



AMENDED BY-LAWS OF FRIENDS OF NORTHWEST PARK, INC.

ARTICLE: NAME

The name of this Corporation shall be Friends of Northwest Park, Inc.

ARTICLE I: PURPOSE AND STATUS

Section 1. Purpose. It is recognized that the administration of Northwest Park and the Northwest Park Nature Center is vested in the Windsor Town Council and the Town of Windsor. The purposes of this Corporation shall be to cooperate with the Town of Windsor in furthering the study and interest in environmental aspects of Northwest Park through the establishment and improvement of a Nature Center; to maintain an association of persons interested in Northwest Park and the Nature Center; to focus public attention on activities, facilities and needs of Northwest Park and the Nature Center; and actively to solicit gifts of books, materials, equipment, exhibits, funds, endowments and bequests for Northwest Park and the Nature Center.

Section 2. Nonprofit. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends. No profits shall proceed to any officer, Trustee or member of this corporation. The officers and Trustees shall serve without compensation.

ARTICLE III: OBJECTIVES

The objectives of this Corporation shall be as follows:

- a) To encourage and receive donations, including bequests for the above stated purposes;
- b) To accumulate and invest such sums as are received;
- c) To expend such funds in a furtherance of the above purposes as authorized by the Board of Trustees;
- d) To aid and support programs and activities of Northwest Park and the Nature Center.

ARTICLE IV: MEMBERSHIP

Section 1. Composition. Membership in this Corporation shall be open to all individuals in sympathy with its purposes, and to representatives of organizations and clubs when such representation is desired as determined by the Executive Committee.

Section 2. Election of Trustees. The Membership shall have the authority to elect Trustees at the Annual Meeting of the Membership. Each Member is entitled to one (1) vote and shall vote in person and not by proxy.

Section 3. Place of Meeting. The Membership shall hold its Annual Meeting of the Membership each year during the months of May or June at such time and place as shall be designated by the Board of Trustees or the Executive Committee. All other meetings of the Membership may be held at such place or places within or without the State of Connecticut as the Board of Trustees or the Executive Committee may from time to time determine.

Section 4. Annual Meeting: Notice. At least seven (7) days written notice shall be given of the Annual Meeting of the Membership.

Section 5. Special Meetings: Notice. Special meetings of the Membership may be held at any time and place upon the call of the President, the Board of Trustees or of any nine (9) Members. Written notice of the time, place and purpose of every special meeting of the Board shall be given at least seven (7) days before the meeting.

Section 6. Waiver of Notice. Whenever by statute, the provisions of the Certificate of Incorporation or these By-Laws the Membership is authorized to take any action after notice, such notice may be waived, in writing, before or after the holding of the meeting, by the Members entitled to such notice.

Section 7. Quorum. Adjournments of Meeting. The Members who are present in person at any meeting of the Membership shall constitute a quorum of such meeting.

Section 8. Dues. The Members shall pay dues on an annual basis in accordance with a schedule adopted by the Board of Trustees, which may be modified by the Board from time to time.

Section 9. Termination of Membership. A person's membership in the Corporation may be terminated by majority vote at a meeting of the Board of Trustees based on a finding that

- a) after the expiration of sixty (60) days from the due and payable date, the Member has not paid dues; or
- b) the Member has engaged in action contrary to the purposes of the Corporation.

ARTICLE V: BOARD OF TRUSTEES

Section 1. Composition. There shall be a Board of Trustees consisting of a minimum of three (3) and a maximum of twenty-seven (27) members. The Board of Trustees shall be classified with, to the extent practical, one-third (1/3) having an initial term of one year, one-third (1/3) having an initial terms of two years and one-third (1/3) having an initial term of three years. After the completion of their initial terms, all Trustees shall have terms of three years. The Trustees shall be elected by the Membership at the Annual Meeting for a specified term or until their successors shall be duly elected and qualified. Vacancies may be filled on an interim basis, until the election at the next Annual Meeting of the Membership, by a majority vote of the Trustees then in office at any meeting of the Board of Trustees. The terms of the Trustees elected at the next Annual Meeting to fill such vacancies shall be coincident with the balance of original terms associated with the vacancies, which may not necessarily be a period of three years.

Section 2. Powers and Duties. The Board of Trustees shall have a general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board; and shall have full and complete authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; except that the fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and except further that the Board of Trustees shall not permit any part of the net earnings or capital to inure to the benefit of any Trustee or officer, except as specifically permitted by the Certificate of Incorporation. All Trustees shall have the same power and authority, and shall be entitled to one (1) vote.

Section 3. Place of Meeting. All meetings of the Board of Trustees, regular or special, may be held at such place or places within or without the State of Connecticut as the Board or the Executive Committee may from time to time determine. Immediately following the Annual Meeting of the Membership the Board shall hold its Annual Meeting for the election of officers and for other proper business.

Section 4. Annual and Regular Meetings: Notice. At least seven (7) days written notice shall be given of any meeting of the Trustees, provided that the Annual Meeting of Trustees may be held immediately following the adjournment of the Annual Meeting of the Membership without separate notice.

Section 5. Special Meetings: Notice. Special meetings of the Board may be held at any time and place upon the call of the President or of any two (2) Trustees. Written notice of the time, place and purpose of every special meeting of the Board shall be given at least seven (7) days before the meeting.

Section 6. Waiver of Notice. Whenever by statute, the provisions of the Certificate of Incorporation or these By-Laws the Board of Trustees is authorized to take any action after notice, such notice may be waived, in writing, before or after the holding of the meeting, by the Trustees entitled to such notice.

Section 7. Quorum: Adjournments of Meeting. One-third (1/3) of the number of Trusteeships (but at least three 3) shall constitute a quorum for the transaction of business; but if at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting from time to time until a quorum is obtained and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. To the extent permitted by law, a resolution in writing, signed by all of the Trustees, shall be as valid as if it had been passed at a meeting of the Trustees duly called and constituted.

Section 8. Ex Officio, Honorary, Advisory and Student Trustees. The Board of Trustees may appoint to the Board such ex officio advisory and student trustees as the Board shall deem appropriate. Ex-officio, advisory and student trustees shall not have the right to vote and shall not be counted for the determination of a quorum.

ARTICLE VI: OFFICERS

Section 1. Number and Qualifications. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers, if any, including one or more Vice Presidents, as the Board of Trustees may from time to time appoint. To the extent permitted by law, one person may hold more than one office in the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation shall be chosen biennially at the annual meeting of the Board of Trustees; vacancies in officerships may be filled by the Board of Trustees at any duly called meeting provided that the notice of meeting discloses the filling of a vacancy as a purpose of the meeting. Each office shall have a term of two (2) years. Terms of office shall begin on the first day of the next fiscal year and end on the last day of the appropriate fiscal year.

Section 3. Removal. Any officer of the Corporation may be removed by a vote of two-thirds (2/3) of the Board of Trustees at a duly called meeting provided that the notice of meeting discloses the consideration of the removal of an officer as a purpose of the meeting.

Section 4. Other Agents. The Board of Trustees may, from time to time, appoint such agents as it shall deem necessary, who shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

Section 5. President: Powers and Duties. The President shall preside at all meetings of the Board of Trustees. He or she shall have general supervision of the affairs of the Corporation. He or she shall keep the Board of Trustees fully informed, and shall freely consult with them concerning the activities of the Corporation. He or she shall have the power to sign alone, unless the Board of Trustees shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned by the Board of Trustees.

Section 6. Vice Presidents: Powers and Duties. The Vice Presidents shall have such powers and duties as may be assigned to them by the Board of Trustees. In the absence of the President, the Vice Presidents, in the order designated by the Board of Trustees, shall in general perform the duties of the President.

Section 7. Secretary: Powers and Duties. The Secretary shall act as Secretary of all meetings of the Executive Committee, Board of Trustees and the Membership, and shall keep the minutes of all such meetings in the books proper for that purpose. He or she shall attend to the giving and serving of notices of the Corporation. He or she shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Trustees, and shall perform such other duties as shall from time to time be assigned by the Board of Trustees.

Section 8. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Corporation.. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all moneys and other valuable effects of the Corporation in such banks or depositories as the Board of Trustees may designate. Whenever required by the Board of Trustees, he or she shall render a statement of accounts. He or she shall at all reasonable times exhibit the books accounts to any officer or Trustee of the Corporation, and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Trustees, and shall when required, give such security for the faithful performance of duties as the Board of Trustees may determine. The Treasurer shall be considered the Principal Officer of the Corporation for purpose of filing the annual report of a private foundation pursuant to Section 6056 of the 1954 Internal Revenue Code, as amended (hereinafter referred to by Section reference), if such annual report be required.

ARTICLE VII: COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be composed of the officers of the Corporation, the immediate past president and the Standing Committee chairpersons At least a majority of the members of the Executive Committee shall be Trustees. Those members of the Executive Committee who are Trustees shall be voting members and those members who are not Trustees shall be advisory, non-voting members. Between meetings of the Board of Trustees, the Executive Committee shall manage the affairs of the Corporation and have all of the authority of the Board of Trustees. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business; but, if at any meeting of the Executive Committee there should be less than a quorum present, the members of the Executive Committee present may adjourn the meeting from time to time until a quorum is obtained and, at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 2. Standing Committees. The Standing Committees shall include the following: Finance, Membership, Newsletter, and Program and Publicity, and Nominating. The responsibilities of each committee shall be determined by the Executive Committee. The Board of Trustees shall appoint such additional standing or special committees as it shall deem necessary. Committee chairpersons shall be appointed by the President, with the approval of the Executive Committee, for a term of two years.

Section 3. Nominating Committee. Nominations for members of the Board of Trustees shall be presented by a Nominating Committee of three (3) Trustees to be appointed by the Board of Trustees. The Nominating Committee shall present the slate to the Membership for vote at the Annual Meeting of the Membership; at that time, nominations from the floor will be invited. No one shall be nominated without his or her consent.

Section 4. Ex-Officio and Advisory Committee Members. The President is an ex-officio member of all committees, with the exception of the Nominating Committee. By a majority vote of the subject committee and with the approval of the Executive Committee, other persons may be appointed as advisory members of any committee.

Section 5. General. The Board of Trustees or the Executive Committee shall appoint individuals to serve as the member or members of each committee, designating, if necessary and appropriate, other individuals as alternate members who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any committee and any alternate members in place of that member, the member or members of the committee present at the meeting and not disqualified from voting, whether or not they constitute a quorum, may by unanimous vote, appoint another Member to act at the meeting in the place of the absent or disqualified member.

Section 6. Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law.

ARTICLE VIII: CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

Section 1. Checks, Notes, Contracts, Etc. The Board of Trustees is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. To the extent permitted by the laws of the State of Connecticut, the funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Trustees in its discretion may deem desirable.

ARTICLE IX: OFFICE

The office of the Corporation shall be at such place in the Town of Windsor, Connecticut as the Board of Trustees may from time to time determine.

ARTICLE X: CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall commence on the 1st day of July each year.

ARTICLE XII: AMENDMENTS

The By-Laws may be amended, added to or repealed by the affirmative vote of a majority of the Members voting or by the affirmative vote of Trustees holding a majority of the Trusteeships provided that in either case the notice of the meeting at which the vote is taken discloses the consideration of the Bylaws amendment as a purpose of the meeting.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

All meetings shall be conducted according to Robert's Rules of order, as revised, except when in conflict with the By-Laws or the laws of the State of Connecticut.

ARTICLE XIV: REFERENCES

References to any Section of the Internal Revenue Code or Regulations shall pertain to the Code or Regulations now in effect or as they may be effective in the future.

The foregoing Amended By-Laws were duly adopted by a vote of the Board of Trustees on January 13, 2009.