

CONNECTICUT ASSOCIATION OF CONSERVATION  
& INLAND WETLANDS COMMISSIONS, INC.

**BYLAWS**

Adopted 1977; amended 1984, 1993, 2000, 2005, 2012, & 2022

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**ARTICLE I - NAME, PURPOSE, and OFFICES**

- 1.1 The name of the corporation shall be the Connecticut Association of Conservation and Inland Wetlands Commissions, Inc. Hereafter in this document it shall be known as “the association”.
- 1.2 The purpose of the association shall be to promote the legislative mandate of Connecticut Conservation Commissions and Inland Wetland Commissions / Agencies, and to foster environmental quality through education, and through conservation and protection of wetlands and other natural resources by
  - promoting the formation of conservation commissions and related groups and agencies,
  - providing service to Conservation and Inland Wetlands Commissions and related agencies whether public or private;
  - providing public education, publicity and publication; and
  - providing advice and appropriate action on legislation and governmental affairs.
- 1.3 The association is organized for one or more purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.
- 1.4 The principal office of the association is located in the Town of Middletown, County of Middlesex, State of Connecticut.
- 1.5 The Board of Directors may change the principal office from one location to another within its state of incorporation by noting the changed address and effective date below. Such changes of address shall not be deemed, nor require, an amendment of these bylaws:

\_\_\_\_Vernon to Middletown \_\_\_\_ Dated: \_\_2009\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

## **ARTICLE II - MEMBERSHIP**

- 2.1 Membership in the association shall be open to any Conservation Commission, Inland Wetlands Commission / Agency, or person, which shall include any person, partnership, association, corporation (public or private), society, or public agency.
- 2.2 Membership in the association shall be secured by payment of dues in accordance with the schedule of dues, as adopted by the Board of Directors (cf. section 3.3).
- 2.3 The classes of membership are:
  - 2.3.1 Voting Members: Connecticut Conservation or Inland Wetlands Commissions / Agencies
  - 2.3.2 Non-voting Members: Supporting individuals, businesses or corporations, or honorary members
- 2.4 A Voting Member (commission) shall be entitled to vote at meetings of the association.

## **ARTICLE III - FISCAL YEAR AND DUES**

- 3.1 The fiscal year of the association begins on July 1 and ends on June 30.
- 3.2 Dues shall be payable on July 1 of each year. The bill for dues shall be mailed to all commissions prior to that date.
- 3.3 A schedule of dues shall be adopted by the Board of Directors by June 1 based on the budget of the forthcoming fiscal year.

## **ARTICLE IV - BOARD OF DIRECTORS**

- 4.1 The Board of Directors shall consist of:
  - the four officers of the association;
  - eight County Representatives, one from each Connecticut county;
  - eight Alternate County Representatives, one from each Connecticut county;
  - up to three Alternate at Large Representatives from any Connecticut County; and
  - past presidents of the association (ex officio, without voting power).
- 4.2 The officers of the association shall be a President, a Vice-President, a

Secretary, and a Treasurer. These officers shall also be known as the Executive Board.

- 4.3 Resignation: Any member of the Board of Directors may resign at any time by giving written notice to the Board, or to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or as may be specified therein; the acceptance of such resignation shall not be necessary to make it effective.
- 4.4 Reimbursement, Compensation: No member of the Board of Directors shall receive any compensation for his or her services in such capacity, but any person may be reimbursed by the association for reasonable out-of-pocket expenses and disbursements on behalf of the association.
- 4.5 Non-liability: The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the association.

#### **ARTICLE V - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 5.1 The Board of Directors shall conduct and control the affairs of the association, shall determine all questions of major policy, and shall control its revenue and property in accordance with these bylaws and the Non-stock Corporation Act of Connecticut.
- 5.2 The Board of Directors shall have the authority to hire, appoint, discharge and remove an Executive Director and other such agents, employees, and/or subcontractors as are deemed necessary, and to designate an appropriate salary for those positions, if any.
- 5.3 All business transactions and actions taken by any or all members of the Board of Directors shall be only in the best interest of the association.
- 5.4 It is the duty of each member of the Board of Directors to attend all meetings and to support, implement and participate in all existing policies of the association. Failure to attend three consecutive meetings of the Board of Directors without notification and good cause shall be considered a condition for removal from the Board. Removal shall be made by a majority vote of the Board of Directors at any regular or special meeting properly convened and constituted in accordance with these bylaws.

#### **ARTICLE VI - POWER AND DUTIES OF THE OFFICERS**

- 6.1 President:
  - 6.1.1 The President shall be the principal officer of the association and

shall have all powers as may be reasonably construed as belonging to the chief executive of a nonprofit corporation.

6.1.2 The President shall preside at all meetings of the membership and of the Board of Directors. The President may give notice of any meeting of either the membership or Board of Directors when called in accordance with the provisions of these bylaws. The President may call special meetings as deemed necessary.

6.1.3 The President shall perform such duties as may be directed by the Board of Directors. In the absence of an appointed Executive Director, the President shall make the Annual Report to the association.

6.2. Vice-President:

6.2.1 The Vice-President shall serve in the absence or disability of the President, and in such circumstances be vested with all the powers, and perform any or all of the duties, of the President.

6.2.2 The Vice-President shall have such other duties as may be prescribed by the Board of Directors.

6.3. Secretary:

6.3.1 The Secretary shall be accountable for the accurate recording of all proceedings of any and all meetings of the Board of Directors, of the Annual Meeting, and, where deemed appropriate by the Secretary, of any other meetings of the association.

6.3.2 The Secretary shall be accountable for the timely preparation and maintenance of all such records of meeting proceedings and shall turn over all such records to the successor Secretary upon leaving office.

6.3.3 The Secretary shall be accountable for the proper notification, in accordance with these bylaws, of all meetings of the Board of Directors, the Annual Meeting, and other meetings of the association as defined in Article X.

6.3.4 The Secretary shall have such other duties as may be prescribed by the Board of Directors.

6.4. Treasurer:

6.4.1 The Treasurer shall be accountable for:

- the billing and collection of dues, as well as any and all contributions, and other payments to the association, and
- the maintenance of accurate accounts of all receipts credited to

- the association, including the source and purpose, and
- the deposit of all received monies in depositories approved by the Board of Directors, and
- the payment of all properly approved bills and obligations of the association, and
- the preparation and filing of all tax and other financial reports required by law, and
- the timely maintenance of accurate membership records of the association.

6.4.2 The Treasurer shall make regular reports of the finances of the association to the Board of Directors and shall render to the President and Directors, whenever requested, an account of the financial condition of the association. An audited Financial Report shall be submitted at the Annual Meeting, in accordance with section 8.3 of these bylaws.

6.4.3 The funds, books, vouchers and records of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors. The Treasurer shall, turn over all money, books, records and property of the association to the successor Treasurer upon leaving office.

6.4.4 The Treasurer shall have such other duties as may be prescribed by the Board of Directors.

6.4.5 Bonding for the faithful discharge of the duties of the Treasurer may be required, in which case the Board of Directors shall determine the amount of said bond and the association shall pay the bonding expense.

## **ARTICLE VII - ELECTION AND TERMS OF OFFICE**

7.1 Officers and directors of the Board of Directors shall be elected at the Annual Meeting and shall serve for a term of two years, or until his/her successor has been elected and has taken office. Any past or present member or designated agent / enforcement officer of a Connecticut Conservation or Inland Wetlands Commission / Agency may be elected to the Board of Directors as an Officer, County, or Alternate County Representative. Any Connecticut resident with experience working on conservation issues may be elected to the Board of Directors as an Alternate at Large Representative.

7.2 In all cases governed by these bylaws, a majority of the dues-paid,

Voting Members (commissions) present and voting at the Annual Meeting will be sufficient to elect officers and directors.

- 7.3 Any vacancy in the position of officer on the Board of Directors occurring prior to the expiration of the officer's term shall be filled by a nomination from the Executive Board and a majority vote of the Board of Directors.
- 7.4 Any vacancy in the position of County Representative on the Board of Directors shall be filled by the Alternate County Representative from the same county, and shall not require a vote of the Board of Directors to make the appointment effective. If both positions become vacant prior to their respective term expirations, said positions may be filled by a majority vote of the Board of Directors.

### **ARTICLE VIII - COMMITTEES AND BOARDS**

- 8.1 Standing Committees may be appointed by the Board of Directors to assist the Board in achieving the objectives of the association. Said committees will consist of a chairperson designated by the Board of Directors; committee membership may be selected by the chairpersons of such committees except as otherwise defined below.
- 8.2 The Nominating Committee
  - 8.2.1 The Nominating Committee shall consist of at least three but not more than five members selected by the Board of Directors. The chairperson of said committee shall be elected by its members. Not more than two members of the Nominating Committee shall be members of the Board of Directors.
  - 8.2.2 In accordance with Article VII of these bylaws, the Nominating Committee shall select a slate of candidates for each position on the Board of Directors, and shall present said slate at the Annual Meeting for elective purpose.
- 8.3 The Audit Committee shall consist of two members appointed by the Board of Directors. The Audit Committee shall be accountable for the examination and audit of the financial records of the association and shall submit an audited financial report at the Annual Meeting. In lieu of this examination and audit, the Audit Committee may obtain the services of a Certified Public Accountant to audit the records and prepare the financial report.
- 8.4 The Conservation Commission Education Committee and the Inland Wetlands Education Committee shall be appointed by the Board of Directors. Each committee shall consist of at least three members of the

Board of Directors and shall provide or create educational materials, workshops, and publications, electronic or otherwise, that are relevant to the role and responsibilities of Conservation and Inland Wetlands Commissions.

- 8.5 Other standing committees may be established by the Board of Directors in accordance with Section 8.1 of this Article as the need develops or is perceived.

## **ARTICLE IX - EXECUTIVE DIRECTOR**

- 9.1 The Board of Directors may appoint an Executive Director and fix the compensation and the terms and conditions of hire.
- 9.2 The Executive Director shall not be an officer of the association. The Executive Director may hold a position on the Board of Directors as County (or Alternate County) Representative. In this circumstance, the Executive Director shall abstain from, or be absent from, any or all discussions or votes of the Board of Directors relating to the duties and performance of the Executive Director.
- 9.3 The Executive Director shall be accountable to the Board of Directors and shall be subject to the guidance and direction of the Board.
- 9.4 All business transactions and actions taken by the Executive Director shall be only in the best interest of the association.
- 9.5 The Executive Director shall supervise any other employees of the association and shall carry out the daily affairs of the association so as to achieve its objectives and as directed by the Board of Directors. The Executive Director shall supervise volunteers and interns, but may assign that responsibility to other employees or to members of the Board of Directors.
- 9.6 The Executive Director shall assist the member Conservation and Inland Wetlands Commissions / Agencies.
- 9.7 The Executive Director shall prepare an Annual Report of the affairs of the association.
- 9.8 The Executive Director may be discharged by a majority vote of the Board of Directors.

## ARTICLE X - MEETINGS

### 10.1 Annual Meeting

10.1.1 The Annual Meeting of the association shall be held at a time and place set by the Board of Directors.

10.1.2 Notice of the Annual Meeting shall be given to all members in writing at least six (6) weeks prior to the date of the meeting.

10.1.3 The agenda for the Annual Meeting shall include, but not be limited to, the following:

- The Annual Report of the Executive Director or of the President.
- The Treasurer's Annual Report, the Audited Financial Report, and the proposed budget of the association for the forthcoming fiscal year.
- Election of officers and directors of the Board, if required.

10.1.4 For the purpose of electing officers and directors of the Board or conducting other business, each Voting Member (commission) will have one vote which may be cast in person or by proxy.

### 10.2 Special Meetings of the Membership

10.2.1 Special Meetings of the membership may be called by the President at any time.

10.2.2 Said special Meetings shall also be called by the President or Vice-President at the written request of a majority of the Board of Directors or at the written request of any ten (10) Voting Members (commissions).

### 10.3 Board of Directors Meetings

10.3.1 Meetings of the Board of Directors shall be held at least six (6) times a year at such times and places as are agreed upon by the Board.

10.3.2 Special Meetings of the Board of Directors may be called by the President or Vice-President. Said special Meetings shall also be called at the written request of a majority of the Board of Directors.

10.3.3 Notification of changes in the date, time, or place of the Board of Directors meetings or of special meetings should be given to each Director at least one (1) week prior to the scheduled date.

10.3.4 A quorum for the conduct of business at a meeting of the Board of Directors shall be a simple majority of directors.



10.3.5 An Alternate County Representative or Alternate at Large Representative shall be entitled to vote at meetings of the Board of Directors if he/she is substituting for a County Representative or is seated by the President. No more than 12 voting members may be seated at any Board of Directors meeting.

10.3.6 The Board of Directors shall establish reasonable rules for the conduct of its business. In the event that a particular situation is not governed by those rules, Roberts Rules of Order, Newly Revised shall govern.

10.3.7 A Board Member may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all members participating in the meeting may simultaneously hear one another during the meeting. A board member participating in a meeting by this means is deemed to be present in person at the meeting.

#### **ARTICLE XI - AMENDMENTS**

11.1 The bylaws of the association may be amended by a majority vote of the Voting Members (commissions) at the Annual Meeting or at a Special Meeting of the membership provided that:

- a copy of the proposed amendment(s) has been given to each member of the association at least four (4) weeks prior to the meeting, and
- the amendment does not prevent the association from qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended.

#### **ARTICLE XII - IRC 501 (c) (3) TAX EXEMPT PROVISIONS**

12.1 Gifts. The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or device for the nonprofit purposes of this association.

12.2 Limitations on Activities. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign of any candidate for public office.

- 12.3 Prohibition Against Private Inurement. No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members or to the Board of Directors.
- 12.4 Signatories. All checks, drafts, and other instruments for the payment of money and transfer of securities or property shall be signed by the President or the Treasurer, or other officers as may from time to time be designated by the Board of Directors. All contracts and agreements shall be signed by any two (2) or more officers or such officers or agents as the Board of Directors shall direct or authorize.
- 12.5 Terms. If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this association, the provisions of the Articles of Incorporation shall govern.

### **ARTICLE XIII - DISSOLUTION CLAUSE**

- 13.1 In the event of the dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the association, dispose of all of the property and assets of the association to such organization(s) operated exclusively for purposes of protection, preservation or enhancement of Connecticut's natural resources. Any remaining property or assets of the association shall be disposed of by the Superior Court of the county in which the principal office is then located.