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Announcement of Semi-annual Meeting

The April semi-annual meeting will be held at Woolman Hill on Sunday, April 23. The meeting itself will be held at 4:00, but everyone is invited to come by 2:00 to play volleyball and other games, take a walk in the woods, view the reconstructed tower at nuclear power plant site in Montague, or just generally get together and have fun with other members. After the meeting, there will be a potluck dinner for all those who wish to stay. We hope to see you all there.

Agenda of Meeting

- Report of the Board of Directors, followed by discussion
- Proposed By-law changes
- Selection of new Board Members to fill vacancies
- Committee Reports
- The Future of the VCLT: an open discussion on our direction and the implementation of our purposes

Synopsis of Board Activities

We started the six months period following the October meeting with nine Board members, a paid staff person, and no prospects of land or leasees. Since that time, the Board has shrunk to only five and we have decided against having a staff person due to both the state of our finances as well as other considerations. We still have no land or leaseholders, but have kept up a continually search for land with the help of the land search committee, and prospective leasees. The purchase of one parcel of land in Colrain, that is a one-half part of an undivided share has been approved. A buy-sell agreement has been signed by us, but it is not known at this point whether or not the sale will actually go through.

The membership has grown during this period, and even more people know of the existence of the VCLT. We are looking for new members, and urge all members to do likewise. We need the continual input of new energy, and the five dollar membership fee is invaluable to our financial situation.

This six months period has been a time of learning our capabilities, and of building the structures necessary to fulfill our purposes. Although we as of yet have no land, the mechanisms for putting people and land together have begun to be formed. We have created a new animal called the Valley Community Land Trust, and we all must learn its temperament and rhythms, giving it a saddle to ride and harnesses with which to steer. We are ready to begin liberating the land of Hampshire and Franklin Counties and make its use consistent with the needs of the human and ecological community, and available to more people.

Nominations for New Board Members

The following people have been nominated to fill uncompleted terms in the Board of Directors. The terms run until the dates indicated. Normally each term runs for three years, from October to October, with three board members selected each year. Supporting members are reminded to notify the membership committee, care of Betsy Corner (Whateley, Mass 01093) or Terisina Havens (Star Route Box 89A; Shutesbury, Mass 01072) if they would like to become active members and have the power of decision making on this and other issues.

Nancy Galland--October 1980	Andy Ferguson--October 1980
Betsy Corner--October 1979	Ed Bourgeois--October 1978

Nominations will be open from the floor at the meeting.

According to Wells Realty, over 38 million dollars of real estate changed hands. Land is life, not property to be bought and sold.

## TO BE VOTED ON AT THE APRIL MEETING

It has become clear to the board over the past six months that there are a number of changes urgently needed in our by-laws in order that we may function effectively. To amend the by-laws will require unanimous consent of the board and a three-quarters majority of the membership, consensus failing. If you have a copy ~~please bring it with you~~ of the by-laws, please bring it with you to the meeting. The following changes are presented now primarily to make it possible for us to fill vacancies on the Board.

What follows <sup>is</sup> (1) the existing by-law, (2) the proposed change, and (3) a short explanation of why the change is necessary.

### ARTICLE III Meetings of the Membership

#### A) Semi-annual meetings

end of the first paragraph—the by-law states the times and purposes of the two semi-annual meetings & states that members will be advised 15 days in advance. The last sentence states: "Notices shall include an agenda."

Proposed change: "Notices shall include an agenda and, in the case of elections to fill vacancies on the Board of Directors, a slate of nominees."

Why? The following changes will allow the board to fill vacancies when they occur. This change will insure that the nominating committee has thought of possible replacements and allowed the membership ample time to consider their suggestions and propose other names at the meeting.

#### F) Elections

1) All vacancies on the Board of Directors or Standing Committees will be filled at the October Semi-annual Meeting.

2) Election of members to vacancies or offices shall be determined by a majority of votes properly cast by active members present in person. (this is the entire Section F)

Proposed change: 1) Vacancies on the Board of Directors occurring between October semi-annual meetings may be filled at the April semi-annual meeting or at any special meeting of the membership provided that notice be given to all members of the Corporation as in Article III, Section A, above.

2) Vacancies on Standing Committees shall be filled by the Nominating Committee as in Article V, Section C, of these by-laws.

3) the same as F, 2, as exists now, e.g. "Election of members to vacancies or offices ...."

Why? 1) The existing #1 provides us no way of filling vacancies on the Board when they occur. We have lost four members and need to fill those spots before October. The proposed #1 allows the VCLT to do this providing the membership has a 15-day notice. (A ~~xxxxxx~~ "Special Meeting" ordinarily only requires a 5-day notice.)

2) Article V, Section C, provides the mechanism for filling vacancies on standing committees, e.g. the Nominating Committee can fill those vacancies any time. The ~~xx~~ existing #1 seems too restrictive in this respect.

3) This merely renumbers the existing paragraph 2.

ARTICLE V Committees

~~Article V The Nominating Committee shall consist of the Secretary of the Board and one member of each standing committee.~~

A) A Nominating Committee will be appointed by the Board of Directors to consist of at least the Secretary of the Board and one member of each standing committee. The Nominating Committee shall present to the Semi-annual Meeting in October names from among the membership to fill Board of Directors and all committee vacancies. Nominations for committees will be open from the floor of the Semi-annual Meeting. The general membership will be notified of the proposed candidates one month in advance.

*At times other than the October meeting*

Proposed change: (A) the first 2 sentences remain the same.

A new third sentence: The Nominating Committee shall present names from among the membership to fill Board of Director vacancies as in Article III, Section F, paragraph 1, above. Nominations will also be open from the floor. The general membership will be notified of the proposed candidates fifteen days in advance.

Why? The third sentence allows a mechanism for filling Board vacancies soon after they occur. The fourth sentence allows the membership to propose Board members as well as Committee members. The last sentence proposes a more realistic time frame. (NOTE:

Our original by-laws are sometimes redundant and sometimes conflicting. While the extra cross-referencing and repetition of this proposed change seem superfluous, they provide information on the Nominating Committee in one place. The board will not have discussed the inclusion of Board nominations from the floor. To reject the proposed change, except for the change from 1 month to 15 days would not cripple us.

ARTICLE VI Sale of Land

Article VI makes it very difficult to sell VCLT land, as it should be, but does provide a mechanism under extraordinary circumstances. Section I, last sentence states, "For such sale to take place, there must be unanimous agreement of the Board of Directors, the tenants of the particular tract of land to be sold, and two-thirds of the voting membership."

Proposed change: Change "two-thirds" to "three-quarters."

Why? The articles of incorporation filed with the State, under "powers and limitations" of the VCLT contains substantially the same provision except for the fraction. The board favors three-quarters. (Note: tabling this proposal would not cripple us since we as yet own no land).

ARTICLE VII Amendment

There is no current provision for amending by-laws. There is a provision in the Articles of Incorporation for amending the articles of incorporation.

Proposed Change: add ~~an~~ Article VII, to wit, "These by-laws shall only be repealed, amended or altered in any particular with the unanimous consent of the Directors and the three-quarters vote of an annual or special meeting of the membership."

Why? We need to be able to change things, it ought not to be done lightly. We should vote this change first. Steve Morgan will try to answer any questions at 665-2365. ~~Would anyone like to take on a complete~~