

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

**October 6, 2021**

**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.

**SECTION 6. Postponement of Meetings.** Should the State of Connecticut, the Town of Harwinton or other recognized authority declare a public health emergency or other situation beyond the control of the Harwinton Land Trust, the Executive Committee can choose to postpone the annual meeting of the members to a time when it is possible to hold the meeting safely. Directors and officers whose terms would have expired at the postponed annual meeting will continue in office until their successors are elected.

## 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 a plurality of votes cast 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 Executive Committee, 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. Chairman and Vice-chairman** The Board shall elect annually, from among their number, a Chairman and Vice-chairman. The Chairman shall preside over regular and special meetings of the Executive Committee. Should the Chairman not be available for a given meeting, the Vice-chairman shall act in his or her stead.

**SECTION 3. 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.

## **ARTICLE IV**

### **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 V**

### **EXECUTIVE COMMITTEE**

**SECTION 1. Composition.** The Executive Committee shall be comprised of the Board of Directors and the Officers of the Corporation.

**SECTION 2. Powers.** The property, Business and affairs of the Corporation shall be managed by the Executive Committee 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.

**SECTION 3. Voting rights.** In all matters brought to a vote by the Executive Committee, each member of the committee shall be entitled to one vote. Should a person be both an Officer and a Director, said person shall be entitled to only a single vote.

**SECTION 4. Removal.** A member of the Executive Committee (Director or Officer) may be removed at any time for cause by vote or written consent of seventy five percent (75%) of the members of the Executive Committee other than the person sought to be removed. For the purposes of this Article V, Section 4, “cause” means misuse of funds; a conflicting interest or conflicting interest transaction; willful misconduct; bad faith in dealings with or conducted in the name of the Land Trust; and undertaking activities detrimental to the best interests of or inconsistent with the stated purposes of the Land Trust.

## ARTICLE VI

### MEETINGS OF THE EXECUTIVE COMMITTEE

**SECTION 1. Annual Meeting.** 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 Executive Committee may be held without notice at such date, time and place as the Executive Committee may determine and fix by resolution.

**SECTION 3. Special Meetings.** Special meetings of the Executive Committee 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 Executive Committee shall be given to each committee member by phone, mail or e-mail at least two days prior to the date of the meeting, provided that any one or more Executive Committee members, as to himself or themselves, may waive such notice in writing or by attendance without protest at such meeting.

**SECTION 5. Quorum.** A majority of the total number of Executive Committee members 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 Executive Committee members present at any Executive Committee meeting at which a quorum is present.

**SECTION 6. Committee Action Without Meeting.** If all the Executive Committee members 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 Executive Committee. The Secretary of the Corporation shall file such consent or consents with the minutes of the meetings of the Executive Committee.

## ARTICLE VII

### COMMITTEES

**SECTION 1. Standing Committees** (e.g. Finance, Land Acquisition, Pests & Invasives, etc.) can be created by the Board of Directors as it deems appropriate.

**SECTION 2. Ad Hoc Committees**, to address specific or one-time issues, can be created by the Board of Directors as it deems appropriate.

**SECTION 3. Committee Chairman** Each committee shall have a chairman. The chairman shall be appointed by the Board of Directors at the time the committee is formed. The chairman shall be a member of the Executive Committee.

**SECTION 4. Powers** The 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 Executive Committee.

## ARTICLE VIII

### SEAL

The Corporate seal, if adopted for use by resolution of the Executive Committee, shall consist of a circular disc with the name of the Corporation and the words “Connecticut” and “Seal” thereon.

## ARTICLE IX

### 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 X

### 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 a majority of persons on the Executive Committee. Any notice of a meeting of members or of the Executive Committee at which these Bylaws are proposed to be altered, amended, added to, or repealed shall include a notice of such proposed action.

### BYLAWS

Revised October 6, 2021

S. Craig

#### Summary of changes in this revision

1. Defined an Executive Committee comprised of the Board of Directors and Officers (Article V Section 1).
2. Extended voting rights to all members of the Executive Committee (Article V Section 3).
3. Clarified that Directors are elected by a plurality of votes of members at the annual meeting (Article III Section 1).
4. Clarified the election and duties of the Board's Chairman and Vice-Chairman (Article III Section 2).
5. Clarified the nature of committees created by the Board of Directors (Article VII)
6. Replaced "Board of Directors" with "Executive Committee" in Articles VIII and X.
7. Added Article V Section 4 to address removal from office of a director or officer.
8. Added Article II Section 6 to address postponement of meetings of members.