



# Bylaws

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## Connecticut River Joint Commissions

Amended October 15, 2018



**CONNECTICUT RIVER JOINT COMMISSIONS, INC.**  
**Organizational and Operational Bylaws**  
As amended October 15, 2018

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## **ARTICLE 1: DEFINITIONS**

**Association of Commissioners** shall mean the membership of the Connecticut River Joint Commissions, Inc., comprised of the Commissioners appointed to the New Hampshire Connecticut River Valley Resource Commission (CRVRC) together with the Commissioners appointed to the Vermont Connecticut River Watershed Advisory Commission (CRWAC).

**Commissioner** shall mean a member of the New Hampshire Connecticut River Valley Resource Commission (CRVRC) or of the Vermont Connecticut River Watershed Advisory Commission (CRWAC).

**Connecticut River Joint Commissions (CRJC) or the Corporation** shall mean the Connecticut River Joint Commissions, Inc., a nonprofit corporation established in August 1990 in accord with Section 501(c)(3) of the Internal Revenue Code, as amended, and NH RSA Chapter 292, as amended.

**Executive Committee** shall mean the Board of Directors of the Connecticut River Joint Commissions, Inc. comprised of the three officers of the CRVRC, the three officers of the CRWAC, and the Past President.

**Local River Subcommittees** shall mean the Headwaters, Riverbend, Upper Valley, Mt. Ascutney and Wantastiquet Local River Subcommittees established pursuant to NH RSA 483:8-a,IV.

**Staff** shall mean employees and contractors of the Connecticut River joint Commissions.

## **ARTICLE 2: NAME AND PURPOSE**

### Section 2.1 NAME

The name of this corporation shall be Connecticut River Joint Commissions, Inc. (Connecticut River joint Commissions or CRJC).

### Section 2.2 PURPOSE

The purpose of the Connecticut River Joint Commissions is to facilitate the implementation of the purposes of the New Hampshire Connecticut River Valley Resource Commission (CRVRC) and the Vermont Connecticut River Watershed Advisory Commission (CRWAC) as set forth in the specific legislation establishing them; and to continually work towards improvement and maintenance to the highest attainable level the water quality and diversity of the indigenous life in the waters, riverbanks, and land within the Connecticut River watershed.

The Connecticut River Joint Commissions recognizes that a strong and sustainable watershed environment is likely to occur only where there is a strong and vibrant economy. The River is a focus for inspiring strong and sustainable energy-producing and recreational opportunities which can improve the quality of life for those living and working in the watershed as well as throughout each state.

The Connecticut River Joint Commissions also recognizes that the underlying strength of the organization is “grass roots”, bottom-up input from individuals and organizations within its watershed represented by its five Local River Subcommittees (LRS), without such information its purposes and missions could not be usefully accomplished.

An essential purpose of the Connecticut River Joint Commissions is developing relationships with and educating local governments, especially in riverfront towns, on best management practices relating to the river and its tributaries in their watersheds.

It works closely with each state’s Department of Environmental Services (DES), and other such State agencies (e.g., Resources and Economic Development, Agriculture, Fish and Game, Transportation, etc.) serving to gather and communicate “grass roots” observations, commentary, and constructive criticism to such governmental agencies, vital information which might be not otherwise available to these departments; experience has shown that such information has been too often lacking when important decisions relating to the Connecticut River and its watershed have been made within both state and federal agencies.

The Connecticut River Joint Commissions as well focuses on developing, establishing, publishing and otherwise disseminating continually updated best-management practices for individuals, towns, counties, the two states separately or in coordination, and other organizations within the two states and the United States to further the protection of these natural resources locally and indeed nationwide.

The Connecticut River Joint Commissions recognizes and understands the supremacy of Nature’s geological, hydrological, climatological and ecological systems and processes, and thus endeavors to

live with, rather than attempt to unduly control and bend to human will these natural systems and processes.

It seeks to achieve its purpose by utilizing the combined talents and efforts of the volunteer members of its two component organizations and Connecticut River Joint Commissions staff. It exists and operates in an advisory capacity and has neither regulatory nor enforcement authority or capability.

## **ARTICLE 3: AUTHORIZATION**

### Section 3.1 AUTHORIZATION

The Connecticut River Joint Commissions, Inc. (CRJC) is a public not-for-profit organization incorporated in the State of New Hampshire and comprised of the New Hampshire Connecticut River Valley Resource Commission (CRVRC) and the Vermont Connecticut River Watershed Advisory Commission (CRWAC). Each component organization is authorized by statute within its state of origin. All references to state statutes are based on New Hampshire law.

## **ARTICLE 4: REGISTERED OFFICE**

### Section 4.1 REGISTERED OFFICE

The registered office shall be as established by the Association of Commissioners.

## **ARTICLE 5: MISSION**

### Section 5.1 MISSION

The mission of the Connecticut River Joint Commissions includes, but is not limited to:

1. Assessing and monitoring the Connecticut River (CR) and its watershed for:
2. Water quality; adequacy and dynamics of river flow; preservation of indigenous and historic flora and fauna; addressing environmental and ecological problems related to the health of the River and its watershed.
3. Advising US, NH, and VT legislators and their staffs, and environmental services and economic development agencies in each state on matters concerning the health of
4. The Connecticut River and its watershed, and on the status and essential financial needs required to allow the Connecticut River Joint Commissions to serve its purpose and mission.
5. Establishing and communicating best river and watershed management practices, with emphasis on preserving agricultural lands, working landscapes, sustainable sources of energy, and environmental protection and preservation.
6. Educating the public, with special emphasis on schoolchildren, state legislators, governmental departments, Governor's Council (NH), and State governors concerning matters related to the Connecticut River and its watershed, and utilizing as interns students from local colleges and universities for discrete projects as educational exercises.
7. Developing and monitoring relationships with watershed councils, byway councils, local town conservation commissions, land trusts, and other governmental and non-governmental

- organizations (NGOs) that relate to the Connecticut River and its watershed.
8. Searching for financial support for operation of the Connecticut River Joint Commissions from all known and available public, foundational, and private resources, and focusing particularly on New Hampshire and Vermont state Departments of Environmental Services, Education, and Economic Development. All funding requests, solicitations, and grants should follow and reflect the Mission of the Connecticut River Joint Commissions.
  9. Addressing appropriate economic development and hydroelectric issues.
  10. Recruiting and developing a strong paid staff and consulting assistance supported by individuals with strong resumes, demonstrated leadership skills, and personal charisma that will complement the stated Purpose and Mission of the Connecticut River Joint Commissions.

These Missions shall be accomplished utilizing commentary and advice from members of the five Local River Subcommittees (LRS) at their regularly scheduled meetings.

## **ARTICLE 6: ASSOCIATION OF COMMISSIONERS**

### Section 6.1 ASSOCIATION OF COMMISSIONERS

The business of the Connecticut River Joint Commissions will be managed under the direction of an Association of Commissioners comprised of all those appointed from their respective states to serve as members of the New Hampshire Connecticut River Valley Resource Commission (CRVRC) and the Vermont Connecticut River Watershed Advisory Commission (CRWAC).

## **ARTICLE 7: MEETINGS**

### Section 7.1 MEETINGS

The Association of Commissioners meets at least bi-monthly throughout the calendar year. An emergency meeting may be called by the President if necessary.

### Section 7.2 AGENDA

Each meeting will have an agenda devised by the President or his/her delegate; in addition to other items, each agenda shall include a succinct, comprehensible financial report focusing on cash flow, current balances, any opinions of the Connecticut River Joint Commissions' accountant or auditor on serious problems which must be immediately addressed; extensive reports including balance sheets, etc. should not be considered necessary or essential in such report unless occasionally suggested by the Treasurer.

### Section 7.3 ANNUAL MEETING

The annual meeting of the Association of Commissioners shall be held in spring each year at a time and place to be designated by the President.

### Section 7.4 SPECIAL MEETINGS

Special meetings of the Association of Commissioners may be called at any time upon the request of the President, or any two Commissioners, provided that such request shall specify the purpose of the meeting. Such meeting shall be held within fifteen days of such request.



### Section 7.5 CONFERENCE CALLS

Any action required by law to be taken at a meeting of the Association of Commissioners, or any action which may be taken at such a meeting, may be taken at a meeting at which one or more Commissioners participates by means of telephone or other electronic means in accordance with NH RSA 91-A:2, III. The Secretary shall record any decisions or actions taken as a result of this conference call.

### Section 7.6 NOTICE

Written notice of the time and place of meetings of the Association of Commissioners shall be provided to town clerks in the watershed for posting at least two (2) days prior to the meeting, or printed in a newspaper of general circulation at least two (2) business days prior to the meeting. Written notice of each meeting of the Association of Commissioners shall be sent to Commissioners at least seven (7) business days prior to the meeting. The attendance of a person at any meeting shall automatically constitute a waiver of notice thereof. In accordance with NH RSA 91-A:2, II emergency meetings shall be posted with a notice of the time and place of such meeting as soon as practicable, and shall employ whatever further means are reasonably available to inform the public that a meeting is to be held.

### Section 7.8 QUORUM

A majority of the members of the Vermont CRWAC together with a majority of the members of the New Hampshire CRVRC shall constitute a quorum, If a quorum is not present, action taken by a majority of those present must be ratified at a subsequent meeting when a quorum is present, before it is effective.

### Section 7.9 CONDUCT OF MEETINGS

*Roberts Rules of Order* (newly revised – 1990) will be used as the rules for conducting meetings.

### Section 7.10 VOTING

All matters considered at a meeting shall be decided by a majority vote of Commissioners present. Each Commissioner has one vote, and all votes shall be by voice vote or show of hands.

### Section 7.11 MINUTES

Minutes shall be kept of all meetings of the Association of Commissioners by the Secretary, who may delegate staff to keep and prepare a written record. Minutes of all public meetings, including names of members, persons appearing before the public bodies, and a brief description of the subject matter discussed and final decisions, shall be promptly recorded and open to public inspection not more than 5 business days after the meeting, except as provided in NH RSA 91-A:6, and shall be treated as permanent records of any public body, or any subordinate body thereof, without exception.

### Section 7.12 ACTION IN BETWEEN MEETINGS

The Executive Committee is authorized to take action on Connecticut River Joint Commissions business at a duly-noticed public meeting in between meetings of the Association of Commissioners, as described in Section 9.2.





### Section 7.13 NON-PUBLIC SESSIONS

Only matters outlined in NH RSA 91-A:3, II shall be considered or acted upon in non-public session.

## **ARTICLE 8: OFFICERS AND OFFICER DUTIES**

### Section 8.1 CONNECTICUT RIVER JOINT COMMISSIONS OFFICERS

The officers of the Connecticut River Joint Commissions, Inc. shall be President, Vice-President, Secretary, and Treasurer, and shall be selected from the officers of the New Hampshire Connecticut River Valley Resource Commission (CRVRC) and the Vermont Connecticut River Watershed Advisory Commission (CRWAC), in equal numbers representing each state, Officers shall be elected annually by the Association of Commissioners. All officers shall take office on the first day of the fiscal year, or, if the vote takes place after that date, immediately after election.

The President and Vice-President shall serve for one year and may be re-elected in accordance with Sections 8.2 and 8.3. The Secretary and Treasurer may be re-elected annually to serve for more than one year.

### Section 8.2 PRESIDENT

The President shall be the chief officer of the Connecticut River Joint Commissions; shall be ex-officio, a member of all committees of the Connecticut River Joint Commissions; and shall perform such other duties as from time to time may be assigned to him or her by the Association of Commissioners. The President shall be the Chair of either the Connecticut River Valley Resource Commission (CRVRC) or the Connecticut River Watershed Advisory Commission (CRWAC), and shall be elected at the annual meeting of the Association of Commissioners. The President shall serve for no more than two consecutive one-year terms, in rotation with the Chair of the opposite state who may also be elected for no more than two consecutive one-year terms.

### Section 8.3 VICE-PRESIDENT

The Vice President shall be Chair of the alternate state commission to that of the President. The Vice-President shall have such power and perform such duties as may be assigned to him or her by the Association of Commissioners or the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice-President.

### Section 8.4 SECRETARY

The Secretary, aided by Connecticut River Joint Commissions staff, shall be responsible for a true and complete record of all meetings and proceedings of the Association of Commissioners and its Executive Committee; shall send such notices as are required by the Bylaws and as required by the President; shall have legal custody of the official corporate books and records of the Connecticut River Joint Commissions and of such books and papers as the Association of Commissioners may direct; shall have custody of the corporate seal, if any, and shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Association of Commissioners and the President; and shall perform such other duties as may be assigned to him or her by the President or the Association of Commissioners.

### Section 8.5 TREASURER

The Treasurer's duties shall involve a review of financial statements, budgets and contracts and shall review, at any time, all receipts and disbursements made by the Connecticut River Joint Commissions by coordination with the person or firm responsible for the accounting of the financial matters of the Connecticut River Joint Commissions. The Treasurer shall certify as to the validity and accuracy of the financial reporting procedures of the Connecticut River Joint Commissions, and shall report findings to the Association of Commissioners as required.

### Section 8.6 AUTHORITY TO CONTRACT

Officers are authorized in the name of and on behalf of the Connecticut River Joint Commissions, to enter into any transaction, contract or lease agreement or to execute and deliver any instrument or to sign checks, drafts or other orders for payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be confined by the Association of Commissioners to specific instances; and unless specifically so authorized by the Association of Commissioners, no officer or employee shall have the power or authority to bind the Connecticut River Joint Commissions by any contract or transaction to pledge its credit, or to render it financially liable for any purpose or in any amount.

### Section 8.7 CORPORATE FUNDS

All funds of the Connecticut River Joint Commissions not otherwise employed shall be deposited from time to time to the credit of the Connecticut River Joint Commissions in such banks, trust companies or other depositories as the Executive Committee may select; and for the purpose of such deposit, the officer and/or employees to whom such power is expressly delegated by the Association of Commissioners, may endorse, sign and deliver checks, drafts and other orders for the payment of money to the order of the Connecticut River Joint Commissions.

### Section 8.8 VACANCY

A vacancy in an office because of death, resignation, or removal may be filled by the Executive Committee.

## **ARTICLE 9: COMMITTEES**

### Section 9.1 PROCEDURES FOR ALL COMMITTEES

Committees of the Connecticut River Joint Commissions shall observe Vermont and New Hampshire open meeting laws, following the practices outlined in Article 7 of these Bylaws.

### Section 9.2 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the three officers of each state commission, and the immediate Past President. The President shall chair the Executive Committee.

Except as provided below, the Executive Committee shall have the full power of the Association of Commissioners to act between meetings of the Association of Commissioners upon matters which, in the judgment of the Executive Committee, are of such nature as to require action prior to the next regular meeting of the Association of Commissioners but do not require a calling of a special meeting of the Association of Commissioners. Any action taken by the Executive Committee

involving the exercise of the powers of the Association of Commissioners shall be reported promptly to the Association of Commissioners, and ratified at the next meeting of the Association of Commissioners following such action. The Executive Committee shall be subject to the authority of the Association of Commissioners in all matters.

The Executive Committee shall not have the power to:

- Amend the Bylaws;
- Approve dissolution, merger, or sale of the Connecticut River Joint Commissions' assets;
- Adopt the budget; or
- Take any action that is contrary to, or a substantial departure from, the direction of the Association of Commissioners, or which represents major change in the affairs, business, or policy of the Connecticut River Joint Commissions.

The Executive Committee shall:

- Carry out the decisions and instructions of the Association of Commissioners.
- Oversee the month-to-month administration of the Connecticut River Joint Commissions work program and budget.
- Authorize the execution of contracts, memoranda of understanding, and other agreements necessary to implement the Connecticut River Joint Commissions work program within the constraints of the approved budget.
- Authorize the receipt of grants and other funding necessary to implement the Connecticut River Joint Commissions work program within the constraints of the approved budget.
- Evaluate the performance of Connecticut River Joint Commissions' employees and/or contracted employees and/or services.
- Review and approve formal correspondence to be sent on behalf of the Connecticut River Joint Commissions.

### Section 9.3 STANDING COMMITTEES: (chair) [membership]

Standing Committees will be established by name, but not mandated, in accordance with the objectives of the Connecticut River Joint Commissions; membership in the Standing Committees shall be approved by a vote of the Association of Commissioners.

Goals and Plans (immediate, intermediate, and long term): (President) [3]

Local River Subcommittee Monitoring and Development: (Vice President) [3]

Finance: (Treasurer) [3-5]

Personnel: (Executive Committee) [5]

Communications with State and Federal Legislators (Secretary) [3]

Programs: (appointed by the President) [3]

Publications and Communications: (appointed by the President) [3]

### Section 9.4 AD HOC COMMITTEES

Ad hoc Committees may be appointed by the President and will serve at his or her pleasure.

### Section 9.5 COMMITTEE ASSIGNMENTS AND REPORTING

Each Commissioner shall be assigned to one or more of the Standing Committees and/or Ad Hoc Committees by the President. Each Committee shall be chaired by a Commissioner. The Chair of

each Committee shall deliver a report of the activities and recommendations to the Executive Committee or Association of Commissioners.

#### Section 9.6 COMMITTEE QUORUM

For all committees of the Association of Commissioners, including the Executive Committee, a quorum shall be a majority of members.

### **ARTICLE 10 – LOCAL RIVER SUBCOMMITTEES**

Section 10. 1 - There shall be five Local River Subcommittees (heretofore referred to as Local River Subcommittees having specified identity and role under NH RSA-483) that meet at least quarterly and more frequently as needed. These subcommittees consist of representatives from all communities abutting the river, as follows:

- a) Headwaters – Pittsburg, Clarksville, Stewartstown, Colebrook, Columbia, Stratford and Northumberland, New Hampshire; Canaan, Lemington, Bloomfield, Brunswick and Maidstone, Vermont;
- b) Riverbend – Lancaster, Dalton, Littleton, Monroe, Bath and Haverhill, New Hampshire; Guildhall, Lunenburg, Concord, Waterford, Barnet, Ryegate and Newbury, Vermont;
- c) Upper Valley – Piermont, Orford, Lyme, Hanover and Lebanon, New Hampshire; Bradford, Fairlee, Thetford, Norwich and Hartford, Vermont;
- d) Mount Ascutney - Plainfield, Cornish, Claremont and Charlestown, New Hampshire; Hartland, Windsor, Weathersfield, Springfield and Rockingham, Vermont; and
- e) Wantastiquet – Walpole, Westmoreland, Chesterfield and Hinsdale, New Hampshire; Westminster, Putney, Dummerston, Brattleboro, Guilford and Vernon, Vermont

Section 10. 2 - The Local River Subcommittees are delegated the following duties:

- a) To advise the NH Department of Environmental Services (DES) commissioner and Vermont Agency of Natural Resources, the municipalities through which the designated river or segment flows, and municipalities within tributary drainage areas on matters pertaining to the management of the river or segment and tributary drainage areas.
- b) To consider and comment on any federal, state, or local governmental plans to approve, license, fund or construct facilities that would alter the resource values and characteristics for which the river or segment is designated.
- c) To develop or assist in the development and adoption of local river corridor management plans under NH RSA 483:10. The local planning board, or, in the absence of a planning board, the local governing body, may adopt such plans pursuant to NH RSA 675:6 as an adjunct to the local master plan adopted under NH RSA 674:4. No such plan shall have any regulatory effect unless implemented through properly adopted ordinances.

Section 10. 3 - Membership in Local River Subcommittees - Each community through its local governing board may nominate two members and unlimited alternate members from each or any of the overall diverse interests represented such as agriculture, forestry, economic activities, hydropower, municipality, etc. It is beneficial to have several representatives who own land along the riverfront. The number of members of each Local River Subcommittee is unlimited, and large membership is encouraged. The Association of Commissioners may appoint those nominated to

serve as members for three year terms; the President may appoint those nominated *pro forma* as soon as a nomination is received, with a confirmation vote at the next Association of Commissioners meeting.

Members may resign from their position in writing to their local governing board and the Association of Commissioners. Members with three consecutive unexcused absences may be considered for replacement, at the discretion of the Association of Commissioners in coordination with the Local River Subcommittee Chair.

Annually, the Subcommittee shall elect a Chair and a Vice-Chair from the voting members, and such other officers otherwise as it may deem necessary. These officers shall hold their respective offices for one year or until their successors are elected and qualified by a majority vote on a formal motion. The Chair shall call the meeting together and preside over all meetings of the Subcommittee. The Vice-Chair shall assume the duties and powers of the Chair in the Chair's absence. Any vacancy among the officers of the Subcommittee shall be filled by election, for the unexpired term, at its next regular meeting.

For Local River Subcommittees, a quorum shall be defined as: any number of members present, provided that fifty percent (50%) of participating municipalities are represented. Participating municipalities are those with duly-appointed representatives.

Determinations of any matter before the Subcommittee shall require the concurrence of a majority of the regular members present at that meeting. If it is apparent that Vermont members are voting differently from New Hampshire members, the Chair may direct that separate votes be taken and the results will become part of the record.

Local River Subcommittees shall observe Vermont and New Hampshire open meeting laws.

## **ARTICLE 11: BOARD OF ADVISORS**

### Section 11.1 BOARD OF ADVISORS

There may be a Board of Advisors activated by vote of the Association of Commissioners which shall advise the Association of Commissioners on matters of policy.

### Section 11.2 NOMINATION

Any individual may be nominated to membership of the Board of Advisors by any Commissioner, and shall be so designated upon ratification by the Association of Commissioners. Such members of the Board of Advisors will be selected based on their knowledge, insights and experience relating to the Connecticut River Joint Commissions purposes, missions and goals and may be asked to assist the Association of Commissioners in undertaking projects pursuant to those purposes, missions and goals.

### Section 11.3 TERM

The term of a member of the Board of Advisors shall be for the year in which elected and shall end the last day of the fiscal year; however, there shall be no limitation on the number of terms for

which a member of the Board of Advisors may be re-elected.

#### Section 11.4 LIMITATIONS

Members of the Connecticut River Joint Commissions Board of Advisors shall not have any voting authority regarding decisions the Association of Commissioners may make, but their advice and counsel may be sought by the members of the Association of Commissioners on such matters.

### **ARTICLE 12: DUTIES OF EMPLOYED/CONTRACTED EMPLOYEES**

#### Section 12.1 EMPLOYED/CONTRACTED EMPLOYEES

The Connecticut River Joint Commissions is authorized to hire or contract staff as necessary according to budget constraints.

### **ARTICLE 13: INDEMNIFICATION OF COMMISSIONERS**

#### Section 13.1 PERSONAL ACTIONS

No Commissioner shall be liable to anyone for acts on behalf of the Connecticut River Joint Commissions or any omissions with respect to the Connecticut River Joint Commissions committed by him or her except for his or her own willful neglect or default.

#### Section 13.2 ACTIONS BY OTHERS

No Commissioner shall be liable to anyone for any acts of neglect or default on the part of any one or more of the other Commissioners in the absence of specific knowledge on the part of such Commissioner of such neglect or default.

### **ARTICLE 14: REMOVAL OF OFFICERS OR COMMITTEE MEMBERS AND INDEMNIFICATION**

#### Section 14.1 REMOVAL

The Association of Commissioners may remove an officer or committee member so long as notice is given at least 14 days prior to the meeting at which such action is to be taken, and the notice includes the proposed removal.

#### Section 14.2 REMOVAL OF EXECUTIVE COMMITTEE MEMBER

Any member may be removed from the Executive Committee by affirmative vote of the Association. Such action may be taken at any regular meeting or any special meeting at which due notice of the proposed removal is duly given to the subject member of the Executive Committee together with or as a part of the notice of the meeting. Such removal may be accomplished with cause, but the subject member involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

#### Section 14.3 INDEMNIFICATION

Each Commissioner and Committee member of the Corporation (and their respective heirs,

executors and administrators) shall be indemnified by the Corporation against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding to which he or she may be made a part or with which he or she shall be threatened by reason of being or having been an Officer or Committee member of this or any other Corporation which he or she serves or has served as director, officer, or trustee at the request of this Corporation (whether or not he or she continues to be an Officer of this Corporation or such other Corporation at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct as such Trustee or Officer. In the event of settlement of any such action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Corporation is advised by counsel that such Trustee or Officer is not liable for willful misconduct as such. The foregoing right of indemnification shall be in addition to any rights to which any Trustee or Officer may otherwise be entitled.

## **ARTICLE 15: PROVISIONS RELATIVE TO COMMISSIONERS AND EMPLOYEES**

### Section 15.1 CONFLICT OF INTEREST

No member of the Association of Commissioners may conduct business on behalf of the organization except with full disclosure, and, open competitive bid, and the approval of the Corporation.

### Section 15.2 POLITICAL ACTIVITY

Federal funds received by the Corporation, shall not be used for partisan political activity purposes of any kind by any person involved in the administration of federally-assisted programs.

### Section 15.2 CIVIL RIGHTS

The Corporation shall not discriminate against employees or applicants for employment because of race, color, religion, creed, age, gender, sexual preference, handicap or national origin and will take affirmative action to prevent such discrimination.

### Section 15.4 DRUG AND TOBACCO FREE WORKPLACE ACT

The Corporation shall ensure that the provisions of the Drug and Tobacco Free Workplace Act are followed and that employees are notified of this policy adopted by the Commissions.

### Section 15.5 COMPENSATION

Commissioners may not receive compensation for their services as such, but may be reimbursed for direct expenses as well as expenses associated with representation of the Corporation at conferences, workshops, or similar events.



## **ARTICLE 16: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS AND DISSOLUTION OF THE CORPORATION**

### Section 16.1 SHARING IN CORPORATE EARNINGS

No Commissioner or employee or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation or reimbursing members or others for expenses of attendance at or participation in corporate activities; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

### Section 16.2 DISSOLUTION OR WINDING UP OF AFFAIRS OF THE CONNECTICUT RIVER JOINT COMMISSIONS

All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, then funds remaining in the hands of the Corporation, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Association of Commissioners may determine or as may be determined by court of competent jurisdiction upon application of the Association of Commissioners, exclusively to charitable, religious, scientific, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and that is in a position to carry forward the goals of the Connecticut River Joint Commissions.

## **ARTICLE 17: DUTY TO DISCLOSE, AND VOTING REQUIREMENTS**

### Section 17.1 DUTY TO DISCLOSE AND VOTING REQUIREMENTS

Any possible conflict of interest on the part of any member of the Association of Commissioners shall be disclosed in writing and made a matter of record through an annual procedure. If a transaction involving a member exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction is required, plus publication of a legal notice in a newspaper of general circulation and written notice to the Director of Charitable Trust, New Hampshire Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made; that the interested member was absent during both the discussion and the voting on the transaction, and shall report the vote itself.

## **ARTICLE 18: OTHER STATUTORY REQUIREMENTS**

### SECTION 18.1 OTHER STATUTORY REQUIREMENTS

The Corporation and its Members and Committees shall comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (NH RSA 7:19, II and NH RSA 292:6-a). These requirements include, but are not limited to: (1) absolute prohibition on any loans to any director or officer of the charitable trust; (2) prohibition of any sale or lease (for a term greater than

five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to transactions involving an entity of which a Member or their immediate family is a proprietor, partner, employee, or officer.

#### Section 18.2 PUBLIC REQUESTS FOR INFORMATION

Persons seeking information from the Connecticut River Joint Commissions may do so by mail or telephone. Persons desiring copies of public records shall reasonably describe the information being sought and pay the actual cost of copies and postage. The Connecticut River Joint Commissions will comply with relevant Vermont and New Hampshire statutes and administrative rules. (Vermont Statute - Title 1: General Provisions, Chapter 5: Common Law; General Rights,' 316-320. New Hampshire - Right-to-Know Law, NH RSA Chapter 91-A.)

#### Section 18.3 SUBSTANTIATION FOR CHARITABLE CONTRIBUTIONS

The Connecticut River Joint Commissions shall acknowledge, by written notification, any contribution of \$250 or more for the purposes of the Connecticut River Joint Commissions in compliance with the provisions of the Federal Revenue Reconciliation Act of 1993 (IRC Section 170(F)(8)(A)).

### **ARTICLE 19: FISCAL YEAR**

#### SECTION 19.1 FISCAL YEAR

The fiscal year of the Connecticut River Joint Commissions shall begin on the first day of July, and terminate on the thirtieth day of June of each year.

### **ARTICLE 20: AMENDMENTS**

#### SECTION 20.1 AMENDMENTS

Any future changes in or amendments to the Bylaws require a two-thirds (2/3) majority vote at a meeting of the Association of Commissioners at which a quorum is present, notice of which proposed amendment or amendments having been given to the Association of Commissioners along with 15 days notice of the respective meeting itself whereat such action is taken.

Adopted: February 1996

Amended: April 1998

Amended: June 2003

Amended: April 2007

Amended: June 2010

Amended: April 2011

Amended: June 2011

Amended: June 2012

Amended: October 2018