Bylaws of the Southeast Land Trust of New Hampshire

Article I

NAME AND PURPOSE

Section 1.1 Name. The name of this organization shall be the Southeast Land Trust of New Hampshire (hereinafter referred to as "SELT").

Section 1.2 Purpose. The purpose of SELT is to protect and sustain the significant lands in our southeastern New Hampshire communities for clean water, outdoor recreation, fresh food, wildlife, and healthy forests.

Article II

MEMBERSHIP

Section 2.1 General Membership. SELT's membership shall consist of the members of the Board of Directors, any person at least eighteen years of age, and any corporation, agency, club, or other organization that approves of SELT's purposes and objectives, and who pays the annual dues fixed by the Board of Directors, or donates consideration, monetary or otherwise, of an equal or greater value. Each such member shall be entitled to one vote at SELT membership meetings.

Article III

BOARD OF DIRECTORS

Section 3.1 General Provisions. The Board of Directors shall be responsible for managing the property, business, and affairs of SELT. The Board, or its assignees, shall be empowered to purchase, accept, or otherwise acquire any interest in real property, including, but not limited to, land, buildings, easements or any other interest in real estate whatsoever, or to sell, donate, or otherwise convey any such interest in real property. The Board's power to acquire or convey any such interest in real property may be delegated to the Executive Committee and/or Executive Director subject to conditions and limitations adopted by the Board of Directors. Any such conditions and limitations shall be enumerated in a written policy or other resolution adopted by the Board of Directors at a duly organized meeting. Only individual dues-paying members shall be eligible to serve as Directors of SELT. The Board of Directors shall have a minimum of fifteen (15) members and a maximum of twenty-one (21) members, the actual number to be at the discretion of the Board, who shall serve terms of three (3) years. One Director shall be the President, one Director shall be the Vice President, one Director shall be the Secretary, and one Director shall be the Treasurer. The Board of Directors shall determine the number of terms to be served by Directors. No Director of SELT shall receive compensation for his or her services as a Director, with the exception of reimbursement for direct expenditures made on behalf of SELT. Any Director may resign by submitting his or her resignation in writing to the President or the Secretary.

Section 3.2 Election of Directors. All Directors shall be elected by the membership at the Annual meeting, upon nomination by the Governance/Board Development Committee or from the floor.

Section 3.3 Vacancies. Any vacancy in a directorship may be filled by a majority vote of the Board of Directors, upon nomination by the Governance/Board Development Committee or by a Director, until the time of the next Annual or Special Meeting, at which time the vacancy shall be filled according to the terms recited in Section 3.2 above.

Section 3.4 Removal. Any Director may be removed from office by a vote of three quarters (3/4) of the Board of Directors present at a meeting called for that purpose at which there is a quorum.

Article IV

OFFICERS

Section 4.1 General Provisions. The officers of SELT shall consist of a President, a Vice President, a Treasurer, and a Secretary, each of whom shall serve a term of two (2) years. Only individual dues-paying members shall be eligible to serve as officers of SELT. The Board of Directors shall determine the number of terms to be served by officers. No officer of SELT shall receive compensation for his or her services as an officer, with the exception of reimbursement for out-of-pocket expenses. Any officer may resign by submitting his or her resignation in writing to the President or the Secretary.

Section 4.2 President. The President shall be the principal officer of SELT. He or she shall, subject to the control of the Board of Directors, have general charge of the property of SELT and all operations thereof. He or she shall preside over all meetings of the Board of Directors and of the general membership. The President may, unless otherwise ordered by the Board of Directors, sign and execute all checks, contracts, agreements, and other obligations in the name of SELT. He or she shall cause the resolutions and directives of the Board of Directors to be carried into effect, except when the Board assigns that duty to someone else. The President shall also perform such other duties as may be prescribed by these bylaws or as may be assigned to him or her from time to time by the Board of Directors.

Section 4.3 Vice President. The Vice President shall assist the President as he or she may direct, and shall perform such other duties as the Board of Directors may from time to time assign to the Vice President. In the absence of the President, or in the event of the President's refusal to act, such absence or refusal having been determined by the Board of Directors, the Vice President shall perform all of the duties of the President. When acting in lieu of the President, the Vice President shall have all of the powers of, and be subject to all of the restrictions on, the President.

Section 4.4 Secretary. The Secretary shall serve as the Clerk of SELT. He or she may conduct the official correspondence of SELT, preserve all records of SELT, record the minutes of all meetings of the general membership and of the Board of Directors of SELT, and ensure that all notices required by these bylaws are properly given. The Secretary shall perform any such other duties as may be assigned to him or her from time to time by the President or the Board of Directors. The Board of Directors may in its discretion delegate to the Executive Director the Secretary's ministerial duties, including, but not limited to, the duties to record minutes and give notice.

Section 4.5 Treasurer. The Treasurer shall, subject to the control of the Board of Directors, have the custody of and supervision over all funds, securities, and books of account of SELT. He or she shall have the authority to make disbursements, and to sign and execute all checks, drafts, notes, and orders for the payment of money, subject to the control of the Board of Directors. SELT's books of account shall be available for examination at reasonable times by any member of the Board of Directors. The Treasurer shall serve as a member of the Finance Committee.

Section 4.6 Election of Officers. All officers shall be elected by a majority vote of the Board of Directors, upon nomination by the Governance/Board Development Committee.

Section 4.7 Removal. Any officer may be removed from office by a vote of three quarters (3/4) of the Board of Directors present at a meeting called for that purpose at which there is a quorum.

Article V

MEMBERSHIP MEETINGS

Section 5.1 Annual Meeting. A meeting of the membership of SELT shall be held annually, at a time and place to be determined by the Executive Director. The purposes of the Annual Meeting will be to elect Directors, and to attend to such other business as may properly come before the meeting.

Section 5.2 Special Meetings. A Special Meeting of the membership of SELT may be called by a majority of the Board of Directors, or upon a written petition signed by no less than twenty-five (25) current members of SELT, provided that the petition sets forth the reason for the meeting and the matter to be acted upon.

Section 5.3 Notice of Meetings. A written notice, stating the time, place, date, and purpose of each Annual or Special Meeting, shall be sent to every current member by U.S. mail or electronic mail at least fourteen (14) days before the date of the scheduled meeting. If a Special Meeting is called by written petition, the aforesaid notice shall be provided by the petitioner(s), at the expense of the petitioner(s). Any current member who attends an Annual or Special Meeting and fails to object at the meeting that proper notice thereof was not given shall be deemed to have waived such notice.

Section 5.4 Quorum. At any Annual or Special Meeting of the SELT membership the number of members present shall constitute a quorum.

Section 5.5 Voting. At any Annual or Special Meeting at which a quorum is present, a majority of the members present thereat shall, except where a larger vote is required by law, the Articles of Agreement, or these Bylaws, decide any question brought before such meeting.

Article VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least once every three months. The time of each meeting shall be determined by the Board at the previous meeting. The place of each meeting shall be determined by the Executive Director. No notice of such regular meeting shall be required.

Section 6.2 Special Meetings. Special Meetings of the Board of Directors may be called by the President, or by any three (3) Directors, provided that forty-eight (48) hours written notice, including notice by e-mail, is given to all Directors. The time and place of any Special Meeting shall be determined by the President or the three (3) Directors who call the meeting.

Section 6.3 Participation by Telephone. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone call, video conference call, or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6.4 Quorum. At any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum.

Section 6.5 Voting Prohibited. At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present thereat shall, except where a larger vote is required by law, the Articles of Agreement, or these bylaws, decide any question brought before such meeting.

Section 6.6 Rules of Procedure. Board meetings shall be governed by the current edition of Roberts' Rules of Order, except where those rules conflict with the express provisions of these bylaws.

Section 6.7 E-Mail Voting. E-Mail voting by the Board of Directors is prohibited.

Section 6.8 Proxy Voting Prohibited. Proxy voting by directors is not permitted.

Article VII

COMMITTEES

Section 7.1 General Provisions. The committees of SELT shall consist of an Executive Committee, a Finance Committee, an Outreach Committee, a Land Conservation Committee, a Land Stewardship Committee, a Governance/Board Development Committee, and any other committee that the Board of Directors may designate from time to time. The Board of Directors shall act as a committee of the whole with respect to development and fundraising. All current SELT members shall be eligible to be committee members. All committee members shall be appointed by the Board of Directors, unless otherwise provided by these bylaws. The Chairperson of each committee shall be appointed by the President from among the Directors on the committee. With the exception of the Executive Committee, any committee member may be removed by a majority vote of the Board of Directors.

Section 7.2 Executive Committee. The Executive Committee of the Board of Directors shall be empowered to act on behalf of the Board 1) when circumstances require action between regularly scheduled Board meetings; or 2) to act on items for which the Board of Directors has delegated its authority to the Executive Committee through a policy or resolution adopted by the Board of Directors and still in effect. Any decision made by the Executive Committee on behalf of the Board shall be recorded in the minutes of the next regularly scheduled Board meeting. The Executive Committee will also be responsible for developing personnel policies, managing the Executive Director, assisting the Executive Director with personnel decisions, and assisting in selecting agenda items for the Board's consideration. The Executive Committee shall present to the Board of Directors an annual evaluation of the performance of the Executive Director. The Executive Committee will consist of the President, Vice President, Secretary, and Treasurer. This Committee shall meet as necessary. Advance notice of any meeting of the Executive Committee, including the date, time, place, and agenda of the meeting, shall be sent to all members of the Board of Directors. Within forty-eight (48) hours following an Executive Committee meeting, all members of the Board of Directors shall be advised of any action taken at such meeting.

(a) Limitations of Executive Committee Power. The Executive Committee shall not have the power to: (1) amend the Bylaws; (2) appoint or remove Directors or the Executive Director; (3) approve a dissolution or merger of SELT, (4) sell any interest in real property; (5) adopt a budget; or (6) take any action that is contrary to, or is a substantial departure from, these bylaws or the direction of the Board of Directors, or which represents a major change in the affairs, business, or policies of SELT.

Section 7.3 Finance Committee. The Finance Committee will work with the Executive Director on developing annual budgets, explain to the Board any deviations from the budget, and assist the staff in preparing information for audits and for tax filing by SELT's accountants. The Committee will also monitor all of SELT's endowment funds and investments. The Committee will report to the Board on the performance of these funds quarterly and will make any recommendations for changes as it sees fit. The Committee shall consist of the Treasurer and at least two (2) other SELT members, including two (2) Directors. This Committee shall meet at least quarterly.

Section 7.4 Outreach Committee. The Outreach Committee shall serve as the steering committee for SELT's fundraising, development, communications, and outreach programs. The Committee will be responsible for assisting the staff with major donor identification, recruitment, and solicitation; general membership development; grant writing and other fundraising activities; communications efforts as requested by staff, including press releases, special announcements, the newsletter, and the website; event planning, including annual meetings, fundraisers, workshops, field trips, and other outreach efforts. The Committee shall consist of at least three (3) SELT members, including three (3) Directors. This Committee shall meet as necessary.

Section 7.5 Land Conservation Committee. The principal functions of the Land Conservation Committee are to (1) administer guidelines and criteria for land or easement acquisition, (2) decide whether to proceed with a land or easement acquisition project, and 3) recommend to the Board of Directors whether to enter into an agreement on such a project and whether to close on such a project. The Committee will review all information provided by the staff about a project and may conduct a site walk of each property when appropriate or necessary. The Committee shall consist of at least three (3) SELT members, including three (3) Directors. This Committee shall meet as necessary.

Section 7.6 Land Stewardship Committee. The principal functions of the Land Stewardship Committee are to (1) oversee an effective program for monitoring all conservation easements and managing all fee-owned lands of SELT, (2) recommend to the Board policies relative to land management and easement stewardship, (3) review and approve a management plan, proposed management activities, and special requests to use, lease or encumber land, for all fee-owned properties, (4) oversee an easement monitoring and enforcement program developed by the staff that provides for volunteers, if necessary, (5) recommend to the Board actions needed to enforce SELT conservation easements, and the violation thereof, and with regard to amendments of easements and condemnation issues, and (6) investigate illegal or non-permissive use of SELT property and provide direction to the Board of Directors with respect thereto. The Committee shall consist of at least three (3) SELT members, including three (3) Directors. The Committee shall meet at least bi-monthly.

Section 7.7 Governance/Board Development Committee. The Governance Committee shall be responsible for recruiting new, qualified, interested people to serve on any SELT committee or on the Board of Directors, and for nominating officers and directors at the Annual Meeting of the membership. The Committee is responsible for promoting geographical representation on the Board where possible. This Committee shall consist of at least three (3) SELT members, at least two (2) of whom are Directors. This Committee shall meet at least annually and more often as necessary.

Section 7.8 Committee Voting. Unless otherwise provided in the resolution of the Board of Directors creating a committee, a majority of the committee then serving shall constitute a quorum, and the vote of a majority of the committee members present at a meeting shall be the act of the committee.

Article VIII

SELT EMPLOYEES

Section 8.1 General Provisions. SELT shall have such employees as the Board of Directors may from time to time deem appropriate and necessary. All employees of SELT shall have such compensation, benefits, powers, duties, and responsibilities as shall be determined by the Executive Director, consistent with policies adopted by the Board of Directors, and provided that the Board of Directors may, in its discretion, review and change such determination(s).

Section 8.2 Executive Director. The Executive Director of SELT, if deemed necessary by the Board, shall be hired by the Board and serve at the pleasure of the Board. The Executive Director shall serve as a non-voting member of the Board of Directors and of all committees created by these bylaws or designated by the Board, unless the Board decides in its discretion that the Executive Director may not attend any meeting or meetings of the Board or any committee. The Executive Director shall be responsible for managing all SELT staff and all consultants hired by SELT, implementing policies established by the Board of Directors, and administering and managing the day to day work of SELT.

Article IX

FINANCES AND OTHER POWERS

Section 9.1 Gifts. The Board of Directors or the Executive Director may accept on behalf of SELT any contributions, gifts, bequests, devises, in-kind donations, or other property of any kind or description, without limit to value, for any general or special purpose of SELT.

Section 9.2 Fiscal Year. The fiscal year of SELT shall commence on January 1st and end on December 31st of each year, unless changed by the Board of Directors.

Section 9.3 Budget. The Board of Directors shall approve a budget for SELT prior to the start of each fiscal year. The total annual budget may not be exceeded unless the Board votes to amend the budget.

Section 9.4 Funds. All funds raised by SELT shall be used exclusively for the general and special purposes of SELT. Until such funds are expended, they shall be deposited from time to time to the credit of SELT in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.5 Checks, Drafts and Notes. The President and the Treasurer shall have the authority to sign all checks, drafts, or other orders for the payment of money, or other evidence of indebtedness issued in the name of SELT (collectively, "checks, drafts or notes"). The Board of Directors may also from time to time authorize the Executive Director and other persons to sign such checks, drafts or notes. ~~Notwithstanding the above, two authorized persons must approve all checks amounting to two thousand dollars ($2,000) or more.~~Further, the Board of Directors shall establish the payment threshold for which checks, drafts or notes require the approval of two authorized persons.

Section 9.6 Contracts. The Board of Directors may, in its discretion, authorize any Director or the Executive Director, in addition to the officers so authorized under these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of SELT, and such authority may be general or confined to specific instances.

Section 9.7 General Powers. SELT shall have the power, in furtherance of its purposes, to purchase, take on lease, or otherwise acquire, hold, invest, reinvest, use, mortgage, pledge, lease, exchange, sell, assign, transfer, or otherwise dispose of both real and personal property of every kind, nature, and description, and any interest in any property; and to exercise in respect to any and all property any and all rights and privileges of ownership in such manner as in the judgment of the Board of Directors will best promote the objectives of SELT.

<u>Article X</u>

CONFLICTS OF INTEREST AND PECUNIARY BENEFIT TRANSACTIONS

Section 10.1 All officers and Directors of SELT shall comply with N.H.R.S.A. 7:19-a, as it may be amended from time to time, regarding the regulation of "pecuniary benefit transactions" involving officers and directors of charitable trusts. No Director or officer shall participate in a transaction with SELT in which the Director or officer has a "financial interest", as that term is defined by the above statute, direct or indirect, unless the transaction does not constitute a "pecuniary benefit transaction" within the meaning of the statute, or the transaction is otherwise not prohibited by the terms of N.H.R.S.A. 7:19-a, II, provided that the Board of Directors complies with all of the procedural requirements set forth in N.H.R.S.A. 7:19-a. Should published notice of a "pecuniary benefit transaction" be required pursuant to N.H.R.S.A. 7:19-a, II(d), said publication shall be made in a newspaper of general circulation in the community in which SELT's principal New Hampshire office is located.

Section 10.2 Any possible conflict on the part of any Director, officer, or employee of SELT, including, but not limited to, any financial interest or control said person may have in any entity in the land development industry which is potentially competitive or has an interest in being competitive with SELT, shall be disclosed in writing to the Board of Directors, and made a matter of record annually and whenever the conflict involves a specific issue before the Board. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected person shall make known the possible conflict, whether previously disclosed by written statement or not and, after answering any questions that might be asked, shall withdraw from the meeting so long as the matter remains under discussion. Should the matter be brought to a vote, neither the affected person nor any other person with a pecuniary interest with SELT shall vote thereon. The minutes of the meeting shall reflect that the conflict disclosure was made, the nature of the conflict, the abstention from voting, and the vote itself. Furthermore, no Director shall participate as a Board member in any decision affecting the Board Member's financial welfare or the financial welfare of any other person, organization, or institution with which the Director is affiliated as an owner, employee, board member, or stockholder.

Section 10.3 Each Director, prior to joining the Board, all present Directors, and all staff members shall submit in writing to the President a list of all businesses and organizations of which he or she or an immediate family member is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), shareholder, employee, or agent, with which SELT has, or might reasonably in the future enter into, a relationship or a transaction in which the Director or staff member would have conflicting interests. The President shall become familiar with the statements of all Directors and staff members in order to guide his or her conduct should a conflict arise.

Article XI

INDEMNIFICATION AND LIABILITY

Section 11.1 Indemnification. SELT shall, to the extent legally permissible and only to the extent that its status as an organization exempt under Section 501(c)(3) of the United States Internal Revenue Code is not adversely affected thereby, indemnify each of its present and former Directors, officers, and members against all expenses and liabilities which they have reasonably incurred in connection with or arising out of any threatened, pending, or completed action, suit, or other proceeding in which he or she may be involved by reason of their being or having been an agent (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the full Board of Directors) of SELT, such expenses and liabilities including, but not limited to, judgments, court costs, attorneys' fees, and the cost of reasonable settlements, provided that no such indemnification shall be made in relation to matters as to which such agent shall be finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of SELT.

Section 11.2 Liability. No Director or officer of SELT shall be liable to SELT for acts, neglects, or defaults unless such acts, neglects, or defaults are in bad faith or in knowing violation of the law. No Director or officer of SELT shall be liable out of their personal assets for any obligation or liability incurred by SELT or by its Directors. SELT alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of SELT.

Article XII

NONDISCRIMINATION

Section 12.1 SELT shall not discriminate against any person on the basis of race, religion, color, national or ethnic origin, sex (including, but not limited to, pregnancy, sexual orientation or gender identity), age, genetic information (including family medical history) or disability (both physical and mental).

Article XIII

AMENDMENTS TO THE BYLAWS

Section 13.1 These Bylaws may be amended, altered, added to, or repealed only at an Annual or Special Meeting of the membership, by a vote of two thirds (2/3) of the members present at the meeting, provided that the substance of the proposed amendment, alteration, addition, or repeal shall have been stated in the notice for the meeting.

Article XIV

DISSOLUTION

Section 14.1 Dissolution. SELT may be dissolved only upon the affirmative vote of three quarters (3/4) of the members of the Board of Directors then in office taken at a meeting of the Board, and provided that notice of the proposed dissolution shall have been stated, in writing, in a notice given to all members of the Board in advance of the meeting.

Section 14.2 Distribution of Assets. In the event of the dissolution of SELT, SELT shall, after paying or making provisions for the payment of all of SELT's liabilities, distribute all of SELT's assets to one or more of the following: the Society for the Protection of New Hampshire Forests; any other organization selected by SELT's Board of Directors whose purpose is consistent with SELT's purpose as set forth in Section 1.2 above, and which qualifies as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or any local, state, or federal government for a public purpose, provided such government has objectives and purposes in common with SELT. Any such assets not otherwise disposed of shall be disposed of by the Superior Court of the county in which the principal office of SELT is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No Director, officer, employee, or other person connected with SELT shall be entitled to share in the distribution of any of SELT's assets upon dissolution.

Notes:
The 2025 Annual Meeting held on June 14, 2025 voted to amend the Bylaws to allow the Board's conditional delegation of its acquisition and conveyance authority for real estate to the Executive Committee and/or Executive Director (Section 3.1), clarified the notice of meetings provision (section 5.3), added video conference call as a choice for meetings (Section 6.3), updated when the Executive Committee can have meetings (Section 7.2), delegated authorization to proceed with a new conservation project to the Land Conservation Committee (Section 7.5), and confirmed the Board may delegate check signing authority to the Executive Director or other persons (Section 9.5).

The 2019 Annual Meeting held on June 12, 2019 voted to amend the Bylaws to recognize SELT's current membership practices (Article II), to clarify that the Board retains full authority over the sale of real property and not personal property or investments (Section 3.1), to clarify the scope of the Secretary's duties that the Board of Directors may delegate (Section 4.4), to remove Section 4.6 as it was redundant, to authorize the Executive Director to schedule the Annual Meeting as has been the practice (Section 5.1), to delete "Prohibited" from the title of the Section 6.5 as it was unnecessary, to recognize the separation of the responsibilities of the Land Conservation and Land Stewardship Committees (Article VII), to narrow the limitation of the Executive Committee's power over assets to only real property (Sections 7.2, 7.5, 7.6), to clarify that the Executive Director determines compensation and responsibilities of staff (Section 8.1), to reflect current gift acceptance practices by authorizing the Executive Director to accept gifts on behalf of SELT (Section 9.1), to allow the Board to designate authorized persons to disburse funds on behalf of SELT (Section 9.5), to update language related to nondiscrimination (Section 12.1), and to strengthen the section on distribution of assets upon SELT's dissolution (Section 14.2).

The 2014 Annual Meeting held on June 7, 2014 voted to amend the Bylaws to the organization's purpose to be consistent with the 2014-2018 Strategic Plan (Section 1.2), increase the upper limit of the Board size to 21 from 19 (Section 3.1), delegate the number of terms an officer can serve to the discretion of the Board of Directors (Section 4.1), delegate the election of officers to the Board of Directors (Section 4.6), and prohibit voting by e-mail (Section 6.7).

The 2012 Annual Meeting held on June 16, 2012 voted to amend the Bylaws to allow the Board of Directors to determine term limits for Directors (Section 3.1).

The 2010 Annual Meeting held on June 5, 2010 voted to amend the Bylaws to replace Section 6.1 in its entirety. The following is the original text: "Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly. The time and place of each meeting shall be determined by the Board at the previous meeting. No notice of any such regular meeting shall be required."