

CONNECTICUT LAND CONSERVATION COUNCIL ARTICLES OF ASSOCIATION

ARTICLE I: NAME

The name of the association is the "Connecticut Land Conservation Council" and may be abbreviated by "CLCC." It is a non-profit association.

ARTICLE II: PREAMBLE

This document is written to provide CLCC members with a framework for cooperative work toward common goals and guidelines for governance and decision-making. CLCC recognizes that the strength of the coalition lies in the willingness of organizations and individuals with diverse views and interests to come together to focus on the single task of preserving Connecticut's natural and working landscapes. These Articles reflect CLCC's commitment to function as a coalition, to honor the individual work of its member organizations, and to build a broad constituency for land conservation in Connecticut.

ARTICLE III: MISSION AND GOALS

The mission of the Connecticut Land Conservation Council is to advocate for land preservation, stewardship and funding, and ensure the long term strength and viability of the land conservation community.

CLCC is committed to building the broadest coalition possible to achieve this mission and believes that successful land conservation requires both public and private solutions and a wide application of methods and strategies.

The goals of the CLCC are:

1. To increase the pace, quality and scale of land conservation in Connecticut.
2. To assure the perpetual, high quality stewardship of conserved lands in the state.

ARTICLE IV: AUTHORITY

As an unincorporated association, CLCC is, by definition, without corporate authority. It shall, however, be guided in all its activities by these Articles of Association. Dues from members, to be used for staff expenses (Article IX) and other council expenses, will be deposited in a CLCC bank account, for which two members will be designated by the Steering Committee to serve as signatories. In carrying out its missions, the CLCC will comply with all applicable state and federal laws.

ARTICLE V: FISCAL AND ADMINISTRATIVE YEAR

The CLCC's fiscal and administrative year shall be from January 1st to December 31st.

ARTICLE VI: MEMBERSHIP

Membership in CLCC is open to all organizations and individuals that support its mission and goals, and pay annual dues according to the dues schedule developed and periodically reviewed by the Finance and Administration Committee and approved by the Steering Committee. Prospective members may apply by submitting the appropriate dues.

ARTICLE VII: MEETINGS

CLCC meetings are open to all members. The date of all meetings will be set as far in advance as is practical and notices for each meeting will be sent, either by email, telephone, or mail, not less than seven days in advance.

Membership meetings shall be led by the Chairperson of the Steering Committee or his or her designee.

ARTICLE VIII: GOVERNANCE

A. Steering Committee. The business and affairs of the Council shall be conducted under the direction of its Steering Committee. The Steering Committee's duties include: management of the membership roster; budgeting and financial oversight; organizing and convening meetings; providing strategic direction; and coordinating all program activities including policy work undertaken on behalf of CLCC.

1. Steering Committee Membership. The Steering Committee shall consist of not less than nine (9) or more than nineteen (19) individuals who are active CLCC members or who represent organizations who are members, and include:
 - as elected members:
 - at least two representatives of community-based organizations, such as land trusts, conservation commissions, and garden clubs, and at least two representatives of statewide advocacy organizations, and
 - at large representatives reflecting the diversity of the CLCC membership; and
 - as standing members:
 - the chairs of the individual sub-committees (see Article VIII C), and
 - one representative each from The Nature Conservancy and the Trust for Public Land
2. Steering Committee Elections. Once an initial Steering Committee is elected by the council, nominations for future Steering Committee members shall be submitted to the Finance and Administration Committee, which shall present nominations it approves to the Steering Committee. Notice of such nominations, and of the Steering Committee meeting at which these nominations shall be voted on, shall be provided to the general membership of the council at least 30 days in advance of

said meeting. Such nominations must be approved by a majority vote of all council members present at such Steering Committee meeting. Steering Committee members shall be elected for two-year terms.

3. Election of officers. Once an initial Steering Committee is selected by the council, and a Chair chosen, thereafter, prior to January 1st of each odd-numbered year, the Steering Committee shall elect from among its members a Chair for the next term. The Chair may serve no more than two consecutive terms.
4. Meetings of the Steering Committee. Meetings shall be held in person or by phone at least four times a year and shall be called by the Chair or upon request given to the Chair by three or more members of the Steering Committee. The Chair shall give Steering Committee members reasonable notice of each meeting by email, telephone or mail. Whenever possible, advance notice of meetings shall be given to the full membership of the Coalition as well as to the Steering Committee.

When necessary, the Chair may call Special Meetings, to be held in person or by conference call.

5. Quorum and voting. At any meeting of the Steering Committee, a quorum shall consist of one-half of the current members of the Steering Committee. Meetings will be conducted in accordance with Robert's Rules of Order.
6. Policy Positions. The Council will strive for consensus on policy positions, but when this is not possible, and notwithstanding Robert's Rules of Order, positions to be taken in CLCC's name must be approved by three quarters of the members of the Steering Committee. The Steering Committee will review and approve a legislative agenda for each year that will be presented to it by the Advocacy Committee. Significant changes to that agenda must be approved by the Steering Committee. Individual or organizational members of the Council are free to express their own opinions or positions on any issue, provided that CLCC's endorsement of such opinion is not implied unless the Steering Committee authorizes that group or individual to express the Council's position.
7. Attendance. Any Council member is welcome to attend Steering Committee meetings, with the understanding that only Steering Committee members shall have a vote, or other committee meetings.

B. Budget. An annual budget will be prepared by the Finance and Administration Committee and must be approved by the Steering Committee by December 31st of the previous fiscal year. Non-budgeted expenses must be approved by the Steering Committee.

C. Committees. The CLCC shall have the following committees:

- Finance and Administration Committee – The FAC will be responsible for the preparation of an annual budget and work plan for the Council, including the annual appeal. The committee shall also oversee the creation and maintenance of the Articles of Association, governance structure of the CLCC, and preparing and maintaining a calendar of all CLCC meetings and events.
- Advocacy Committee – The Advocacy Committee will oversee the Council’s efforts to pursue its legislative and public policy agenda. The Committee shall be responsible for communicating with the Council’s contract lobbyist in consultation with The Conservation Campaign, regarding policy positions, strategies and priorities, and for approving the Council’s continued support for legislation that has been changed in minor ways due to negotiations during the legislative process.
- Training, Education and Communications Committee – The goal of the Training, Education and Communications Committee will be to provide CLCC members and the public with training opportunities, workshop notices and timely and accurate news of CLCC activities through newsletters, mailings and email. Communications will include notice of meetings, conferences, CLCC minutes and important decisions, as well as membership appeals.

The committees shall appoint a chair and may determine their own meeting schedules. The Steering Committee may create or disband the above or additional committees as necessary.

ARTICLE IX: STAFF COORDINATION

Through December 31, 2009, the Part-Time CLCC Program Coordinator will be an employee of The Nature Conservancy (TNC), with personnel administration and supervision to be provided by TNC. This arrangement may be renewed annually, without amendment of these articles. The Council will reimburse TNC for the portion of the cost of this position agreed to each year by TNC and the Steering Committee. The Program Coordinator will staff the member land trust Help Desk, assist in organizing Steering Committee meetings, assist other committees with specific projects, assist in coordinating the Annual Convocation and other workshops, coordinate email communications with the entire membership, and perform other duties.

ARTICLE X: AMENDMENTS TO THESE ARTICLES OF ASSOCIATION

These articles may be amended by a three-quarters vote of the Steering Committee present at any duly constituted meeting of the committee, provided the proposed amendments are posted on the council website, and such posting is noticed in a call to meeting transmitted by email, telephone, or mail to the membership at least 30 days before the meeting.

ARTICLE XI: AGREEMENTS WITH OTHER ENTITIES OR ORGANIZATIONS

The council may enter into agreements to advance or facilitate its work, as described in Memorandums of Agreement or other similar documents, with other organizations or entities; provided such agreements are approved by a unanimous vote of the Steering Committee members present at a duly noticed

Committee meeting. As part of any such vote, the Steering Committee may authorize the Steering Committee Chair to sign such an agreement on behalf of the council.

ARTICLE XI: MISCELLANEOUS PROVISIONS

A copy of these Articles shall be provided on the CLCC website, by email, or in hard copy by request, to all CLCC members.

CLCC will not discriminate on the basis of race, gender, color, sexual orientation, religion, or national or ethnic origin in any phase of the association's work.

No members shall be liable for any indebtedness or obligation incurred by the association, its Committees, other members or host agencies.