

By-Laws
Wintonbury Land Trust, Inc.
As amended on June 10, 2015

ARTICLE I
NAME AND LOCATION

Section 1. Name. The corporation shall be known as Wintonbury Land Trust, Inc., hereinafter referred to as the Trust.

Section 2. Office. The principal office of the Trust shall be located in or near the town of Bloomfield, Hartford County, Connecticut.

ARTICLE II
PURPOSES

The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Trust, are as follows:

(A) To engage in and promote for the benefit of the general public the preservation, improvement, protection and conservation of the natural resources primarily in, but not limited to, the Town of Bloomfield, including streams and water sources, wetlands, woodland, farm land and other land and the plant and animal life thereon; and unique scenic and natural and historic sites;

(B) To promote the scientific study of local natural resources including plants, animals, birds and other wildlife;

(C) To acquire by gift, purchase or otherwise, real and personal property both tangible and intangible of every sort and description and to use or dispose of such property in such a manner as the Trust may deem to be in furtherance of its purposes provided that no property shall be acquired or accepted under conditions contrary to paragraph D and F below;

(D) To use within the United States of America all property held or controlled by the Trust and the new income therefrom exclusively for the scientific, educational, recreational and conservation purposes all for the benefit of the public;

(E) To perform all acts connected with and incidental to these purposes or the prosecution of the same as may now or hereafter be permitted by law; and

(F) Provided, however, that the purposes of the Trust shall be limited to those herein above set forth and the Trust shall not carry on any activity not permitted to be carried on by any organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations

as they now exist or they may be hereafter amended or by any organization contributions to which are deductible under Section 170 (b) (1) and 170 (c) (2) of such Code and Regulations.

ARTICLE III

MEMBERSHIP

Section 1. Members. There shall be defined classes of membership of the Trust as the Board of Directors shall establish from time to time. Members shall be those households, or organizations, which have completed and submitted an application for membership and shall have paid all required dues.

Section 2. Dues. Dues for each class of membership for each fiscal year may be determined by the Board of Directors from time to time. The dues so established shall be payable during such fiscal year, without proration as to duration of membership, by such date as the Board of Directors shall determine. Dues may be changed from time to time at the discretion of the Board of Directors, provided however, that the dues, once established, shall not be revised during the year for which effective.

Section 3. Termination. Any member may, upon notice to the Trust in writing, voluntarily terminate his or her membership, which termination shall be effective upon the date of receipt of such notice by the Trust. Whenever any member shall be in default of dues after one year from receipt of notice that payment is due, the membership of such member shall automatically terminate, unless payment of such dues shall be specifically excused by the Board of Directors. Any member may be expelled upon recommendation of the Board of Directors and a vote of two-thirds (2/3) of the Board of Directors.

Section 4. Voting. Each membership shall be entitled to one (1) vote on each matter submitted to a vote of the membership in accordance with these by-laws. Only one (1) member of a household or organization shall be entitled to vote at any meeting of the membership. No member may vote by proxy or otherwise delegate his or her right to vote.

Section 5 Qualifications. All persons who support the purposes of the organization may become members upon approval of the Board of Directors and payment of dues.

ARTICLE IV

MEETINGS

Section 1. Annual Meeting. The annual meeting of members shall be held at such place and on such day and time during the second quarter of each year as the Board of Directors shall determine for the purposes of electing directors, hearing reports and transacting other business as may properly be brought before the members.

Section 2. Special Meetings. Special meetings of the members may be fixed by a majority of the Board of Directors or upon the written application of twenty-five percent (25%) or more of the members stating the time, place and purpose of the special meeting as directed by the Secretary.

Section 3. Quorum. At any meeting of the members a quorum for the transaction of business shall consist of those members present. A majority of members present and voting may adjourn any meeting from time to time until the business shall have been finished, provided, however, that no such adjournment shall be for a period exceeding ten (10) days at one time.

Section 4. Notice. Notice of all meeting of members, except adjourned meetings, shall be given in the following manner: A written notice stating the place, day and hour of the meeting shall be given by the Secretary, by mail or e-mail, to each member not fewer than seven (7) days nor more than fifty (50) days before the date fixed for such meeting. For special meetings the notice shall also contain a brief statement of the purpose for such meeting. In the event that amendment or repeal of an existing by-law, the adoption of a new by-law, or the transfer of any real estate of the Trust as described in Article VII is to be considered at any meeting, the notice of such meeting shall state such action which is to be considered.

Section 5. Voting. Except as herein otherwise provided, all votes shall be determined by simple majority of those present and voting.

ARTICLE V

OFFICERS

Section 1. Election & Term. The officers of the Trust shall be a President, a Vice President, a Treasurer and a Secretary, each of whom shall be a Director and shall be elected at the annual meeting of the Directors immediately following the annual meeting of the membership for a term of three (3) years or until his/her successor is duly elected and qualified.

Section 2. Absence. In the event any officer shall be absent from three (3) consecutive meetings of the membership or Board of Directors or in the event of the inability of an officer to act in his or her capacity for such period of time, the Board of Directors may declare said office vacant and elect a member to assume the duties of such office.

Section 3. Vacancy. In case of a vacancy in an office, the Board of Directors may appoint a member to fill such vacancy.

Section 4. Removal. Any officer may be removed, upon recommendation of a majority of the Board of Directors, by a two-thirds (2/3) vote of the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Trust. The President shall have the general powers and duties usually vested in the office of president of a corporation, including the authority to appoint or discharge employees and agents of the Trust, and shall be responsible for the general management of the affairs of the Trust.

Section 6. Vice President. The Vice President shall work and cooperate with the President in the exercise of the powers and duties of the President, including Execution of Papers, 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.

Section 7. Secretary. The Secretary or Secretary's designee shall attend the meetings of the members and directors and shall record in the records of the Trust the proceedings of the members and directors at their respective meetings. The Secretary shall notify the members and directors of their respective meetings in accordance with the by-laws, and shall perform such other duties as are usually incident to the office of Secretary or as the Board of Directors shall from time to time prescribe.

Section 8. Treasurer. The Treasurer shall have custody of all the Trust's funds and shall deposit the same in the name of the Trust in such bank or banks as the Directors may authorize. The Treasurer shall collect dues and other incomes, sign all checks, drafts and notes and orders for the payment of money, and shall 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 of the Trust open to any director or member of the Trust and shall be prepared to give financial reports as the Board of Directors may require, and may perform such other duties usually incident to the office of the Treasurer.

Section 9. Additional Officers. The Board of Directors may appoint additional officers who shall have such power and authority to act as the Board shall define.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Election & Term. The Board of Directors shall consist of three (3) to fifteen (15) members elected from the membership at the annual meeting of the membership. Following a transition period, described below, each director shall serve for a term of three years, and the terms of the directors shall be staggered so that roughly one-third of the directors shall be elected each year. To facilitate the transition to staggered three-year terms, at the election of the Board of Directors immediately following the adoption of these amended Bylaws, some of the directors shall be elected to serve terms of less than three years. At each annual meeting thereafter, some directors shall be elected to serve less than three year terms until such time as the staggered term schedule is achieved.

Section 2. Meetings. The Board of Directors shall meet annually immediately following the annual meeting of the membership, and at such other times as it shall consider necessary. Special meetings may be called as the Board shall consider necessary. Special meetings may be called by the President, by the Vice President or by any two directors. Notice of a special meeting shall be given by the Secretary at least seven (7) days before the meeting. Unless otherwise specified in the notice, any proper business may be transacted at any meeting of the Board. The participation of at least half of the Board but no fewer than three (3) members of the Board shall constitute a quorum.

Section 3. Vacancy. The Board of Directors shall be considered to have a vacancy if there are fewer Directors than the stated maximum of fifteen. Any vacancy on the Board of Directors due to a Director's resignation or removal may be filled for the unexpired portion of the term by majority vote of the remaining Directors. In the case of any other vacancy on the Board of

Directors, that vacancy may be filled by majority vote of the remaining Directors with term expiring at the next annual membership meeting.

Section 4. Committees. The Board of Directors may, by resolution adopted by the vote of a majority of Directors at the time, designate two or more members to constitute a committee which shall have and may exercise all such authority of the Board as shall be provided in such resolution. There will be a standing Finance Committee that will be chaired by the Treasurer.

Section 5. Voting. Except as herein otherwise provided, all votes shall be determined by simple majority of the Directors present and voting.

Section 6. Actions without Meetings. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors, may be taken without a meeting and without prior notice if consent in writing, setting forth the action to be taken, is signed by at least half of the Board, but by no fewer than three (3) members of the Board, with respect to the subject matter of the vote.

ARTICLE VII

CONFLICTS OF INTEREST

Section I. Procedures. The Trust shall adopt procedures to assure that any potential “Director’s Conflicting Interest Transaction” as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential “Excess Benefit Transaction” involving a “Disqualified Person,” (including a Director or Officer of the Trust) as those terms are defined in Section 4958 of the Internal Revenue Service, shall only be undertaken after the requisite disclosure, determinations and voting by Directors of the Trust as provided in Sections 33-1129 and 33-1130 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service.

Section II. Policies. The Board shall adopt a conflict of interest policy, and review it at least annually. The policy shall prohibit violation of the above state and federal statutes and regulations.

ARTICLE VIII

TRANSFER OF REAL ESTATE

Generally, no interest of the Trust in any real estate may be transferred, exchanged, encumbered or in any other way alienated without the vote of two-thirds (2/3) of the membership present at the annual meeting or a meeting called specifically for that purpose. However, standard lease agreements may be executed without membership approval, and real estate donations that do not advance the mission of the Trust may be sold without membership approval provided the donor has agreed at time of donation that the real estate eventually could be sold.

ARTICLE IX

PUBLICATIONS

Publications and reports bearing the Trust's name shall be issued under the supervision of the Board of Directors. Any material concerning the activities of the Trust or any of its committees which is prepared by any member for publication or report shall be approved by the Board of Directors or its designee if such publication or report shall represent, directly or indirectly, the opinion or policy of the Trust.

ARTICLE X

CORPORATE SEAL, EXECUTION OF PAPERS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President, or the Vice President and the Secretary or Treasurer. All checks, notes, drafts and other instruments for the payment of money shall be signed by either the President or the Treasurer. Notwithstanding the preceding provisions of this section, the Board of Directors may authorize and empower an officer or agent of the Trust to execute and deliver any and all papers or documents or to do any other acts or things on behalf of the Trust, including any required by or convenient in dealings with governmental authority.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Trust shall be the calendar year.

ARTICLE XII

INDEMNIFICATION

The Board of Directors, regardless of the adverse interest of any or all of the Directors, may authorize the Trust to indemnify and reimburse any person made a party to any action, suit, or proceeding by reason of the fact that such person or such person's legal representative or successor is or was a Director, officer, or employee of the Trust, for expenses, including attorneys' fees and the amount of any judgment, money decree, fine, penalty, or settlement, as the Board of Directors deems reasonable, actually incurred by such person in connection with the defense or reasonable settlement of any such action, suit, or proceeding, or any appeal therein, except in relation to matters as to which such person or such person's legal representative or successor is finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of such person's duties as Director, officer, or employee of the Trust. The Trust intends to be bound by and comply with the provisions of Sections 33-1116 through 1125 of the Connecticut General Statutes regarding indemnification of the directors and officers of the Trust.

ARTICLE XIII

AMENDMENT OF BY-LAWS

The by-laws may be amended, altered or repealed by the affirmative vote of a least two-thirds (2/3) of all members present at any annual meeting of members, provided notice of the proposed amendment, alteration or repeal, setting forth a concise statement of the proposed changes, shall have been contained in the notice of the meeting.

ARTICLE XIV

DISTRIBUTION OF ASSETS

Section 1. Generally none of the income or assets of the Trust shall ever be distributed to its officers or directors. However, the Trust may reasonably compensate any of the officers or directors for services performed for the Trust, subject to approval by the Board of Directors.

Section 2. Distribution. If the Trust is dissolved, any assets remaining after payment of all of its liabilities and obligations shall be distributed to one or more nonprofit organizations which are exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.