

Silver Lake Land Trust
Annual Report
2023



Silver Lake Land Trust

Annual Report

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Silver Lake Land Trust
2023 Annual Meeting
Agenda

- | | |
|------------------------------------------------------------------------------------------------------------------|-------------|
| 1. Call To Order | Doug Miller |
| 2. Chris Hardee of Cairn Films introduces his short documentary film about Seaver Farm,
“Good-bye to a House” | |
| 3. Secretary’s Report: Minutes of 2022 Annual Meeting | Doug Miller |
| 4. Treasurer’s Report | Bob Gogolen |
| 5. Membership Report | Bob Gogolen |
| 6. Conservation Report | Doug Miller |
| 7. In Memoriam | Doug Miller |
| 8. Trustee Nominations and Elections | Doug Miller |
| 9. Bylaws Amendments | Doug Miller |

About Chris Hardee

As a young environmental enthusiast in the early 1980s, Chris co-founded and co-directed Monadnock Media, a non-profit media organization. First productions focused on nature and environmental topics for conservation organizations throughout New England. Public Radio projects followed, including a documentary series on nature writers, audio essays on natural resources, and a musical environmental parable for NPR Playhouse.

The business expanded into the museum exhibit world where it still operates. For those clients, he wrote and directed numerous video, film, audio, interactive, and multimedia productions for museums, parks, and historic sites around the country. Noteworthy clients included the Smithsonian Institution's National Museum of the American Indian NY, major science museums such as the Franklin Institute and the Carnegie Science Center, the Truman Presidential Library, and a long list of science and cultural history museums.

Now working as an independent filmmaker, he is currently involved in documentary projects including a forest/energy/climate feature documentary and a series of short films on nature-based education. In addition to film and media production credits, Chris has been a freelance writer, educator, evaluator of educational programs, and marketing/PR professional inside several technology companies and agencies.

Chris earned an undergraduate biology/geology degree from Brown University with Sigma Xi honors for excellence in scientific investigation and research, and is an alum of Antioch University New England where he received a graduate degree in environmental studies/education.

Silver Lake Land Trust

Mission

It is the mission of the Silver Lake Land Trust (SLLT) to protect the natural resources and environment of the Silver Lake area by preserving as much land as possible in an open, undeveloped state. To carry out this mission the SLLT will:

- **educate and inform** Silver Lake residents and appropriate officials and agencies in Harrisville and Nelson regarding the value of conserving land around Silver Lake;
- **encourage Silver Lake landowners** to donate or sell conservation easements on their properties;
- **acquire conservation easements** from landowners and, as appropriate, use mechanisms other than conservation easements – e.g. deed restrictions, purchase of land, purchase of rights of first refusal – to conserve land;
- **work with other conservation organizations** to help them conserve land in the Silver Lake area;
- **ensure that existing conservation easements** are being monitored and that the provisions of those easements are being scrupulously followed;
- **when requested** by landowners who have donated easements or are thinking of donating easements, work with such landowners to ensure that the Towns of Harrisville and Nelson provide property tax benefits that the landowners are entitled to under state law;
- **support the strengthening and enforcement** of planning and zoning ordinances in the Towns of Harrisville and Nelson that tend to promote land conservation; and
- **work with** the Silver Lake Association of Chesham and Nelson and with conservation organizations to protect the natural resources and environment of Silver Lake.

Purpose

Review accomplishments and identify priorities for next five to ten years by:

- **Identifying properties without conservation easements** that have most impact on the Silver Lake environment
- **Identifying areas of cooperation** with Harrisville, Nelson and other relevant conservation committees and groups

Silver Lake Land Trust

Minutes of Annual Meeting August 13, 2022

At Brantwood Camp

Call to Order

The meeting was called to order by Trustee Chair Doug Miller at 10:05a.m.

Secretary's Report

Secretary pro-tem Doug Miller presented the minutes of the Annual Meeting of 2021, recorded by Linda Braun. After reviewing the minutes, a motion was made and seconded to accept the minutes. There was no discussion, and the minutes were approved.

Treasurer's Report

Bob Gogolen stated that the SLLT received \$15,884.54 from dues. Expenses were \$1,961.91 resulting in a net income of \$13,882.63. Our total assets now stand at \$62,772.97.

Motion to approve Treasurer's report was made and seconded; there was no opposition. The motion was unanimously passed.

Membership's Report

Bob Gogolen reported that there are now 91 members, plus there were many members at the new Advocate and Guardian levels, which is a major part of the reason for our increased income.

A perusal of the Bylaws reminded us that the SLLT membership must approve any new members. A motion was made and seconded to approve all new members. There was no discussion, and the motion was passed.

Conservation Report

Doug Miller reported that the addition of deed covenants on the properties across the road on Eastside Rd remains a project in process, though the covid pandemic has stalled final progress. Hopefully this will be complete and more of the property on the uphill side of Eastside Rd will have conservation protection.

Buckingham Brown and Nichols have made a formal request of the Harris Center and the Silver Lake Land Trust to make alterations to raise the elevation of the area used for cooking fires to a small number of their campsites, all far away from the lake. They would also like to improve small areas of a walking trail to accommodate a motorized "Gator" vehicle to carry the fill material to the campsites. Trustees Ann Colony and Bob Gogolen met with David Strodel of BB&N at the area to see the extent of the changes. Doug will be meeting with David later this week to also see what the extent of the changes are. The Harris Center has approved this activity that would normally be prohibited by the terms of the easement, but the SLLT Board of Trustees has still not approved.

Doug also mentioned that he had joined David Kennard and Trustees Bob Gogolen, Julia Pakradooni, and Sal Mollica for a walk along Eastside Road to examine the state of the culverts. It was clear that they all needed some sort of maintenance, some more than others. Bob and Doug later met with Harrisville Road Agent Wes Tarr to discuss the issue. Wes agreed that the culverts required some work, and that they should be maintained more frequently than they should be, but it wasn't clear that he would commit to improving this in the future with a specific plan.

Trustee Nominations/Elections

Doug Miller thanked Linda Braun, who had resigned from the Board of Trustees late last year, as well as Doz Delori, Dennis Fallon, Ruth Jacobson-Hardy, and Sal Mollica for their service as their three-year terms on the Board of Trustees expired. Doz and Ruth have both decided to retire from the Board. Doug Miller, Dennis, Sal, and new Trustee Malcolm Brown have agreed to serve for three-year terms. These four members were nominated by the Board; a motion was made to vote these four members as the class of 2025. The motion was seconded; after no discussion, the slate of nominees was approved.

Doug recognized past Chair and long-term Trustee Doz Delori and led a round of applause from the members present to thank her for the incredible hard work and dedication to the Silver Lake Land Trust.

Stewardship Award

Sal Mollica presented this year's stewardship award to Linda and Ted Braun. Linda and Ted have dedicated themselves to many conservation efforts in the Silver Lake watershed. Linda served as a Trustee for many years, and **was** the Membership Committee for most of them, and did so much hard work to actively promote and help with many projects of the Silver Lake Land Trust. Both Linda and Ted have served on the Board of the Silver Lake Association as well, and actively worked on and supported many joint projects of both organizations. Linda and Ted were clearly moved by this well-deserved award. Congratulations to and so many thanks to Linda and Ted.

Program

This year's program was a tribute and remembrance of Paul Geddes, who passed away in the time since our last meeting. Paul owned so many of the now-conserved acres in the Silver Lake watershed. Various members stood and shared many touching and humorous stories of Paul as well all recognized his importance to the state of conservation in the Silver Lake area.

Adjournment

With no further business the meeting was adjourned at approximately 11:00 a.m.

Submitted by Doug Miller, Chair

Silver Lake Land Trust

Balance Sheet

As of June 30, 2023

	<u>Jun 30, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
Silver Lake Land Trust MM 7438	74,541.92
Total Checking/Savings	<u>74,541.92</u>
Other Current Assets	
Undeposited Funds	1,130.00
Total Other Current Assets	<u>1,130.00</u>
Total Current Assets	<u>75,671.92</u>
TOTAL ASSETS	<u><u>75,671.92</u></u>
LIABILITIES & EQUITY	
Equity	
Unrestricted Net Assets	62,772.97
Net Income	12,898.95
Total Equity	<u>75,671.92</u>
TOTAL LIABILITIES & EQUITY	<u><u>75,671.92</u></u>

Unaudited

Treasurer's Report

Silver Lake Land Trust

Profit & Loss

	<u>Jul '22 - Jun 23</u>
Ordinary Income/Expense	
Income	
Interest	18.87
Direct Public Support	14,705.13
Total Income	<u>14,724.00</u>
Gross Profit	<u>14,724.00</u>
Expense	
State Fees	75.00
Accounting & Legal	750.00
Operations	276.45
Insurance	585.00
Meetings	138.60
Total Expense	<u>1,825.05</u>
Net Ordinary Income	<u>12,898.95</u>
Net Income	<u><u>12,898.95</u></u>

Unaudited

Silver Lake Land Trust

Membership 2023

Steward (\$2,000)

Ann and George Colony

Benefactor (\$1,250)

Barbara Lewis

Carolyn A. Reith

Conservator (\$500)

Jon Allen
Francois & Rosamond Delori
Carol MacKinnon

Jeff Miller
Doug and Terri Miller
Mike and Amy Watts

Guardian (\$300)

Art and Ginger Howard
Tom and Barbara Putnam

Bonnie Sheppard & David Holmstrom
Bill Walker and Jennie Norman

Protector (\$125)

Peter and Susan Allen
Joan Bemis
Mark and Karen Bemis
Claudine Bing
Linda and Ted Braun
Pat and Chick Colony
Pam and Punch Elliott
Dennis and Elaine Fallon
Bob Gogolen and Beth Caldwell
Debbie Bing and Jon Hurwitz
Ruth and Michael Jacobson-Hardy
David and Colin Kennard
Bob Ludlow

Lauren Mollica and John Courtney
Salvatore and Mary Beth Mollica
Eduardo Moura and Sharman Howe
John T. and Jennie E. Newcombe
Tom and Izola Porter
Nik Putnam and Sara Tolley
Barbara Ross
Julia Rowse
Paige Walker
Astrid and Todd Warden
Barbara Watkins
Frederick J. Weyerhaeuser

Advocate (\$75)

Ken Bacon
Pam Banks
Malcolm and Zola Brown
JoAnn Croteau
John Croteau
Jean-Jacques Grimaud

William Gurney
Joshua Houle
Ellen Levy
Kathleen Manfre
Jane Shuffelton

Regular (\$35)

David Austermann
Richard Austermann
Francis and Sarah Bacon
Nicholas Colony
Ben Dexter
Brenda J. Ellis
Silver Lake Trust-Edith Fallon
Jeff Francis
William and Susan Glazier
Kris Hill
Dick Hill
Susan Johnston
Thomas Johnston
Tom and Shannon Johnston
Rebecca Kelly
Linda Lindgren

Jazimina MacNeil
Terry Mednick
Laura Miles
Tim Miles
Kathryn Miner
Katie and Adam Motherway
Deb Parliman
Irene Pipes
Diana Shonk
Greg Rothman and Linda Singer
Don and Rebecca Snyder
Noah Sobe and Amy Shuffelton
Jane Kristal
Don Towsley
Paula S Trombley

Silver Lake Land Trust

Conservation and Easements Report

There were no additional acres of conservation in the last year.

The Buckingham, Brown and Nichols request to remediate the cooking areas of four campsites remains unapproved by the SLLT Board (it has been approved by The Harris Center, the easement holder.) BB&N submitted a newer, formal request last October that additionally asked to alter some trails to allow a motorized Gator vehicle to bring fill material for this project, as well as for future access to these remote sites for access in case of medical emergency. This latter activity is one that the Board of Trustees cannot approve as requested, as the easement prohibits the creation of new roads on the property, and we feel that permanently upgrading a trail to allow motorized vehicle access is inconsistent with the terms of the easement. The SLLT Board of Trustees agrees that increased rainfall events due to climate change is a valid reason to allow the remediation of the cooking areas of these four campsites, as well as temporary trail upgrades to allow a Gator to bring this material as close as possible to the campsites for the sake of completing this project. We hope to receive a request from BB&N that we can approve soon.

The creation of deed covenants on the small lots on the non-lake side of Eastside Road close to Breed Road remains incomplete. All the property owners have agreed to sign covenants, and hopefully this will be completed soon. As with the deed covenants further north that were completed in 2015, the Silver Lake Land Trust will sign on to these covenants, and any of the landowners or the SLLT as a signatory will be able to enforce any deviations against the covenants.

Silver Lake Land Trust

Board of Trustees

As of August 1, 2023

	Class of		
	2023	2024	2025
Doug Miller, Chair			•
Bob Gogolen, Treasurer		•	
Peter Allen	•		
Ann Colony	•		
Joshua Houle	•		
Colin Kennard	•		
Jazimina MacNeil	•		
Kathy Manfre	•		
Julia Pakradooni	•		
John Croteau		•	
Bill Gurney		•	
Nik Putnam		•	
Dennis Fallon			•
Sal Mollica			•

Proposed Changes to the By-Laws of the Silver Lake Land Trust

The Board of Trustees of the Silver Lake Land Trust (SLLT) recommends, and 20 members of the Silver Lake Land Trust have endorsed a petition to bring to a vote, the following changes to the By-Laws:

There are some major changes and some minor changes. To summarize:

1. The most important change is an alteration of our Membership Year from the calendar year (ending December 31) to a calendar that follows the fiscal year, which ends each year on June 30. The most important reason for this change is to allow an easier bookkeeping of membership dues payments. Having two different calendars makes tracking memberships more of a manual process and aligning the membership year with the fiscal year will ease our transition to technological methods to help manage memberships.
2. The Trustees have also recommended a reorganization of Article IV, "Meetings", to separate designations for meetings for Members from meetings for Trustees.

Other changes:

1. **Article 1, "Name, Principal Office, and Purpose"**,
 - a. more specifically designates the area around Silver Lake as a focus of the SLLT.
2. **Article 2, "Membership"**,
 - a. As previously noted, has some rewording to clarify the change of the Membership Year calendar to match the fiscal year,
 - b. Removes the requirement that new members be approved by vote,
 - c. Removes the requirement that each member must pay their own dues (for example, to allow a parent to pay dues for their children or siblings),
 - d. Clarifies that one must be a member in good standing in order to vote at meetings,
 - e. Removes the power to members to set requirements for higher levels of donorship, while retaining the power to set the minimum level of dues requirements.
3. **Article 3, "Trustees"**
 - a. removes the requirement that there be a minimum of 12 trustees, and instead suggests that every effort should be made to have at least 12 (to avoid a crisis if we cannot find 12 people willing to serve on the Board).
 - b. It also clarifies that while the Trustees retain the power to set Membership Categories levels beyond standard membership, and that higher levels do not confer extra powers to members.
 - c. It also relaxes the requirement that 2/3 of Trustees be residents of the Silver Lake area, and instead specify that they should have a connection (so, for example, people who own property but are not residents, or regular renters, may satisfy that requirement.)

- d. There are also minor changes to the replacement of trustees caused by vacancies, and the clarification that the 2/3 of trustees who vote to remove a trustee does not include the trustee being removed.
- 4. Article IV, “Meetings”**
 - a. As previously stated, previously the sections that detailed meetings of members and meetings of trustees were not separate, so the Trustees have suggested instead separate sections for Member and Trustee meetings and their requirements.
 - b. In addition, a minor change that allows an annual meeting after September 1 if there are reasons why a meeting cannot be held prior to September 1.
- 5. Article V, “Officers”**
 - a. A specification that an officer serves until the first Board meeting following the election of officers after the annual meeting.
 - b. Changes the requirement that the Treasurer must receive approval from the Chair for checks from larger than \$500 to larger than \$1000.
- 6. Article VI, “Committees”**
 - a. Clarifies that the members of the Executive Board include the Officers and one other Trustee, rather than one other Member
 - b. Clarifies that Committees formed by the Board of Trustees are Chaired by a Trustee
- 7. Article VIII, “Indemnification”**
 - a. Changes a group of “and”s to “or”s.
- 8. Article IX, “Fiscal and Membership Year”**
 - a. As summarized earlier, this specifies that both the fiscal year and membership year will end on June 30 each year.
- 9. Article XI, “Amendment of Bylaws”**
 - a. Cleans up some language and references earlier references to powers of members.

A full copy of the existing Bylaws is on the SLLT web site: <https://slltnh.org/documents/by-laws/>

A full copy of the proposed Bylaws is on the web site:
<https://slltnh.org/documents/proposedbylaws/>

A marked-up copy of the changes is included beginning on the next page.

BYLAWS
OF
SILVER LAKE LAND TRUST

Adopted <date here>

ARTICLE I

Name, Principal Office and Purpose

The name and principal office of the Corporation shall be as set forth in the Articles of Agreement as from time to time amended.

The purposes of the Corporation shall be:

To conserve and aid in the conservation of productive agricultural and forest land and to encourage use within the framework of limited resources necessitating careful stewardship;

To preserve and aid in the preservation of all types of natural areas, including wetlands and wildlife habitat and scenic views;

To promote, in cooperation with other similar organizations, educational and research activities intended to bring about the conservation and wise use of natural resources;

To ease the burdens of local government by encouraging land preservation and conservation through non-regulatory means and to encourage cooperation among units of government, private landowners and area residents;

To support and cooperate with governmental, charitable and other private and public institutions and activities that are consistent with purposes of the Trust;

To protect and enhance the natural resources of the region; especially in and around Silver Lake in Harrisville and Nelson New Hampshire; and

To work with individual landowners to attain their conservation goals when these goals are consistent with the purposes of the Trust.

ARTICLE II Membership

Section 1 Qualifications

Membership in the Corporation shall be open to persons interested in the purposes of the Corporation, who ~~are voted into membership~~ meet qualification guidelines adopted by the Board of Trustees, and who pay ~~the~~ for an annual membership ~~dues~~ to support the Corporation's charitable activities.

Section 2 Membership Dues

~~The Membership in the Corporation shall establish dues with voting rights, requires payment of Dues as established and amended by the Board of Trustees from time to time. Members Dues may pay dues be paid at any time during each Membership (calendar) year, but they are eligible year. Payment of dues is a prerequisite to vote at meetings only after their dues for that year have been paid.~~

~~Each individual Member must pay his or her own dues. Any amounts that such Member pays in excess of the prescribed dues for a designated Donor category, established under the member exercising the powers described in Article III, Section 2 (f), will be considered as a charitable contribution, rather than as dues payments for additional voting Members.~~

Section 3 Powers of Members

Subject to the limitations of the Articles of Agreement, other sections of these By-laws, and New Hampshire law, the Members of the Corporation in good standing shall exercise the following powers:

- a) Determine how many of the vacancies in the Board of Trustees should be filled;
- b) Nominate Members of the Corporation to serve as Trustees;
- c) Elect ~~the number of~~ nominees ~~needed~~ to fill vacancies in the Board of Trustees;
- d) Amend these ~~By-laws~~ Bylaws;
- ~~e) Set annual dues requirements for the various membership categories;~~
- ~~f) Decide by vote whatever~~ Vote on issues ~~are~~ brought before the membership for decision;
- ~~g) Attend meetings of the Board of Trustees and participate in such meetings to the extent permitted by the Chair. At a minimum, the Chair shall allocate at least fifteen minutes for the presentation of issues by any Members present at any meeting of the Board of Trustees. The Chair may limit to Trustees the portion of any meeting during which there is a discussion or deliberation or negotiation which the Board of Trustees considers to be confidential or of otherwise sensitive nature.~~

Section 4 Membership Term

Membership is annual for the specified membership year as defined in Article IX of these Bylaws. Membership is renewable, and may be paid at any time during the membership year or as otherwise allowed by the Treasurer or Chair. Members in good standing as of the last day of the membership year will be considered members through the date of the next annual meeting or September 1, whichever comes first; accordingly, unless otherwise disqualified, the member will retain all the rights, powers and privileges as specified in Article II, Section 3 of these bylaws.

ARTICLE III
Board of Trustees

Section 1 Number of Trustees

The Board of Trustees shall consist of ~~at least twelve (12) and~~ no more than twenty-five (25) persons; all of whom ~~shall~~must be members of the Corporation. ~~–Every reasonable effort shall be made to have no fewer than twelve (12) Trustees.~~

Section 2 Powers of Trustees

Subject to the limitations of the Articles of Agreement, other sections of these ~~By laws~~Bylaws and New Hampshire law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Trustees. Without limiting the general powers, the Board of Trustees shall have the following powers:

- a) To select and remove all Officers, agents, and employees of the Corporation, and prescribe such powers and duties for them;
- b) To conduct, manage, set policies, and control the affairs and business of the Corporation;
- c) To borrow money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, mortgages, pledges, hypothecations, or other evidence of debt and securities;
- d) To recommend to the Membership changes ~~in annual dues requirements, to the bylaws, trustees to be nominated~~ and other ~~such aspects~~matters that are under the purview of membership in members of the Corporation;
- e) ~~(In cases of dispute)~~ To make final decisions regarding ~~the~~ eligibility of persons to vote as Members of the Corporation;
- f) To establish ~~Donor~~Membership categories. ~~–Examples of such Donor~~Membership categories are ~~shown~~intended to encourage financial support, and not to confer any difference in rights, privileges or responsibilities. The board does not have the power to increase the table below cost of the lowest cost membership without approval by the members;

<u>Donor Category</u>	<u>Voting Rights</u>
<u>Protector Member</u>	<u>Yes</u>
<u>Regular Member</u>	<u>Yes</u>
<u>Junior Member (age 16 and below)</u>	<u>No</u>

- g) To establish policies regarding memberships including qualifications, code of conduct, voting rights, membership terms and other member and membership-related matters;
- h) To establish policies for accepting, directing and managing donations.

Section 3 Election, Appointment, Qualification, and Term of Office

- a) Prior to their election Trustees must be Members of the Corporation-- , and must maintain membership throughout their term.
- b) At least ~~two-thirds (2/3)~~ of the Trustees shall ~~be residents~~ have a significant connection to Silver Lake; a significant connection includes personal or owners family property ownership or rental of land property in Cheshire County, New Hampshire. Silver Lake's watershed, spending significant time on or around Silver Lake and similar.
- c) Trustees shall be interested in and committed to the organization's mission and purpose.
- d) Trustees shall serve three-year terms. ~~Trustees may serve successive terms.~~
- e) Approximately one third (1/3) of the Board of Trustees shall be elected at each annual meeting to fill vacancies. ~~In filling vacancies, the Members of the Corporation shall endeavor to provide for representation of a broad cross-section of the Silver Lake community with a preference in the selection of Trustees given where consistent with the best interest of the Corporation to those persons who have shown or expressed an interest in land conservation and the maintenance of the beauty and historic atmosphere of Silver Lake.~~

Section 4 Vacancies

Vacancies ~~The Board of Trustees shall have the power to fill any vacancies or unexpired terms in the Board of Trustees occurring during a term shall be filled by~~ between annual meetings. Election of Trustees under this provision shall require a majority vote of the a properly constituted meeting of the Board of Trustees, provided the number of remaining Trustees then in office, even though is twelve or more. If the number of remaining trustees is less than twelve, Election of Trustees under this provision shall require a quorum--2/3 majority vote at a properly constituted meeting. A successor Trustee so elected shall serve until the next annual meeting.

Section 5 Compensation

The Trustees shall receive no compensation for their services, but they may be reimbursed for out-of-pocket expenses incurred in the performance of work for the Corporation.

Section 6 Removal

A Trustee may be removed from office with or without cause by ~~the vote of a~~ two-thirds (2/3) majority of the remaining Trustees, ~~excluding the Trustee to be removed. Since this provision~~

requires a 2/3 majority of Trustees rather than 2/3 of a quorum at a duly constituted meeting, the chair may opt for a vote by email or other means, at the Chair's discretion.

Section 7 Emergency Powers for Trustees

If there is some event that prevents the Silver Lake Land Trust from holding its Annual Meeting of members before September 1 – an event such as, but not limited to, a declared national, state, or local emergency - the Board of Trustees may temporarily adopt the following powers normally reserved for members:

- a) Determine how many of the vacancies in the Board of Trustees should be filled;
- b) Nominate Members of the Corporation to serve as Trustees;
- c) Elect nominees needed to fill vacancies in the Board of Trustees;
- d) Allow Trustees whose terms are expiring to continue in their positions until the next Annual Meeting of members;
- e) Reduce or eliminate annual dues requirements during the emergency. If dues requirements are changed, they will remain in effect through the rest of the membership year and revert back to the prior levels for the next membership year.

The Board of Trustees will communicate any of these decisions to members using postal and/or electronic means as soon as possible after these actions are taken. These powers will lapse when the Board of Trustees votes to end them ~~(which should ideally be, generally~~ when the emergency has ceased⁷, or after a full year, whichever comes first.

All actions taken under emergency powers by the Board of Trustees must be ratified by the membership at the first Annual Meeting or Special Meeting after the emergency has ceased.

ARTICLE IV Meetings

Section 1 Member Meetings

Section 1a) Annual ~~Meeting~~ Member Meetings

~~The~~An annual meeting of the ~~Corporation~~Corporation's members shall be held on or before September 1 of each year at awhich time ~~and place to be determined by the Chair. Notice of the time and place~~Board of Trustees shall report to the member upon the state of the Corporation. ~~At the annual meeting shall be delivered or mailed to the membership at least ten (10) days before the,~~ the members will elect Trustees, and may exercise their rights and powers as described in Article II, Section 3 of these Bylaws. The Chair of the Board of Trustees shall determine the specific date of the, time, location, and subject matter of such meeting. Notice shall be in accordance with Article IV, Section 1, paragraph d).

In the event that such annual meeting be omitted by oversight, or scheduling difficulties, or otherwise not occur at the time prescribed by these Bylaws, a subsequent meeting may be held in its place, following proper notice, and any business transacted, votes taken or elections held at such meeting shall be of the same force and effect as if transacted or taken as prescribed by these Bylaws.

Section 2b) Special Member Meetings

Special meetings of the Corporation for any purpose or purposes may be called at any time by the Chair. ~~Notice of the time and place of special meetings shall be given in the same manner as for the annual meeting, or by telephone~~other means if the Chair shall so ~~decided~~decides. Such notice shall include a statement of the purpose(s) for which the special meeting is called. The only business that may be conducted at a special meeting is that which is specified in the notice.

c) Place, Date and Time of Meetings

The Annual meeting will be held in person at a location near Silver Lake, in Cheshire County, New Hampshire when reasonably possible, unless otherwise provided for in these bylaws. The annual meeting may be held using videoconference or teleconference communications as determined by the Chair or by the Board of Trustees when an in person meeting is not feasible.

Special meetings may be held in person or using videoconference or teleconference as determined by the Chair.

d) Notice of Meetings

Notice of the time and place of the members' annual meeting shall be posted on the Corporation's website, and published as specified by Board of Trustees policy not less than ten (10) days before the meeting.

Section 3e) Quorums and Votes

At annual and special meetings of the Corporation, the Members present shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Agreement, or these By-laws.

Section 4 Board of Trustee Meetings

~~Meetings of the Board of Trustees for any purpose or purposes may be called at any time by the Chair or by a majority of Trustees. The Chair shall give Trustees timely notice of the time and place of meetings, including a statement of the purpose(s) for which the meeting is called.~~

~~At all meetings of the Board of Trustees, the presence of at least a majority of the Trustees then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Agreement, or these By laws.~~

~~A majority of the Trustees present at the time and place of any Board of Trustee meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present. Trustees may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all the participants in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.~~

~~The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though conducted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Trustees not present signs a written waiver of notice, a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting.~~

~~Any action by the Board of Trustees may be taken without a meeting if all the Trustees consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Trustees.~~

Section 5 Place of Meetings

~~All Corporation and Board of Trustees meetings shall be held at a place within Cheshire County to be determined by the Chair.~~

Section 6 Voting

~~All matters considered at a meeting shall be decided by a majority of voting Members present unless a greater proportion is required by law or otherwise specified in the Articles of Agreement or these By-laws, each Member with voting rights having one vote at Corporation meetings and each Trustee having one vote at Board of Trustee meetings. All votes shall be by voice vote, except as provided below for email votes.~~
A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

~~When circumstances warrant, the Chair may carry out an email/telephone vote by the Board of Trustees or by the Executive Committee when a timely, face to face meeting of the members of those groups is impracticable. Procedures to be used for such votes will be described in the written policies/procedures of the organization.~~

Section 7f) National, State, or Local Emergency

If there is some event that prevents the Silver Lake Land Trust from holding its Annual Meeting of members before September 1 at a location in Cheshire County – an event such as, but not limited to, a declared national, state, or local emergency - the Board of Trustees may vote to:

- 1.a. ~~Cancel the Annual Meeting and take on emergency powers as specified in Article III, Section 7;~~
- 2.b. ~~Hold a virtual Annual Meeting open to all members in good standing using electronic videoconference or teleconference or similar means ~~using audio and video~~ which reasonably allows Members to participate as if though the meeting were held in a physical location; ~~or,~~~~
- c. Schedule the Annual Meeting for a later date in accordance with Article IV, Section 1, paragraph a).

Section 2 Board of Trustee Meetings

a) Regular Meetings

The Board of Trustees shall meet approximately monthly May through September, or as otherwise directed by the Chair or agreed to by the Board of Trustees. Regular meetings may be held either in person, via electronic communication in accordance with Article IV, Section 2, paragraph g), or a combination.

b) Special Meetings

Special meetings of the board may be called by the Chair or by one-third of the board at any time. At least 48 hours' notice shall be given to members of the board stating the date, time, place and purpose of any special meeting. No business other than that which was specified in the notice shall be transacted at a special meeting. Special meetings may be held either in person, via electronic communication in accordance with Article IV, Section 2, paragraph g), or a combination.

c) Notice of Meetings

Whenever notice is required, it shall be given in writing by electronic mail or by first-class mail from the Chair or other officer. Written notice will be sent to each Trustee's address as it appears on the records of the corporation. A Trustee may supply or designate a specific address for the purpose of notice. Notice shall specify the place, day and hour of the meeting and any other information which may be required, including, in the case of a special meeting, the nature of the business to be transacted; notice should include a request for acknowledgment, and the sender shall make every reasonable

effort to ensure receipt. Notice shall be deemed to have been given when deposited with the United States Postal Service, or in the case of electronic mail, when sent.

d) Waiver of Notice

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice; attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Such waiver of notice shall be recorded with the minutes of the proceedings of the Board of Trustees.

e) Quorum

At all meetings of the Board of Trustees, the presence of at least a majority of the Trustees then holding office shall constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise expressly required by the Organization's Articles of Agreement, these Bylaws, or New Hampshire law. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting, without notice other than announcement, until a quorum shall be present or available.

f) Vote

Every Trustee shall be entitled to one vote. Voting by proxy is not permissible. Unless otherwise provided in these Bylaws, the Articles of Agreement, or New Hampshire law, a vote of the majority of the board at a duly constituted meeting shall be binding.

When

the Chair determines that a vote at a duly constituted meeting requires more time for consideration than allocated, the Chair may call for a vote by email. Such vote shall be binding provided: attending Trustees are given the motion to be voted on; the date and time by which the vote must be cast is specified; the voting email addresses of at least two of the Chair, Vice-Chair, Secretary, and Treasurer are specified; voting is limited to those Trustees attending; and that all attending Trustees must cast a vote (yea, nay or abstain).

g) Meetings by Videoconference or Teleconference

Trustees may participate in and act at any meeting of the board or its committees through the use of a telephone or video conference or other similar communication system, by means of which all persons participating in the meeting can communicate with each other. A Trustee's participation by this method shall constitute attendance and presence in person at the meeting.

h) Actions Without a Meeting

Any action requiring a vote or permitted to be voted on at a meeting of the Board of Trustees or of any committee may be taken without a meeting if all the members of the board or committee vote unanimously in writing or by email to take the action without a meeting and to approving the specific action. Votes thus cast shall be sent by email to the specified voting email addresses of the Secretary and Chair, or to SLLT's principal address (provided that the Trustee notifies the Chair or Secretary of that means of voting by telephone or in person). Such consents shall have the same force and effect as a unanimous vote of the board or of the committee.

ARTICLE V

Officers

Section 1 **Officers**

The Officers of this Corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer, and such other Officers as the Board of Trustees may appoint. The Chair and Vice-Chair shall be chosen from among the Trustees but the other Officers need not be Trustees.

Section 2 **Elections**

The Board of Trustees, at its first meeting each year following the Corporation's annual meeting, shall elect all Officers of the Corporation, along with the non-Officer member of the Executive Committee, for the ~~term~~term of one year, or until their successors are elected and qualified.

Section 3 **Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Trustees. An officer thus elected will serve until the first board meeting following the Corporation's next annual meeting.

Section 4 Chair

Subject to the control of the Board of Trustees, the Chair shall have the general supervision, direction, and control of the business and affairs of the Corporation. The Chair shall preside over all meetings of the Members and Trustees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Trustees.

Section 5 Vice-Chair

In the absence or disability of the Chair, the Vice-Chair shall perform all the duties of the Chair and in so acting shall have all the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 6 Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board of Trustees, shall make service of such notices as may be necessary or proper, shall take minutes of all meetings of the Corporation and the Board of Trustees, shall supervise the keeping of records of the Corporation, and shall discharge such other duties of the office as prescribed by the Board of Trustees.

Section 7 Treasurer

The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks that may be designated by the Board of Trustees. These funds shall be paid out only on checks of the Corporation signed by an Officer of the Corporation or by such person as may be authorized from time to time by the Board of Trustees. Checks of the Corporation which are drawn in an amount exceeding ~~five hundred one thousand~~ dollars (\$~~500~~1000) shall be approved by the Chair before being issued by the Treasurer. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

ARTICLE VI

Committees

Section 1 Executive Committee

The Executive Committee consists of the Officers and one other ~~Member~~Trustee designated by the Board of Trustees. The primary function of this committee is to act in place of the Board of Trustees with interim power on all matters except where the By-laws or the laws of the State of New Hampshire require full Board action. -All proceedings shall be recorded and reported to the Board of Trustees.

Section 2 Other Committees

From time to time, the Chair or the Board of Trustees may divide the work of the Corporation into separate tasks and may establish such ad hoc or regular committees as may be deemed

necessary or desirable in connection with the operation of the Corporation's programs and assign the tasks among such committees. ~~The Board of Trustees shall designate a~~ Trustee ~~to~~ shall serve as Chair of each such committee ~~and, The Board Chair or the Board of Trustees~~ may designate other members of such committees or allow the Chair of such committee to designate such other committee members. Such other committee members need not be Trustees. Such committees shall carry out their assigned tasks subject to the review and approval of the Board of Trustees.

ARTICLE VII

Conflict of Interest

Trustees, Officers, and committee members shall disqualify themselves from voting or otherwise participating in any decision-making activities of the Corporation that involve another organization in which they, or one of their immediate relatives, is either a member, employee, shareholder, officer, or ~~director~~ Trustee or in which they, or one of their immediate relatives, has a financial or other significant interest.

Upon assuming office, new Trustees will sign a statement indicating that they understand and agree with the Conflict of Interest policy that the Board of Trustees has adopted to guide actions of the Trustees.

ARTICLE VIII

Indemnification

Each Trustee, Officer and committee member shall be indemnified by the Corporation, to the fullest extent allowed by law, against any and all claims and liabilities to which such Trustee, Officer, or committee member has become subject by reason of serving or having served as such Trustee, Officer ~~and/or~~ committee member, or by reason of any action alleged to have been taken, omitted, or neglected as such Trustee, Officer ~~and/or~~ committee member; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any claim of liability, provided however, that no such person shall be indemnified against, or -be reimbursed for, any expense incurred in connection with any claim of liability arising out of such Trustee's, Officer's ~~and/or~~ committee member's own willful misconduct or gross negligence. The Corporation may purchase insurance to fund its indemnification obligation above described.

ARTICLE IX

Fiscal and Membership Years

The fiscal year of the Corporation shall end on the 30th day of June in each year, or on such other day as may be fixed by vote of the Board of Trustees.
The membership year of the Corporation ~~is shall coincide with the calendar fiscal year—that is, it runs from January through December.~~

ARTICLE X

Inspection of Books and Papers

All books, papers and documents of every kind belonging to the Corporation, wherever located, shall be open to inspection by Members of the Corporation upon request.

ARTICLE XI

Amendment of Bylaws

Proposed amendments to these ~~By laws~~Bylaws, if supported by the signatures of at least twenty (20) Members of the Corporation, shall be submitted to a vote by ~~the membership members.~~ Such proposed amendments may be voted on at any meeting of the Corporation, provided that ~~written~~ notice of any such proposed action is given ~~to all Members of the Corporation~~ at least ten (10) days prior to such meeting in ~~a manner provided above for~~ accordance with Article IV, Section 1, paragraph d). ~~Additionally, notice of special meetings.~~

~~Alternatively, requires making available to members the full text of the proposed changes to the By laws may be voted on through a written ballot of the membership conducted by the Board of Trustees. Adoption of By laws changes amendment(s), concurrent with notice. Voting shall be by affirmative vote of a majority of the Members with voting rights in accordance with Article IV, Section 1, paragraph e) of these Bylaws.~~

ARTICLE XII

Dissolution of This Corporation

The dissolution of the Silver Lake Land Trust (whether by the transfer of substantially all of the assets or funds of the Corporation or otherwise) shall be accomplished consistent with the intent that the assets or funds be held and used for the purpose of land conservation in the Monadnock Region, and said termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Internal Revenue Code. Subject to the foregoing sentence, in the event of the dissolution of the Corporation for any reason, the property shall (after payment or provision of payment of all liabilities) be disposed of exclusively for land conservation charitable purposes or to such qualified charitable organization or organizations as (1) the Board of Trustees shall select, and (2) with respect to any property not disposed of, as the court which has jurisdiction of the corporation shall select.

~~(This version of By-Laws includes changes approved at the August 7, 2021 Annual Meeting.)~~

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Silver Lake Land Trust, a New Hampshire 501(c)3 non-profit charitable corporation, and the keeper of records of Silver Lake Land Trust and that this is a true and correct copy of Silver Lake Land Trust's Bylaws a resolution duly adopted by the Members of Silver Lake Land Trust in accordance with the By-Laws of Silver Lake Land Trust on the 12th day of August, 2023.

In Witness Whereof,

I have hereunto affixed my name as Doug Miller, Secretary, this _____ day of _____, 2021.

Secretary

I, Doug Miller, Chair, do hereby certify that the foregoing is a correct copy of Silver Lake Land Trust's Bylaws adopted as set forth above.

Chair