



Proposed Governance Update: From Membership-Based to Board-Based Governance

Summary

Stowe Land Trust is asking members to vote on a bylaw change to shift from a membership-based governance structure to a board-based model. This update will bring our bylaws in line with how we already operate in practice and with the structure most nonprofits use today. It will streamline decision-making, clarify roles, and allow our annual meeting to focus on celebrating our conservation work together. Members will continue to be engaged, informed, and invited to participate, while the Board of Directors remains fully accountable for the mission, health, and integrity of the organization.

Why This Change

Our current bylaws require members to vote on major organizational decisions such as electing board members and approving bylaw changes. While these votes have occurred at annual meetings, in practice the Board, working with staff, partners, and community input, has carried out these responsibilities for many years. With hundreds of members living in multiple states, it has become impractical to hold meaningful organization-wide votes each year. Moving to board-based governance reflects reality, aligns with best practices, and frees our annual gathering to be a true celebration of our shared commitment to conservation.

What Will Change

- The Board will have formal responsibility for all governance decisions, as it currently does in practice.
- Members will continue to receive updates, invitations, and opportunities to offer feedback and get involved.
- The Board will remain accountable, transparent, and committed to good governance.

What Won't Change

- Oversight, transparency, and opportunities for member engagement will remain strong.
- Our commitment to keeping members informed and involved through open communication and public events will not change.

Why Many Nonprofits Make This Shift

Board-based governance allows organizations to:

- Act more quickly and efficiently.
- Reduce administrative burdens.
- Clarify roles and decision-making authority.
- Focus energy and resources on mission-driven work.

We are confident this structure will serve our mission and community well into the future.

Your Vote

Please vote in favor of this bylaw change to officially adopt board-based governance and strengthen Stowe Land Trust for the years ahead.