

Friends of Green River Reservoir By-Laws

Date of Adoption: December 16, 1998

Amended July 9, 2009; July 8, 2010; July 28, 2022; July 20, 2023

Article I

Name and Location

This non-business, non-profit corporation of individuals is named: Friends of Green River Reservoir, Inc. The Association shall have no principal office, and shall meet at various places within and around Lamoille County, Vermont.

Article II

Purposes

To serve as a voice for those who value Green River Reservoir as an important part of Lamoille County's and Vermont's heritage for current and future generations and who advocate the protection of its important wildlife habitat, its wilderness-like character and the variety of its established recreational uses.

To assist, where requested or appropriate, through information gathering, education and public service in the management of the Reservoir.

Article III

Membership and Meetings

Section 3.1. Membership:

Any individual or business entity which subscribes to the Corporation's purposes and has paid any dues assessed may be a member of the Corporation. Membership shall be for the calendar year in which they are paid. Each voting member shall have one vote and all matters, except as herein below otherwise set forth, shall be decided by majority vote.

Section 3.2. Meetings of the Corporation

The Annual Meeting of the Corporation's membership shall be held during the month of July each year. At the Annual Meeting Directors shall be elected to serve as hereinafter set forth.

A special meeting shall be called by the Corporation's secretary upon receipt of a written request for a meeting signed by five percent or more voting members of the Corporation or as scheduled by the President of the Board of Directors. Notice stating the place, day

and hour of each special or annual meeting shall be provided by the Corporation's secretary to those members who have furnished the secretary with their current proper mailing or e-mail addresses. Such notice shall be provided at least 30 days prior to the date of any special or annual meeting.

Article IV Board of Directors

Section 4.1. Term

The affairs of the Corporation shall be managed by a Board of Directors, of not less than 5 or more than 15 Directors. Except for initial terms which shall be adjusted by the Board to best ensure that one third of the Directors' terms expire at the Annual Meeting each year, a full term shall be for three years. All Directors shall serve until a successor shall have been duly elected, or until death, resignation or removal as herein provided. The Corporation Board of Directors shall meet no less than quarterly. At the first meeting of the Board of Directors after the Annual Meeting of the Corporation, the directors shall meet to elect officers by majority vote. Officers are elected for one-year terms. The officers of the board of directors shall be: a president, a vice-president, a secretary and a treasurer.

Section 4.2. Vacancies

A vacancy on the Board of Directors or in any office of the board may be filled by the remaining directors of the Corporation by majority vote. Board members elected by the Board of Directors shall serve until the next Annual Meeting at which time, to continue in office, they must be elected for a term of between one and three years consistent with Section 4.1.

Section 4.3. President

The president shall be the principal executive director of the Corporation who shall, when present, preside at all meetings. The president shall not sign any documents purporting to obligate the Corporation without prior approval of the Board. The President shall provide notice of all Board meetings to all members of the Board.

Section 4.4. Vice-President

In the absence of the president the vice-president shall perform the duties of the president.

Section 4.5. Secretary

The secretary of the Corporation shall record all votes and proceedings of the Corporation in a record book which shall always be available for inspection and copying by members of the Corporation. The secretary shall perform all duties incident to the office of secretary from time to time as shall be appropriate or assigned to the secretary by the president. The secretary shall keep a record of the names of all members of the attending each meeting.

Section 4.6. Treasurer

The treasurer shall collect and maintain the Corporation dues keeping accurate accounts of all receipts and disbursements in books belonging to the Corporation which shall at all times be available to members of the Corporation for inspection and copying. The Corporation's funds shall be kept in an account naming the treasurer as trustee for the Corporation. The treasurer shall keep a record of the names and addresses of all members of the Corporation.

Section 4.7. Salaries

No director shall be paid any salary for services to the Corporation.

Article V Fiscal Year, Dues and Grants

The fiscal year shall be the calendar year. Membership dues are for the calendar year in which they are paid. Board by December 31st shall determine what dues shall be paid for membership during the following year to the treasurer as trustee of the Corporation's funds. Members and non-members may from time to time make additional donations to the Corporation, paying the same to the treasurer as trustee for the Corporation. On approval of the Board, the Corporation may, from time to time, accept grants from any and all sources, to be used in the furtherance of its purposes.

Article VI Amendment of By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds vote of the voting members present at any duly noticed special or annual meeting of the Corporation.