

**BY LAWS  
OF  
THE CONNECTICUT SOCIETY FOR WOMEN ENVIRONMENTAL  
PROFESSIONALS, INC.**

**ARTICLE I. MISSION**

These bylaws supplement certain provisions of the certificate of incorporation of The Connecticut Society For Women Environmental Professionals, Inc. (the “Corporation”) and the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the “Act”). The mission of the Corporation is to encourage and promote the leadership, achievement, and professional and personal development of women in the environmental professions; provide an informal setting for members to meet, share technical information and work experiences, discuss unique issues affecting women environmental professionals and to develop working relationships between those in the private, public and non-profit sectors; educate members on new developments and current trends in the environmental field; strengthen the skills of the members by addressing environmental issues, business relationships, leadership roles, mentoring and other substantive topics; and encourage and promote public service in the environmental field.

**ARTICLE II. NAME**

The name of this organization shall be the Connecticut Society for Women Environmental Professionals, Inc., hereafter referred to as the “Corporation.”

**ARTICLE III. MEMBERSHIP**

3.1 Classes of Members. The Corporation is a membership corporation. There are two classes of Members: Individual Members and Corporate Members. The Members shall have such rights, privileges and obligations conferred upon them by the Corporation’s certificate of incorporation and these bylaws. A Member shall be in good standing upon meeting the eligibility criteria for membership set forth in the Corporation’s certificate of incorporation and upon payment of all dues presently outstanding. The rights of Members conferred under the Corporation’s certificate of incorporation and bylaws shall inure exclusively to Members in good standing.

3.2 Meetings of Members. An annual meeting of the Corporation’s Members (“Business Meetings”) shall be held at such date, time and place as the Board (as defined below) shall determine, and as shall be set forth in the notice of the meeting. In addition, special meetings may be held at such dates, times and places, and for such specific purposes, as the Board shall determine, and as shall be set forth in the notice of the meeting. Notice of Business Meetings or special meetings shall be in writing and shall be

provided by mail, facsimile, or electronic mail to the Members at least seven (7) and no more than sixty (60) days prior to such meeting.

At the annual Business Meeting, or any special meeting called for such purpose, the Individual Members shall elect directors in accordance with the Corporation's certificate of incorporation and these bylaws. At each Business Meeting, the Individual Members shall conduct any business relating to the affairs of the Corporation; and both classes of Members shall receive reports from the Corporation's directors, officers, agents or committees.

3.3 Action by Members. The Individual Members present at a meeting shall constitute a quorum for the transaction of business. The act of a majority of the Individual Members at a meeting at which a quorum is present shall be the act of the Individual Members.

#### **ARTICLE IV. BOARD OF DIRECTORS**

4.1 Authority and Composition. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of a board of directors (hereinafter referred to as the "Board"), subject to any limitations set forth in the certificate of incorporation.

4.2 Number. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors elected at the preceding annual meeting of directors. Such number of directors shall be within the range authorized by the Corporation's certificate of incorporation.

4.3 Initial Appointment and Terms of Office. The initial Board shall be appointed by the incorporator to serve until the next Business Meeting. At the annual Business Meeting, the Individual Members shall elect directors to succeed those whose terms are then expiring. Each director shall hold office until her successor is elected. A director shall serve for such term as stated in the Corporation's certificate of incorporation.

4.4 Vacancies. Any vacancy or vacancies occurring on the Board may be filled by the Board's appointing a successor to serve for the duration of the director's term for which the vacancy occurred. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

4.5 Meetings and Notices. Annual meetings of the Board shall be held at such place as the Co-Chairpersons shall determine. The Board or the Co-Chairpersons will specify

an appropriate date and issue notice thereof as provided below for the purpose of electing officers for the ensuing year, receiving reports from the Corporation's officers, agents or committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be provided to all directors by mail, facsimile, or electronic mail at least seven (7) days before the annual meeting.

Regular meetings of the directors shall be held on odd numbered months or more frequently as the Co-Chairpersons deem necessary at such times and places as, in the opinion of the Co-Chairpersons, or a majority of the directors, the interests of the Corporation shall require, reasonable notice having been given thereof.

Special meetings of the directors shall be held whenever called by the Co-Chairpersons or by the Secretary upon the written request of at least three directors. At least two days' written or oral notice stating the time, place and purpose of special meetings shall be given to each director.

A written waiver signed at any time by a director entitled to notice shall be the equivalent to the giving of notice. The attendance of any director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by such director of notice of the meeting.

4.6 Quorum, Action By Board and Adjournment. A majority of the directors then serving shall constitute a quorum for the transaction of business; and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Act. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.7 Action Without A Meeting. Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

4.8 Meeting By Conference Telephone. A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all

committee members participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

4.9 Resignations. The resignation of any director shall be in writing and shall be effective immediately upon receipt by either Co-Chairperson if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept.

4.10 Removal of Directors. The Individual Members may remove any director with or without cause by the affirmative vote of a majority of all Individual Members present at a meeting at which a quorum is present, provided notice of said proposed action shall have been mailed to all Individual Members at least thirty (30) days before said meeting. Any director may be removed, with or without cause, at any time by majority vote of the Board.

4.11 Compensation. No director shall receive compensation for services rendered to the Corporation in such capacity, but directors may be reimbursed for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

## **ARTICLE V. OFFICERS**

5.1 Officers, Appointment, Term and Vacancies. The officers of the Corporation shall consist of two Co-Chairpersons of the Board, a Secretary, a Treasurer and one Chairperson for each Committee. The directors shall elect all of the foregoing officers and may elect such other officers as they shall deem appropriate from among the directors then serving on the Board. No person may simultaneously hold multiple offices.

Officers shall be elected at every other annual meeting of the Board for a two-year term. Each such elected officer shall hold office until her successor has been elected and qualified. Any officer may resign prior to the end of her full term by providing written notice to either Co-Chairperson. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by majority vote of the Board. Any officer of the Corporation may be removed, with or without cause, at any time by majority vote of the Board.

5.2 Co-Chairpersons. The Co-Chairpersons of the Board shall conduct all meetings of the Corporation's Members and directors, function as spokespersons for the Corporation, represent the Corporation with the national and other local societies of women environmental professionals, review the contents of the Corporation's updates to

social media accounts before they are published, and assist the other officers and Committee chairpersons in resolving issues. Co-Chairpersons shall be from different disciplines within the environmental profession (i.e. not both lawyers).

5.3 Secretary. The Secretary shall give due notice of all meetings of the Corporation; shall keep the minutes of the proceedings of the meetings of the Corporation and the Board; shall act as custodian of all records and reports of the Corporation and the Board; and shall maintain information about the Corporation for historical purposes (e.g. files, scrapbook, copy of all mailings). In addition, the Secretary shall perform such other duties as are incident to the office or as may be assigned by the Co-Chairperson, the Board or the Members.

5.4 Treasurer. The Treasurer shall develop the Corporation's annual budget; supervise the receipt and custody of the Corporation's funds including the collection of dues; maintain a roster of Individual Members and Corporate Members in good standing; maintain or oversee correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and perform such other duties as may be assigned to her by the Co-Chairpersons, the Board or the Members.

5.5 Committee Chairpersons. Each Committee Chairperson shall convene and conduct meetings of the Committee of which they are the Committee Chairperson, and shall facilitate the administration of such Committee's responsibilities.

## **ARTICLE VI. COMMITTEES OF THE BOARD**

6.1 Creation and Authority. There shall be a Membership Committee, Communications Committee, Program Committee and Nominating Committee as set forth below. The Board may create one or more additional Committees as it deems necessary. Individual Members may be members of Committees. The Board may remove any committee member with or without cause. Subject to the provisions of this Article VI, all provisions in the certificate of incorporation, these bylaws or the Act that govern meetings, action without meetings, notice and waiver of notice, vacancies and quorum and voting requirements of the Board shall apply to committees and their members.

All Committees shall be advisory and shall not have the authority to act on behalf of the

Board unless expressly authorized by the Board. Each Committee shall report to the Board or to the Members when requested by the Board.

6.2 Membership Committee. The Membership Committee shall maintain the Corporation's membership list, maintain the Corporation's mailing lists of members and non-members, provide mailing and assist in general mailings (i.e. provide mailing labels), and produce a yearly membership directory.

6.3 Communications Committee. The Communications Committee, with the assistance of other Committees, shall develop and issue periodic updates to the Corporation's social media accounts, and develop and maintain the Corporation's website.

6.4 Program Committee. The Program Committee shall administer all of the Corporation's program sessions, including securing the location, arranging for speakers, conducting sessions, providing information on program sessions and speakers to the Communications Committee, and arranging for refreshments. The Program Committee shall also organize a public service event and provide information of the event to the Communications Committee.

6.5 Nominating Committee. The Nominating Committee shall solicit volunteers from among the Members to serve as directors on the Board and shall present such list of nominees at the first Business Meeting of each calendar year. The Nominating Committee shall consist of three (3) members who shall be appointed by the Co-Chairpersons, and one (1) of such members shall be a current or past Co-Chairperson. Appointments shall be made at the last Business Meeting of each calendar year.

## **ARTICLE VII. FINANCES**

7.1 Dues. The Board shall set dues at the time of preparation of the annual budget, which shall be at the beginning of each calendar year. Any change from the previous year's dues must be approved by the Members at the last Business Meeting of the preceding calendar year.

7.2 Fiscal Year. The fiscal year shall be the calendar year.

7.3 Budget. The Corporation's annual budget shall be prepared by the Treasurer and presented to the Board for approval prior to the first Business Meeting of each calendar year. The budget shall be presented to the Members for approval at the first Business Meeting of each calendar year.

## **ARTICLE VIII. PARLIAMENTARY AUTHORITY**

Rules of common courtesy shall govern all matters not covered by these bylaws.

## **ARTICLE IX. AMENDMENT OF BYLAWS**

These bylaws may be amended by the Board provided the Members discussed such amendment at a previous Business Meeting.

## **ARTICLE X. ADOPTION OF BYLAWS**

These bylaws were adopted by the Members on December 10, 2002.  
These bylaws were revised by the Members on May 1, 2020.