

## **DUXBURY LAND TRUST MISSION**

The mission of the Duxbury Land Trust is to preserve and protect the natural, cultural, and aesthetic resources of the town that contribute to its rural character for the benefit of current and future generations of citizens of the Town of Duxbury and neighboring communities. The Land Trust achieves its mission through securing interest in targeted land parcels, forging partnerships with other land trusts and conservation organizations, and promoting education to ensure responsible stewardship of such lands or interests.

## **DUXBURY LAND TRUST, INC.**

### **BYLAWS**

### **ARTICLE I**

### **OBJECTIVES AND ACTIVITIES**

#### **Section I. Name**

The name of the Trust shall be the “Duxbury Land Trust, Inc.” and shall be incorporated as a nonprofit organization under the laws of the State of Vermont.

#### **Section II. Objectives**

The objectives of the Trust shall be:

1. To preserve, protect, and promote appreciation of the natural, cultural, aesthetic, and recreational resources that contribute to Duxbury’s rural character, as examples: forested lands, agricultural lands, wetlands, riparian corridors, scenic vistas, lands important to public access for recreation purposes, and sites and structures of historic value.
2. To assist in planning for Duxbury’s future such that the above-mentioned resources and key land parcels are preserved for a combination of appropriate uses including natural areas, educational and recreational uses, and forestry and agricultural purposes.
3. To educate the members of the Trust and the public at large regarding the benefits of land conservation through appropriate stewardship and management, and to engage and encourage their participation in the activities of the Trust.
4. To forge partnerships with other land trusts to achieve the overall goals of the Duxbury Land Trust.
5. To cooperate with similar activities of governmental, charitable, and other private and public institutions for the benefit of the town, the region and the State of Vermont.

### **Section III. Activities of the Trust**

In order to achieve its objectives, the Trust shall, among other things:

1. Encourage interest in, enjoyment of, and appreciation of Duxbury's natural environment;
2. Acquire by purchase, lease or otherwise to own, hold, use, maintain, improve, operate and to sell, lease, or otherwise dispose of real and personal property or interests in real and personal property.

All property included in any such conveyance and transfer to be held forever for the purposes for which the Duxbury Land Trust, Inc. is formed and in accord with the terms of any grant, deed, gift or bequest under which property or interests in property may have been acquired and accepted by the Duxbury Land Trust, Inc.

And all other assets included in any such conveyance and transfer to be used for one or more purposes for which the Duxbury Land Trust, Inc. is formed;

3. Inventory lands and other resources in Duxbury to identify areas for protection;
4. Participate in town planning and zoning in a manner consistent with the objectives of the Trust;
5. Promote membership of the Trust;
6. Solicit and accept gifts and/or grants or money, securities, and real and personal property;
7. Invest and reinvest the funds of the corporation consistent with the objectives of the Trust;
8. Borrow money and issue evidence of indebtedness and either alone or in conjunction or cooperation with other persons and organizations of every kind and nature all other acts and things incidental to or otherwise in furtherance of the accomplishments of the purpose of the Trust.

#### **Provided however:**

1. That no part of the net earnings of the corporation shall inure to the benefit of any member, Trustee, officer or other private individual.
2. That no substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.
3. That the corporation shall not participate in or intervene in political campaigns on behalf of any candidate for public office.

## **ARTICLE II**

### **MEMBERSHIP AND STRUCTURE**

#### **Section I. Membership**

Any person or organization shall be entitled to membership in the Trust upon payment of annual dues. Membership entitles participation in meetings of the Trust, in election of the Board of Trustees, membership on committees, and other such activities and benefits as determined by the Board of Trustees.

#### **Section II. Dues**

The dues shall be established by majority vote of the Board of Trustees from time to time.

#### **Section III. Meetings**

1. There shall be an annual meeting of the membership of the Trust held at such a time and place as the Board shall decide.
2. Special meetings of the Trust membership may be called by order of a majority of the Board of Trustees or by a petition signed by thirty percent (30%) of the membership.

#### **Section IV. Notice**

Notice of any annual or special meeting shall state the place, day, hour and general nature of business to be discussed. Said notice shall be made personally or by mail at least fourteen (14) days prior to the annual or special meeting date.

#### **Section V. Quorum**

A quorum of the Trust shall consist of 7 members.

#### **Section VI. Voting**

At all meetings of the Trust, each person or organization who has been a member for sixty days shall be entitled to one vote. Representation by proxy shall not be permitted.

#### **Section VII. Fiscal Year**

The fiscal year shall be from April 1 to March 31.

## **ARTICLE III**

### **BOARD OF TRUSTEES**

#### **Section I. Membership**

There shall be no more than eleven (11) and no fewer than five (5) members of the Board of Trustees; the actual number to be set by the Board of Trustees annually. Members of the Board shall be elected at the annual meeting. Each Trustee shall be elected to serve a two (2) year term and may be re-elected at the end of each two (2) year period.

To insure the continuity of the Board, the initial Board shall be elected with six (6) of the Trustees elected for one (1) year terms and five (5) for two (2) year terms.

Nominations for the members on the Board of Trustees shall be by:

1. a majority of the full Board;
2. five (5) members;
3. an officer of the Trust.

#### **Section II. Vacancies**

If a vacancy exists on the Board, the Board is empowered to fill the vacancy until the next annual meeting.

#### **Section III. Purpose**

The Board of Trustees shall carry out the objectives of the Corporation as set forth in the Articles of Association and these Bylaws, and the property and affairs of the trust shall be under the exclusive management and control of the Board of Trustees. The specific goals and activities of the Trust shall be set by the Board of Trustees. These goals shall be set at the first meeting and at least once a year thereafter by the Board. Responsibilities and duties include:

1. to act in good faith to manage the assets and activities of the Trust in accordance with its mission;
2. to act in good faith and vote in an informed and reasonable way;
3. to attend meetings on a regular basis.

#### **Section IV. Powers**

All activities of the Trust shall be made by an affirmative vote of the Board of Trustees.

### **Section V. Removal**

A Trustee may be removed from the Board without cause. Removal shall either be made by a three-quarters (3/4) majority vote of the Board of Trustees, or by a three-quarters (3/4) majority vote of the membership. By either method, it must be done at a meeting where notice specified that such removal was to be considered and voted upon.

### **Section VI. Meetings**

The Board of Trustees shall meet once per year and shall hold additional meetings as deemed necessary. The membership is encouraged to attend meetings of the Board of Trustees.

Notice of Board meetings shall be given by the Chair of the Board to all Trustees no later than three (3) days prior to the date of such meeting.

### **Section VII. Quorum**

A majority of the members of the Board shall constitute a quorum of the Board.

### **Section VIII. Voting**

All decisions made by the Board shall be by a majority of those present at the meeting except that all acquisitions and dispositions of real property or interests in real property shall be approved or disapproved by a majority of the members of the full board.

### **Section IX. Compensation**

Members of the Board of Trustees shall not be compensated for their services as Trustees. However, this does not prohibit members of the Board from payment for work done for the Trust as an employee or sub-contractor. A Board member may not vote on matters relating to his/her employment.

## **ARTICLE IV**

### **OFFICERS AND COMMITTEES**

#### **Section I. Officers**

The officers of the Trust shall be a Chair, Vice Chair, Secretary, Treasurer and such officers as the Trust may determine, who shall be elected from the Board of Trustees by the Board at its first meeting following the annual meeting of the Trust. The officers shall serve for one year terms and may succeed themselves. Should a vacancy occur, the Chair shall appoint another eligible person, until the Board elects someone, to serve as an officer for the unexpired portion of the term.

The duties of the officers are as follows:

1. The Chair: the Chair shall preside at all meeting of the organization and of the Board of Trustees. The Chair shall report to the membership about all the activities of the Board since the previous meeting of the membership. The Chair shall be, ex officio, a member of all committees and perform other such duties as may be designated by the Board or by the Trust.
2. The Vice Chair: the Vice Chair shall, in the event of the absence or disability of the Chair, possess all the powers and perform all the duties of that office, until such time as the Board of Trustees shall elect someone to fill the vacancy. The Vice Chair shall perform such other duties as the Chair and the Board of the Trust may designate.
3. The Secretary: the Secretary shall keep minutes of all meetings of the organization and shall also prepare a written annual report which shall be presented to the Trust at its annual meeting each year.
4. The Treasurer: the Treasurer shall receive all moneys due and shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Trustees, and shall deposit or invest the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report at the annual meeting.

Any officer may be removed by the Board whenever in their judgment the best interest of the Trust will be served thereby. Removal must be done at the meeting where notice specified that such removal was to be considered and voted upon.

## **Section II. Committees**

Committees of the Trust may be appointed by the Board of Trustees to carry out activities in furtherance of Trust purposes and objectives. Committees shall be advisory to the Board and do not have authority to act for the Board. Each committee shall contain at least one Board member.

## **ARTICLE V**

### **AMENDMENT**

The Bylaws may be amended by a two-thirds majority of the Board and ratified by a two-thirds majority within a one year period of the members of the Trust at any annual meeting of the Trust, provided that no such amendment shall authorize the Trust to be operated in a manner that would deprive it of exemption from federal and state income taxes. Proposals for amendments shall be set forth in the notice of the meeting. Additionally, all members of the Trust are encouraged to review the mission statement of the organization before proposing bylaw changes.

## **ARTICLE VI**

### **INDEMNIFICATION**

The Trust shall indemnify each Trustee or officer of the Trust (including each person who formerly served in such capacity), from and against all damages, judgments, settlements, costs, charges or expenses incurred in connection with the defense of any action, suit or proceeding or any appeal therefrom to which any Trustee or officer may be a party or with which an Trustee or officer of the Trust, except in respect to matters in which he/she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Trust, provided, however, that no such indemnification shall be made with respect to any claim made against any Trustee or office (a) for libel or slander, (b) based upon or attributable to his/her gaining in fact any personal profit or advantage to which he/she was not legally entitled, (c) for the return of any remuneration paid to such Trustee or officer without the previous approval of the members of the Trust which payment without such previous approval shall be finally adjudicated to have been illegal, or (d) brought about or contributed to by the dishonesty of such Trustee or officer. In the event of a settlement of any such action, suit or proceeding, indemnification shall be proved only in connection with such matters covered by the settlement as to which the Trust is advised by written opinion of independent legal counsel that the Trustee or officer to be indemnified did not commit a breach of duty owed to the Trust and only if a majority of disinterested Trustees approves the settlement and indemnification as being in the best interests of the Trust. Such indemnification shall include payment by the Trust of expenses incurred in defending the civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Trustees, or otherwise.

## **ARTICLE VII**

### **DISSOLUTION**

Except as may be otherwise required by law, the Trust may at any time liquidate and wind up its affairs and may dissolve, by the affirmative vote of two-thirds of the members present at a meeting of the Trust where notice specified that such removal was to be considered and voted upon, providing that upon any dissolution of the Trust, its entire assets remaining after providing for the payment of its debts and obligations shall be conveyed, transferred and set over to a group which can insure the continued protection of the holdings of the Trust.

These bylaws were passed in Duxbury, Vermont on November 18, 1994.  
Article II, Section V and Article III, Section VI were amended on April 16, 2003.