

NEW CANAAN BEAUTIFICATION LEAGUE BY-LAWS

Ratified by membership, ~~September 2017~~ June 2019

ARTICLE I: GENERAL

NAME *Section 1.1* The Name of this corporation shall be:

NEW CANAAN BEAUTIFICATION LEAGUE, INC.

PURPOSE *Section 1.2* The purpose of this organization is to encourage and promote: community improvement and beautification through horticultural and educational programs; environmental awareness; and responsible conservation practices.

ARTICLE II: MEMBERSHIP

CLASSES *Section 2.1* Membership in this corporation shall be available to **all** individuals. No person may be denied membership on the basis of race, gender, ethnicity, national origin, religion or sexual orientation.

A. *Honorary Members*: Any person elected by the members of the corporation for outstanding service and achievement in horticulture, conservation, civic landscape, architecture, gardening and kindred sciences. No honorary members shall have a vote.

B. *Contributing Members*: Any person desiring to become a member of this corporation may join upon payment of dues as established in Section 3.1, below. Each contributing member shall be entitled to one vote at all meetings of the corporation.

C. *Advisory Council Members*: Any person elected by the **Executive** Board as a member of the Advisory Council under ARTICLE VI. Advisory Council members need not be members of the corporation. No Advisory Council members shall have a vote.

ARTICLE III: DUES AND FINANCE

DUES *Section 3.1* Honorary members and Advisory Council members shall have no financial obligation to this corporation. Contributing members shall pay such dues as may be established by the ~~Executive~~ Board.

DELIQUENT ACCOUNTS *Section 3.2* Any contributing member failing to pay annual dues after three months from date of bill may be suspended.

FISCAL YEAR *Section 3.3* The fiscal year of this corporation shall commence on the first day of September and shall close on the following 31st day of August.

BUDGET *Section 3.4* The programs and activities of this corporation for each fiscal year shall be conducted so that expenditures for all activities shall not in total exceed the amount of appropriations authorized by the ~~Executive~~ Board in accordance with the annual budget which shall be presented for the approval of the ~~Executive~~ Board by the Finance Committee at the first meeting in each fiscal year.

AMENDMENTS TO BUDGET *Section 3.5* The budget may be amended at any regular or special meeting of the ~~Executive~~ Board.

FINANCE COMMITTEE *Section 3.6* The purpose and objective shall be to watch over and protect the principal and within that constraint to maximize the return of NCBL'S investments; to understand and anticipate the needs of NCBL; to review financial statements of NCBL and the Lee Garden accounts; to provide a diverse input; to deal with financial emergencies; to have total authority with respect to investing NCBL funds.

A. *Finance Committee Membership:* Nine (9) to be made up of the following: President, Vice President, Treasurer, immediate past President, immediate past Treasurer, Representative from the Lee Garden Committee, and three "At Large" – one to be named by the President, one to be named by the Vice President, and one to be named by the Finance Committee. All terms would be for two years.

B. *Finance Committee Officers*: Vice President, or other designated Finance Committee member upon a majority vote of the Committee, will be the Chairman; one “At Large” member will act as Secretary.

C. *Finance Committee Meetings*: At least twice a year – once prior to the Annual Meeting and once in the fall. An up-to-date financial report should be provided prior to each meeting.

ARTICLE IV: MEETINGS AND ELECTIONS

ANNUAL MEETING *Section 4.1* The annual meeting of the corporation shall be held during the month of May or June at such time and place as may be designated by the ~~Executive~~ Board. The annual election of the ~~Executive~~ Board shall take place at this meeting with terms commencing at the joint old/new Board meeting to be held in May or June; however, the term of the Treasurer will begin September 1 and end August 31 to correspond with the fiscal year.

SPECIAL MEETINGS *Section 4.2* Special meetings of the corporation may be held at any time upon the call of the President, the ~~Executive~~ Board or upon the request of twenty-five (25) voting members.

NOTICES *Section 4.3* Notice of the annual meeting and any special meetings shall be mailed or emailed to all members not less than ten days prior to the date set for the meeting. The notice shall state briefly the purpose of such meeting.

QUORUM *Section 4.* Thirty members present in person shall constitute a quorum at any meeting of the corporation.

ARTICLE V: ~~EXECUTIVE BOARD~~ BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, AND NOMINATIONS

POWERS *Section 5.1* Except as otherwise expressly provided by law, the property and affairs of this corporation shall be managed and controlled by ~~an~~ ~~Executive Board~~ a Board of Directors (or “Board”).

MEMBERS *Section 5.2* The ~~Executive~~ Board shall consist of the four (4) officers (President, Vice President, Treasurer, and Secretary) and at least twelve members at large elected at the Annual Meeting to serve for terms of two years each. The President and Vice President shall serve for a one (1) year term in office.

TENURE *Section 5.3* No member may serve more than three (3) consecutive terms on the ~~Executive~~ Board and no more than two (2) consecutive terms in one chairmanship. An exception could be made by the Nominating Committee for the Chairmanship of all subcommittees and/or Vice President or President.

DUTIES *Section 5.4* The ~~Executive~~ Board shall execute the purpose of the organization as stated in Section 1.2.

CHAIRMAN *Section 5.5* The President of this corporation shall preside as Chairman of the ~~Executive~~ Board.

MEETING *Section 5.6* The ~~Executive~~ Board shall hold regular monthly meetings except in the months of July, August, and December at a time and place designated by the President and shall hold special meetings as may from time to time be called by the President or a majority of the members of the ~~Executive~~ Board.

QUORUM *Section 5.7* Ten (10) members of the ~~Executive~~ Board shall constitute a quorum for all regular and special meetings of the Board.

REMOVAL *Section 5.8* Any board member, whose attendance is designated as required, who fails to attend three consecutive meetings without reasonable excuse may, at the discretion of the ~~Executive~~ Board, be removed from the Board.

EXECUTIVE COMMITTEE *Section 5.9* The purpose and objective shall be to exercise the authority of the Board of Directors to manage and control the affairs, funds and property of the corporation between meetings of the Board.

A. Executive Committee Membership: To be made up of the following: President, Vice President, Secretary, Treasurer, Vice President for Civic Beautification and a Representative from the Lee Garden Committee, or persons designated by the Board to fill any elected vacancy for such offices.

B. Executive Committee Meetings/Reports The Executive Committee shall meet at the call of the President. The activities and decisions of the Executive Committee shall be reported to the Board of Directors as soon as practicable thereafter, but in any event by the next regularly-scheduled Board meeting.

NOMINATIONS *Section 5.10* There shall be a Nominating Committee of six (6) members, including a Committee Chairman, to be selected as follows:

- A. Two (2) members appointed by the ~~Executive~~ Board for one-year terms, one of whom shall be the immediate past President, or if she/he chooses not to accept, then another past President or other member of the corporation; and
- B. Four (4) members elected by the membership of the corporation for two-year terms on a staggered basis, two (2) such members continuing from the previous election, and two (2) to be elected at the next annual meeting.
- C. The Nominating Committee Chairman shall be appointed by the ~~Executive~~ Board from the members of the Nominating Committee for a one-year term and will serve as a member of the ~~Executive~~ Board.
- D. A member of the Nominating Committee who seeks to serve as a member of the ~~Executive~~ Board shall not participate in any deliberation relating to the nomination of candidates for the applicable position; however, a candidate nominated for President who accepts the nomination while the Nominating Committee is still deliberating may join in deliberations of the Nominating Committee relating to other ~~Executive~~ Board positions, solely in an advisory capacity but without being entitled to vote.

ARTICLE VI: ADVISORY COUNCIL

FORMATION AND PURPOSE *Section 6.1* The ~~Executive~~ Board may form a committee of one (1) to four (4) individuals, who need not be members of the corporation, to serve as an Advisory Council. The Advisory Council shall advise the ~~Executive~~ Board regarding the property and affairs of the corporation.

TERM AND OBLIGATIONS *Section 6.2* The term of each Advisory Council member shall be two years, which may be renewed at the discretion of the Board. Advisory Council members will be invited to attend up to three (3) meetings per year. Advisory Council members will be invited to attend up to three (3) meetings per year.