

**BYLAWS**  
of  
**HARWINTON LAND CONSERVATION TRUST, INC.**

**January 14, 2016**

**ARTICLE I.**

**GENERAL**

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of this Corporation with respect to the regulation of the affairs of the Corporation.

**ARTICLE II.**

**MEETINGS OF MEMBERS**

**SECTION 1. Members.** The classification of members and their eligibility to attend meetings and vote thereat shall be set forth in the Certificate of Incorporation.

**SECTION 2. Annual Meetings.** The Annual Meeting of the members shall be held during March or April, at the place, on the day and at the hour designated in the call therefore. At such meeting, the members shall elect the Board of Directors for the ensuing year and shall transact such other business as shall properly come before them.

**SECTION 3. Special Meetings.** Special meetings may be called at any time by the President or the Board of Directors and held at such date, time and place designated in the call thereof.

**SECTION 4. Notice of Meetings.** Written notice of the date, time and place of each Annual and Special Meeting (a notice of a Special Meeting shall also contain the general purpose or purposes for such meeting) shall be mailed or delivered, at least seven (7) days prior to the date of such meeting, to each member, whether or not entitled to vote at such meeting, at his residence or usual place of business.

**SECTION 5. Quorum.** Fifteen of the total number of members entitled to vote at a meeting, present either in person or by proxy, shall constitute a quorum for the transaction of business at such meeting of the members. If a quorum be not present at such meeting, the members present in person or by proxy may adjourn to such future time as shall be agreed by them and notice of such adjournment shall be given to the members not present or represented at the meeting.

### **ARTICLE III.**

#### **DIRECTORS**

**SECTION 1. Number, Election and Term of Office.** A board of not less than three or not more than nine Directors shall be chosen annually by the members entitled to vote at the Annual Meeting of members. The number of positions on the Board of Directors to be filled for any year shall be the number fixed by resolution of the members or Board of Directors, or, in the absence of any such resolution, shall be the number of Directors elected at the preceding Annual Meeting of members. The number of positions on the Board of Directors for any year, as fixed in accordance with the foregoing, (hereinafter referred to as the “number of directorships”) may be increased or decreased at any time as provided by law.

**SECTION 2. Vacancies.** Vacancies created by an increase in the number of directorships shall be filled for the unexpired term by action of members. Vacancies occurring by reason other than by increase in the number of directorships shall be filled for the unexpired term by the concurring vote of a majority of the Directors remaining in office, even though such remaining Directors may be less than a majority of the number of directorships (as fixed for the current year in accordance with Article III, Section 1.) If such remaining Directors fail to fill a vacancy, then such vacancy may be filled by action of the members.

**SECTION 3. Powers.** The property, Business and affairs of the Corporation shall be managed by the Directors who may exercise all power and do all the things which may be exercised or done by the Corporation subject to provisions of law, the Statutes of the State of Connecticut, the Certificate of Incorporation, these Bylaws, and any vote of the members.

## ARTICLE IV.

### MEETINGS OF DIRECTORS

**SECTION 1. Annual Meetings.** A regular meeting of the Board of Directors shall be held without notice immediately after the Annual Meeting of members, or as soon thereafter as convenient. At such meeting the Board of Directors shall choose and appoint the officers of the Corporation who shall hold their offices, subject to prior removal by the Board of Directors, until the next annual meeting or until their successors are chosen and qualify.

**SECTION 2. Regular Meetings.** All other regular meetings of the Board of Directors may be held without notice at such date, time and place as the Board of Directors may determine and fix by resolution.

**SECTION 3. Special Meetings.** Special meetings of the Board of Directors may be held upon call of the President, or upon call of any one or more Directors.

**SECTION 4. Notice.** Written or oral notice of the date, time and place of all special meetings of the Board of Directors shall be given to each Director personally or mailed to his residence or usual place of business at least two (2) days prior to the date of the meeting, provided that any one or more Directors, as to himself or themselves, may waive such notice in writing or by attendance without protest at such meeting.

**SECTION 5. Quorum.** Directors holding a majority of the number of directorships (as fixed for the current year in accordance with Article III, Section 1) shall constitute a quorum. Except as otherwise provided by law or these Bylaws, all questions shall be decided by vote of a majority of the Directors present at any meeting of the Board at which a quorum is present.

**SECTION 6. Directors' Action Without Meeting.** If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Board of Directors.

## **ARTICLE V.**

### **OFFICERS**

The Directors shall appoint a President, Vice President, Secretary, Treasurer and such other officers as the Directors may from time to time deem appropriate. Only members of the Corporation shall be eligible to be officers of the Corporation. The duties of the officers of the Corporation shall be such as usually pertain to such offices as well as such as may be prescribed from time to time by the Board of Directors.

## **ARTICLE VI.**

### **COMMITTEES**

**SECTION 1.** The Board of Directors by resolution adopted by the affirmative vote of Directors holding a majority of the number of Directorships (as fixed for the current year in accordance with Article III, Section 1) may, at a meeting at which a quorum is present, designate two or more Directors to constitute an executive committee or other committees, which committees shall have and may exercise all such authority of the Board of Directors as shall be provided in such resolution.

**SECTION 2.** A majority of any committee shall have the power to act. Committees shall keep full records of their proceedings and shall report the same to the Board of Directors.

## **ARTICLE VII.**

### **SEAL**

The Corporate seal, if adopted for use by resolution of the Board of Directors, shall consist of a circular disc with the name of the Corporation and the words "Connecticut" and "Seal" thereon.

## **ARTICLE VIII**

### **NON-DISCRIMINATION**

The Harwinton Land Trust does not discriminate against or show favoritism toward a person or group on the basis of age, race, national origin, ethnicity, gender, disability, sexual orientation, political affiliation, or religious belief.

## **ARTICLE IX.**

### **AMENDMENTS**

These Bylaws may be altered, amended, added to, or repealed by the affirmative vote of a majority of the members entitled to vote or by an affirmative vote of Directors holding a majority of the number of directorships (as fixed for the current year in accordance with Article III, Section 1). Any notice of a meeting of members or of the Board of Directors at which these Bylaws are proposed to be altered, amended, added to, or repealed shall include a notice of such proposed action.

**BYLAWS**

Revised January 14, 2016

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