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adopted 06/04/2012

CRJC’s mission is to preserve and protect the visual and ecological integrity and sustainable working landscape of the Connecticut River Valley, and to guide its growth and development through grassroots leadership.

Goals and Action Items for Fiscal Years 2013-2015

Goal 1. Develop a strong, engaged and active membership for the Connecticut River Joint Commissions to strengthen its reputation, guide its programs and provide financial stability.
   a) Recruit new members to the VT and NH Commissions, compatible with the respective statutory goals, representing diverse interests and geographic areas along the river. In particular, representation by members not affiliated with state or regional agencies needs to be rebuilt.
      a. Responsible parties: CRJC Commissioners, with Program Manager
      b. Funding required: for staff support
      c. Timeframe: immediately
   b) Schedule a series of presenters at CRJC meetings to keep Commissioners and the public informed on watershed-related issues. Presenters will focus on issues that are critical to the implementation of the Connecticut River Management Plan.
      a. Responsible parties: CRJC Commissioners, with Program Manager to coordinate
      b. Funding required: for staff support for speaker coordination and publicity
      c. Timeframe: ongoing; 4-6 presenters each year at CRJC meetings
   c) Provide bi-weekly updates on river-related news and events to Commissioners, Local River Subcommittees and other interested parties.
      a. Responsible parties: CRJC Program Manager
      b. Funding required: for staff support and fee for email subscription service
      c. Timeframe: ongoing; sign up for Constant Contact in FY13
Goal 2. Develop a strong, engaged and active membership of Local River Subcommittees.

a) Provide local river subcommittees with reasonable staff support for meetings and project work.
   a. Responsible parties: CRJC Commissioners and Subcommittee staffing consultants
   b. Funding required: for staff support
   c. Timeframe: ongoing

b) Better define a unified role for the Local River Subcommittees as it relates to the implementation of CRJC plans within municipalities, recognizing that the majority of the decisions that can actually implement the plan are made at the local level. Defining this role will also result in deeper engagement by the Local River Subcommittees in the update of CRJC plans.
   a. Responsible parties: CRJC Commissioners and Subcommittee Chairs/members, with Program Manager and Subcommittee staffing consultants
   b. Funding required: for staff support
   c. Timeframe: define role immediately, begin implementation in FY13

c) Work with local officials to recruit new members to the Local River Subcommittees representing diverse interests. For some Subcommittees, the membership of the Local River Subcommittees needs to be rebuilt after an extended period of dormancy.
   a. Responsible parties: Subcommittee Chairs and members, with Subcommittee staffing consultants; CRJC Commissioners; local officials
   b. Funding required: for staff support
   c. Timeframe: immediate (will become “ongoing” as members cycle through their appointments

d) Review and provide comment on state and federal permit applications that would alter the resource values or unique characteristics of the river.
   a. Responsible parties: Subcommittee Chairs and members, with Subcommittee staffing consultants
   b. Funding required: for staff support
   c. Timeframe: ongoing

e) Engage in partnerships with other organizations to keep members informed on river issues.
   a. Responsible parties: Subcommittee Chairs, members and Subcommittee staffing consultants
   b. Funding required: for staff support
   c. Timeframe: ongoing; however, concerted effort in FY13 to develop partnerships is desired

f) Better define the responsibility of Commissioners to support, and provide communication to and from, the Local River Subcommittees.
   a. Responsible parties: CRJC Commissioners and Subcommittee Chairs/members, with Program Manager and Subcommittee staffing consultants
   b. Funding required: for staff support
   c. Timeframe: FY13
   a) Print and distribute the Recreation Plan to state, regional and local stakeholders.
      a. Responsible parties: Subcommittee Chairs, members, Program Manager and Subcommittee staffing consultants
      b. Funding required: for staff support; fees for printing and postage
      c. Timeframe: FY13
   b) Through the CRJC, work with state and regional stakeholders to implement the Plan.
      (see also 2.b)
      a. Responsible parties: CRJC Commissioners and Program Manager
      b. Funding required: for staff support
      c. Timeframe: identify key tasks in FY13; work with stakeholders in FY14-15
   c) Through the Local River Subcommittees, present the Recreation Plan and Water Resources Plan to municipal boards for adoption.
      a. Responsible parties: Subcommittee Chairs, members, and Subcommittee staffing consultants
      b. Funding required: for staff support
      c. Timeframe: FY14-15
   d) Track progress on implementation of the River Plan on a yearly basis.
      a. Responsible parties: Subcommittee Chairs, members, Program Manager and Subcommittee staffing consultants
      b. Funding required: for staff support
      c. Timeframe: ongoing – annual due date in June to report on progress for annual meeting/report
      a. Responsible parties: CRJC members, Subcommittee members, Program Manager and Subcommittee staffing consultants
      b. Funding required: for staff support
      c. Timeframe: identify chapter and seek grant funding in FY13; begin project in FY14; complete FY15

Goal 4. Provide outreach to communities on river issues and best practices for riverfront land management.
   a) Partner with state agencies, local organizations and other expert presenters to provide public educational workshops on river issues. The objective is to influence both individual and municipal decisions and actions with the health of the Connecticut River in mind.
      a. Responsible parties: Subcommittee Chairs, Program Manager and Subcommittee staffing consultants
      b. Funding required: for staff support; costs for refreshments, printing flyers, etc.
      c. Timeframe: FY13-15, one workshop per year hosted by each Subcommittee
b) Advocate for best practices and educate local and regional planning commissioners who designate land uses along the river, in order to improve water quality and lessen vulnerability to flooding and fluvial erosion hazards.
   a. Responsible parties: Subcommittee Chairs, Program Manager and Subcommittee staffing consultants
   b. Funding required: for staff support to assist dialogue between local and regional planning commissioners and Local River Subcommittees
   c. Timeframe: meetings with local and regional planning commissions in FY13

c) Through the Local River Subcommittees and appropriate partners, distribute existing educational materials published by CRJC, state agencies or other organizations (e.g. local conservation districts, regional planning commissions) to relevant stakeholders.
   a. Responsible parties: Subcommittee Chairs, members, Program Manager and Subcommittee staffing consultants
   b. Funding required: for staff support; postage; costs for re-printing certain brochures
   c. Timeframe: create an outreach strategy in FY13; begin distribution in FY14

d) Provide current information on Connecticut River boating on CRJC’s website.
   a. Responsible parties: Program Manager, with 1-2 CRJC Commissioner designees
   b. Funding required: for staff support
   c. Timeframe: meet with Connecticut River Watershed Council and Vermont River Conservancy to coordinate efforts in FY13

e) Develop a robust and accessible website to reflect current science, knowledge and best practices, and cultivate cross-linking with other partners’ sites.
   a. Responsible parties: Program Manager
   b. Funding required: for staff support
   c. Timeframe: new website platform in FY12; ongoing work, with focus on FY13

Goal 5. Articulate and anticipate up-and-coming issues that affect the Connecticut River and its watershed.

a) Convene educational workshops or working groups on up-and-coming issues in order to develop and disseminate best practices for watershed protection.
   a. Responsible parties: Commissioners and Program Manager
   b. Funding required: for staff support; costs for refreshments, printing, etc.
   c. Timeframe: FY13-15, one workshop or working group per year

b) Advise legislators on impacts of state laws and programs on the Connecticut River and its watershed.
   a. Responsible parties: Commissioners, with support by Program Manager
   b. Funding required: for staff support to track legislation and assist Commissioners with testimony
   c. Timeframe: annually, during the legislative sessions in NH and VT
CONNECTICUT RIVER JOINT COMMISSIONS, INC.
Organizational and Operational By-Laws

As amended June 4, 2012

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ARTICLE 1: NAME AND PURPOSE

Section 1.1 NAME
The name of this corporation shall be Connecticut River Joint Commissions, Inc. (the “Corporation”).

Section 1.2 PURPOSE
The purpose of the Corporation is to facilitate the implementation of the purposes of the two state commissions as set forth in the specific legislation establishing them; and to continually work towards improvement and maintenance to the highest attainable level the water quality and diversity of the indigenous life in the waters, riverbanks, and land within the Connecticut River’s watershed.

The Corporation recognizes that a strong and sustainable watershed environment is likely to occur only where there is a strong and vibrant economy. The River is a focus for inspiring strong and sustainable energy-producing and recreational opportunities which can improve the quality of life for those living and working in the watershed as well as throughout each state.

The Corporation also recognizes that the underlying strength of the organization is “grass roots”, bottom-up input from individuals and organizations within its watershed represented by its five Local River Subcommittees (LRS), without such information its purposes and missions could not be usefully accomplished.

An essential purpose of the Corporation is developing relationships with and educating local governments, especially in riverfront towns, on best management practices relating to the river and its tributaries in their watersheds.

It works closely with each state’s Department of Environmental Services (DES), and other such State agencies (e.g., Resources and Economic Development, Agriculture, Fish and Game, Transportation, etc.) serving to gather and communicate “grass roots” observations, commentary, and constructive criticism to such governmental agencies, vital information which might be not otherwise available to these departments; experience has shown that such information has been too often lacking when important decisions relating to the Connecticut River and its watershed have been made within both state and federal agencies.

The Corporation as well focuses on developing, establishing, publishing and otherwise disseminating continually updated best-management practices for individuals, towns, counties, the two states separately or in coordination, and other organizations within the two states and the United States to further the protection of these natural resources locally and indeed nationwide.

The Corporation recognizes and understands the supremacy of Nature’s geological, hydrological, climatological and ecological systems and processes, and thus endeavors to live with, rather than attempt to unduly control and bend to human will these natural systems and processes.

It seeks to achieve its purpose by utilizing the combined talents and efforts of the volunteer members of its two component organizations and Corporation staff. It exists and
operates in an advisory capacity and has neither regulatory nor enforcement authority or capability.

**ARTICLE 2: AUTHORIZATION**

**Section 2.1. AUTHORIZATION**
The Connecticut River Joint Commissions, Inc. (CRJC) is a public not-for profit organization incorporated in the State of New Hampshire and comprised of the New Hampshire Connecticut River Valley Resource Commission (CRVRC) and the Vermont Connecticut River Watershed Advisory Commission (CRWAC). Each component organization is authorized by statute within its state of origin. All references to state statutes are based on New Hampshire law.

**ARTICLE 3: REGISTERED OFFICE**

**Section 3.1 REGISTERED OFFICE**
The registered office shall be located at___________ unless otherwise established by the Board of Directors.

**ARTICLE 4. MISSION**

**Section 4.1 MISSION**
The mission of the Corporation includes, but is not limited to:

1. Assessing and monitoring the Connecticut River (CR) and its watershed for:
   - Water quality
   - Adequacy and dynamics of river flow
   - Preservation of indigenous and historic flora and fauna
   - Addressing environmental and ecological problems related to the health of the River and its watershed

2. Advising US, NH, and VT legislators and their staffs, and environmental services and economic development agencies in each state on matters concerning the health of the CR and its watershed, and on the status and essential financial needs required to allow the Corporation to serve its purpose and mission.

3. Establishing and communicating best River and watershed management practices, with emphasis on preserving agricultural lands, working landscapes, sustainable sources of energy, and environmental protection and preservation.

4. Educating the public, with special emphasis on schoolchildren, state legislators, governmental departments, Governor’s Council (NH), and State governors concerning matters related to the CR and its watershed, and utilizing as interns students from local colleges and universities for discrete projects as educational exercises.

5. Developing and monitoring relationships with Watershed Councils, Byways Councils, local town Conservation Commissions, Land Trusts, and other
governmental, bureaucratic, and Non-Governmental Organizations (NGOs) that relate to the CR and its watershed.
6. Searching for financial support for operation of the Corporation from all known and available public, foundational, and private resources, and focusing particularly on New Hampshire and Vermont state Departments of Environmental Services, Education, and Economic Development. All funding requests, solicitations, and grants should follow and reflect the Mission of the Corporation.
7. Addressing appropriate economic development and hydroelectric issues.
8. Recruiting and developing a strong paid staff and consulting assistance supported by individuals with strong resumes, demonstrated leadership skills, and personal charisma that will complement the stated Purpose and Mission of the Corporation.

These Missions shall be accomplished utilizing commentary and advice from members of each of the Local River Subcommittees (LRS) at their regularly scheduled meetings.

ARTICLE 5: ASSOCIATION OF COMMISSIONERS

Section 5.1 ASSOCIATION OF COMMISSIONERS
The business of the Corporation will be managed under the direction of an Association of Commissioners comprised of all those appointed from their respective states to serve as members of the Corporation as Commissioners.

Section 5.2 ORGANIZATION OF THE ASSOCIATION
The Association of Commissioners within the Corporation consists of all Commissioners from the New Hampshire and Vermont Commissions; each State Commission having organized itself according to its Commission’s Bylaws. The organization is referred to as Connecticut River Joint Commissions (CRJC).

Section 5.3 ELECTION OF BOARD OF DIRECTORS OF THE ASSOCIATION
A constituted Board of Directors, serving as the officers of the Corporation and Association, shall be elected annually by the Association of Commissioners from a slate submitted by the Chairman of an ad hoc Nominating Committee appointed by the President. The Board of Directors shall consist of a President (Chair), a Vice President (Vice-Chair), a Secretary, and a Treasurer. The President and Vice-President shall serve for one year, and may be re-elected in accordance with Section 5.4. The Secretary and Treasurer may be reelected annually to serve for more than one year.

Section 5.4 ROTATION OF CHAIRMANSHIP OF THE BOARD OF DIRECTORS
Chairmanship of the Board of Directors and of meetings of the Association of Commissioners shall rotate alternately each year between the Chairs of each state’s Commissions.

Section 5.5 VACANCY
Should a Commissioner die, resign, or be removed, a newly appointed Commissioner appointed from his or her state will automatically become a member of the Board.

**ARTICLE 6. MEETINGS**

**Section 6.1 MEETINGS**
The Association of the Corporation meets at least bi-monthly throughout the calendar year, at a location which shall, to the extent possible, alternate between Vermont and New Hampshire and be most centrally located for the convenience of Corporation Directors and Corporation Staff. A single day meeting combining Committee meetings prior to a plenary session at which each Committee chair will make a report of Committee actions and decisions as part of the regular agenda. An emergency meeting may be called by the President if necessary.

**Section 6.2 AGENDA**
Each meeting will have an agenda devised by the President or his/her delegate; in addition to other items, each agenda shall include a succinct, comprehensible financial report focusing on cash flow, current balances, any opinions of the Corporation’s accountant or auditor on serious problems which must be immediately addressed; extensive reports including balance sheets, etc. should not be considered necessary or essential in such report unless occasionally suggested by the Treasurer.

**Section 6.3 ANNUAL MEETING**
The annual meeting of the Corporation’s Association shall be held in Spring each year at a time and place to be designated by the President.

**Section 6.4 SPECIAL MEETINGS**
Special meetings of the Board of Directors of the Association may be called at any time upon the request of the President, or any two Directors, provided that such request shall specify the purpose of the meeting. Such meeting shall be held within fifteen days of such request.

**Section 6.5 CONFERENCE CALLS**
Any action required by law to be taken at a meeting of the members of the Board of Directors, or any action which may be taken at such a meeting, may be taken at a meeting at which one or more Directors participates by means of telephone or other electronic means in accordance with Revised Statutes Annotated (RSA) 91-A:2, III. The Secretary of the Board of Directors shall record any decisions or actions taken as a result of this conference call.

**Section 6.6 NOTICE**
Written Notice of the time and place of Corporation meetings shall be provided to town clerks in the watershed for posting at least two (2) days prior to the meeting, or printed in a newspaper of general circulation at least two (2) business days prior to the meeting. Written notice of each meeting of Corporation shall be sent to commissioners at least seven
(7) business days prior to the meeting. The attendance of a person at any meeting shall automatically constitute a waiver of notice thereof. In accordance with RSA 91-A:2, II Emergency meetings shall be posted with a notice of the time and place of such meeting as soon as practicable, and shall employ whatever further means are reasonably available to inform the public that a meeting is to be held.

Section 6.7 CHAIR
The Chair of meetings of the Corporation shall alternate, as schedules permit, between the Chair of the Vermont Commission and Chair of the New Hampshire Commission. If the Chairs are not available, either Vice-Chair shall preside.

Section 6.8 QUORUM:
Ten (10) commissioners shall constitute a quorum, provided, however, that each state shall be represented by no less than five (5) commissioners. If a quorum is not present, action taken by a majority of those present must be ratified at a subsequent meeting when a quorum is present, before it is effective.

Section 6.9 CONDUCT OF MEETINGS
Roberts Rules of Order (newly revised – 1990) will be used as the rules for conducting meetings.

Section 6.10 VOTING All matters considered at a meeting shall be decided by a majority vote of commissioners present. Each commissioner has one vote, and all votes shall be by voice vote, except that upon request of any commissioner present, a vote by secret ballot shall be taken.

Section 6.11 MINUTES
Minutes shall be kept of all meetings of the Board of Directors by the Secretary, who may delegate staff to keep and prepare a written record. Minutes of all public meetings, including names of members, persons appearing before the public bodies, and a brief description of the subject matter discussed and final decisions, shall be promptly recorded and open to public inspection not more than 5 business days after the meeting, except as provided in RSA 91-A:6, and shall be treated as permanent records of any public body, or any subordinate body thereof, without exception.

Section 6.12 ACTION IN BETWEEN A MEETING
The Executive Committee is authorized to take action on Corporation business at a duly-noticed public meeting in between meetings of the Corporation, as described in Section 8.2.

Section 6.13 NON-PUBLIC SESSIONS
Only matters outlined in RSA 91-A:3, II shall be considered or acted upon in nonpublic session.

ARTICLE 7: OFFICERS AND OFFICER DUTIES
Section 7.1 OFFICERS
The officers of the Connecticut River Joint Commissions, Inc. shall be President, Vice-President, Secretary, and Treasurer, and shall be selected from the officers of the two state commissions. All officers shall be elected by the members of the corporation and shall take office immediately after election.

Section 7.2 PRESIDENT
The President shall be the chief officer of the corporation; shall be ex-officio, a member of all committees of the corporation; and shall perform such other duties as from time to time may be assigned to him or her by the Corporation. The President shall be the Chair of either the Connecticut River Valley Resource Commission (CRVRC) or the Connecticut River Watershed Advisory Commission (CRWAC), and shall be elected at the annual meeting of the Corporation's Association. The President shall serve for no more than two consecutive one year terms, in rotation with the Chair of the opposite state who may also be elected for no more than two consecutive one year terms.

Section 7.3 VICE-PRESIDENT
The Vice President shall be Chair of the alternate commission to that of the President. The Vice-President shall have such power and perform such duties as may be assigned to him or her by the Corporation or the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice-President.

Section 7.4 SECRETARY
The Secretary, aided by Corporation staff, shall be responsible for a true and complete record of all meetings and proceedings of the Connecticut River Joint Commissions and its Board of Directors; shall send such notices as are required by the By-Laws and as required by the President; shall have legal custody of the official corporate books and records of the corporation and of such books and papers as the Corporation may direct; shall have custody of the corporate seal, if any, and shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Corporation and the President; and shall perform such other duties as may be assigned to him or her by the President or the Corporation.

Section 7.5 TREASURER
The Treasurer's duties shall involve a review of financial statements, budgets and contracts and shall review, at any time, all receipts and disbursements made by the Commissions by coordination with the person or firm responsible for the accounting of the financial matters of the Connecticut River Joint Commissions. The Treasurer shall certify as to the validity and accuracy of the financial reporting procedures of the Corporation, and shall report findings to the Board of Directors as required.

Section 7.6 AUTHORITY TO CONTRACT:
The Executive Director and Officers are authorized in the name of and on behalf of the Corporation, to enter into any transaction, contract or lease agreement or to execute and
deliver any instrument or to sign checks, drafts or other orders for payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be confined by the CRJC to specific instances; and unless specifically so authorized by the CRJC, no officer or employee shall have the power or authority to bind the Corporation by any contract or transaction to pledge its credit, or to render it financially liable for any purpose or in any amount.

Section 7.7 CORPORATE FUNDS:
All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Committee may select; and for the purpose of such deposit, the officer and/or employees to whom such power is expressly delegated by the Board, may endorse, sign and deliver checks, drafts and other orders for the payment of money to the order of the Corporation.

Section 7.8 VACANCY
A vacancy in an office because of death, resignation, or removal may be filled by the Board of Directors.

ARTICLE 8: COMMITTEES

Section 8.1 PROCEDURES FOR ALL COMMITTEES
Committees of the Corporation shall observe Vermont and New Hampshire open meeting laws, following the practices outlined in Article 6 of these bylaws.

Section 8.2 EXECUTIVE COMMITTEE
The Executive Committee shall consist of the Officers of the Corporation plus the Immediate Past President of the Corporation and two at-large members from the Corporation’s membership. The President shall chair the committee.

Except as provided below, the Executive Committee shall have the full power of the Corporation to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Corporation but do not require a calling of a special meeting of the Corporation. Any action taken by the Committee involving the exercise of the powers of the Corporation shall be reported promptly to the Corporation, and ratified at the next meeting of the Corporation following such action. The Executive Committee shall be subject to the authority of the Corporation in all matters.

The Executive Committee shall not have the power to:
1. Amend the Bylaws;
2. Appoint or remove the Executive Director;
3. Approve a dissolution or merger or the sale of the Corporation’s assets;
4. Adopt the budget; or
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

The Executive Committee shall:

- Carry out the decisions and instructions of the Corporation.
- Oversee the month-to-month administration of the Corporation work program and budget.
- Authorize the execution of contracts, memoranda of understanding, and other agreements necessary to implement the Corporation work program within the constraints of the approved budget.
- Authorize the receipt of grants and other funding necessary to implement the Corporation work program within the constraints of the approved budget.
- Evaluate the performance of the Executive Director, and in the absence of an Executive Director, Corporation employees and/or contracted employees and/or services.
- Review and approve formal correspondence to be sent on behalf of the Corporation.

Section 8.3 STANDING COMMITTEES: (chair) [membership]
Standing Committees will be established by name, but not mandated, in accordance with the objectives of the Corporation; membership in the Standing Committees shall be approved by a vote of the Commissioners.

- Goals and Plans (immediate, intermediate, and long term): (President) [3]
- Regional Subcommittee Monitoring and Development: (Vice President) [3]
- Finance: (Treasurer) [3-5]
- Personnel: (Executive Committee) [5]
- Communications with State and Federal Legislators (Secretary) [3]
- Programs: (appointed by the President) [3]
- Publications and Communications: (appointed by the President) [3]

Section 8.4 AD HOC COMMITTEES
Ad hoc Committees may be appointed by the President of the Board of Directors and will serve at his pleasure.

Section 8.5 COMMITTEE ASSIGNMENTS AND REPORTING
Each of the 30 Commissioners shall be assigned to one or more of the Standing Committee and/or Ad Hoc Committees by the President and shall serve as the Chair of the committee to which he or she is assigned. The Chair of each Committee delivers a report in writing of the activities and recommendations to the Executive Committee of the Board of Directors prior to each meetings of the Corporation.

Section 8.6 LOCAL RIVER SUBCOMMITTEES
There shall be five Local River Subcommittees (heretofore referred to as Local River Subcommittees having specified identity and role under NH law RSA-483) that meet at
least quarterly and more frequently as needed. These subcommittees consist of representatives from all communities abutting the river, as follows:

a) Headwaters – Pittsburg, Clarksville, Stewartstown, Colebrook, Columbia, Stratford and Northumberland, New Hampshire; Canaan, Lemington, Bloomfield, Brunswick and Maidstone, Vermont;

b) Riverbend – Lancaster, Dalton, Littleton, Monroe, Bath and Haverhill, New Hampshire; Guildhall, Lunenberg, Concord, Waterford, Barnet, Ryegate and Newbury, Vermont;

c) Upper Valley – Piermont, Orford, Lyme, Hanover and Lebanon, New Hampshire; Bradford, Fairlee, Thetford, Norwich and Hartford, Vermont;

d) Mount Ascutney - Plainfield, Cornish, Claremont and Charlestown, New Hampshire; Hartland, Windsor, Weathersfield, Springfield and Rockingham, Vermont; and

e) Wantastiquet – Walpole, Westmoreland, Chesterfield and Hinsdale, New Hampshire; Westminster, Putney, Dummerston, Brattleboro and Guilford, Vermont

The Local River Subcommittees are delegated the following duties:

(a) To advise the NH Department of Environmental Services (DES) commissioner and Vermont Agency of Natural Resources, the municipalities through which the designated river or segment flows, and municipalities within tributary drainage areas on matters pertaining to the management of the river or segment and tributary drainage areas.

(b) To consider and comment on any federal, state, or local governmental plans to approve, license, fund or construct facilities that would alter the resource values and characteristics for which the river or segment is designated.

(c) To develop or assist in the development and adoption of local river corridor management plans under RSA 483:10. The local planning board, or, in the absence of a planning board, the local governing body, may adopt such plans pursuant to RSA 675:6 as an adjunct to the local master plan adopted under RSA 674:4. No such plan shall have any regulatory effect unless implemented through properly adopted ordinances.

Each community through its local governing board may nominate two members and unlimited alternate members from each or any of the overall diverse interests represented such as agriculture, forestry, economic activities, hydropower, municipality, etc. It is beneficial to have several representatives who own land along the riverfront. The number of members of each Local River Subcommittee is unlimited, and large membership is encouraged. The Corporation may appoint those nominated to serve as members for three year terms; the President may appoint those nominated pro forma as soon as a nomination is received, with a confirmation vote at the next Corporation meeting.

Members may resign from their position in writing to their local governing board and the Corporation. Members with three consecutive unexcused absences may be considered for replacement, at the discretion of the Corporation in coordination with the Subcommittee Chair.
Annually, the Subcommittee shall elect a Chair and a Vice-Chair from the voting members, and such other officers otherwise as it may deem necessary. These officers shall hold their respective offices for one year or until their successors are elected and qualified by a majority vote on a formal motion. The Chair shall call the meeting together and preside over all meetings of the Subcommittee. The Vice-Chair shall assume the duties and powers of the Chair in the Chair’s absence. Any vacancy among the officers of the Subcommittee shall be filled by election, for the unexpired term, at its next regular meeting.

For Local River Subcommittees, a quorum shall be defined as: any number of members present, provided that fifty percent (50%) of participating municipalities are represented. Participating municipalities are those with duly-appointed representatives.

Determinations of any matter before the Subcommittee shall require the concurrence of a majority of the regular members present at that meeting. If it is apparent that Vermont members are voting differently from New Hampshire members, the Chair may direct that separate votes be taken and the results will become part of the record.

Local River Subcommittees shall observe Vermont and New Hampshire open meeting laws, following the practices outlined in Article 6 of these bylaws.

**ARTICLE 9: BOARD OF ADVISORS**

**Section 9.1 BOARD OF ADVISORS**
There may be a Board of Advisors activated by vote of the commissioners which shall advise the commissioners on matters of policy.

**Section 9.2 NOMINATION**
Any individual may be nominated to membership of the Board of Advisors, and shall be so designated upon approval of a majority of the members of the Board of Directors present at any meeting of the Board of Directors. Such members of the Board of Advisors will be selected based on their knowledge, insights and experience relating to the Corporation’s purposes, missions and goals and may be asked to assist the Board of Directors in undertaking projects pursuant to those purposes, missions and goals.

**Section 9.3 TERM**
The term of a member of the Board of Advisors shall be for the year in which elected and shall end the last day of the fiscal year; however, there shall be no limitation on the number of terms for which a member of the Board of Advisors may be re-elected.

**Section 9.4 LIMITATIONS**
Members of the Corporation’s Board of Advisors shall not have any voting authority regarding decisions the Corporation may make, but their advice and counsel may be sought by the members of the Board of Directors on such matters.

**ARTICLE 10: DUTIES OF EMPLOYED/CONTRACTED EMPLOYEES**
Section 10.1 EMPLOYED/CONTRACTED EMPLOYEES
The organization is authorized to hire or contract staff as necessary according to budget constraints.

ARTICLE 11: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1 PERSONAL ACTIONS
No Director or Officer shall be liable to anyone for acts on behalf of the Corporation or any omissions with respect to the Corporation committed by him or her except for his or her own willful neglect or default.

Section 11.2 ACTIONS BY OTHERS
No Director or Officer shall be liable to anyone for any acts of neglect or default on the part of any one or more of the other Directors or Officers in the absence of specific knowledge on the part of such Director or Officer of such neglect or default.

ARTICLE 12: REMOVAL OF OFFICERS OR AD HOC COMMITTEE MEMBERS AND INDEMNIFICATION

Section 12.1 REMOVAL
The Board of Directors may recommend removal of an officer or committee member so long as notice is given at least 14 days prior to the meeting at which such action was to be taken, and the notice included the proposed removal.

Section 12.2 REMOVAL OF BOARD OF DIRECTORS MEMBER
Any member may be removed from the Board of Directors by affirmative vote of the Association. Such action may be taken at any regular meeting or any special meeting at which due notice of the proposed removal shall have been duly given to the member of the Board of Directors together with or as a part of the notice of the meeting. Such removal may be accomplished with cause, but the person involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 12.3 INDEMNIFICATION
Each Officer and Committee members of the Corporation (and their respective heirs, executors and administrators) shall be indemnified by the Corporation against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding to which he or she may be made a part or with which he or she shall be threatened by reason of being or having been an Officer or Committee member of this or any other Corporation which he or she serves or has served as director, officer, or trustee at the request of this Corporation (whether or not he or she continues to be an Officer of this Corporation or such other
Corporation at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct as such Trustee or Officer. In the event of settlement of any such action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Corporation is advised by counsel that such Trustee or Officer is not liable for willful misconduct as such. The foregoing right of indemnification shall be in addition to any rights to which any Trustee or Officer may otherwise be entitled.

**ARTICLE 13: PROVISIONS RELATIVE TO COMMISSIONERS AND EMPLOYEES**

**Section 13.1 CONFLICT OF INTEREST**
No member of the Corporation may conduct business on behalf of the organization except with full disclosure, and, open competitive bid, and the approval of the Corporation.

**Section 13.2 POLITICAL ACTIVITY**
Federal funds received by the Corporation, shall not be used for partisan political activity purposes of any kind by any person involved in the administration of federally-assisted programs.

**Section 13.2 CIVIL RIGHTS**
The Corporation shall not discriminate against employees or applicants for employment because of race, color, religion, creed, age, gender, sexual preference, handicap or national origin and will take affirmative action to prevent such discrimination.

**Section 13.4 DRUG AND TOBACCO FREE WORKPLACE ACT**
The Corporation shall ensure that the provisions of the Drug and Tobacco Free Workplace Act are followed and that employees are notified of this policy adopted by the Commissions.

**Section 13.5 COMPENSATION**
Association commissioners may not receive compensation for their services as such, but may be reimbursed for direct expenses as well as expenses associated with representation of the Corporation at conferences, workshops, or similar events.

**ARTICLE 14: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS AND DISSOLUTION OF THE CORPORATION**

**Section 14.1 SHARING IN CORPORATE EARNINGS**
No Board member or employee or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any
such person of such reasonable compensation for services rendered to or for the Corporation or reimbursing members or others for expenses of attendance at or participation in corporate activities; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Section 14.2 DISSOLUTION OR WINDING UP OF AFFAIRS OF THE CORPORATION
All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, then funds remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and that is in a position to carry forward the goals of the Corporation.

ARTICLE 15. DUTY TO DISCLOSE, AND VOTING REQUIREMENTS

Section 15.1 DUTY TO DISCLOSE AND VOTING REQUIREMENTS
Any possible conflict of interest on the part of any member of the Board of Directors of the Corporation shall be disclosed in writing to the Board and made a matter of record through an annual procedure. If a transaction involving a board member exceeds five hundred dollars ($500) but is less than five thousand dollars ($5,000) in a fiscal year, a two-thirds vote approving the transaction is required, plus publication of a legal notice in a newspaper of general circulation and written notice to the Director of Charitable Trust, New Hampshire Attorney General’s Office. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director or Steering Committee member was absent during both the discussion and the voting on the transaction, and shall report the vote itself.

ARTICLE 16. OTHER STATUTORY REQUIREMENTS

SECTION 16.1 OTHER STATUTORY REQUIREMENTS
The Board and its Committees shall comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19, II and RSA 292:6-a). These requirements include, but are not limited to: (1) absolute prohibition on any loans to any director or officer of the charitable trust; (2) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to transactions involving an entity of which a Board member or their immediate family is a proprietor, partner, employee, or officer.
Section 16.2 PUBLIC REQUESTS FOR INFORMATION
Persons seeking information from the Corporation may do so by mail or telephone. Persons desiring copies of public records shall reasonably describe the information being sought and pay the actual cost of copies and postage. The Corporation will comply with relevant Vermont and New Hampshire statutes and administrative rules. (Vermont Statute - Title 1: General Provisions, Chapter 5: Common Law; General Rights, 316-320. New Hampshire - Right-to-Know Law, RSA Chapter 91-A.)

Section 16.3 SUBSTANTIATION FOR CHARITABLE CONTRIBUTIONS
The Corporation shall acknowledge, by written notification, any contribution of $250 or more for the purposes of the Commissions in compliance with the provisions of the Federal Revenue Reconciliation Act of 1993 (IRC Section 170(F)(8)(A)).

ARTICLE 17. FISCAL YEAR

SECTION 17.1 FISCAL YEAR
The fiscal year of the Corporation shall begin on the first day of July, and terminate on the thirtieth day of June of each year.

ARTICLE 18. AMENDMENTS

SECTION 18.1 AMENDMENTS
Any future changes in or amendments to the By-Laws require a two-thirds (2/3) majority vote of those members present and voting in person, notice of which proposed amendment or amendments having been given to the Association members along with 15 days notice of the respective meeting itself whereat such action is taken.

Adopted: February 1996
Amended: April 1998
Amended: June 2003
Amended: April 2007
Amended: June 2010
Amended: April 2011
Amended: June 2011
Amended: June 2012
I. PURPOSE: Conflict of interest, or even the appearance of conflict of interest, by Board members or staff must not compromise the Mission of CRJC.

Conflict of interest means any financial or other interest which conflicts with the service of an individual because: 1) it could impair the individual’s objectivity; or 2) it could create an unfair advantage for any person or organization.

Consequently, there exists between CRJC and its Board, officers, and management employees a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of CRJC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of CRJC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with CRJC or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

II. COVERED PERSONS: This policy applies to all Directors, Officers, members of a standing committee of the Board, and all employees who can influence the actions of CRJC (collectively, “Covered Persons”). For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning CRJC. Each Covered Person shall receive a copy of this Policy and shall sign an acknowledgement that he/she has received, understands and shall comply with this Policy.

All Covered Persons shall comply with all notice and voting requirements of New Hampshire RSA 7:19, and 292:6-a.

III. STATUTORY REQUIREMENTS. The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a and RSA 292: 6-a) are hereby incorporated in full into and made an integral part of this Conflict of Interest Policy; and a copy of the relevant New Hampshire statutes is attached hereto so that every Board member and other Covered Person is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or
trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interest, as defined by the attached statutes.

IV. NATURE OF CONFLICTING INTEREST: A conflict of interest may arise if a Covered Person has a disqualifying relationship with third parties dealing with CRJC. A “disqualifying relationship” means formal affiliation with an organization other than CRJC (such as being an officer, director, trustee, member, owner [either as sole proprietor or partner], shareholder, employee or agent), or relationship by blood, marriage or significant long-term relationship with a person so affiliated with such an organization.

V. INTERPRETATION OF THIS STATEMENT OF POLICY: The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Covered Persons will recognize such areas and relation by analogy. CRJC expects that all Covered Persons will abide by the spirit as well as the letter of this Policy.

The fact that one of the interests described in Section IV exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of CRJC.

However, it is the policy of the Board that the existence of any potentially conflicting interest shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Covered Persons to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

VI. DISCLOSURE POLICY AND PROCEDURE: Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed;
2. The related party is excluded from the discussion and approval of such transaction, but may provide information if requested to do so;
3. The Board has determined, by the affirmative vote of a 2/3 majority of all disinterested Directors, that the transaction is in the best interest of CRJC.

Disclosure within CRJC should be made to the Board Chair who shall determine whether an apparent conflict exists and is material, and who shall bring such matters, if material to the Board.

The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to CRJC. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of CRJC and the advancement of its Mission.

Adopted: July 26, 2010
Board of Directors
CRJC
Connecticut River Joint Commissions, Inc.
Conflict of Interest Report

Name: ________________________________

I acknowledge that I, a Board member, standing committee member or employee of CRJC, have reviewed the CRJC “Policy Governing Conflicts of Interest and Pecuniary Benefit Transactions,” dated July 26, 2010, before signing this report.

I hereby disclose information on all associations (all business and charitable organizations), which may involve a possible conflict of interest and will furnish further details upon request. (If none, so state. Do not leave blank.) Feel free to attach additional sheets if you need.

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

I also understand that I am required to disclose any other situation from which a possible conflict of interest might arise in the future.

Name (please print) ________________________________

Signature: ________________________________

Date: ________________________________