

BY-LAWS of THE SLEEPING GIANT PARK ASSOCIATION, INC.
Adopted March 18th, 1924

As Amended at Meetings of Directors Held:

February 11, 1927, December 1, 1928, December 11, 1931, September 22, 1955,
October 6 and 24, 1973, October 1, 1977, March 19, 1980, September 12, 1984,
September 28, 1988, September 17, 1996.

Revised: February 20, 2013

ARTICLE I. Names and Offices

1. This corporation shall be known as The Sleeping Giant Park Association, Inc. (“the Association”).
2. The principal office and any other offices of the Association shall be located at such places within the State of Connecticut as deemed appropriate for the operation of the Association.

ARTICLE II. Objective

The objective of The Sleeping Giant Park Association shall be to promote the mission, vision, and purposes of the Association as outlined in the Articles of Association.

ARTICLE III. Membership

Section 1. Membership

1. All persons, corporations or other organizations interested in the objectives of the Association shall become members upon payment of an annual membership fee or a life membership fee in amounts to be established by the Board of Directors.
2. The membership year shall be from January 1 through December 31 of each calendar year.
3. Only members whose dues are current shall be considered “members in good standing.”

Section 2. Members’ Rights and Privileges

1. Only a member in good standing shall be eligible for election to the Board of Directors.
2. Only members in good standing may vote at the Annual Meeting of Members.
3. Attendance at Board Meetings by non-Board members shall be at the discretion of the President, who will provide the Board members in advance with information relevant to the visit.

Section 3. Annual Meeting of Members

The Annual Meeting of Members for the election of Board members and for the presentation of annual reports, dispersal of information, and discussion of issues relative to the objectives of the Association shall be held once each year in, or close to, the month of October.

ARTICLE IV. Governing Body

Section 1. Board of Directors

1. The Association shall be governed by a Board of Directors (“the Board”), which shall include Officers, Directors-at-Large, and Standing Committee Chairpersons.
2. There shall be no more than twenty-three (23) voting Board members.

Section 2. Powers and Duties

1. All Directors shall enjoy the full rights and responsibilities of their respective positions as defined in these bylaws.
2. The Board shall manage the business, property, and affairs of the Association.
3. It shall be the duty of each Board member to implement the mission and objectives of the Association as stated in the Articles of Association and to attend all meetings of the Board.
4. The Board shall form such standing committees as may be required to meet the needs and advance the goals of the Association.
5. All Board members must remain Association members in good standing throughout their term.
6. The Board may exercise all the powers of the Association, and delegate any and all such powers as it sees fit, subject only to restrictions imposed by the Certificate of Incorporation, the bylaws, the Nonstock Corporation Act of the State of Connecticut, as amended from time to time, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future federal tax code).

Section 3. Officers

The officers of this Association shall consist of the President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, and Immediate Past President. Any officer except the President may serve concurrently as chair of a Standing Committee.

1. The President shall be the principal officer of the Association and shall:
 - a. Provide each Board member with an advance copy of an agenda and with adequate notice of each regular or special meeting
 - b. Preside at and facilitate all meetings of the Board and at the Annual Meeting of Members
 - c. Solicit Board approval on matters requiring immediate action by the Directors either by calling a special meeting or by calling for an electronic vote as stipulated in Article IV, Section 10
 - d. Appoint *ad hoc* committee chairpersons with the approval of the Board
 - e. Serve *ex officio* (with vote) on all committees except the Nominating Committee
 - f. Bring to the attention of the Association all pertinent information from the State Department of Energy and Environmental Protection and other relevant organizations

- g. Approve all major disbursements (over \$200.00) by the Treasurer as directed by the Board
2. The Vice-President shall:
 - a. Perform the duties of the President in his/her absence
 - b. Serve as President in case of death, resignation, or incapacity of the President until the Board chooses a successor for the unexpired portion of the term
 - c. Serve in such capacities as assigned by the President
 3. The Treasurer shall:
 - a. Be responsible for all monies of the Association and shall report thereon at all Board meetings
 - b. Pay bills in accordance with Article VII, Section 3
 - c. Keep an itemized record, in a permanent file, of all receipts and disbursements
 - d. Create and present for Board approval an annual budget developed with input from the Board
 - e. Prepare financial records for an annual financial review in accordance with Article VII, Section 4
 - f. Prepare and file, within deadlines, all information required by the Internal Revenue Service and the state Secretary of State
 4. The Recording Secretary shall:
 - a. Take and record accurate minutes of the proceedings at all meetings of the Board of Directors and the Annual Meeting of Members
 - b. Distribute a copy of the minutes of each meeting to the Board within seven (7) days following each Board meeting
 - c. Receive and hold a hard copy of all written and electronic votes, until the results have been accepted by the Board
 - d. Record the results of all votes in the minutes
 - e. Record the attendance at all Board meetings
 5. The Corresponding Secretary shall:
 - a. Present correspondence addressed to or of interest to Boardmembers at each meeting of the Board
 - b. Conduct the correspondence of the Association, including acknowledgment of all donations and corporate memberships
 - c. Preserve, in a permanent file, all records and letters of value to the Association and its Directors
 6. Immediate Past President
The Immediate Past President shall serve as an Officer *ex officio* (with vote) for such term limits as are established for all other Officers.

Section 4. Standing Committee Chairpersons

1. Standing Committee Chairpersons shall perform such duties and engage in such activities as are necessary to meet the needs and advance the goals of the Association.
2. Standing Committee Chairpersons may appoint individuals with special expertise to carry out tasks to ensure the proper and productive operation of the committees that they lead.

Section 5. Directors-at-Large

1. Directors-at-Large will assume such duties as may arise to meet the needs and advance the goals of the Association.
2. The number of Directors-at-Large may vary from time to time.

Section 6. Ad-Hoc Committees

1. The President, subject to Board approval, may designate a Board member or other Association member in good standing to perform a specific service or to serve as chair to a temporary committee as may be determined by the Board to be necessary to meet the needs and advance the goals of the Association.
2. Voting rights shall not be conferred by such temporary positions.

Section 7. Terms of Office

1. Each Director shall serve a term of two (2) years.
2. A "year" is defined as the period from one Annual Meeting of Members to the next.
3. Officers shall serve no more than three (3) consecutive terms in the same office.
4. There are no term limits for Standing Committee Chairs.
5. No person shall serve more than three (3) consecutive terms as Director-at-Large.

Section 8. Meeting and Notice

1. Meetings of the Board shall be called by the President or by at least one-fourth of the members of the Board.
2. Reasonable written, electronic, or oral notice of such meeting shall be given to each Board Member.
3. Meetings of the Board shall be called at least three (3) times in each calendar year.

Section 9. Quorum and Voting

1. A simple majority of the total number of current Board members shall constitute a quorum for the transaction of business, unless noted elsewhere in these bylaws.
2. A motion passed by simple majority vote taken at any meeting at which a quorum is present shall be the act of the Board.
3. Items requiring more than a simple majority as set forth elsewhere in the bylaws must be decided upon at a meeting of the Board of Directors, duly called.
4. Each Board member shall have one vote in all matters coming before the Board.

Section 10. Action by Directors without a Meeting

1. Matters requiring immediate action by the Board may be voted upon electronically.
2. Sufficient time shall be allowed for the return of votes. A hard copy of each vote must be retained by the Recording Secretary until the vote is confirmed and recorded at the next meeting of the Board.

3. For a vote to be valid, the number of votes received must be sufficient to constitute a quorum.

Section 11. Vacancy

1. Vacancies in offices other than President shall be filled for the unexpired portion of the term through appointment by the President with the approval of the Board.
2. In the case of death, resignation, or incapacity of the President, the Vice-President shall serve as President until such time as the Board shall elect a successor for the remainder of the term by a two-thirds majority vote of the Board members currently serving.
3. The unexpired portion of a term shall not count toward any term limit established elsewhere in these bylaws.
4. Any Board member so appointed shall serve with full rights and responsibilities of said office or position.

Section 12. Duties to Successors

Upon retiring from office, each Director shall deliver to the President all accounts, records, books, papers, and other property belonging to the Association.

Section 13. Removal from Office

1. No Board member shall be removed from office before the expiration of his/her term except for "cause."
2. "Cause" shall include (but not be limited to) misappropriation of funds, consistent failure to perform the duties of the office, violation of the bylaws or written policies of the Association, or any deliberate act that damages the credibility or reputation of the Association.
3. In the event that a written complaint is filed against a Board member, the Board of Directors will consider the merits of the allegation and decide whether or not further action is required.
4. The Board member under investigation will be notified of the complaint in a timely manner and be given an appropriate opportunity to respond to any allegation(s).
5. If warranted, the Board may appoint an *ad hoc* committee to investigate the allegation(s).
6. The *ad hoc* committee will generate a written report of its findings, which will be made available to both the Board member under investigation and the Board as a whole.
7. The Board member under investigation shall be given an opportunity to respond to the report.
8. After completion of its investigation, the Board may remove a Board member upon the vote of two-thirds of the members of the Board of Directors currently serving.

ARTICLE V. Nominations and Elections

Section 1. Nominating Committee

1. The President, subject to Board approval, shall appoint a Board member to chair a Nominating Committee.
2. The Chair will choose at least two other Association members in good standing to serve on the Nominating Committee.
3. This committee will be formed no later than the first Board of Directors' meeting in each election year.
4. The Chair will direct the activities of the committee.

Section 2. Nominations

1. The Chairperson shall provide contact information and position qualifications and shall solicit recommendations for candidates for Board positions from the membership of the Association.
2. Any Association member may recommend in writing one or more candidates by sending the name and qualifications of each to the Nominating Committee Chairperson at least sixty (60) days prior to the Annual Meeting.
3. The Nominating Committee shall evaluate, approve, and list all candidates whom it deems to be qualified for each position in question.
4. The Chairperson shall announce the list of all qualified candidates to the Board no later than the Board of Directors meeting just prior to the Annual Meeting.

Section 3. Eligibility

All candidates must be Association members in good standing and must exhibit qualities, experience, and/or expertise that will meet the needs and advance the goals of the Association.

Section 4. Notice of Elections

All members of the Association will receive sufficient notice (at least 21 days in advance of the Annual Meeting) of pending elections. This notification and a list of candidates shall be publicized using available means of communication, including, but not limited to the *Giant News*.

Section 5. Elections

1. The election of Directors shall be held at the Annual Meeting of Members in each even-numbered year.
2. Directors shall be elected by a majority vote of the members present at the Annual Meeting of Members.
3. Whenever there is more than one candidate for a Board position, the vote shall be by written ballot prepared in advance of the meeting.
4. Each attendee who is an Association member in good standing and who is at least 18 years old shall have one vote, with the following provisions:
 - a. Family memberships are entitled two votes, providing at least two adult family members are present.
 - b. Corporate memberships and group memberships shall have one vote.
5. Appropriate identification, subject to verification, shall be required to establish voter eligibility.

ARTICLE VI. Non-Profit Status

No Board member shall, at any time, receive or be entitled to receive any compensation or other pecuniary profit from the operation of the Association, or upon its liquidation or dissolution.

ARTICLE VII. Fiscal Year and Finance

Section 1. Fiscal Year

The fiscal year of the Association shall begin on the first day of September and end on the last day of August the following calendar year.

Section 2. Deposits

The monies of the Association shall be deposited in the name of the Association in one or more depositories or other institutions as may be designated by the Board of Directors.

Section 3. Disbursements and Authorization

1. No funds in excess of \$200.00 shall be appropriated, expended, disbursed, or invested by any Board member without the explicit prior approval of the Board or the President.
2. All disbursements shall be drawn only by instrument signed by such officers as the Board may designate.

Section 4. Financial Review

1. The accounts of the Association shall be reviewed within thirty (30) days of the end of each fiscal year by a committee of three (3) members of the Association, appointed by the President at the last Board meeting prior to the end of the fiscal year, unless the Board designates a professional audit to be performed.
2. The audit committee shall report its findings at the Annual Meeting.
3. A full audit shall be performed every five (5) years or more frequently at the discretion of the Board.

ARTICLE VIII. Amendments

1. These bylaws shall be reviewed minimum of every ten (10) years and revised as needed.
2. The bylaws may be amended, altered, or repealed only at a regular or special meeting of the Board of Directors, duly called.
3. There shall be no vote on bylaw revisions by any means other than a regular or special meeting of the Board of Directors, duly called.
4. The Board of Directors may approve any such proposal only by a two-thirds vote of all Board Members currently serving.
5. Notice of the proposed alteration, amendment or repeal shall be given in the notice of meeting at least ten (10) days prior to the scheduled date of the meeting of the Board.
6. There shall be no power to alter, amend, or repeal the bylaws in such manner as to permit any member, director, officer, trustee, agent, or employee of the Association ever to receive any compensation for services actually rendered to the Association in effecting one or more of its objects or purposes, or in such manner as to be inconsistent with the purposes of the Association or any applicable law.

ARTICLE IX. Conflict of Interest

1. Each Board member shall disclose to the Board any potential conflict that may arise concerning his/her personal, professional, or financial gain on the one hand, and the financial, material, or corporate interest of the Association on the other, as soon as the Director becomes aware of such conflict.
2. The Board, at its discretion, may waive such conflict only if it explicitly determines that the best interests of the Association would not be compromised.

ARTICLE X. Disbursement of Assets

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets to (i) another non-profit fund, foundation or corporation with similar purposes and objectives and that at such time qualifies as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 [or corresponding provision of any future United States Internal Revenue Law]; and/or (ii) a governmental agency whose purpose, in whole or in part, is to promote, preserve, develop, or maintain public parks.