

Proposed Bylaws Overview

We have drafted the proposed bylaws with the aim of integrating the structures and procedures of both organizations. Using the Thoreau Farm Trust by-laws as a foundation in order to preserve their legal relationships with the town of Concord, we incorporated relevant elements from the Thoreau Society bylaws and revised the original Thoreau Farm Trust provisions where appropriate. Our lawyers then carefully updated the bylaws to reflect current best practices for nonprofit health. The key aspects of the bylaws are as follows:

1. A revised name and purpose that reflects the combined organization. The Thoreau Alliance will be the name of the merged organization. The Thoreau Society and Thoreau Farm will remain as distinct entities within it. The purpose as outlined in the bylaws combines the key aspects of the Thoreau Society's and Thoreau Farm's missions. Note that the Thoreau Farm Trust will be the continuing legal organization due to its real estate holdings and complex legal agreements with the Town of Concord regarding the Farmhouse and property. Forming a new non-profit or keeping the Thoreau Society as the continuing organization would have meant reworking all of those agreements – a prohibitively expensive process. (Section 1).
2. Maintaining the role of members in the combined organization, including the terms of membership (Section 2), the role of members in choosing board members (Section 6), and the revision of by-laws (Section 11). Note that the revised bylaws change the composition of the Nominations and Elections Committee slightly to two member-elected members and three Board-appointed members.
3. Revising the operations of the Board of Directors to specify a transition period and set up fixed terms, following Thoreau Society practice (Section 3). The initial officers of the combined organization are specified in Section 4.2.
4. Revising the specified committees to reflect the key elements of the combined organization (Section 7)
5. Changing the fiscal year to end on Dec. 31st as a more convenient date for the new organization. (Section 1)

Other aspects of the revised bylaws are relatively unchanged from the existing Thoreau Farm Trust and Thoreau Society bylaws.