

# **NIANTIC RIVER BOARD DEVELOPMENT MEETING**

**Date:** April 13<sup>th</sup>, 2010

**Time:** 3:00-4:00 pm

**Place:** Waterford Town Hall

## **Attendance:**

**Present:** Sarah Lamagna, Scott Gravatt, Eric Thomas, Judith Rondeau, Marcia Benvenuti, Joe Mingo, Bob DeSanto, Fred Grimsey, John Jasper, Dave Lersch

**Absent:**

**Regrets:**

### **1. Announcement from Sarah**

- i. Sarah announces that she is leaving the Eastern CT Conservation District and will be stepping down as the Niantic River Watershed Coordinator. She has had a pleasure coordinating these groups and wish them all the best in the future.
- ii. ECCD has already hired a new Natural Resource Specialist (and therefore the new Niantic River Coordinator): Judy Rondeau. She will send everyone an email when she is set up with an email account. All correspondence will go through her after Friday, April 15<sup>th</sup>.

### **2. Pros and Cons of Different Types of Organizations**

- i. Sarah made a chart (used from the outline that Mark Branse had given us) describing the pros and cons of different types of organizations that group could become (Attachment A). This is for the group to look over and use for future reference.

### **3. Development of Mission Statement**

- i. Bob DeSanto did a bunch of work developing a Mission Statement:

To restore and preserve the Niantic River Watershed through inter-municipal cooperation and the sound development of land use practices that mitigate pollution of the watershed that support all uses, including shell fishing, fishing, swimming, habitat and drinking water supplies.

- ii. Some suggestions were made about the mission statement, but ultimately everyone pretty much likes it.
- iii. There are still some concerns with getting the 2 upper towns involved with this process but we must keep them involved.

#### **4. Long Island Sound Futures Fund grant application**

- i. As discussed at previous meetings, the Niantic River Watershed Advisory Committee will be teaming up with Save the River-Save the Hills to apply for a grant through the Long Island Sound Futures Fund. We'll be submitting a grant to become an official organization and to cover lawyer's fees, etc. Fred and Sarah will be doing the application. Even though Sarah will be leaving ECCD and will no longer be the Niantic River Coordinator, she will help out Fred as much as possible until the deadline on May 7<sup>th</sup>, 2010.
  - i. This group suggested we look at some pilot projects for stormwater utility and maybe work with groups like this to, eventually, have some regulatory power.
  - ii. Some people think that becoming a regulatory organization too soon would be bad and we have to stay on the town's good side.

#### **5. Logos/By Laws**

- i. Bob DeSanto also did a lot of work developing logos and by-laws. These can be seen in Attachment B and C, respectively.

#### **6. Website**

The domain for the Niantic River Watershed website was renewed since it was expiring at the end of the April 2010. Also, the webhost was switched to incorporate a new tool called WordPress. This tool allows the website information (not the aesthetic look of the website) to be altered from anywhere that has an internet connection; however, you have to be added as an administrator to make any changes. For now, the only administrator is the Niantic River Coordinator. This tool was put on the website so that in the future, when there is a Niantic River Watershed Committee legally set up, alterations can be easily implemented to the website by the selected board members. A manual for WordPress has been developed by the Niantic River Coordinator that can be distributed to the board as needed. Tutorials on how to use Word Press are online at <http://geekdesigngirl.com/tutorials/>.

The new website layout has been completely redesigned to make a more current, "eye-pleasing, and user-friendly site and to make maneuvering around the site much easier. A photo slideshow has been put up on the homepage so people can see what the Niantic River and Niantic Bay looks like to connect them to the watershed. The new headings and subheadings make the information on the website easier to peruse and navigate.

The former site was very basic and included headings such as Home, The Watershed, What Can You Do?, News & Events, and Contacts without any subheadings (making it much harder to navigate the site). The new site has headings and subheadings as follows:

- I: Home**
- II: About**
  - i The Watershed
  - ii NRWAC
  - iii Niantic River Coordinator
  - iv Meetings
- III: News**
  - i Current News
  - ii Archives
- IV: Our Services**
  - i Education
  - ii Monitoring
  - iii Outreach
- V: Contact Us**
  - i Partners
- VI: FAQ**
- VII: What Can You Do?**
  - i Our Impacts
  - ii The Solutions

The website also includes widgets (a small, portable application or piece of dynamic content that can easily be placed into a Web page or an embedded browser within a rich client). These widgets can be found on the right hand side of the website and displays a banner stating (Be a NIMBY for the Niantic) and the current news stories that have been published.

The Coordinator has been updating the site with agendas, minutes, presentations, and local news stories about the Niantic River and the Niantic River Watershed Advisory Committee throughout the year. More photos and information has been put up on the website so give people an idea about what the NRWAC does and where they want to go in the future.

Also, Google Analytics has been added to the page (through html code) which shows the administrator not only who has visited the website but what pages they looked at and how they got to the homepage. This is important to look at closely so that we can see what search engines people use to get to our site and where, in the future, we can advertise.

Attachment D shows what the previous website looked like while Attachment E shows the additions made to the current website. To see the updated website at its fullest, please visit [www.nianticriverwatershed.org](http://www.nianticriverwatershed.org).

7. Next meeting, **May 11<sup>th</sup>, 2010**

## Pros and Cons of Different Types of Organizations possible for the Niantic River Watershed Group

Type	Qualify as 501(c)(3)?	Receive gov't grants?	Own easments or property?	Receive private contributions?	Donations tax-deductible?	File tax returns?	Board of Directors?	Recruit members?	Record Keeping Req.?	Ability to Intervene?
Unincorporated Association										
Limited liability Company (LLC)	X	X <sup>3</sup>	X	X <sup>3</sup>	X	X				
Corporations										
Member non-stock Corporation	X	X	X <sup>12</sup>	X	X	X	X	X	X	
Non-member non-stock Corporation	X	X	X <sup>12</sup>	X	X	X	X		X	
Inter-municipal Agencies										
Municipal District							X <sup>4</sup>		X <sup>5</sup>	
Intermunicipal District									X <sup>5</sup>	
Regional Council							X <sup>6</sup>		X <sup>5</sup>	

<sup>1</sup> If no land trust in town then the corporation would be able to qualify as a "regional land trust."

<sup>2</sup> IRS requires enough money on hand to defend easements (\$\$\$\$) if received and if they are violated.

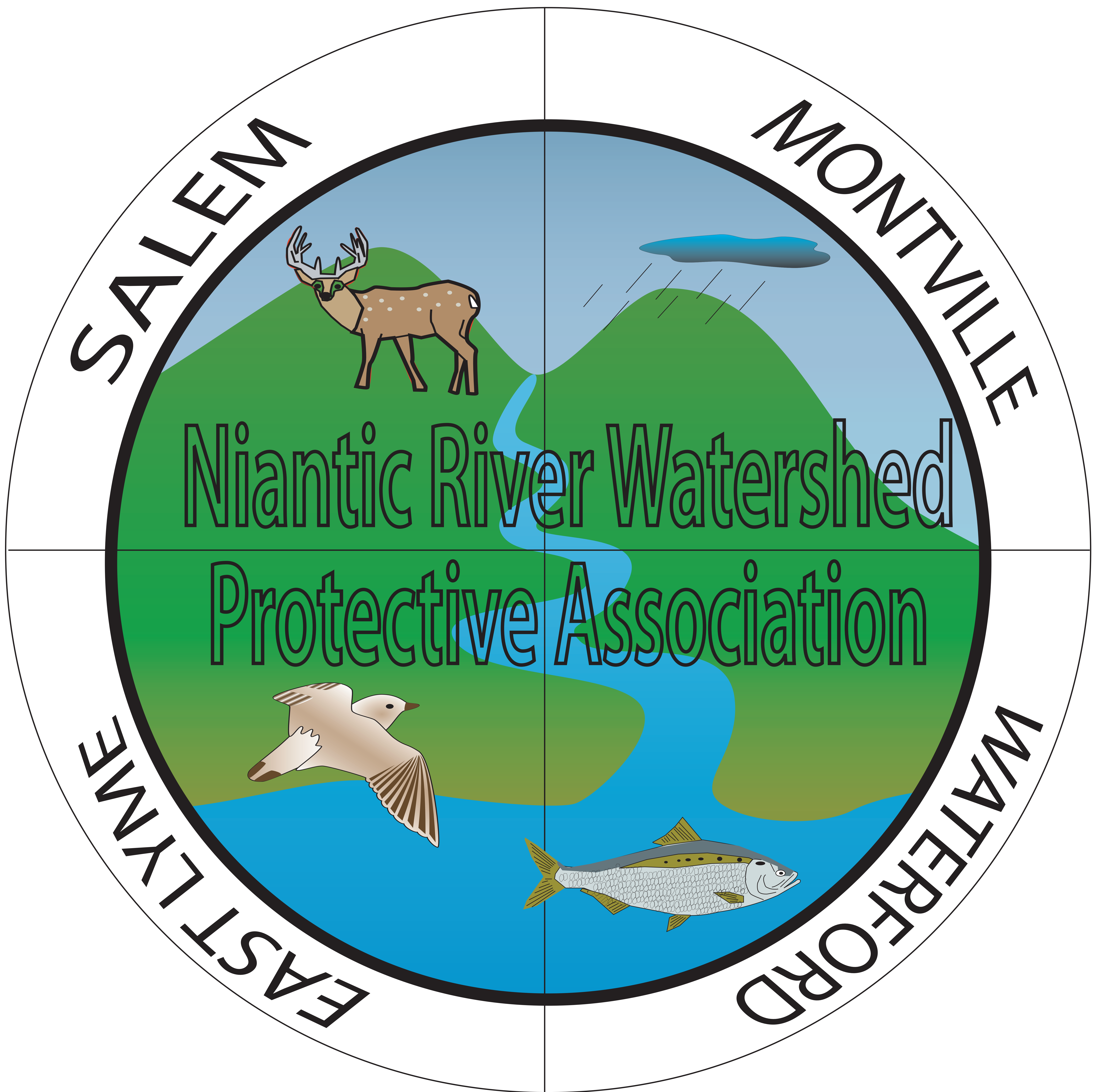
<sup>3</sup> Any profit made by the LLC cannot be distributed to its membership and must be used for the tax exempt purpose of the LLC.

<sup>4</sup> Board consists of two appointed members from each of the participating municipalities.

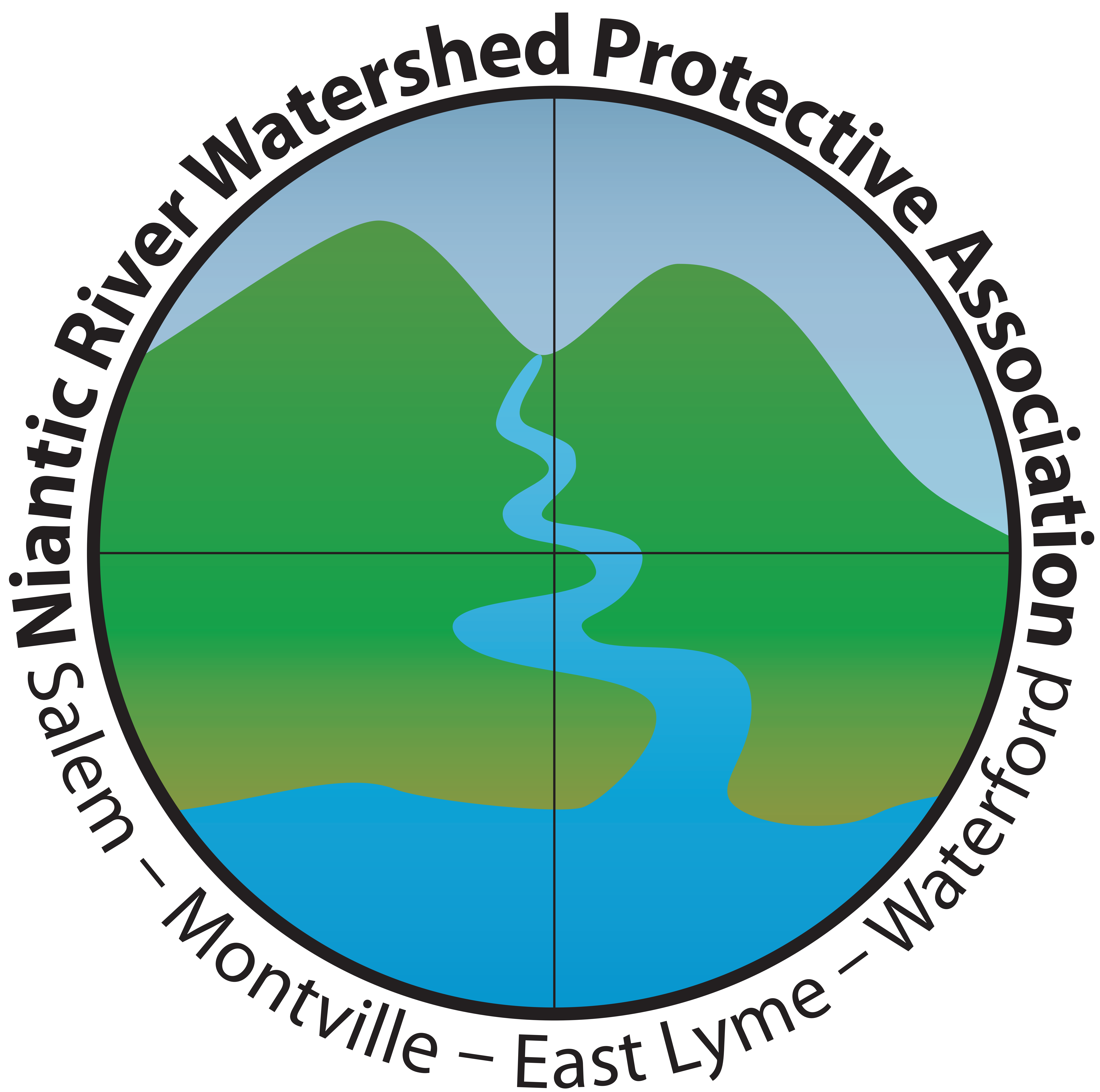
<sup>5</sup> As a public agency, you would be subject to Freedom of Information Act (maintaining records and files in a public location with reasonable access and ability to copy records).

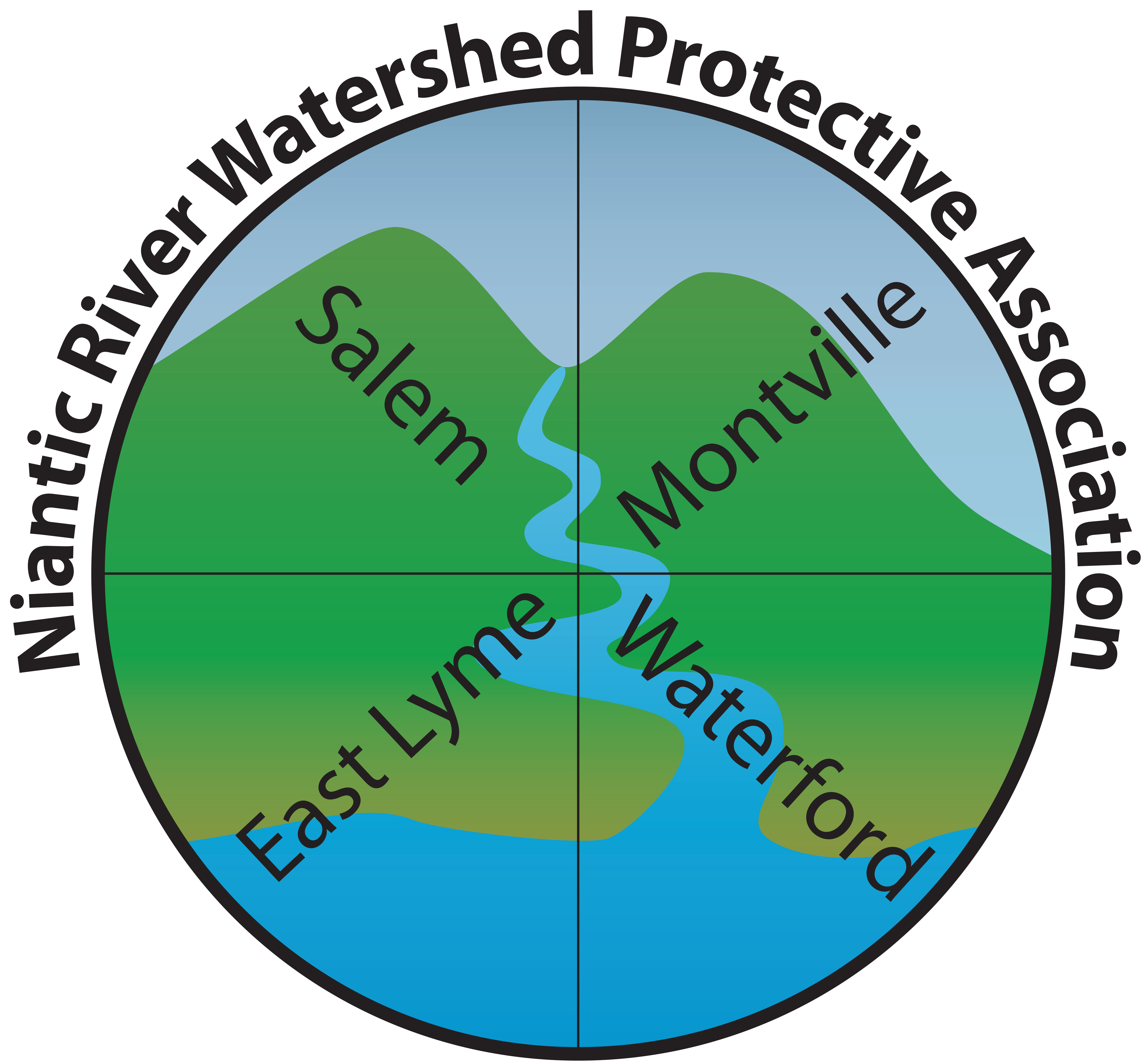
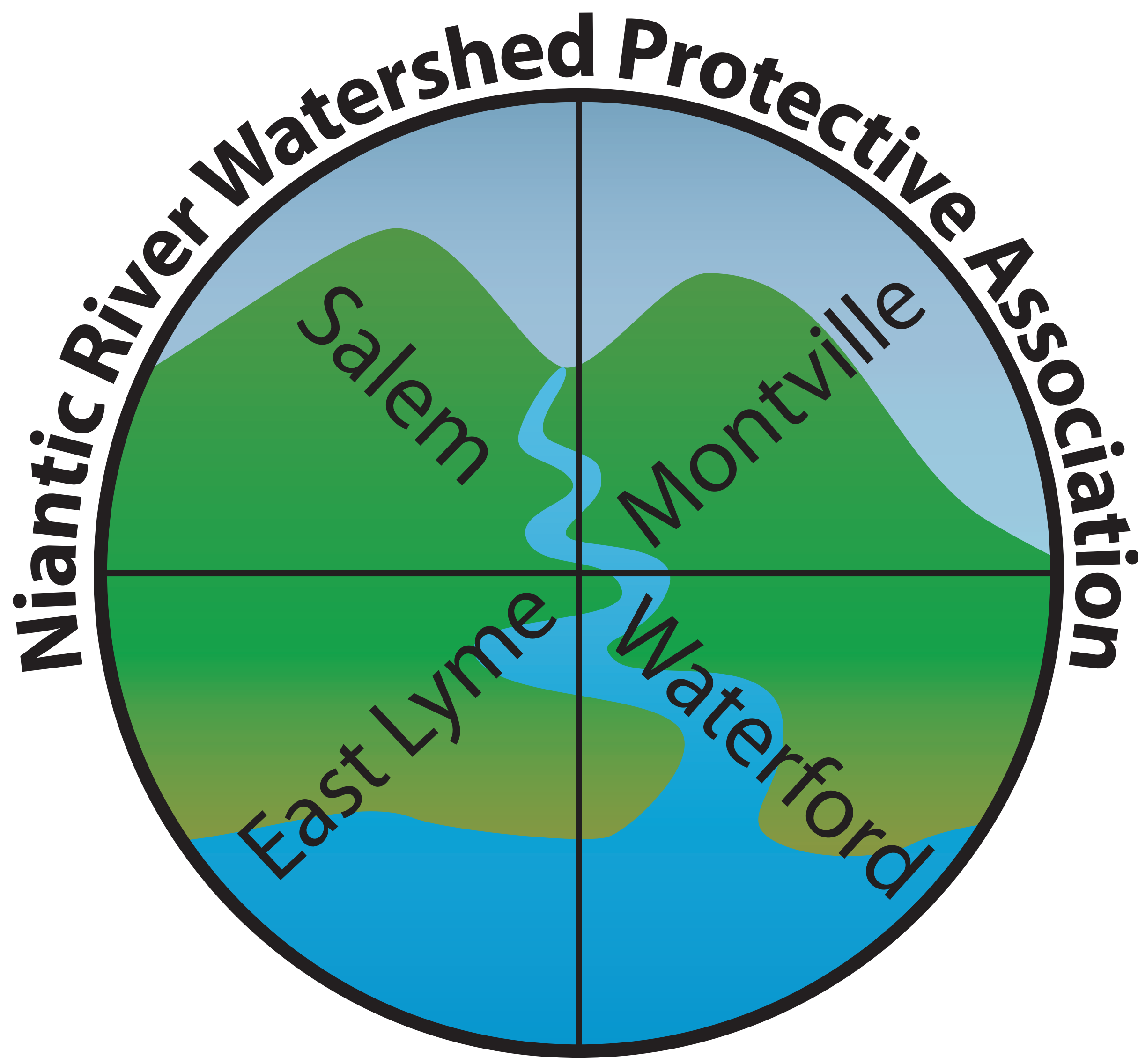
<sup>6</sup> A representative from each municipality (usually the Chief Elected Executive) sits on the Board.

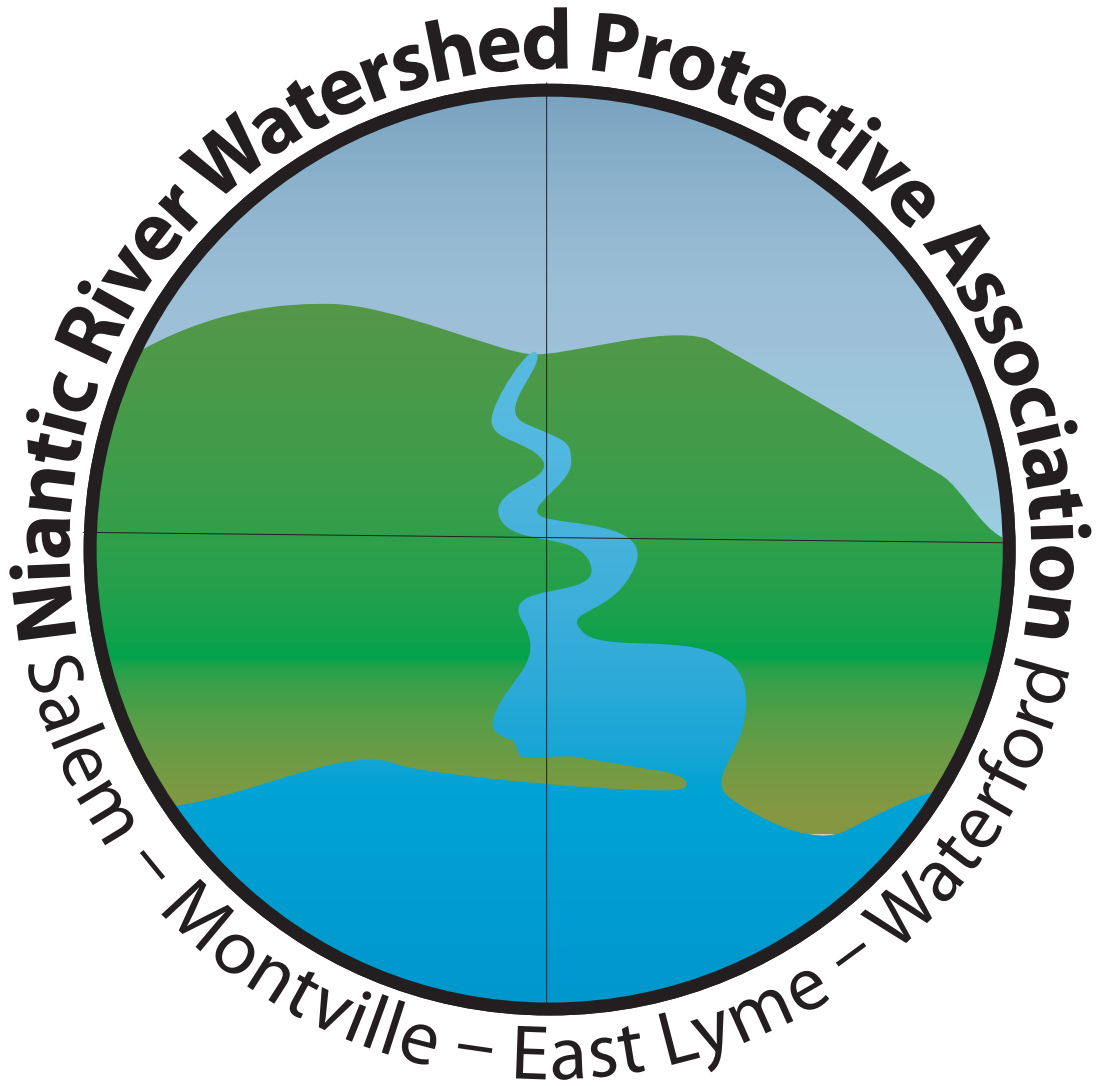














Robert S, De Santo, Ph.D.  
16 B Center Street  
Waterford, Connecticut, 06385-1800

Thursday, April 11, 2010

**2010 DRAFT BY-LAWS**  
of the  
Niantic River Watershed Protective Association, INC.

**Mission Statement**

To restore and preserve the Niantic River Watershed through inter-municipal cooperation and the sound development of land use practices that mitigate pollution of the watershed and that support thereof all uses including: shell fishing, fishing, swimming, habitats, and drinking water supplies.

**Article I**  
**Membership**

The Corporation will have no members. The Corporation shall operate under the management of its Board of Directors.

**Article II**  
**Nomination Committee**

**A. Composition.**

The Board of Directors shall be the Nominating Committee.

**B. Duties.**

The Nominating Committee shall offer the names of the Directors to be elected or to fill vacancies at the annual or any special meeting of the Board of Directors. All nominees offered by the Nominating Committee shall be selected with a view to carrying out and accomplishing the purposes stated in Section A of Article III pertaining to qualification of Directors.

**Article III**  
**Directors**

**A. Number and Qualifications of the Board of Directors.** The Board shall consist of not less than nine (9) and not more than twelve (12) members who shall be residents of East Lyme, Montville, Salem, and Waterford. Such number may be increased or decreased by amendment to these By-Laws. Members of the Board shall be appointed by their respective towns' Chief Executive Officer on the basis of knowledge of the educational, cultural, civic, moral, public, and other needs for the protection of the watershed to be

served and on the basis of activity in or representation of public institutions or organizations in the area which are concerned with needs and natural resources of the watershed. Therefore, each of the four communities that comprise the watershed may appoint not more than four (4) Board Members. The purpose of this provision is to make the Board of Directors generally representative of the public interests in these needs in the watershed to be served. Members of the Board shall serve without compensation except for reasonable expenses incurred for this Corporation.

**B. Termination.**

Members of the Board who upon the vote of the Board and as a result of change of residence, office, or employment, cease to be qualified, shall cease to be members of the Board of Directors. Failure to attend three (3) consecutive Regular meetings of the Board without excuse acceptable to the Board shall operate as a tender of resignation. Vacancies by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by majority vote of the Directors then serving, although less than a quorum of all Members. A vacancy may only be filled by a person who possesses the qualifications referred to in Section A of this Article III. Such person shall remain a member of the Board until the annual meeting of the Board immediately preceding the expiration of his or her unexpired term and until his or her successor is elected and qualified.

**C. Term of Office.**

The term of office of a Director shall be four (4) years except that initially approximately one-third of the Directors shall be elected for a term of one year, approximately one-third shall be elected for a term of two years, and approximately one-third shall be elected for a term of three years.

**D. Powers and Duties of the Board of Directors.**

- 1.** Except as otherwise provided in the Articles of Incorporation or in these By-Laws, State statutes, common law, court decisions, or otherwise, the authority, acts and power of the corporation shall be exercised, performed or controlled by the Board.
- 2.** The Board shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board to carry out the aims and purposes of this Corporation, and, to this end, to manage and control all of its property or assets. Each member of the Board shall serve in a fiduciary capacity.
- 3.** The Board is hereby committed to exercise, in the best interests of the Corporation, the powers described in Treasury Regulation 1.170A-9(e)(ii)(v)(B), (C), and (D).
- 4.** The Board is hereby committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian or agent administers such funds of this Corporation in accordance with the provisions of Treasury Regulation 1.170A-9(e)(1)(v)(F).

**5.** The Board may, from time to time, appoint as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes.

**6.** The Board is authorized to engage such persons, including an executive officer and assistants, attorneys, trustees and agents, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

**7.** The Board shall have the power to replace any participating trustee, custodian or agent for breach of fiduciary duty under State law. If it appears that there may be grounds for exercising this power with respect to any fund, the Board shall notify the trustee, custodian or agent involved and provide a reasonable opportunity for explanation and, if it so determines, for correction. The Board shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board. Before it exercises this power, the Board may seek advice of legal counsel as to whether a breach has been committed under State Law.

**8.** The Board shall have the power to replace any participating trustee, custodian or agent for failure to produce a reasonable return of net income or appreciation (where not inconsistent with the corporation's need for current income), with due regard to the safety of principal, over such reasonable period of time as is determined by the Board. In exercising this power, the determination with respect to a reasonable return of net income or appreciation shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to unrestricted funds of the corporation. As used herein, the term "restricted fund" means a fund, the income of which has been designated by the donor of the gift or bequest as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number. If it appears that there may be grounds for exercising this power with respect to any fund, the Board shall notify the trustee, custodian or agent involved, and provide a reasonable opportunity for explanation and, if it shall so determine, for correction. The Board of Directors shall exercise this power of replacement at a meeting upon the affirmative vote of a majority of the members of the Board.

#### **E. Meetings.**

**1.** An annual meeting of the Board for the election of Directors, officers and the Executive Committee and the transaction of such business as may properly come before the meeting shall be held in November each year at such time and place as the Board may determine. The Board shall hold such regular meetings at such time and place as may be fixed by the President. Special meetings of the Board may be called by the President and shall be called by him or her upon the request of any two Directors. A majority of the members of the Board in office and present shall constitute a quorum



**2.** Notice of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days before the meeting to the usual business or residence address of each Director but such notice may be waived by any Director. At any meeting for which notice has been given, any business may be transacted. Presence at any meeting shall constitute a waiver of notice for that meeting.

**3.** Except as otherwise specifically provided in these By-Laws or as is required by law, action approved by the affirmative vote of a majority vote of the Directors present at a meeting shall be the action of the Board of Directors. Approval of grants shall require the vote of a majority of all Directors.

**4.** Meetings of Directors may be held through any communications equipment if all persons participating can hear each other and such participation in a meeting shall constitute presence at such meeting.

**5.** Any action that may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken, is signed by all of the persons who would be entitled to vote upon such action at a meeting.

#### **F. Miscellaneous.**

**1.** An Audit Committee, consisting of at least two (2) members of the Board, shall be appointed annually to review the corporation's financial records, transactions, and cash balances following each year end. The Audit Committee shall submit a report of its findings and recommendations to the Board not later than March 15 following the end of the calendar year. An independent auditor may be appointed by the Board and if so appointed, shall at such time as the Board may determine, prepare for the Corporation a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board. The Treasurer shall prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. If auditors are appointed, their charges and expenses shall be proper expenses. Copies of all audits, statements, reports, and data delivered by the auditor to the Board shall be made available or furnished to each trustee, custodian or agent having custody of funds of the Corporation.

**2.** The Board shall at least annually make such distribution of a written report of its financial condition, activities, and distributions to representative persons and organizations in the area to be served (including to at least one newspaper generally circulated in that area if the Board does not maintain an internet web site as an element defined in F. 3, below) as will, in the opinion of the Board, reasonably inform the interested public of the operations of the Corporation.

**3.** The Board shall take other appropriate actions to make the Corporation and its purposes known to the people of the area to be served and in that connection seek gifts to the Corporation from a wide segment of the population of that area.

**4.** To the extent permitted by the law of the State of Connecticut, neither the Board nor any of its members individually, shall be liable for the negligent acts or omissions of an employee, agent, or representative selected with reasonable care, nor for anything the Board may do or refrain from doing in good faith, including the following: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.

#### **Article IV Officers**

**A.** The officers of this Corporation shall be a President, who shall be a Director and who shall also be the Chairman of the Board, a Vice President, a Secretary, and a Treasurer. The Directors may also elect additional Vice Presidents, an Assistant Treasurer, and such additional officers as they deem desirable. Said officers shall be chosen by the Board and the Board may choose one person to hold two offices, except the offices of President and Vice President or President and Secretary. Officers shall hold office until the date fixed pursuant to these By-Laws for the annual meeting of the Board next following the election of such officers, and until their successors are elected and qualified.

**B.** The officers of this Corporation shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required by them by the Board or the President.

#### **Article V Committees**

**A.** Executive Committee. The Board may create an Executive Committee of five (5) to seven (7) Directors, the members of which shall be elected by the Board from a slate presented by the Nominating Committee to serve for terms of three years. The Board shall initially appoint one to three members for one year each, one to three members for two years each, and one to three members for three years each. Members of the Executive Committee, all of whom shall be members of the Board, shall be elected on the basis of criteria that will insure that said Committee is representative of the public interest in the charitable needs of the area to be served. Except for the power to fill vacancies in the Nominating Committee or the Board of Directors and as may otherwise be provided herein or by the Board, such Committee shall, during the intervals between the meetings of the Board, possess and may exercise all of the powers of the Board in the management of the affairs of the Corporation, including the responsibility and power to determine the distribution of property of the Corporation as provided in Article VII of these By-Laws (subject to the provisions of the Articles of Incorporation and these By-Laws), authority over the investment policies with respect to the property of the Corporation, whether held directly or through trustees, custodians or agents, and such other duties and authority as may be delegated to it by the Board. A majority of the members of the Executive

Committee present at any meeting shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights or third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board, and the Board may appoint one or more Directors as alternate members of the Executive Committee who may take the place of any absent member or members at any meeting.

**B. Other Board Committees.** The Board may provide for such other standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall consist of one (1) or more Directors elected by the Board, and shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board. Vacancies in such other committees shall be filled by the Board.

**C. Advisory and Other Committees.** The Board may provide for such other committees, consisting in whole or in part of non-Directors, as it deems desirable, and discontinue the same at its pleasure. Each such committee shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to and the filing of vacancies on such other committees shall be made by the President unless the Board otherwise provides. Any action by each such committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in any such committees shall be filled for the unexpired term by the Board, and the Board may appoint one or more persons as alternate members of any such committees who may take the place of any absent member at any meeting. -

## **Article VI**

### **Gifts to the Corporation**

**A.** Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation, whether or not a trustee, custodian, or agent is designated to receive the property contributed. Gifts shall vest in the Corporation upon receipt and acceptance by it (whether signified by a corporation officer, employee, or agent).

**B.** A donor may designate one or more trustees, custodians, or agents to have custody of and administer the investment of a gift, and, if more than one, the portions of the gift to be held and administered as to investment by each. All gifts shall be subject to the powers of removal vested in the Board and contained in Section (D)(7) of Article III. In case of failure of a donor to designate a trustee, custodian, or agent of such portions, or failure of a designated trustee, custodian, or agent to accept custody of a gift, the Board may in each case so far as necessary designate one or more of the trustees, custodians, or agents to have custody of and administer the investment of the gift, and if more than one, the portions to be so held and administered by each. The Corporation may enter into



agreements with trustees, custodians, or agents having custody of funds of the Corporation, specifying additional terms of such custody.

**C.** Each donor by making a gift to the Corporation accepts and agrees to all the terms of the Articles of Incorporation and these By-Laws, and provides that the fund so created shall be subject to the provisions for presumption of donor's intent, for modification or restrictions or conditions, and for amendments and termination, and to all other terms of the Articles of Incorporation and By-Laws of the Corporation and any trust, custodian, or agency agreement between the Corporation and trustees, custodians, or agents having custody of the funds of the Corporation each as from time to time amended.

**D.** If a gift is made to a trustee in trust to make income or other payments to the Corporation, followed by payments to any individuals or for non-charitable purposes, it shall not be treated as a component but rather only the payments to the Corporation shall be regarded as Corporation funds, subject to its Articles of Incorporation and these By-Laws, and then only when the Corporation becomes entitled to their use. If a gift is made to a trustee in trust to make income other payments for a period of a life or lives or term of years, to any individuals or for non-charitable purposes, followed by payments to the Corporation, it shall be treated similarly until all such non-charitable interests expire and the fund becomes a component fund of the Corporation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further the Corporation's interests in any such funds, whether components or non-components, or protect its right to receive payments from such funds.

**E. Any** donor may, with respect to a gift made by such donor to the Corporation and within such limits of policy as the Corporation from time to time may declare in writing, give directions in the instrument of gift or transfer as to (i) field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income, and (iii) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift.

**F.** No gift shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, or in order to prevent tax disqualification, or it is required by law. In the absence of contrary instructions from its donors, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment or by co-mingling the fund with others but referring in the Corporation's literature and other commemorative communications to the amount of the gift at the time it was received by the Corporation.

**G.** Each fund of the Corporation shall be presumed to be intended (i) to be used only for charitable purposes, (ii) to be productive of a reasonable return of net income over a reasonable period of time which (except during the period referred to in Section D of this Article VI) is to be distributed at least annually or if accumulated is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or

purposes, and (iii) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or his or her estate and not to disqualify the corporation from exemption from federal income tax as a qualified charitable organization described in sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986 and ~11211 not be otherwise applied. A donor may not impose any material restriction or condition that prevents the community foundation from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its charitable purposes. If a direction by the donor, however expressed, would, if followed, result in use contrary to the interest so presumed, or if the Board is advised by counsel that there is substantial risk of such result, the direction shall not be followed, but shall be varied by the Board so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses. For purposes of these By-Laws, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for which are deductible under Section 170(c)(1) and 170(c)(2)(B) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Code.

**H.** Notwithstanding any provision in these By-Laws or in any instrument of transfer creating or adding to a fund of this Corporation, and in accordance with the Articles of Incorporation of this Corporation, the Board shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board (without the necessity of the approval of any participating trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the area to be served. The Board shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board.

**I.** In pursuance of the Corporation's charitable objectives, the Board shall have the authority to cause to be formed or enter in relationships with other organizations describing in section 501(c)(3) of the Internal Revenue Code, including organizations operated for the benefit of and to carry out the purposes of this Corporation, in which case the Corporation may exercise such supervision and control over any organization as is necessary to qualify it as an organization described in section 509(a)(3) and the regulations thereunder.

## **Article VII**

### **Distributions and Disbursements**

**A.** The Board, not less frequently than yearly, shall (i) determine all distributions to be made from net income and principal of this Corporation (including funds held by trustees, custodians, or agents of the Corporation) pursuant to provisions of the Articles

of Incorporation, these By-Laws, and at the donors' directions if and to the extent applicable as provided herein, and make, or authorize and direct the respective trustees, custodians or agents having custody of funds of this Corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (ii) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective trustees, custodians or agents having custody of funds of this Corporation as to payment thereof and funds to be charged.

**B.** Determinations may be made to distribute capital from funds given without directions as to principal or income as well as pursuant to directions expressly permitting use of principal, but the Board shall inform the trustee, custodian or agent having custody of the funds of this Corporation as far in advance as the Board deems practicable so as to permit the trustee, custodian or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian or agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions so far as it deems practicable accordingly.

**C.** The Board shall gather and analyze facts and conduct investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs of the area to be served through application of funds for charitable purposes, and may direct disbursements for such facts gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid so far as possible, and any balance out of income of the funds of the Corporation or such of its principal as is not specifically restricted against such use.

**D.** The Board may, in furtherance of the Corporation's purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified organizations to carry out such purposes.

## **Article VIII**

### **Indemnification and Insurance**

#### **A. Authorization.**

1. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorney fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, - suit or



proceeding by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, than, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided under the statutes or precedent of the state of organization of this Corporation whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in such statutes and precedent and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

2. The indemnification provided by this Paragraph A shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Articles or any Agreement, vote of members of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**B. Insurance,** The Corporation, to the extent permitted by pertinent state statutes, may purchase and maintain insurance on behalf of any person who is or was such a Director, officer, employee or agent of the Corporation, or is or was service at the request of the Corporation as such a Director, officer, employee or designated agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

## **Article IX**

### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board.

## **Article X**

### **Corporate Seal**

The Board may provide a seal for the Corporation, which shall be in the charge of the Secretary or such other officer as the Board may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

**Article XI**  
**Fiscal Year**

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December, or such other period as may be designated by the Board.

**Article XII**  
**Amendments**

These By-Laws may be amended or repealed by a majority vote of the members of the Board.

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[Guided Summary of the Niantic River Watershed Protection Plan](#)

And

[Comments received on draft Summary](#)

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## Niantic River Watershed


### Latimer, Oil Mill and Stony Brooks

#### What is the Niantic River Watershed?

A watershed consists of all land that drains to a waterbody, in this case, it is the Niantic River. Local water features such as Fairy Lake, Horse Pond, Barnes Reservoir, Bogue Brook Reservoir, Lake Konomac, Darrow Pond, Latimer Brook, Oil Mill Brook and Stony Brook, as well as the Niantic River itself, are all part of what we call the Niantic River Watershed. The watershed covers 31.3 square miles, or approximately 20,000 acres and includes areas from the four towns of East Lyme, Waterford, Salem and Montville.

#### What is the Problem?

The Niantic River is currently not meeting the Department of Environmental Protection's water quality standards. It is not supporting aquatic life known to inhabit the estuary in the past. Symptoms of this condition include, algal blooms, seasonal variations in eelgrass populations, loss of scallop populations and



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 Clean Water Starts at Home

### Be a NIMBY for the NIAN TIC

Being called a NIMBY is not usually a good thing because it stands for Not in My Back Yard. This phrase is often used for folks that seem concerned about something only when it is near their property. But in this case we want you to be a NIMBY and remember the Niantic In My Back Yard

If you live in the Niantic Watershed, which includes parts of East Lyme, Waterford, Salem and Montville, then drainage from your site ends up in local streams such as Latimer's Brook, Stony Brook, and Oil Mill Brook. These all drain to the Niantic River, then Long Island Sound.

This means we are responsible for what happens in our local streams and rivers and the sound. It also means we can all do our part in helping the Niantic River and all its ponds, steams, brooks and wetlands.

### Need some ideas?

Click on the tab to the left

Clean Water Starts at Home

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Clean Water Starts at Home

## Clean Water Starts at Home


### Need some ideas?

- **Native Plantings**-Native plantings are best suited for our local environments, typically requiring less care, chemicals and water. They also provide important habitat resources for native wildlife.



<http://www.americanmeadows.com/images/Product/med/>

- **Rain Barrels**-Capturing your rainwater with a rain barrel is just plain good sense. It saves water and reduces thermal water pollution.



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# Niantic River Watershed

Toll Free 860-887-4163 ext. 401

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### Welcome to Niantic River Watershed

Welcome to the new Niantic River Watershed homepage! The Niantic River Watershed website offers updates on the progress of the implementation of the Niantic River Watershed Management Plan, ideas on what landowners can do on their own property to

**Be a NIMBY for the Niantic**

We want you to be a NIMBY for the Niantic River: Niantic In My Back Yard. If



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## The Watershed



Courtesy of ECCD

### What is the Niantic River Watershed?

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The cause of this impairment to aquatic life is not completely understood; however, there is a building body of scientific evidence that states that the river is overloaded with nutrients, primarily nitrogen. Nitrogen enriches the brackish Niantic River water, like fertilizer on a lawn, increasing

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