



Bylaws

Connecticut River Joint Commissions

Amended June 15, 2026



CONNECTICUT RIVER JOINT COMMISSIONS, INC. Organizational and Operational Bylaws

As amended June 15, 2026

Contents

ARTICLE 1: DEFINITIONS	3
ARTICLE 2: NAME AND PURPOSE	3
ARTICLE 3: AUTHORIZATION	4
ARTICLE 4: REGISTERED OFFICE	4
ARTICLE 5: ACTIVITIES	4
ARTICLE 6: ASSOCIATION OF COMMISSIONERS	5
ARTICLE 7: MEETINGS	6
ARTICLE 8: OFFICERS AND THEIR DUTIES.....	7
ARTICLE 9: COMMITTEES.....	10
ARTICLE 10 – LOCAL RIVER SUBCOMMITTEES	11
ARTICLE 11: BOARD OF ADVISORS.....	14
ARTICLE 12: DUTIES OF EMPLOYED/CONTRACTED EMPLOYEES	14
ARTICLE 13: INDEMNIFICATION OF COMMISSIONERS	15
ARTICLE 14: REMOVAL OF OFFICERS OR COMMITTEE MEMBERS.....	15
ARTICLE 15: PROVISIONS RELATIVE TO COMMISSIONERS AND EMPLOYEES	16
ARTICLE 16: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS AND DISSOLUTION OF THE CORPORATION	18
ARTICLE 17: DUTY TO DISCLOSE, AND VOTING REQUIREMENTS.....	18
ARTICLE 18: OTHER STATUTORY REQUIREMENTS.....	19
ARTICLE 19: FISCAL YEAR SECTION	19
ARTICLE 20: AMENDMENTS	19

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) formally authorized by the appointing authority of the individual state being represented.

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 immediate 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 (CRJC) 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 legislation establishing them: protecting and preserving the visual, ecological, and agricultural resources of the Connecticut River Valley while planning for and guiding development in the watershed.

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

CRJC works closely with each state's Departments of Environment, Economic Development, Agriculture, Wildlife, Transportation, etc., serving to gather and communicate "grass roots" observations, comments, and advice to such governmental agencies.

The Connecticut River Joint Commissions develops and disseminates information to individuals, municipalities, and counties in the two states separately or in coordination, and other organizations within the two states and the United States for the protection of the Connecticut River watershed wide.

CRJC 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 comprises 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. (10 V.S.A. § 1193), 19 NHRSA § 227-E-1)

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: ACTIVITIES

Section 5.1 ACTIVITIES

The activities of the Connecticut River Joint Commissions include, but are not limited to:

1. Assessing and monitoring the Connecticut River and its watershed for water quality; adequacy and dynamics of river flow; and preservation of indigenous and historic flora and fauna.
2. Identifying environmental and ecological problems related to the health of the river and its watershed.
3. Advising US, NH, and VT legislators and their staff, and environmental and economic development agencies in each state on matters concerning the health of the Connecticut River and its watershed, and on the status and funding needed to allow the Connecticut River Joint Commissions to serve its purpose.
4. 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.
5. 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.
6. 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.
7. Searching for financial support for operation of the Connecticut River Joint Commissions.
8. Addressing economic development and hydroelectric issues.
9. Recruiting and developing a strong paid staff and consulting assistance in support of the Connecticut River Joint Commissions.

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 their delegate; in addition to other items, the agenda shall include a succinct, financial report and the accountant's review of current financial balances.

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 REMOTE CONFERENCING

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 of communication in accordance with NH RSA 91-A:2, III. The Secretary shall record any decisions or actions taken as a result of this meeting.

Section 7.6 NOTICE

Written notice of the time and place of meetings of the Association of Commissioners shall be provided by posting on the CRJC website and calendar 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.

Section 7.8 QUORUM

A majority of the seated members of the Vermont CRWAC together with a majority of the seated 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

All Commission meetings shall observe Vermont and New Hampshire open meeting laws.

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 at the meeting, 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 Rev Stat § 91-A:2 and shall be treated as permanent records.

Section 7.12 ACTION OUTSIDE MEETINGS

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

Section 7.13 NON-PUBLIC SESSIONS

Only matters set forth in NH RSA 91-A:3 II may be considered or acted upon in non-public session.

ARTICLE 8: OFFICERS AND THEIR DUTIES

Section 8.1 CONNECTICUT RIVER JOINT COMMISSIONS OFFICERS

The officers of the Connecticut River Joint Commissions shall be the 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 them 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. In the event that the President resigns or is removed from office, the Executive Committee will select an interim President from the Association of Commissioners to serve the remainder of the former President's term. The interim President can be any member of the Association of Commissioners. A President that has resigned or been removed from office shall not hold any other office in the Connecticut River Joint Commissions.

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. In the event that the Vice President resigns or is removed from office, the Executive Committee will select an interim Vice President from the Association of Commissioners to serve the remainder of the former Vice President's term. The interim Vice President can be any member of the Association of Commissioners. A Vice President that has resigned or been removed from office shall not hold any other office in the Connecticut River Joint Commissions; this limitation shall not apply to a Vice President who has succeeded to the presidency due to the resignation or removal of the 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 shall review 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 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 consist 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 must be ratified or withdrawn 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, 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' activities and budget.
- Authorize the execution of contracts, memoranda of understanding, and other agreements necessary to implement the Connecticut River Joint Commissions' activities within the constraints of the approved budget.
- Authorize the receipt of grants and other funding necessary to implement the Connecticut River Joint Commissions' activities within the constraints of the approved budget.
- Evaluate the performance of Connecticut River Joint Commissions' employees, contractors, and service providers.
- Review and approve correspondence to be sent on behalf of the Connecticut River Joint Commissions.

Section 9.3 SUB-COMMITTEES: (chair) [membership]

The Association of Commissioners may update standing committees as needed with approval by a majority of the Commissioners.

Section 9.4 AD HOC COMMITTEES

Ad hoc Committees may be appointed by the President and serve at their 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 on 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 appointed to the committee.

ARTICLE 10 – LOCAL RIVER SUBCOMMITTEES

Section 10. 1 - There shall be five Local River Subcommittees (heretofore referred to as Local River Subcommittees pursuant to NH RSA-483) that meet as needed. These

subcommittees consist of 2 representatives from 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, and Vernon, Vermont

Section 10. 2 – The duties of the Local River Subcommittees shall be:

- a) To advise the NH Department of Environmental Services (DES) commissioner, NH Rivers Management Advisory Committee, 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, and, in NH, disposal of state-owned lands.
- b) To consider and comment on any federal, state, or local governmental plans to approve, license, fund or construct facilities, or applications for permits, certifications, or licenses, 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.
- d) To report biennially to the NH Rivers Management Advisory Committee and the NH Department of Environmental Services Commissioner, and annually to municipalities on the status of compliance with federal and state laws and regulations, local ordinances, and plans relevant to the river or segment, its corridor, tributary drainage areas, and the activities of the Local River Subcommittees including, but not limited to, committee

volunteer hours, permit applications reviewed, corridor management plans and their implementation, and education and outreach efforts.

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.

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 selected by a vote of the Association of Commissioners which shall advise the Association of Commissioners on matters of policy.

Representatives nominated for membership as full Commission members are members of the Board of Advisors until full authorization.

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 they are 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

Each Commissioner and Committee member of the Connecticut River Joint Commissions (and their respective heirs, executors and administrators) shall be indemnified by the Commissions against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon them in connection with any action, suit or proceeding to which they may be made a part or with which they shall be threatened by reason of being or having been an Officer or Committee member of this or any other Corporation which they serve or have served as director, officer, or trustee at the request of this Corporation (whether or not they continue 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 they 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 14: REMOVAL OF OFFICERS OR COMMITTEE MEMBERS

Section 14.1 REMOVAL

The Association of Commissioners may remove an officer or committee member by affirmative vote at any regular meeting or any special meeting at which due notice of the proposed removal is duly given to the subject member at least 14 days prior to the meeting at which such action is to be taken, and the notice includes the proposed removal.

- a) Removal of a committee member due to an expired term may be taken following notice of the proposed removal is duly given to the subject member.
- b) Removal of a committee member for cause may be taken following notice of the proposed removal is duly given to the subject member. Cause may include, but is not limited to: breach of policy, non-attendance of meetings, breaches of fiduciary

duty, misconduct, failure to perform duties, violation of by-laws, engaging in behavior detrimental to the organization's reputation or mission, unmanaged or failure to disclose conflicts of interest, using the organization for personal gain and acting against the organization's mission.

Section 14.2 REMOVAL OF EXECUTIVE COMMITTEE MEMBER

Any member may be removed from the Executive Committee by affirmative vote of the Association of Commissioners. 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 taken for any reason listed in Section 14.1. The subject member proposed for removal shall be given an opportunity to be present and to be heard at the meeting at which their removal is considered.

ARTICLE 15: PROVISIONS RELATIVE TO COMMISSIONERS AND EMPLOYEES

Section 15.1 CONFLICT OF INTEREST

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

No employee or member of the Association of Commissioners may represent the organization in business, public engagement or other venues except following disclosure of the nature of the representation to and approval of the Executive Committee.

Members of the Association of Commissioners and employees must ensure that any statements or communications they make on behalf of the Connecticut River Joint Commissions have first been approved by the Executive Committee. Members of the Association and employees must also ensure that any statements they make as individuals are not misconstrued as coming from the Commissions

(1) Prohibition; recusal.

(A) A Commission member shall not participate in any Commission matter in which they have a conflict of interest and shall recuse themselves from participation in that matter.

(B) The failure of a Commission member to recuse themselves as described in subdivision (A) of this subdivision (1) may be grounds for the Commission to discipline or remove that member.

(2) Disclosure of conflict of interest.

(A) A Commission member who has reason to believe they have a conflict of interest in a Commission matter shall disclose that they have that belief and disclose the nature of the conflict of interest. Alternatively, a Commission member may request that another Commission member recuse themselves from a Commission matter due to a conflict of interest.

(B) Once there has been a disclosure of a member's conflict of interest, members of the Commission shall be afforded the opportunity to ask questions or make comments about the situation to address the conflict.

(C) A Commission member may be prohibited from participating in a Commission matter by at least three other members of the Commission.

(3) Post-recusal or -prohibition procedure. A Commission member who has recused themselves or was prohibited from participating in a Commission matter shall not sit or deliberate with the Commission or otherwise act as a Commission member on that matter.

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 nominees, 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, excepting compensation owed to an employee for services rendered to the Corporation or reimbursed for direct expenses associated with representation of the Corporation at conferences, workshops, or similar events. No Commissioner, employee or other person 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

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 on the vote itself.

ARTICLE 18: OTHER STATUTORY REQUIREMENTS

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 16 Connecticut River Joint Commissions 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

People seeking information from the Connecticut River Joint Commissions may do so by mail, telephone or electronic communication. People desiring copies of public records shall reasonably describe the information being sought, specify the timeframe to be covered, and pay the actual cost of research, copies and postage. The Connecticut River Joint Commissions will comply with relevant Vermont and New Hampshire statutes and administrative rules. (Vermont Statute – Access to Public Records¹ V.S.A. § 315. . New Hampshire - Right-to-Know Law, NH Rev Stat § 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 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 14-days notice of the meeting

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

Amended: June 2026