



Helping to Build Resilient Communities

09.26.12

Thames Valley Sustainable Connections.Inc. Bylaws

Mission

TVSC, through partnerships and collaborative projects, will enhance the environmental, business, and social climate in Greater New London through the advocacy and promotion of proven programs that foster sustainable, socially equitable, and economically sound policies. The goal is a healthy, vibrant and exciting region with a bright future.

Vision

TVSC's focus is on economic vitality, social equity, and environmental security for our citizens, local businesses, and our naturally occurring and created local resources. TVSC seeks to ensure that the region will be valued by future generations. It recognizes the leadership role New London and regional municipalities can play in the region by championing the advancement of sustainable (living) economies*, environmental, open and public spaces and social agendas (Committing to this vision will enhance New London's distinctive character and create a city that will be exceptional place to live, work, and play.)

Article I – Name

Thames Valley Sustainable Connections, Inc.

Article II – Purpose

Thames Valley Sustainable Connections, Inc. is a non-profit, non-partisan organization serving the Thames River Watershed, primarily made up of New London County and contiguous municipalities located within the watershed. Local residents, business owners, along with respected urban thinkers and practitioners, are all dedicated to making a sustainable urban environment. We are targeting the key drivers that impact quality of life – health care, food supplies, local stable economy, environmental security and well-being.

Article III – Members

Membership shall be based upon an individual's, or organization's, interest in the mission and vision of Thames Valley Sustainable Connections, Inc. The TVSC Membership/Nominating Committee is charged with assessing membership applications and proposing individuals for election as in specific membership categories at the Annual Meeting

Section A. Membership classes of the Corporation shall be as follows:

- Regular (\$35)
- Household/Contributor (\$50)
- TVSC Steward (\$100)
- Sustainer (\$250)
- Patron (\$500)
- Founder's Circle (\$1,000)

All classes shall be entitled to one (1) vote, receive the quarterly newsletter and/or periodic eBlasts and be eligible for membership on the Board of Directors. Members will also be invited to participate on TVSC Committees consistent with their interests and the organizations needs.

Section B. The membership Categories of Sustainer, Patron, and Founds will also be invited to be stakeholders on the TVSC Advisory Board.

Section C. The Board of Directors shall review and affirm and/or amend the schedule of annual membership fees, effective after the next Annual Meeting. This review and amendment process may also consider amending methods of payment and application procedures as may be proposed by the Membership/nominating Committee.

Section D. Any business, organization or individual interested in supporting the purposes of the Corporation may seek membership by filing an application in such form as the Board of Directors shall prescribe and paying the established membership fee for the category of membership being sought. The Membership/Nominating Committee will review membership applications to determine applicant's qualifications as previously established and adopted by the TVSC Board of Directors.

Section E. Any member may resign from membership in the Corporation by simple non-payment of dues or upon giving written notice thereof to the Secretary of the Corporation. Members who resign from membership shall not be entitled to any refund of dues already paid.

Section F. The Board of directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the Corporation for a period of six (6) months or longer.

Section G. All Directors of TVSC and individuals serving in a governing role for a TVSC subsidiary organization (i.e. Steering Committee, Task Force, or other group with governance, budgetary, or strategic plan responsibility) must be or become a Member of TVSC before assuming their new role.

Section H. An Annual Meeting of the membership shall be held during the month of November of each calendar year, at such time and place as may be determined by the Board of Directors for the purpose of electing members and directors of TVSC, reviewing a preliminary workplan and budget for the next fiscal year, and transacting such other business as may be properly brought before the meeting.

Section I. Special meetings of the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the Chairperson of the Board of Directors, or by positive action by the Executive Committee if the Chairperson is not available.

Article IV – Officers

Section 1. Officers:

- A. The elected officers of TVSC shall be a Chairperson, Board of Directors, Vice Chairperson, Secretary, and Treasurer.

Section B. Duties of Officers:

- I. **Chairperson, Board of Directors** is responsible for assuring that the Board of Directors meets its governing and trusteeship responsibilities of setting organizational direction, assuring appropriate oversight, and ensuring sufficient resources to achieve the organizational strategy and workplans to achieve its mission. Specific duties to accomplish this responsibility include:
 - a. In consultation with the President/CEO and Secretary establish agendas for Executive Committee and Board of Director meetings.
 - b. Preside, or arrange for another officer to preside, at all Executive Committee and Board of Directors meetings
 - c. Upon appropriate consultation with relevant parties, including the President/CEO, propose for consideration and approval by the Board of Directors, chairs of all standing and ad hoc committees of TVSC, Subsidiary Steering Committees, other subsidiary entity governing bodies, and task forces established or empowered by TVSC
 - d. Be the Board of Director's principal liaison with the President/CEO.
 - e. In collaboration with the President/CEO, provide liaison with major stakeholders and funders as necessary and appropriate.
 - f. Perform other responsibilities as may be required by state or federal laws and regulations governing nonprofit organizations.

- II. **Vice-Chairperson** will support the Chairperson in the performance of her/his responsibility by carrying out duties as the Chairperson and/or the Board of Directors may from time to time prescribe. If necessary, temporarily assume responsibilities of the Chairperson when the Chairperson is unable to perform these duties. In the absence of the Chairperson, the Vice-Chairperson shall preside at Executive Committee and Board of Director meetings.

- III. **Secretary** shall record and maintain in good order Minutes of all membership, Executive Committee, and Board of Directors meetings and provide to the Executive Committee and Board of Directors Minutes of their respective meetings within 14 days from the conclusion of each meeting. The Secretary will provide recommendations concerning the agendas for the Board of Directors and Executive Committee meetings and assure that all records of the Corporation are appropriately catalogued and filed and that correspondence of the Corporation is handled in an appropriate manner.

- IV. **Treasurer** shall assure that all financial records of the corporation are maintained in proper order and that the financial condition of the Corporation is provided to the membership, Board of Directors, and Executive Committee on a periodic and appropriate basis. The Treasurer will be the Board of Directors liaison with the Corporation's auditors.

Section C. Election and appointment of officers

- 1. Officers are elected by the TVSC Board of Directors for two year terms every other January There is no limit to the number of terms a person may serve in an office

Section D. Vacancies in Office:

Except for the Chairperson, vacancies in an office shall be filled by the board of directors for the remainder of their respective term.

Article V – Board of Directors

Section 1. Composition:

- A. The Board of Directors shall consist of nine to 11 directors elected by membership.
- B. Directors shall be elected in such a fashion that eventually results in roughly 1/3rd of the directors having terms which expire each year after the directors serve at their three years in their term. (In November, 2012, three board members will be elected to one year terms, three to two year terms, and three to three year terms. As classes of one and two year terms expire, they will be replaced by three year terms.)
- C. There is no limit on the number of terms a director may serve.

Section 2. Responsibilities of the Board of Directors can be summarized as follows: establish organizational direction, assuring appropriate oversight, and ensuring sufficient resources to achieve the organizational strategy and workplans to achieve its mission.

- A. The *Board of Directors (BoD)* is the governing body of Thames Valley Sustainable Connections and policy is generally made by consensus of the Board. However, a majority of those present may set policy and approve programs and expenditures.
- B. Elections for the *BoD* is held in November of each year. Directors are elected to three-year terms by the membership once all directors are serving in full three-year terms. There is no limit on the number of terms an individual may serve.
- C. Directors are required to attend no less than eight of the eleven Board of Director meetings conducted each year.
- D. Directors are also expected to serve on at least one committee during the year.

Section 3. Board of Directors Member Termination

- A. If a member misses more than 3 monthly meetings during the year he/she dismissed from active BoD membership unless absences were prospectively excused for exigencies outside the board member's control (i.e. illness, other emergencies) .
- B. If the BoD member resigns, it shall be done in writing and sent to both the Chairperson and Secretary.
- C. If a Director no longer demonstrates sound ethical judgment, can no longer support the mission and vision of TVSC, or fails to fulfill their director responsibilities the Board of Directors may terminate the Director with a majority vote.

Section 4. Role of Chairs of TVSC Committee, Subsidiary Steering Committees and other bodies of the TVSC governing structure:

1. **Chairs of Subsidiary Steering Committees, other semi-governing entities, and/or TVSC committees** shall assure that the governing body they lead meets its responsibility in assisting the TVSC Board of Directors in meeting its obligations and achieving its goals. Specific duties of a subsidiary chairs of a steering , other semi-governing entities, and/or TVSC committee include:
 - i. In consultation with the Chairperson, President/CEO, or delegated staff, as appropriate, establish meeting times and agendas for organization meetings.
 - ii. Notify members of the organization of meetings in a timely and appropriate manner.
 - iii. Preside at or assure another organization member presides at scheduled meetings.
 - iv. Recruit and propose to the Board of Directors members for appointment to the organization.

- v. Assure appropriate records of organization membership, attendance, minutes of meetings, and actions are maintained, including, but not limited to:
 - 1. Reporting of volunteer hours of organization members
 - 2. Relevant statistics to meet TVSC Board reporting requirements.
 - 3. Periodically providing written reports of the organization goals and accomplishments.

- 2. No less than annually, propose to the Board of Directors for discussion, amendment, and approval, a workplan, time-line, and budget for achieving the Board's charge to the organization including its responsibility in achieving the strategic plan.
- 3. Periodically report to the Board of Directors the progress being made on the workplan and/or proposed amendments to the workplan that may be required.
- 4. Provide on-going guidance to the organization of the Board of Director's specific charge to the organization, the present strategic plan, and other policy documents that may be relevant to carrying out the workplan of the organization.

Article VI – Meetings

Section 1. Regular Meetings: - Regular meetings of the TVSC Board of Directors shall be held on the fourth Thursday of the month.

Section 2. Special Meetings – shall be announced to the Board to meet committee, strategic planning or other immediate needs to fulfill the mission of TVSC between regular scheduled meetings; i.e., announced ad hoc meetings.

Section 4. Quorum

- A. Board of directors meetings: A quorum for meetings of the board of directors shall be a majority of the directors then in office.

Section 5. Board directors meetings –

- A. Board of directors meetings shall be held at least once a month except for the month of August, at a time and place to be determined by the Chairperson. In general, these meetings are open to TVSC members and other individuals working for the mission of TVSC when sufficient notice of planned attendance is given to assure adequate space and meeting materials can be made available to all attendees.

Article VII - President/CEO and Staff

A TVSC President/CEO, responsible for providing leadership to all aspects of TVSC governance, strategy, and operations, is appointed by and reports to the Thames Valley Sustainable Connections Board of Directors. Major responsibilities of the President/CEO fall with these major categories:

A. Governance:

1. Collaborate and provide leadership to the Board of Directors and its Committees in the recruitment and enrolling individuals to serve on the Board of Directors and Committee and subsidiary organizations.
2. In cooperation with the TVSC Board Chair, develop Board agendas consistent with the needs of TVSC and its strategy, financial condition, and daily operation of the organization.
3. Provide guidance to TVSC Board of Directors as it periodically meets its responsibility to adopt/amend a strategic plan
4. Provide guidance to TVSC Board of Directors and its Finance and Development Committees to assure that financial resources necessary to achieve the strategic plan are identified and captured.

B. Operations:

1. Responsible for day-to-day operation of TVSC and its subsidiaries through direct or delegated actions, including, but not limited to:
 - a. Staff recruitment, assessment, and leadership;
 - b. Financial integrity
 - c. Liaison with stakeholders

C. External and Internal Communications:

1. Provide guidance to the TVSC Board of Directors in its communication to key stakeholders of TVSC Purpose, Mission, and Strategy.
2. Be the key spokesperson for TVSC with stakeholders, including media, municipal and non-profit partners and collaborators.
3. Assure that all volunteer and paid representatives of TVSC Board Committees and subsidiary organizations are informed of the progress of TVSC in meeting its strategy and annual work plans.

When the President/CEO position is vacant, the TVSC Board of Directors will delegate to an individual member of the Board of Directors appropriate roles and responsibilities pending the appointment of a President/CEO.

Article VIII – Committees

A. Executive committee

1. The *Executive Committee* consists of no more than six individuals, composed of the officers of TVSC, the President/CEO, and other members who may be appointed by the Chair person as deemed necessary.
2. The *Executive Committee* assists the chair in leading TVSC by implementing decisions of the Board of Directors. The Executive Committee cannot act as a separate policy-making body for TVSC.

B. Finance Committee - Will assist the Treasurer in performance of her/his duties, including, but not limited to:

1. In collaboration with the President/CEO, propose a global budget of anticipated revenue and expense for the following fiscal year to the Membership at the Annual Meeting.
2. In collaboration with the President/ CEO, propose a detailed budget for the Fiscal Year at the Board of Directors first meeting in the Fiscal Year.
3. Periodically report the financial condition of the organization to the Board of Directors.
4. Assure financial records are kept consistent with generally accepted accounting principles and in a manner necessary to provide timely and relevant information about all revenues and expense to allow the Board of Directors to meet its responsibility to understand and monitor the fiscal condition of the organization.

D. Fund-Raising and Outreach Committee Provides leadership for the Board of Directors fund-raising responsibilities to include:

1. In coordination with the Finance Committee' budgeting activities, establish a detailed fund-raising plan to support the revenue needs for the following fiscal year, to be adopted at the first meeting of the Board of Directors in the fiscal year.
2. Provide support to the President/ CEO in the conduct of their fund-raising responsibilities.
3. Assist individual members of the Board of Directors to identify and carry out their particular role in meeting their fund-raising responsibilities.
4. In collaboration with the President/CEO, lead fund-raising events and processes, such as the Annual Appeal, Special Events, community-based educational programs.

D. Nominating/Membership Committee: Provides leadership to assure the Board of Directors is composed of an array of Directors who collectively have the skills, talents, interests, and commitment necessary to provide sound governance for Thames Valley Sustainable Connections. Responsibilities to achieve these responsibilities include:

1. Annual propose a slate of qualified candidates for election by the membership to fill expired terms.
2. At the first meeting of the Board of Directors after the Annual Meeting propose a slate of officer for election by the Board of Directors.
3. Periodically, throughout the year, as the need may arise, propose candidates to fill unexpired terms for departing directors
4. Maintain a profile of board members, including skills, interests, and a comparison of this profile to an "ideal" profile to assure recruitment of needed skill and interests is a priority of the organization.
5. At least annual present the "ideal" profile to the Board of Directors for review, comment, amendment, and adoption.
6. In collaboration with other TVSC committee and chairs seek to identify individuals for consideration as future members of the Board of Directors.

7. Assist the President/CEO, the Board Chairperson, and committee membership in identifying potential chairs for standing committees.
8. In collaboration with the Board Chairperson and President/CEO, assure prospective board members are fully aware of the roles and expectations of members of the Board of Directors before they are nominated to the Board.
9. In collaboration with the Board Chairperson and the President/CEO assure that new members of the Board of Directors receive an orientation concerning the governance and operational of TVSC and its subsidiary organizations.
10. Lead a self-assessment of the Board of Directors at least every two years.

E Governance Committee – On an on-going basis, review the on-going operation TVSC and its subsidiaries to determine if the operating structure(s) of TVSC are consistent with the Goals and Workplan of TVSC and its subsidiaries. Periodically make recommendations to the Board of Directors of TVSC of structural changes (i.e. bylaws, policies, procedures, etc.) which may increase the likelihood that TVSC has the governing structures necessary for effectively meeting its mission, goals, and workplans.

Article IX Subsidiary and Collaborative Relationships

Subsidiary Relationships

From time to time Thames Valley Sustainable Connections may establish (or manage existing) relationships with organizations that are basically subsidiaries of Thames Valley Sustainable Connections. {These relationships in many cases were established when the 501(c)(3) was named Re-New London Council. }

In managing these relationships, ultimate fiduciary and program responsibility for these organizations (i.e. New London Local First, Field of Greens, etc.), is located within the Board of Directors of Thames Valley Sustainable Connections. In fulfilling its fiduciary and program responsibilities in these instances, TVSC Board of Directors will annually establish goals and global budgets for the subsidiaries in collaborative conversations with the appropriate advisory bodies or governing structures of the subsidiaries. It is anticipated that no less than quarterly, individuals representing the advisory groups for the subsidiaries will present to the TVSC Board of Directors progress reports toward the established goals and related financial targets. The composition of the steering committee and/or advisory groups for each of the TVSC subsidiaries will be nominated by the President/CEO of TVSC in consultation with the Chairperson of the Board of Directors and be reviewed and approved by the TVSC Board of Directors.

Collaborative Relationships

Collaborative relationships may fall within the following categories;

1. Project, work group, or study committee. (i.e. NLLF, GNLF2C, TVSC Roundtable)
2. Solicit projects TVSC is desirous to support via being the fiduciary sponsor for a specific project or study. (i.e. such as seeking proposals for managing cooperative work environment at present or future TVSC office/site)
3. External groups in need of fiduciary support seeks to be included under the TVSC fiscal umbrella under specific conditions. (Burgeoning nonprofit with a

sustainable connections mission yet to have 501(c)(3) status seeking seed, start-up money, needs a fiduciary agent.)

4. Arms-length relationship between independent organizations seeking to partner on a project. (I.e. New London Landmarks Northeast New London Place-Making Grant.)

Guiding Principles for these collaborative relationships are as follows:

1. Mission of collaborating partner is clearly supportive of and consistent with the mission and workplan of TVSC.
2. Prospective commitment by the leadership (board/staff) to clear and open communication channels as it relates to governance, mission and purpose of the collaborating partner, costs and revenues.
3. TVSC Board of Directors will give notice to terminate said relationships whenever it believes principles 1 or 2 no longer pertain.

Article X – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern TVSC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE XI – DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Organization shall after payment of necessary expenses thereof be distributed to such Organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, a State, or local government for a public purpose, subject to the approval of a court of competent jurisdiction within the State of Connecticut.

ARTICLE XII - AMENDMENT

The By-Laws may be amended at any meeting of the Board of Directors by a vote of the majority of the Directors then in office, provided that notice of any such amendment shall be included with the notice announcing such meeting.