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**BY-LAWS  
EAST HADDAM LAND TRUST,  
INC.**

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*Adopted October 9, 2017*

**ARTICLE 1**

**Membership**

Section 1. Classes. The membership of the Corporation shall consist of membership categories that shall be determined and fixed as the Board of Directors deem necessary who shall become members and have such rights, privileges and qualifications as set forth in the Certificate of Incorporation and these By-Laws.

Section 2. Honorary Members. Honorary Members shall consist of those persons elected as such by the Board of Directors. Honorary Members shall be exempt from any assessment of donations Honorary Members may attend all meetings of the members of the Corporation, but shall have no voting rights. Honorary Members may also qualify as members of another class by fulfilling the qualifications and paying the donations of such other class. Honorary Membership, when conferred, is for life.

Section 3. Life Members. Life Members are those persons who have paid Life Membership donations as established from time to time by the Board of Directors. Life Members shall be entitled to all rights of Regular Members for life and shall be exempt from the requirement of payment of annual donations.

Section 4. Regular Members. Regular Members are those persons eighteen years of age or over who have donated money and completed a membership form. Regular Members may attend all meetings of the members of the Corporation during each fiscal year for which they have paid such donations, and shall have the right to vote there at on all matters submitted to a vote of the members. Family Memberships, when offered, will include at least one adult members with all rights afforded to Regular Members, and children within that household through age 17.

Section 5. Termination of Membership. The membership of an individual terminates upon death or resignation. Membership, except Life Members, shall terminate at the end of the calendar year for which said member donated, but shall be reinstated upon the next donation for the current calendar year effective upon receipt of such donation, consistent with provisions established in these by-laws.

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**ARTICLE II**

**Meetings of Members**

Section 1. Annual Meeting. The Annual Meeting of the Corporation shall be held during the third week of January in each year, at such time and place as shall be determined by the Directors, for the purpose of electing Directors, and for the transaction of such other business as may properly come before the meeting. Failure to hold any Annual Meeting as here above provided shall in no way affect the validity of any corporate action and a substitute Annual Meeting may be called. Notice of the Annual Meeting shall be given in the manner prescribed in Section 3 of this Article.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors, and it shall be the duty of the Secretary to call such a meeting upon the written request of not less than one-tenth of the members entitled to vote at the meeting stating the purpose thereof. A notice of such Special Meeting, stating the time, place, and purpose, shall be given in the manner as prescribed in Section 3 of this Article.

Section 3. Notice of Meeting. Written notice of the time, place, and purposes of all Annual or Special Meetings shall be given by the President or Secretary, not less than fourteen (14) nor more than fifty (50) days prior to the date of the meeting to each member of the Corporation by delivering such notice personally, or by leaving a copy thereof at his residence or usual place of business, or by mailing said copy addressed to him at his last known Post Office address as it appears on the books of the Corporation, or delivered via electronic medium, i.e., fax or e-mail, if such methods are authorized by the member.

Section 4. Quorum. At all meetings of members a quorum shall consist of those members present in person or by proxy entitled to vote at such meeting. Those present at any duly called meeting may adjourn the meeting to a later time without re-notification of such meeting time or place, and the actions of the meeting to which adjournment is taken shall be valid as if taken in the first instance. The affirmative vote at a meeting of members represented at such meeting entitled to vote on the subject matter shall be the act of the members.

Section 5. Proxies. Any member may, by written proxy, authorize an agent to vote in his behalf at any general membership meeting. Such proxy shall entitle the person then authorized to vote at the meeting specified and only on the issues specifically authorized in the written proxy.

Section 6. Action by Consent. Any action, which could be taken at a meeting of members, may also be taken without a meeting by unanimous consent thereto of all the members entitled to vote, evidenced by signed writings submitted to the Secretary.

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Section 7. Election of Directors. At any general membership meeting called for the election of directors, such directors as vacancies may determine, those candidates receiving the most number of votes shall be elected to fill the number of vacancies for which voting is held. A tie vote for any Directorship shall be re-voted until such tie is resolved. All directors duly elected shall take their place on the Board of Directors upon election.

**ARTICLE III**

**Board of Directors**

Section 1. Authority and Composition. The property and affairs of the Corporation shall be under the care and management of a Board of Directors, consisting of a maximum of twelve (12) Directorships, except as noted in Article IV, Section 2. Only Regular Members, including Life Members, in good standing may be elected to the Board of Directors.

Section 2. Election. Each Regular Member elected to the Board of Directors shall serve for a term of three years or until his successor is duly elected and the terms of said Directors shall be staggered so that one third of their number shall be elected each year, except that if the number of Directors is increased from nine, the additional Directors shall be elected to terms such that one-third of the Directors' terms expire at the end of each year. Regular Member Directors shall be elected by the members of the Corporation at the Annual Meeting of the Corporation as their terms expire. Members may be elected to a total of two consecutive three-year terms. A minimum of one year must pass before such member is eligible for re-election to an additional two consecutive three-year terms. Election or appointment by the Board to fulfill any unexpired term of less than two years and one day shall not constitute a term. There shall be no limit to the number of terms a member may be elected to the Board of Directors, consistent with the conditions set forth in this section.

Section 3. Vacancies. Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of Directors, even if less than a quorum. Any member so elected by the Board of Directors shall hold office for the remainder of the unexpired term of the vacancy. Any member so elected shall take their seat immediately upon election.

Section 4. Meetings. A special meeting of the Board of Directors shall be held immediately following the Annual Meeting of members to be held at a place established by the Board. Such meeting shall be held for the setting of the first regular meeting date, time, and place, at which the Board of Directors shall elect its officers.

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Special meetings of the Board of Directors shall be held at the call of the President or the Vice President. At least two days' notice, written or oral, shall be given to each Director and such notice, if written, shall be sent by mail, postage prepaid, to his home address appearing in the corporate records, or at such other address as he may designate which shall be recorded by the Secretary or may be sent via electronic medium, i.e., fax or e-mail, if such methods are authorized by the Director. The President shall call a special meeting of the Board of Directors, with like notice, whenever requested in writing by four or more Directors.

Section 5. Quorum. A majority of the total number of filled directorships shall constitute a quorum, and the vote of a majority of those present at a meeting at which a quorum is present shall be the act of the Board of Directors. If there shall not be a quorum present at a duly called meeting, those present may conduct no business and shall adjourn the meeting. If a quorum is present, business may be transacted as usual.

Section 6. Action by Consent. Any action, which could be taken at a meeting of the Board of Directors, may also be taken without a meeting by the majority consent thereto of the members of the Board, evidenced by signed writings submitted to the President or Secretary.

Section 7. Removal. Any Director may be removed from the Board of Directors by a majority vote of the remaining members of the Board. Such removal must be in accordance with policies and procedures as written and accepted by the Board. (See Policy and Procedure 3 Removal of Directors and Officers.)

**ARTICLE IV**

**Officers**

Section 1. Number and Election. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as may from time to time be elected or appointed by the Board of Directors, such other officers to have such powers and perform such duties as may be determined by the Board of Directors. The officers shall be elected by the Board of Directors by majority vote at a meeting held no more than three (3) weeks following the Annual Meeting of members and shall hold office for one year or until their successors are elected. In the case of the death, resignation, or removal from office of any officer, the Board of Directors may elect a successor, to hold office until the next Annual Meeting, or until his successor shall be elected. Serving as any officer for a period less than two full, consecutive calendar months shall not constitute a term.

Section 2. President. The President shall be the chief executive of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors, if present. The President shall have the general powers and duties usually vested in the office of president

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of a corporation, including the appointment of committees as the President may deem appropriate or as the Board of Directors may authorize or as may be otherwise required. The President shall retain title and office until a successor has been elected at the meeting established in Section 1, in this Article, for the election of officers. No person shall serve a term in excess of three consecutive years as President. A minimum of one year, after having served the maximum term as President, must pass for any person to be re-elected to the office of President.

Section 3. Vice President. The Vice President shall work and cooperate with the President in the exercise of powers and duties of the President as the President may request from time to time and shall act in place of and for the President in the event of the latter's absence. No person shall serve a term in excess of three consecutive years as Vice President. A minimum of one year, after having served the maximum terms as Vice President, must pass for any person to be re-elected to the office of Vice President. The Vice President shall be responsible for the maintenance of membership records either directly, if there shall be no Membership Chairperson, or indirectly through such Chairperson if such Chairperson shall be appointed.

Section 4. Secretary. The Secretary shall attend the meetings of the Members and Directors and shall record in the record book of the Corporation the proceedings of the Members and Directors at their respective meetings. The President or Secretary shall notify the Members and Directors of their respective meetings in accordance with these By-Laws and shall perform such other duties as are usually incidental to this office or that the Board of Directors shall prescribe.

Section 5. Treasurer. The Treasurer shall have the custody of all funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Directors may choose. The Treasurer shall collect all donations and other income; sign all checks, drafts, notes, and orders for the payment of money; and pay out and dispose of the same under the direction of the Board of Directors. The Treasurer shall at all reasonable times keep the books and accounts open to any Director or member of the Corporation and be prepared to give financial reports as the Board of Directors may require. The Treasurer may be required by the Board of Directors to give a surety company fidelity bond. The Treasurer shall cause an independent financial review (compile the financial statements) to be conducted on the financial records of the Corporation on an annual basis. A complete audit of the organization's financial records shall be conducted when ordered by the Board of Directors. Such audit shall be conducted by an independent person or firm qualified to conduct such duties that shall be approved by the Board of Directors. Additional information about the role and responsibilities of the Treasurer will be found in the Treasurer's Handbook.

Section 6. Ex-Officio Immediate Past President. The immediate past president may serve as an ex-officio board member without voting privileges for a period of one year subsequent to their active term as President.

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Section 7. Vacancies. Any vacancy in any office of the Corporation may be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of Directors. Any officer so elected by the Board shall hold office until the election of a successor. In the case of the absence of any officer or, for any reason, the inability of an officer to act, the Board of Directors may appoint one of its members to perform the duties of such officer during the period of absence or inability to act.

Section 8. Removal. Any officer of the Board of Directors may be removed from that office by a majority vote of the remaining members of the Board. Such removal must be in accordance with policies and procedures as written and accepted by the Board.

Removal from any office of the Board of Directors shall not constitute removal from the Board of Directors unless in a separate action as provided for herein.

**ARTICLE V**

**Nominations for Directors and Officers**

Section 1. Nominations. At least two months before the annual meeting, the Board of Directors shall appoint a Nominating Committee of not less than two members, one of whom shall be a Director whose term is not expiring, which shall nominate one person for each Director to be elected. Additional nominations for Directors may be made by any member having voting rights from the floor at the Annual Meeting. Only members having all rights of Regular Members may be nominated for election to the Board of Directors.

**ARTICLE VI**

**Miscellaneous**

Section 1. Donations. Membership donations for the several categories of members shall be determined and fixed by the Board of Directors from time to time. The Membership Chairperson shall establish a procedure for retaining and recruiting membership donations. Membership donations are payable at any time, however, at any general membership meeting, either Annual or Special where a vote is anticipated, membership donations are payable only until the meeting is called to order. At such meetings, the opportunity for members to make membership donations payments shall be available for at least one half hour prior to the scheduled start of such meeting.

Section 2. Seal. The seal of the Corporation shall be circular in form bearing the inscription "East Haddam Land Trust, Inc.".

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Section 3. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January and end on the 31- day of December of each year.

Section 4. Release of Information. Publications, communications, and reports bearing the Corporation's name shall be issued under the supervision of the President, Vice President and/or Secretary. Any material concerning the activities of the Corporation or of any of its committees, which is prepared by any member for publication or dissemination, shall be approved by the President, Vice President and/or Secretary. Such publication or report shall represent, directly or indirectly, the opinion or policy of the Corporation or the Board of Directors.

Section 5. Policies and Procedures. The Board of Directors shall establish certain policies and procedures necessary for the appropriate governance of the Corporation. These shall be incorporated into a manual that is available for all Directors and Members to peruse. The manual will include the following policies at a minimum: Whistleblower, Conflict of Interest, Removal of Officers and Directors, Investments, and Stewardship.

Section 6. Protection of Properties. It is the charge of this organization to protect important parcels of property in East Haddam for open space. As such, property acquired as open space by this Corporation shall in perpetuity remain as open space. Should circumstances ever occur where the management of the open space would better be served by consolidating the East Haddam Land Trust's land with another conservation organization, then the necessary protections (conservation easements) shall be placed upon those lands prior to transfer. The only property owned by this Corporation that may be sold for monetary gain to a non-conservation organization is property that was sold to, donated to, or otherwise acquired by the Corporation as a trade property. Trade property is defined as property that is donated with the intention that it be used for the sole purpose of raising funds for the East Haddam Land Trust. All properties managed under a conservation easement by this Corporation will be properly managed and monitored as required by the policies and procedures adopted by this Corporation and that may be mandated by local, state, or federal law. Should this Corporation ever be dissolved, then the Corporation shall transfer all properties and easements prior to dissolution to another conservation organization in order to continue the protection of the properties as open space.

**ARTICLE VII**

**Protection of Officers and Directors**

Section 1. Limitation of Liability. No Director shall be liable to this Corporation except for his own acts, neglects, and defaults in bad faith as determined by a court of competent jurisdiction. No Director shall be liable out of his or her personal assets for any obligation or liability incurred by this Corporation or by the Directors. The Corporation alone shall be liable for the payment or

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satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Corporation. The Corporation shall provide indemnification insurance for its Directors and Officers.

Section 2. Indemnification. Each member of the Board of Directors and each officer of the Corporation shall be indemnified by the Corporation against all loss, costs, damage, expenses, and charges reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suit or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors or an officer of the Corporation (whether or not he continues to be a member of the Board of Directors or officer at the time of incurring or suffering such loss, costs, damage, expenses, or charges) except in relation to any matter as to which he shall be adjudged in such action, suit, or proceeding to be liable for his/her own gross negligence or his own misconduct in the performance of his duties as such member of the Board of Directors or officer. The foregoing right of indemnification shall not be exclusive of other rights or remedies to which such member of the Board of Directors or officer may, as a matter of law, be entitled.

**ARTICLE VIII**

**Prohibition Against Sharing in Corporate Earnings**

Section 1. No member, officer, member of the Board of Directors, or person having any personal or private interest, directly or indirectly, in the activities, affairs, assets, or property of the Corporation, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. This shall not prevent the payment to any such person of actual expenses incurred on behalf of the Corporation.

**ARTICLE IX**

**Amendments**

Section 1. The Bylaws of the Corporation may be altered, amended, or repealed at any meeting of the members of the Corporation by a majority vote of the present membership entitled to vote, provided that a statement of such proposed alteration, amendment, or repeal has been included in the notice of the meeting.