

Part II Organizational Structure

1. re: Are you a **corporation**?

Articles of Incorporation of the Friends of Riverside Park Conservancy, Inc.

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Connecticut, do hereby certify:

First: The name of the Corporation shall be the Friends of Riverside Park Conservancy, Inc. (herein referred to as “FORPC”)

Second: The principal office of the Corporation is to be located in the City of New London, New London County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Ronna K. Stuller, 19 Evergreen Avenue, New London, CT 06320

Kathleen M. Mitchell, 107 Pequot Avenue, New London, CT 06320

Catherine M. Strother, 19 Bolles Avenue, New London, CT 06320

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of November 23, 2011.

Ronna K. Stuller 11/23/11

Ronna K. Stuller

Date

Kathleen Mitchell 11/23/11

Kathleen M. Mitchell

Date

Catherine M. Strother 11/23/11

Catherine M. Strother

Date

Part II Organizational Structure

1. re: Are you a **corporation**?

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

JANUARY 4, 2012

KATHLEEN MITCHELL
107 PEQUOT AVE
NEW LONDON, CT 06320

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

THE FRIENDS OF RIVERSIDE PARK CONSERVANCY, INC.

Work Order Number: 2012001656-001
Business Filing Number: 0004495639
Type of Request: CERTIFICATE OF INCORPORATION
File Date/Time: DEC 23 2011 08:30 AM
Effective Date/Time:
Work Order Payment Received: 100.00
Payment Received: 50.00
Credit on Account: 50.00
Customer Id: 001988236
Business Id: 1057290

ATIYA LANZA
Commercial Recording Division
860-509-6022
WWW.CONCORD.SOTS.CT.GOV

Business Inquiry DetailsBusiness Name: **THE FRIENDS OF RIVERSIDE
PARK CONSERVANCY, INC.**Business Id: **1057290**Business Address: **107 PEQUOT AVENUE, NEW
LONDON, CT, 06320**Mailing Address: **PO BOX 1082, NEW LONDON, CT,
06320-1082**Citizenship/State Inc: **Domestic/CT**

Last Report Year:

Business Type: **Non-Stock**Business Status: **Active**Date Inc/Register: **Dec 23, 2011****Principals****Name/Title:****Business Address:****Residence Address:**KATHLEEN MITCHELL
CHAIR

NONE

107 PEQUOT AVENUE, NEW LONDON, CT, 06320

CATHERINE
STROTHER
SECRETARY8 PLAZA COURT, GROTON, CT,
06320

19 BOLLES AVENUE, NEW LONDON, CT, 06320

RONNA STULLER
TREASURER

NONE

19 EVERGREEN AVENUE, NEW LONDON, CT, 06320

IMPORTANT: There are more principals for this business that are not shown here.**Business Summary**Agent Name: **KATHLEEN M. MITCHELL**Agent Business
Address: **NONE**Agent Residence
Address: **107 PEQUOT AVE, NEW LONDON, CT, 06320**[View Filing History](#)[View Name History](#)[View Shares](#)[Back](#)

Filing History**Business Id****Business Name**

1057290

THE FRIENDS OF RIVERSIDE PARK CONSERVANCY, INC.

Filing Number	Filing Date/Time	Effective Date/Time	Filing Type	Volume Type	Volume	Start Page	Pages #
0004495639	Dec 23, 2011 8:30:00 AM		INCORPORATION	B	01590	1535	2
0004536607	Feb 27, 2012 8:30:00 AM	Feb 27, 2012 8:30:00 AM	ORG REPORT	B	01613	2640	2

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Part II Organizational Structure

5. re: Have you adopted **bylaws**?

BY-LAWS OF THE FRIENDS OF RIVERSIDE PARK CONSERVANCY, INC.

Adopted November 23, 2011

Article 1 Name

Section 1.1 Name

The name of the organization shall be The Friends of Riverside Park Conservancy, Inc (“FORPC”).

Article 2 Statement of Purpose

Section 2.1 Purpose

FORPC is organized, and shall be operated, exclusively for educational, scientific and charitable purposes as may qualify it for tax exempt status under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United State Law). The purpose of The Friends of Riverside Park Conservancy, Inc. is to restore, manage and enhance Riverside Park, in partnership with the public and local government, for the enjoyment of present and future generations, and to improve the quality of open space for all New Londoners.

Article 3 Membership and Non-voting Membership

Section 3.1 Membership

FORPC shall have no voting members other than the Board of Directors

Section 3.2 Non-voting Membership

Non-voting membership shall be open to any individual, group, organization, or affiliate that endorses the Statement of Purpose of FORPC. Associated dues with non-voting memberships are to be set by the Board of Directors annually.

Article 4 Board of Directors

Section 4.1 Structure

The Board of Directors shall serve without pay and consist of a minimum of three members, and no more than 7 members.

Section 4.2 Terms

Board members shall serve three year terms. Vacancies shall be filled by the Board. Elected officers will serve a term of two years.

Section 4.3 Removal

Board members with three unexcused absences shall be dismissed from the Board.

Section 4.4 Officers

The officers of the Board shall consist of a Chair, Secretary, and Treasurer, nominated by the Board.

(a) The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office.

(b) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, send out copies of minutes to all, and shall assume the duties of the Chair in case of the Chair’s absence.

(c) The Treasurer shall keep record of the organization’s budget and prepare financial reports as needed.

Article 5 Committees

Section 5.1 Executive Committee

The Executive Committee shall consist of the Chair, the Secretary, the Treasurer. Action taken at any meeting of the Executive Committee will be reported no later than the next scheduled meeting of the Board of Directors. The Executive Committee shall have and may exercise when the Board of Directors is not in session all the powers of the Board that may be lawfully delegated, provided that the Committee shall not make final determinations of policy.

Section 5.2 Standing Committees.

Standing committees are to be established by the Board of Directors. The chair and the members of each standing committee shall be appointed by the Chair of the Board of Directors. The responsibilities of each standing committee shall be set forth in a committee charter which shall be reviewed annually, and as needed, by the Board, and revised, as appropriate.

The Board may establish, by resolution, such other committees, sub-committees, and advisory councils as it deems appropriate.

Article 6 Meetings

Section 6.1 Regular meetings.

Regular meetings shall be held monthly.

Section 6.2 Special meetings.

Special meetings may be held at any time when called for by the Chair, or a majority of Board members. Agendas shall be provided at least five days in advance.

Article 7 Voting

Section 7.1 Quorum

A majority of board members constitutes a quorum and must be present for a vote to take place. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 7.2 Motion

Passage of a motion requires a simple majority of the quorum present.

Article 8 Conflict of Interest

Section 8.1 Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Article 9 Fiscal Policies

Section 9.1 Fiscal Year

The fiscal year of the board shall be January 1 through December 31.

Article 10 Amendments

Section 10.1 By-law amendments.

These by-laws may be amended by a majority vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.