committee members to be approved by the Trustees. All recommendations of the Nominating Committee must be approved by the Trustees before being submitted to a membership meeting.

SECTION D - MONITORING COMMITTEE

The Monitoring Committee inspects the property subject to conservation easements with the NRLT to ensure compliance with the terms of the contracts between the NRLT and property owners. As a rule, the Monitoring Committee will operate through subcommittees established in each participating town for the purpose of monitoring easements in that town.

SECTION E - SPECIAL COMMITTEES

Special Committees of the NRLT may be appointed by the Trustees, or the Chair to carry out activities in furtherance of NRLT purposes and objectives.

**ARTICLE VII
ADOPTION AND AMENDMENT**

These by-laws are adopted once they are approved by a majority of the membership present at the initial membership meeting. These by-laws may be amended by a majority of the membership present at a duly warned membership meeting, provided, however, that the number of Trustees authorized shall not be increased or decreased nor shall the provisions of Article III concerning the rights of members be altered without the prior approval of two-thirds of the members present at a duly warned membership meeting.

**ARTICLE VIII
SUCCESSORSHIP**

Should the NRLT cease to exist, its outgoing officers will cause all its assets, including title to land, conservation easements, bank account(s), other financial assets, and records to be transferred to another Vermont nonprofit corporation qualified under Section 501(c)(3) of the Internal Revenue Code with objectives similar to those stated in Article I, Section B above. Preference will be accorded in this regard to a corporation, existing or in the process of being established, with special interest in conservation of agricultural, forest, and other natural areas in the Winooski/Upper Lamoille/Black River region or its vicinity. Should no such corporation exist or be in the process of establishment, the NRLT's assets shall be transferred to the Vermont Land Trust or any nonprofit corporation that is a successor to same.

**ARTICLE IX
STEWARDSHIP ENDOWMENT FUND**

For each conservation easement that it acquires, the NRLT shall secure, either from the grantor, by transfer out of general funds, or from some other source, a stewardship fund in an amount determined by the Trustees to be sufficient to finance the Trust's likely future costs for monitoring and ensuring compliance with the easement. The amounts secured for each easement shall be placed in a Stewardship Endowment Fund (SEF). No expenditure shall be made from the SEF's capital, capital gains, or income other than to monitor and ensure compliance with the Trust's easements. There shall be no segregation within the SEF of assets contributed with respect to individual easements.