

Bylaws Restatement Modernizing UVLT Corporate Governance

The UVLT was initially organized in 1986 as a non-profit organization incorporated under the laws of the State of New Hampshire. Since then, our Articles of Agreement and Bylaws have been revised a number of times, most recently in 2004 – thirteen years ago.

Last Fall, UVLT's Board of Trustees undertook a comprehensive review of our Bylaws and Articles of Agreement, the fundamental governing documents of our organization. The goals of this review were:

- To align UVLT with current best governance practices in the non-profit world.
- To reconcile inconsistencies between our organizational documents and the current operational practices and needs of the organization;
- To modernize our governance procedures to improve administrative efficiencies; and
- To ensure continued compliance with the New Hampshire Statutes governing non-profit corporations;

The review included extensive work by a special committee of Trustees, guided by the advice of our corporate counsel.

In the course of its work, the committee identified numerous areas where our Bylaws have not kept pace with modern corporate governance practices. There weren't any provisions that allowed the Board to act by written consent in lieu of convening a meeting, or permitted Board meetings to be held by conference calls. There were no provisions permitting notices to be given by email or other electronic means.

In addition, some areas were excessively detailed, for instance naming standing committees that no longer exist and specifying the composition and functions of those committees. A more common practice in current non-profit governance would provide for a flexible mix of Board-appointed standing and ad-hoc committees that are constituted to meet the organization's evolving needs.

The Committee also found places where UVLT's Bylaws appear to be inconsistent with current New Hampshire law, possibly resulting from changes made to these statutes since our incorporation. For instance, the New Hampshire Statutes grant specific powers to the Board of Trustees with respect to amendments to the Articles of Agreement and Bylaws, but provisions in our Bylaws grant voting rights to members with respect to these same matters. The Board of Trustees carefully considered how best to address these issues in light of the growing scale and complexity of the organization and whether the current governance structure of the organization, which enables members to vote for the election of Trustees and certain other matters, continues to serve the best needs of the organization.

May 19, 2017

When the UVLT was first organized, its members represented a relatively small group of conservation-minded citizens located in the Hanover/Lebanon area, most of whom were actively involved in some aspect of the UVLT's early work. Today, our members include over 1000 households! A number of our members live here only seasonally, or continue to support our conservation efforts after moving away to be closer to family or continuing care. Attendance at our Annual Meetings averages about 125 – 150 individuals, including Trustees, staff and their families. This represents less than 10% of our total membership. In these circumstances, we believe the membership governance model no longer serves UVLT well.

Eliminating a voting role for members will relieve our staff of the growing complexity of maintaining lists of members specifically for vote-related communications and administration of voting. It would also eliminate the risk that small activist factions, who may not be representative of our broader membership, could threaten the long-term stability of the organization and its mission. Instead, the Trustees would periodically elect their own successors – the governance model that is used today by the vast majority of non-profit organizations.

Consequently, the Board of Trustees is recommending restated Bylaws that eliminate the voting role of members and make other changes necessary to update and simplify the Bylaws in light of UVLT's evolving operations and best practices in the governance of non-profit corporations.

It is important to note that the proposed change in our formal governance structure in no way diminishes the enormous appreciation we have for the contributions of our many members to the success of our conservation efforts, including their generous financial support, the many hours of service contributed by our stewardship volunteers and the valuable guidance provided by members of our Advisory Council. We look forward to the continued active participation of our members in many aspects of our work.

Members wishing to review the proposed Amended and Restated Bylaws may obtain a copy by calling the offices of the UVLT at (603) 643-6626. Members who have any questions regarding these changes are welcome to contact Jeanie McIntyre (at) UVLT.org.