

## **BYLAWS OF THE KENT COUNTY CONSERVANCY, INC.**

### **ARTICLE I**

#### **Purpose**

The purpose of the Kent County Conservancy, Inc. ("KCC", Conservancy or "Organization") shall be to conserve agricultural and forestlands, preserve historical and cultural properties, and protect natural resources and ecosystems in order to improve the economic wellbeing and quality of life for the citizens of Kent County, Delaware.

### **ARTICLE II**

#### **Offices**

The principal office for the transaction of business shall be located in Kent County, Delaware.

### **ARTICLE III**

#### **Membership**

Membership of the Conservancy shall be comprised of a Board of Directors and shall be open to all individuals who meet the criteria for director established by these bylaws. These criteria shall not discriminate based on gender, race, ethnic origin, age, or sexual orientation or any other classification prohibited by state or federal law.

There will be an Annual Board of Directors Meeting of the Conservancy at which directors shall vote on the slate of candidates for Board of Director membership presented by the Board Development Committee. The Annual Meeting shall be held each year at a time and place to be determined by the Board of Directors. Notice of the time and place of the Annual Meeting shall be sent to each director by mail or by electronic message (e-mail). Notice shall be sent at least fourteen (14) days before the date of the meeting.

### **ARTICLE IV**

#### **Board of Directors**

Section 1: Number of Directors The Board of Directors shall consist of up to fifteen (15) directors. Directors shall be elected to staggered terms of three (3) years each.

Section 2: Quorum and Adjournments At all meetings of the Board of Directors, the presence of a majority of the directors serving on the board at the time of the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the articles of incorporation, or by these bylaws.

A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may reschedule the meeting for a new time and place and adjourn

the meeting. The Organization will provide notice for the rescheduled meeting as described in Article VI.

Section 3: Powers of Directors The Board of Directors shall have all the authority and responsibilities necessary and appropriate for providing overall direction and financial and legal oversight of the Organization. The Board may perform all such acts and functions as not prohibited by law or by the articles of incorporation and bylaws. The Board of Directors may delegate any of its authority, which is not prohibited to be so delegated.

Without limiting the general powers, the Board of Directors shall have the following powers and responsibilities:

- a) development of governing policy;
- b) oversight to ensure that policies approved by the Board are carried out and that the Organization is effective in achieving its mission and goals;
- c) hiring, firing, and review of the executive director upon the recommendation of the Executive Committee of the Board. Such actions require a two-thirds vote of the Board;
- d) ensuring that corporate rules and regulations are consistent with the law, the articles of incorporation and the bylaws;
- e) borrowing money and incurring indebtedness to meet the Conservancy's purpose;
- f) develop and implement growth opportunities for the Organization, public education, and advocacy on issues relevant to the Conservancy and land conservation; and
- g) reporting its activities no less than once annually to all Organization stakeholders.

Section 4: Qualifications of Directors Director shall typically be residents or owners of land or businesses in Kent County, Delaware. Any person with a sincere interest in preserving public and private lands through public action and is an advocate for open space and historic preservation is eligible to become a director. The Board of Directors should strive to maintain a broad and general membership that includes diverse representatives from all areas of the county and a range of experience and knowledge of issues related to land conservation, cultural and historic preservation and natural resource and ecosystem protection in Kent County, Delaware. Each director shall be expected to serve on a board committee, make financial contributions to the Organization, provide pro bono services, or undertake a special project for the organization.

Section 5: Annual Statements

Each Director, and principal officer of a committee with a governing board-delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the Conflict of Interest Policy,
- b) Has read and understands the Policy,
- c) Has agreed to comply with the Policy, and
- d) Understands that the Kent County Conservancy is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its Tax-exempt purposes.

Section 6: Terms of Office Directors shall serve for three-year terms. No director may serve more than three consecutive terms, provided that any director elected to a first term of less than

three full years shall not be considered to have completed one term until the conclusion of his/her first full three-year term. A director whose service on the board has expired pursuant to the three-term limitation shall be eligible for re-election to the board one year following the expiration of his/her term of board service, and any former director so re-elected shall be treated as a new director for purposes of this limitation.

Section 7: Elections Elections shall be held at the Annual Directors Meeting of the KCC. At this meeting, directors shall vote on the slate of candidates for Board of Director membership presented by the Board Development Committee. One-third of the directors elected each year will normally be new or renewing directors. The slate of candidates nominated by the Board Development Committee will be on the ballot, as will any candidates nominated by a petition of seven (7) or more directors. Petitions for director nominated candidates must be filed with the Chair of the Board Development Committee seven days prior to the Annual Meeting. Each director may vote for as many candidates as there are vacancies, and the candidates with the highest number of votes, regardless of whether any have received a clear majority, will be elected. Directors terms of office shall be begin or end effective immediately following their election.

Section 8: Liabilities of Directors Except in cases of criminal behavior, no person who is now, or later becomes, a director shall be personally liable for any indebtedness, or liability or obligation of the Organization, and any and all creditors of this Organization shall look only to the assets or security of the Organization for payment.

Section 9: Vacancies Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors then in office, as long as the number of directors is not less than a quorum. If the membership of the Board of Directors has fallen below a quorum, the remaining directors will call a meeting of all directors to fill the vacancies by a majority vote of all directors in attendance at the meeting. A successor director elected in either manner described in this section shall serve for the unexpired term of the vacating director and shall thereafter be eligible for election to two (2) full terms as specified in Article IV, Section 6 above.

Section 10: Compensation The directors shall receive no compensation for their services as such. A director may, upon approval of a majority of the Executive Committee, be reimbursed for unusual or extraordinary out of pocket expenses.

Section 11: Removal A director may be removed from office, for cause, by a two-thirds vote of the remaining directors. Any director with two (2) consecutive absences without notice to the president may be notified by the president that the director's appointment is subject to being vacated by reason of absence. Another consecutive absence without notice is then sufficient for the president to declare the appointment vacated.

Section 12: Members of Advisory Council The Board of Directors may from time to time elect members to an Advisory Council in such numbers as they see fit. Advisory Council members will be invited at least once a year to a meeting. Advisory Council members will serve at the pleasure of the Board and are not voting directors of the Board.

**ARTICLE V**  
**Officers**

Section 1: Officers The officers of this Organization shall be a president, vice president, secretary, and treasurer. One person may not hold more than one office.

Section 2: Elections The Board of Directors shall elect all officers of the Organization from among its directors at the Annual Meeting immediately following the membership vote on candidates for new or renewing Board of Director membership. Officers shall serve for terms of one year, or until their successors are elected and qualified at the next Annual Meeting.

Section 3: Vacancies A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors at the next Board meeting to serve out the unexpired term.

Section 4: Removal Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 5: President The president shall be the principal officer of the Organization. Subject to the control of the Board of Directors, the president shall have general supervision and direction of the affairs of the Organization. The president shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The president may not serve more than three consecutive terms in office.

Section 6: Vice President In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president shall have such other powers as may be prescribed from time to time by the Board of Directors and perform such other duties as assigned by the president.

Section 7: Secretary The secretary shall supervise the keeping of the Organization's records, serve such notices as may be necessary or proper, discharge such other duties of the office as are prescribed by the Board of Directors, and execute any formal documents requiring the corporate seal.

Section 8: Treasurer The treasurer shall supervise the receipt and safekeeping of all funds of the Organization and their deposit in banks designated by the Board of Directors. Those funds shall be paid out only on Organization checks signed according to accounting procedures and policies adopted by the Board of Directors. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The treasurer shall at all reasonable times keep books and accounts open to any director and shall give financial reports at all regular meetings and at other times at the request of the Board of Directors. The treasurer will not execute checks, drafts, notes, and other orders for the payment of money for land transactions without approval of the Board. The Board of Directors may authorize the use of a community foundation or similar organization to perform some financial activities or functions for the Organization.

**ARTICLE VI**  
**Meetings of the Board of Directors**

Section 1: Regular Meetings The Board of Directors shall hold at least four regular meetings per year. The time and date of those meetings for the following year will be scheduled at the first board meeting after the Annual Meeting.

Changes in that meeting schedule must be approved by the Executive Committee.

Section 2: Special Meetings Special meetings of the Board of Directors may be called at any time by the president, by a majority of the Executive Committee, or by one-third (1/3) of directors. Written notice of the time and place of special meetings shall be delivered personally or sent to each director by mail, fax, or e mail at least three (3) days before the date of the meeting, provided that such notice shall also include a statement of the purposes for which the special meeting is being called. The three (3) day meeting notice may be waived at the discretion of the president in the event of an emergency.

Section 3: Place of Meetings Regular meetings and special meetings of the Board of Directors shall be held at locations in the area determined by the President and Executive Director.

Section 4: Participation by Telephone or Electronic Communication Directors may participate in a meeting through the use of a conference telephone or similar electronic or internet communications programs or equipment, so long as all directors participating in such meeting can hear or read one another's questions and responses. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

Section 5: Waiver and Consent The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though the meeting had been held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting.

Section 6: Voting by Proxy Directors may not cast votes by proxy.

Section 7: Action Without a Meeting Any action by the Board of Directors or Executive Committee may be taken without a meeting if all directors individually or collectively consent in writing, including email, to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8: Closed Session The Board of Directors may hold a closed session during any Regular or Special Meeting. A majority of the directors of the board must vote in open session to close the meeting. The vote shall be recorded in the minutes. The purpose of such a closed session shall be stated prior to such vote. Closed session may be held only for the discussion of Organization business and all voting on Organization business must take place in open session and the results of such voting shall be recorded in the minutes. Every effort should be made to

identify the need to hold a closed session in advance of the meeting and to so indicate on the meeting notice.

The board may hold a closed session to discuss the following: (a) personnel matters; (b) potential or actual property transactions; (c) pending or potential matters of litigation; (d) bona fide and lawful charitable contributions when anonymity has been requested by the contributor; (e) removal of officers, board directors or committee directors; and, (f) such other confidential matters that the board determines warrant discussion in closed session.

## **ARTICLE VII Committees**

Section 1: Executive Committee The Executive Committee shall consist of the current president, who shall be its chair, the vice president, the secretary and the treasurer. The person who served as president immediately preceding the current president (past president), as long as he or she is still a director of the board, may choose to serve as a member of the committee.

At each meeting of the Executive Committee, three members of the Executive Committee shall be present in person or via other means as allowed for in Article VI, section 4 to constitute a quorum for the transaction of business. During the intervals between board meetings, the Executive Committee shall have the authority to supervise the ordinary day-to-day business affairs of the Organization, and to make decisions in emergency situations when official action is needed on short notice and it is impossible or impractical to call a meeting of the full Board of Directors.

Any action approved by the Executive Committee in conformance with this Section shall be effective as an action of the Board of Directors, except that the Executive Committee shall not have the power to (i) accept or dispose of land or interest in land without authorization for a specified project by majority vote of the Board of Directors; (ii) borrow money on the credit of the Organization, or to pledge the assets of the Organization for any purpose, in an aggregate outstanding amount greater than \$1,000, (iii) fill vacancies on the Board of Directors or the Executive Committee, (iv) remove an officer appointed by the Board, (v) establish new policy or initiate major new projects, (vi) appoint or terminate the executive director, or (vii) amend these bylaws.

Section 2: Committees The Board of Directors shall appoint all standing and ad hoc committees as it considers appropriate. Standing committees may include, but not be limited to:

- a) EXECUTIVE - Administration and Advocacy
- b) FINANCE - Fiscal Management and Fundraising
- c) BOARD DEVELOPMENT - Recruitment and Nominations
- d) PROGRAMS AND OUTREACH - Activities, Communications, Education
- e) LAND PROTECTION AND STEWARDSHIP - Science, Acquisition and Easements

The Board of Directors shall prescribe the duties of all committees.

Section 3: Committee Chairpersons and Members The Board of Directors shall appoint the chair of each board committee from among the directors on the committee. In addition, the chair of each committee may appoint other non-board members to serve on the committee in consultation with the Executive Committee and appropriate management staff. At least one member of the management staff shall be an ex officio participating member of each board committee. The executive director shall maintain a current roster of members of all committees.

Section 4: Committee Meetings Each committee shall determine and schedule the number of regular meetings it will hold each year. Their respective chairs will call meetings of committees.

Section 5: Committee Action The vote of a simple majority of those present at a meeting constitutes an action of the committee.

Section 6: Terms of Committee Chairpersons and Members Committee chairs shall be board directors appointed by the Board of Directors to one-year terms that are renewable. Committee members shall be volunteers from the board of directors to serve three-year terms, which are renewable.

Section 7: Removal of Committee Members A person on any committee may be removed from the committee, at any time, by resolution of the Board of Directors. Such persons shall be provided the opportunity to appear before the board in closed session prior to any vote on the matter in open session. Any vacancy in a committee shall be filled in the manner prescribed by these bylaws for the original appointment to the committee.

Section 8: Open Meetings All KCC committee meetings are open to directors unless an explicit decision is made by the president or committee chair to close the meeting to ensure confidentiality.

Section 9: Special Meetings Special meetings of any committee may be held by telephone or any other means pursuant to Article VI, Section 4 upon at least twenty-four (24) hours notice by telephone or e-mail.

Section 10: Board Development Committee The Board Development Committee shall be responsible for assisting board directors in understanding and fulfilling their role on the board, assessing the skills needed in new board directors, recruiting people with those skills as directors and volunteers, and nominating officers and directors for election at the Annual Meeting. At its regular meeting immediately preceding the Annual Meeting, the Board Development Committee will approve a final slate of candidates to present at the Annual Meeting. That slate of candidates will be available to any director who requests it before the Annual Meeting. The Committee shall have a minimum of at least three (3) directors.

Section 11: Minutes Each committee shall keep minutes of all regular or special meetings and report to the Board of Directors.

## **ARTICLE VIII Indemnification**

Section 1: Indemnification A Director shall not be personally liable to the Organization or its directors for monetary damages for breach of fiduciary duty as a Director or Officer except for liability (i) for any breach of the Director's duty of loyalty to the Organization or its directors, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Title 8, Chapter 1 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived an improper benefit.

Section 2: Other Indemnification The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3: Insurance The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the Organization, or is or was serving at the request of the Organization as a director, officer, employee, or agent of another Organization, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him against liability under the provisions of this section.

Section 4: Settlement By Organization The right of any person to be indemnified shall be subject always to the right of the Organization by its Board of Directors, in lieu of such indemnity, to settle any such claim, action, suit or proceeding at the expense of the Organization by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

## **ARTICLE IX Staff**

Section 1: Employment Staff related to the Organization are employed in accordance with the provisions of these Bylaws and with the personnel policies established by the Board of Directors.

Section 2: Executive Director The Board may appoint an executive director who serves, without vote, as an ex-officio member of the board and all board committees. Under the day to day supervision of the President, the executive director is responsible for the management and staffing of the Organization and the implementation of policies and programs as established by the Board of Directors.

Section 3: Limitation of Function Any currently employed staff member is not eligible for membership on the Board of Directors, or for election to any Conservancy office, or for appointment to the voting membership of any committee.



**ARTICLE X  
Amendment of Bylaws**

These bylaws may be amended or repealed and new bylaws may be adopted at any meeting of the Board of Directors, provided that written notice of any such proposed action is given to all directors at least thirty (30) days prior to such meeting in a manner provided above for notice of special meetings. Adoption of bylaw changes shall be by affirmative vote of two-thirds of the directors serving on the Board of Directors at the time of the meeting.

**ARTICLE XI  
Miscellaneous**

Section 1: Execution of Papers All deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of attorney and other obligations made, executed, or endorsed by the Organization, except checks, notes, drafts and other instruments for the payment of money, shall be signed by the president or vice president, in the president's absence. Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Organization may be signed by the executive director and members of the Executive Committee according to an accounting procedures manual reviewed by the Treasurer and the Executive Committee or such other committee as designated by the Board of Directors.

Section 2: Calendar Year The calendar year of the Organization shall end on the 31st day of December.

Section 3: Prohibition Against Sharing in Corporate Earnings No officer, director, staff member or other individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Organization, provided that this shall not prevent payment of reasonable compensation for services rendered in carrying out any of the Conservancy's tax exempt purposes; and no such person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Organization, as outlined in the articles of incorporation.

Section 4: Prohibited Activities Notwithstanding any other provision of these bylaws, no officer, director, staff member or other representative of this organization shall take any action or carry on any activity by or on behalf of the Conservancy not permitted by an organization exempt under Section 501(c)3 of the Internal Revenue Code or its regulations, as they now exist or may hereafter be amended, or by any organization contributions which are deductible under Section 170(c)(2) of such code and regulations, as they now exist or as they may hereafter be amended.

Section 5: Parliamentary Authority Robert's Rules of Order Revised shall govern the Organization in all cases in which they are applicable and in which they are not in conflict with the bylaws or articles of incorporation.

Section 6: Corporate Seal The seal of the Organization shall be a flat faced circular die with the word "Seal" and the name Kent County Conservancy, Inc. engraved thereon.

These bylaws were approved by the Board of Directors at its meeting on September 2, 2020, at which time a quorum was present.