The Last Green Valley, Inc. is recommending the following changes to its bylaws. The purpose of these changes is to allow Annual and Special Membership Meetings, as well as Board and Committee Meetings, to be held remotely. Proposed changes are shown in red below. The paragraphs have also been renumbered and reorganized to clarify which provisions apply to Annual/Special Membership Meetings and which apply to Board/Committee Meetings.

If you have any questions, please contact Lois Bruinooge at Lois@tlgv.org or 860-774-3300.

BYLAWS
OF
THE LAST GREEN VALLEY, INC.

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ARTICLE FOUR – ANNUAL and SPECIAL MEMBERSHIP MEETINGS

4.1 The annual meeting of this organization shall be held at a date and time set by the Board of Directors. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

4.2 The presence of not less than ten members of the corporation shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these by-laws and the Secretary shall cause a notice of this scheduled
meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

4.3 Special membership meetings of this organization may be called by the Chairman when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least seven but not more than fourteen days before the scheduled date set for such special membership meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

4.4 At the request of three members of the Board of Directors or ten members of the organization, the Chairman shall cause a special membership meeting to be called but such request must be made in writing at least twenty days before the requested scheduled date.

4.5 No other business but that specified in the notice may be transacted at such special membership meeting without the unanimous consent of all present at such meeting.

4.6 Annual and special membership meetings are open to the public and shall be held to promote an accessible environment for participants. An annual or special membership meeting may be conducted in simultaneous multiple locations through the use of any means of communication by which all participants may simultaneously hear each other and participate during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE FIVE- ANNUAL and SPECIAL MEMBERSHIP MEETING VOTING

5.1 At all annual and special membership meetings, all votes shall be viva voce.

5.2 At any regular annual or special membership meeting if a majority so required any question may be voted upon by paper ballot, or in the case of a meeting conducted in simultaneous multiple locations, by using any means of communication which allows each participant to cast a ballot remotely and have their vote tallied during the course of the meeting.

5.3 At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

5.4 No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.
5.5 No one having a real or perceived conflict of interest, including potential financial loss or gain (personal or to their employer), pertaining to an issue may vote on such issue in any membership meeting of TLGV Board of Directors or committees. [note: covered in 6.8 below].

ARTICLE SIX SEVEN – BOARD OF DIRECTORS

6.1 The business of this organization shall be managed by a Board of Directors of up to 21 people but of at least 11 people. The Chairman, the Vice-chairman, the Secretary, and the Treasurer of this corporation shall serve as members of the Board of Directors during their terms as such officers of this corporation, plus the Governor of Connecticut and the Governor of Massachusetts, or their designees, who shall serve as members of the Board of Directors during terms of the Governors of Connecticut and Massachusetts, plus up to fifteen (15) other persons who shall be chosen by majority votes of members of this corporation and shall serve for terms of three (3) years (approximately one-third of their number being elected each year) and until their successors are duly elected and qualified, except that the terms of officers will be (2) two years. As a non-voting emeritus member, a past chairman of the organization may be a member of the Board of Directors ex-officio for a one-time term of one (1) year immediately following their term as chairman.

6.2 The term of service for any director or officer shall not exceed a total of nine (9) consecutive years, not including interim time served.

6.3 The corporation shall strive to consider geographic balance and the recommendations of the TLGV Management Plan, and any subsequent amendments to that plan, in the composition of the Board of Directors.

6.4 The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall act in the name of the organization only when it shall be regularly convened by its chairman after the notice to all the directors of such meeting.

6.5 Vacancies in the Board of Directors or among the officers which occur after the annual meeting shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

6.6 The Chairman of the organization by virtue of the office shall be chairperson of the Board of Directors. The Secretary of the organization by virtue of the office shall be secretary of the Board of Directors.

6.7 A Director or Officer may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt for this hearing such rules as it may in its discretion consider necessary for the best interests of the organization.
6.8 A member of the Board of Directors may not vote on or participate in the discussion of any matter which could financially benefit directly or indirectly, or appear to benefit the member or his/her immediate family. No Board member, employee or agent of the Corporation shall participate in selection or in the award of contracts if a conflict of interest, real or apparent, would be involved. The Executive Committee shall determine the potential existence of conflict of interest. Each member of the Board of Directors has the obligation to disclose any conflict of interest to the Executive Committee.

ARTICLE SEVEN – BOARD OF DIRECTORS MEETINGS

7.1 Five members of the Board of Directors, at least two of whom are officers, shall constitute a quorum.

7.2 Meetings of the Board of Directors shall be held regularly at a date and time determined by the Board of Directors. Meeting dates and times shall be communicated to members by posting on the organization’s website. Meetings shall be in person or via email, should decisions be required and no quorum met at the in person meeting; such emails will become part of the records of TLGV. The Chairman shall have the authority to cancel any Board meeting if there is no business to be transacted. Members of the Board of Directors are expected to attend a majority of meetings of the Board of Directors each year. If a member is not able to do so, they may be asked to relinquish their seat on the Board of Directors. The Nominating Committee will review attendance of the Board members annually.

7.3 Each Director shall have one vote and such voting may not be done by proxy.

7.4 The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

7.5 The order of business items for any Board meeting may be customized for the purpose of the meeting but will always include approval of the previous meeting’s minutes, a report of the financial position of the organization, the designation of new agenda items, a report on programs and projects, and an opportunity for members to participate.

7.6 All Board and Committee meetings are open to the public and shall be held to promote an accessible environment for participants. Any meeting of the Board of Directors or its Committees may be conducted in simultaneous multiple locations through the use of any means of communication by which all participants may simultaneously hear each other and participate during the meeting. A Director or Committee member participating in a meeting by this means is deemed to be present in person at the meeting.

7.7 Nothing in this Article shall preclude the Board or a Committee, in its discretion, from entering into an executive session for the purpose of discussing sensitive or confidential information.