



WESTPORT LAND CONSERVATION TRUST, INC.

ANNUAL MEETING 2018 | PROPOSED BYLAW CHANGE

The Westport Land Conservation Trust, Inc. proposes to amend the By-laws as adopted on February 24th, 1972 and amended May 30, 1975, May 29, 1981, July 10, 1985, August 22, 1990, December 11, 1991, May 6, 2003, and May 16, 2006 to reflect gender neutrality when referencing the role of all members, officers, directors and constituents. This amendment proposal is sponsored by the Governance Committee and written by Director, Mrs. Kate Neave. The proposed changes to the articles are highlighted below:

Article VI, Section 2. currently states:

Section 2. The number of Directors shall be at least nine. The regular term of office shall be three years. No Director may serve for more than two consecutive three year terms, provided, however that (a) a Director who has served two consecutive three year terms may be elected to additional terms in accordance with the foregoing, if one year has elapsed since the expiration of their previous term, and (b) a Director elected as an Officer shall continue his or her service as a Director, even upon expiration of a second consecutive three year term, for so long as she remains an Officer.

Article VI, Section 2. amended as proposed to the following (proposed change is highlighted):

Section 2. The number of Directors shall be at least nine. The regular term of office shall be three years. No Director may serve for more than two consecutive three year terms, provided, however that (a) a Director who has served two consecutive three year terms may be elected to additional terms in accordance with the foregoing, if one year has elapsed since the expiration of their previous term, and (b) a Director elected as an Officer shall continue his or her service as a Director, even upon expiration of a second consecutive three year term, for so long as **he or** she remains an Officer.

Article VII, Section 5. currently states:

Vice-President. In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subjected to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President of by the Board of Directors.

Article VII, Section 5. amended as proposed to the following (proposed change is highlighted):

Vice-President. In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subjected to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him **or her** by the President or by the Board of Directors.

Article VII, Section 6. currently states:

Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys of the corporation in such banks, trust companies, or other depositories as shall be in accordance with the provisions of Article IX of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by President or by the Board of Directors.

Article VII, Section 6. amended as proposed to the following (proposed change is highlighted):

Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys of the corporation in such banks, trust companies, or other depositories as shall be in accordance with the provisions of Article IX of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him **or her** by President or by the Board of Directors.