

FRIENDS OF GREENWICH POINT
BYLAWS

Article I. Name and Purpose

Section 1. Name. The name of the association shall be the Friends of Greenwich Point, an unincorporated membership association chartered as a 501(c)(3) organization in the State of Connecticut, hereinafter referred to as the Association.

Section 2. Purpose. The purposes of the Association regarding Greenwich Point shall be

- a. To preserve and enhance its diverse natural environments
- b. To review and evaluate policies and practices and advocate for long-range planning
- c. To gather and disseminate educational information
- d. To raise funds to support projects and programs
- e. To communicate with the Town government on pertinent issues

Article II. Membership

Section 1. Membership. Membership shall be open to anyone who supports the purposes of the Association and makes an annual financial contribution. Contribution levels shall be determined annually by the Board of Directors, hereinafter referred to as the Board.

Section 2. Honorary Life Membership. Honorary life membership may be conferred upon certain individuals by the Board in recognition of distinguished service to Greenwich Point. Honorary life members shall not vote and shall not be required to make an annual contribution.

Article III. Meetings of the Membership

Section 1. Annual Meeting. An annual meeting of the members of the Association to elect officers and Directors and to review the year's activity shall be held at a time and place deemed appropriate by the Board. Written notice stating the place, day and hour of such meeting shall be mailed to the membership of the Association at least 30 days before the meeting. Each individual member or member family attending the annual meeting shall be entitled to one vote at such meeting.

Section 2. Other meetings. Special meetings of the members may be called by the President.

Section 3. Proxy Voting. Proxy voting shall be permitted.

Article IV. Board of Directors

Section 1. Duties. The activities and affairs of the Association shall be managed by its Board.

- a. Directors must attend a minimum of 75% of regular meetings of the Board each year.
- b. Directors are expected to participate on a committee and/or project.
- c. Directors shall serve without compensation.

Section 2. Number of Directors. The number of Directors who constitute the Board shall be not less than 14 nor more than 24.

Section 3. Election. A proposed slate of Directors, chosen from among the membership of the Association, shall be presented to the Board by the Nominating Committee. The slate shall then be available to the membership 30 days before the annual meeting.

- a. Nominations may also be made from the floor.
- b. Directors shall be elected by a simple majority of those attending the annual meeting.

Section 4. Terms.

- a. Directors shall serve for three years and may be elected to no more than two consecutive terms.
- b. Any Director who serves two full consecutive terms shall be ineligible for reelection as a Director until at least three years have elapsed after expiration of the second term;

provided that, such reelection may be for one additional term only, such that no person serves in excess of three elected terms.

- c. No Director serving a third term in accordance with section (b) above may hold office during that term.
- d. Terms shall be staggered; approximately one third of the Directors shall be elected every year.

Section 5. Meetings.

- a. Regular meetings of the Board shall be held at such times and places as may be determined by the Board.
- b. Special meetings of the Board shall be held upon the call of the President or of three Directors.
- c. At all meetings of the Board, a simple majority of the Directors shall constitute a quorum.

Section 6. Vacancies and Resignations

- a. In the event of an unexpired term, the vacancy shall be filled by the Board.
- b. Any Director may resign at any time by delivering written notice of his or her resignation to the Board. Such resignation shall be effective upon receipt unless specified to be effective at some other time and without in either case the necessity of it being accepted unless the resignation shall so state.
- c. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number, subject to any requirements as to the number of Directors required for a quorum or for any vote or other action.

Article V. Election and Duties of Officers

Section 1. Nomination and election. There shall be a President, Vice-President, Secretary, and Treasurer, and such other officers, if any, as the Board may from time to time, in its discretion, elect or appoint.

- a. A proposed slate of officers, chosen from among the members of the Association, shall be presented to the Board by the Nominating Committee. The slate shall then be available to the membership 30 days before the annual meeting.
- b. Nominations for all offices may also be made from the floor.
- c. Officers shall be elected by a simple majority of those attending the annual meeting.

Section 2. Terms.

- a. Officers shall be elected for terms of one year.
- b. Officers may not serve more than three terms in the same office.
- c. No person may hold two or more offices simultaneously.
- d. Officers shall serve without compensation.

Section 3. Vacancies, Resignation, Removal.

- a. Pending new elections, the Board shall designate interim officers for all vacancies.
- b. An officer may resign at any time by delivering written notice of his or her resignation to the Board. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and without the necessity of it being accepted unless the resignation shall so state
- c. An officer may be removed from office only by a majority vote of the Board. No officer shall be permitted to vote on the decision of his or her removal.

Section 5. Duties.

- a. **President.** Call and preside over the meetings of the Board and the annual meeting. Appoint chairs of all committees. Serve as an ex-officio member of all committees.

Coordinate the Association's day-to-day activities. Represent the Association and speak as its chief executive. Prepare a State of Greenwich Point report for the annual meeting of the Association. Serve as a signatory on the Association's checking account. Transfer all records to his or her successor.

- b. **Vice-President.** Assist the President and assume the duties of the President in the latter's absence.
- c. **Secretary.** Keep a true and complete record of all meetings. Transfer all records to his or her successor.
- d. **Treasurer.** Maintain the Association's accounting records. Report the Association's financial position and results of operations to the Board each month. Assure that all funds due to the Association are collected and promptly deposited in a manner designated by the Board. Execute investment policies as directed by the Board. Make duly authorized disbursements on the Association's behalf. Prepare the annual statement of income and expenditures for the fiscal year. Serve as a signatory on all of the Association's investment and operating accounts. Serve as a member of the Finance Committee. Transfer all records to his or her successor.

Article VI. Committees

Section 1. Standing Committees. The Association shall have such Standing Committees as may be determined by the Board. Chairs of all Standing Committees shall be members of the Board, appointed by the President.

Section 2. Finance Committee. The Finance Committee shall consist of the Treasurer and two Directors appointed by the Board on nomination by the President. The members shall serve the lesser of one year or until the expiration of their terms as Directors. The Treasurer may not serve as the Committee's Chairman. The Finance Committee shall oversee the Treasurer in carrying out his duties, recommend financial and investment policies to the Board, review monthly financial reports, review tax returns prior to filing, and carry out such other functions from time to time as requested by the Board.

Section 3. Nominating Committee. The Nominating Committee shall consist of five Directors appointed by the President. The committee will recommend a slate of Officers and Directors for the coming year to the membership at the Annual Meeting.

Section 4. Ad Hoc Committees. The President or the Board may designate ad hoc committees as needed.

Article VII. Annual Business

Section 1. Fiscal Year. The fiscal year of the Association shall be September 1 – August 31.

Section 2. The Budget. A proposed budget showing anticipated revenue and planned expenditures for the coming fiscal year shall be presented to the Board for approval. The budget shall be sent to the Board at least 30 days before the date of the annual meeting.

Article VIII. Amendment of Bylaws

The Bylaws may be changed only by a two-thirds majority of the Board. Written notice of the proposed changes shall be sent to the Directors at least 30 days before the date of the meeting to consider such changes.

Adopted 4/17/97

Amended 10/7/98
Amended 4/4/01
Amended 8/6/03
Amended 12/03/03
Amended 5/03/06
Amended 7/18/07
Amended 5/6/09
Amended 5/31/16