

BY – LAWS
OF
THE EAST GRANBY LAND TRUST, INC.

ARTICLE 1. NAME, OFFICES, AND PURPOSES.

Section 1.1 Name. The name of this corporation is THE EAST GRANBY LAND TRUST, INC: (hereinafter sometimes called the “Land Trust”).

Section 1.2 Offices. The office of the Land Trust shall be located in East Granby, Connecticut at such place as the Board of Directors may designate.

Section 1.3 Mission. The Mission of the East Granby Land Trust is to acquire and preserve open space and to promote public appreciation of the natural environment of East Granby.

ARTICLE 2. MEMBERSHIPS.

Section 2.1 Classes of Memberships. The membership categories may include Individual, Family, Life and Corporate and such other categories as prescribed by the Board of Directors. The dues for each category shall be set by the Board.

- (a) An Individual Membership shall be available to any natural person at least 18 years of age who pays the then current annual dues for such category of membership as from time to time established by the Board of Directors.
- (b) A Family Membership shall be available to any two or more natural persons, one of whom is at least 18 years of age, living as a single household unit who pay the then current annual dues for such category of membership as from time to time established by the Board of Directors.
- (c) A Life Membership shall be available to any natural person at least 18 years of age who pays the then current dues for such category of membership just once as established by the Board of Directors.
- (d) A Corporate Membership shall be available to any legally organized entity, whether for profit or not for profit, which is a general partnership, a limited partnership, a limited liability partnership, a corporation, a professional corporation or a limited liability company (as those terms may from time to time be modified by State law) which pays the then current annual dues for such category of membership as from time to time established by the Board of Directors.

(e) Honorary Membership. The Board of Directors may, in its discretion, exempt a particular Individual Member from the payment of annual dues. Members so exempted shall serve as Honorary Individual Members and shall have all of the rights and privileges of Individual Members. Such designation shall continue for the lifetime or existence of the particular honorary member unless sooner limited by the Board of Directors.

Section 2.2 Voting Rights. Each class of membership shall be entitled to cast one (1) vote either in person or by proxy at any meeting of members. The Board of Directors may reasonably require evidence that the vote of a Family Member or of a Corporate Member is properly authorized by the household group or entity casting the vote.

Section 2.3 Termination of Membership: The membership of a member shall terminate upon the death of an Individual Member or Life Member, the cessation of existence of any Corporate Member, the resignation of any member, the expiration of one calendar year following the date on which the Member's dues were paid.

ARTICLE 3, MEETINGS OF MEMBERS.

Section 3.1 Annual Meetings. The annual meeting of members shall be held on a date between October 1 and December 31 each year as determined by the Board of Directors. At each annual meeting of members, there shall be elected a Board of Directors in accordance with the provisions of these By-Laws, and members may also transact such other business as may properly come before them.

Section 3.2 Place of Meeting. Meetings of members shall be held at a suitable place convenient to the members with voting rights as may be designated by the Board of Directors.

Section 3.3 Special Meetings. It shall be the duty of the President to call a special meeting of members if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by not less than eight (8) members with voting privileges. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 3.4 Notice of Meetings. Written notice of the date, time, place, purpose, and agenda of each annual or special meeting of members, including the text of any proposed amendment to these By-Laws, shall be given by or at the direction of the President or Secretary or other officer or person calling the meeting to each member entitled to vote at such meeting not less than seven (7) days nor more than fifty (50) days before the date of the meeting

Section 3.5 Waiver of Notice. Any member may at any time waive notice of any meetings of members in writing, and such waiver shall be deemed equivalent to the giving of such notice.

Section 3.6 Adjournment of Meetings. If any meeting of members cannot be held because a quorum has not attended, a majority of the members with voting rights who are present at such meeting may adjourn the meeting and reschedule to a time acceptable to the Board of Directors.

Section 3.7 Order of Business. The order of business at all meetings of members shall be in accordance with the Policies and Procedures Manual, and provided in advance of the meeting in an agenda.

Section 3.8 Quorum. Except as otherwise provided in these By-Laws, the presence of eight (8) members with voting rights shall constitute a quorum at all meetings of members.

Section 3.9 Majority Vote. The vote of a majority in voting power of the total voting power present at a meeting at which a quorum shall be present shall be binding upon all members for all purposes except where in these By-Laws or by law a higher percentage is required.

Section 3.10 Participation by Telephone or Internet. Directors or members of a committee of the Board of Directors may participate in a meeting by means of telephones or other communication equipment enabling all persons participating in the meeting to simultaneously hear each other and to communicate with one another, and participation in the meeting shall constitute presence in person at such meeting.

ARTICLE 4. BOARD OF DIRECTORS.

Section 4.1 Number and Qualification. The affairs of the Land Trust shall be governed by a Board of Directors consisting of not fewer than seven (7) nor more than fifteen (15) persons, excluding the Chairman, from time to time, of the Conservation Commission of the Town of East Granby, Connecticut, as an ex-officio member without voting rights. Each of the other members of the Board of Directors shall be a member of the Land Trust. From and after the organization meeting of members, the Board of Directors shall be elected on the basis of staggered terms of office. Directors' terms shall coincide with the Land Trust fiscal year. The term for a director is three years.

Section 4.2 Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Land Trust and shall do all such acts and things except as by law or by these By-Laws may not be delegated to the Board of Directors by the members.

Section 4.3 Removal of Members of the Board of Directors. At any regular or special meeting of members, any one or more of the members of the Board of Directors may be removed with or without cause by a majority of the regular members and a successor may then and there or thereafter be elected to fill the vacancy thus created.

Section 4.4 Vacancies. Vacancies in the Board of Directors shall be filled by a vote of a majority of the remaining Directors at any special or regularly scheduled meeting of the Board of Directors. Each person so elected shall be a member of the Board of Directors for the remainder of the term of the member so replaced and until a successor shall be elected at the next annual meeting of the

members.

Section 4.5 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the members of the Board of Directors, but at least two (2) such meetings shall be held during each year.

Section 4.6 Special Meetings. Special meetings of the Board of Directors may be called by the President upon reasonable notice to each member of the Board of Directors given by an officer of the Land Trust or on the written request of at least two (2) members of the Board of Directors of the time, place and purpose of the meeting.

Section 4.7 Waiver of Notice. Any member of the Board of Directors may at any time waive notice of any meeting of the Board of Directors in writing and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the members of the Board of Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4.8 Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the members thereof shall constitute a quorum for the transaction of business, and the votes of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting to another time.

Section 4.9 Compensation. No member of the Board of Directors shall receive any compensation from the Land Trust for acting as such.

Section 4.10 Interns' Selection and Responsibilities. The Board of Directors may, each year, select, by a process to be determined by the Board, not more than two students, to serve as interns acting as members of the Board of Directors of the Land Trust. Notwithstanding any other provision of Article 4 of these By-Laws or any other provision contained herein, each intern shall have a voice and vote on matters coming before the Board of Directors that shall count as one-half vote.

ARTICLE 5. OFFICERS.

Section 5.1 Designation. The principal officers of the Land Trust shall be the President, the Vice President, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint other officers as in its judgment may be necessary.

Section 5.2 Election of Officers. The officers of the Land Trust shall be elected annually by the Board of Directors at the Land Trust's first board meeting after the annual membership meeting and shall hold office at the pleasure of the Board of Directors. The terms of office shall coincide with the Land Trust fiscal year.

Section 5.3 Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

Section 5.4 President. The President shall be the chief executive officer of the Land Trust. The President shall preside at all meetings of members and of the Board of Directors and shall have all of the general powers and duties which are incident to the office of president of a nonstock corporation organized under the laws of the State of Connecticut. The President's powers and duties include, but are not limited to, the appointment of committees from among the members from time to time as the President may decide is appropriate to assist in the conduct of the affairs of the Land Trust.

Section 5.5 Vice President. The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the President on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed by the Board of Directors or by the President.

Section 5.6 Secretary. The Secretary shall keep the minutes of all meetings of members and of the Board of Directors. The Secretary shall have charge of the minutes as the Board of Directors may direct. The Secretary shall, in general, perform all the duties incident to the office of the secretary of a nonstock corporation organized under the laws of the State of Connecticut.

Section 5.7 Treasurer. The Treasurer shall have the responsibility for Land Trust funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name of the Land Trust in such depositories as may from time to time be designated by the Board of Directors, and shall, in general, perform all the duties incident to the office of treasurer of a nonstock corporation organized under the laws of the State of Connecticut.

Section 5.8 Signatories to Documents. All agreements, contracts, deeds, leases, and other instruments of the Land Trust shall be executed by any two (2) officers of the Land Trust or by such other person or persons as may be designated by the Board of Directors. The treasurer may sign checks drawn against Land Trust funds in amounts up to five hundred dollars (\$500). Checks over the amount of five hundred dollars (\$500) drawn against Land Trust funds shall be executed by the treasurer and any one (1) other officer.

ARTICLE 6. CORPORATE EARNINGS, PROHIBITED ACTIVITIES AND FISCAL YEAR.

Section 6.1 Corporate Earnings. No member, officer, director, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Land Trust, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Land Trust in carrying out any of its tax-exempt

purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Land Trust.

Section 6.2 Prohibited Activities. Notwithstanding any other provision of these By-Laws, no member, officer, employee, director or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

Section 6.3 Fiscal Year. Each fiscal year of the Land Trust shall be the calendar year.

ARTICLE 7. MISCELLANEOUS.

Section 7.1 Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.

Section 7.2 Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these By-Laws, or the intent of any provision thereof.

Section 7.3 Gender. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 7.4 Waiver. No restriction, condition, obligation, or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Section 7.5 Conflict. These By-Laws are set forth to comply with the Nonstock Corporation Act of the State of Connecticut and the provisions of the Internal Revenue Code of the United States specified herein. In the event of any conflict between these By-Laws and the provisions of said Act or said Code, the provisions of said Act or of said Code, as the case may be, shall control.

ARTICLE 8. AMENDMENTS TO BY-LAWS; DISSOLUTION AND TERMINATION.

Section 8.1 Amendments to By-Laws. These By-Laws may be altered, amended or added to at any meeting of members called for that purpose and at which a quorum is present by the affirmative vote of at least two-thirds (2/3) of the members holding voting privileges and entitled to vote thereon.

Amendments to the by-laws may also be considered and acted upon at any annual meeting of the members, provided the members entitled to vote are given sufficient notice of any such proposed amendments, including the text thereof, in accordance with Article 3.4 of these by-laws.

. Section 8.2 Dissolution and Termination. It is intended that the Land Trust shall have perpetual existence. However, in the event of the dissolution of the Land Trust or the termination of its corporate existence, all of its net assets shall be disposed of as follows:

- (a) Any property or interest in property acquired and held by the Land Trust subject to provisions regarding ultimate-disposition on dissolution of the Land Trust or the termination of its corporate existence shall be disposed of only according to the terms and conditions of such provisions.
- (b) Any other property shall be transferred, paid over and delivered as a gift, without payment of consideration, to an organization determined by the Board of Directors to fulfill the intent and purpose of the Land Trust.
Any organization succeeding to the title of any property or interest in any property of the Land Trust as a result of the dissolution of the Land Trust or the termination of its corporate existence shall be required to conform to any restrictions or limitations of use as are applicable thereto.

[5/20 P] provided, however, that no asset shall be distributed other than to or for the benefit of organizations exempt at the time of such distribution under Section 501 (c) (3) of the Internal Revenue Code of the United States and its Regulations, as they now exist or may hereafter be amended.

REVISION HISTORY

December 3, 1973	Original By-Laws drawn up by Attorney Edward S. Klemonski were approved December 3, 1973
June 15, 1978	Article 1, Section 1.1- The name of the organization was changed from the East Granby Conservation Land Trust, Inc. to the East Granby Land Trust, Inc..
May 25, 2005	<p>Article 3, Section 3.1 Holding of the annual meeting of members was changed to read “from the month of May each year” to “between Oct 1 – Dec 31 each year”</p> <p>Article 6, Section 6.3 - The Trust’s fiscal year was amended to correspond with the calendar year instead of commencing April 1.</p>
November 2, 2006	<p>Article 2, Section 2.1 – Membership classes were defined as Individual, Family, Life, and Corporate. The Board of Directors shall set dues from time to time.</p> <p>Article 5, Section 5.8 – was changed to allow the treasurer to sign checks up to \$500 on his/her signature alone; above that amount, the signature of the treasurer and one other officer is required.</p>
November 3, 2015	<p>General editorial changes to eliminate gender bias throughout the by-law document.</p> <p>Article 1, Section 1.2 – Removed reference to a corporate seal. No record of the production of a corporate seal has been found and no corporate seal has been found among the Trust’s archives.</p> <p>Article 1, Section 1.3 – The mission of the land trust incorporated into the description of purposes.</p> <p>Article 2, Section 2.1 – Defined membership classes and the terms of eligibility for each. Eliminated requirements for age, place of residence, or ownership of land within the Town of East Granby to define eligibility for membership. Provision for membership on the basis of organizational donation.</p> <p>Article 2, Section 2.2 – Established the voting rights for each class of membership.</p> <p>Article 2, Section 2.3 – Established the conditions for termination of membership.</p> <p>Article 3, Section 3.1 – Restated the timeframe for holding the Annual Meeting between October 1 and December 31 of each year.</p> <p>Article 3, Section 3.4 – Amended to permit notice of membership meetings to be given in electronic form. Eliminated the option to leave notice at the member’s place of residence or work. Eliminated the requirement to notify members other than members with voting privileges by posting in a newspaper.</p>

	<p>Article 3, Section 3.7 - The order of business of meetings of members was amended to:</p> <ul style="list-style-type: none"> • Eliminate the calling of the roll • Permit reading of the minutes to be waived by voice vote. • Specify the President’s and the Treasurer’s reports but not other officers • Eliminate the report of the Board of Directors • Make committee reports optional. <p>Article 3, Section 3.8 – amended to clarify that all members with voting rights, not just Individual (regular) members, qualify to constitute a quorum.</p> <p>Article 3A - Interns added to describe the manner of selection, responsibilities, and voting rights associated with Student Interns.</p> <p>Article 4, Section 4.1 – amended to reduce the minimum number of Directors from nine (9) to seven (7). Defined the term for directors to coincide with the LT fiscal year.</p> <p>Article 4, Section 4.4 – to elect a Director to fill a vacancy at any special or regularly scheduled meeting of the Board of Directors.</p> <p>Article 4, Section 4.5 - to clarify that the Secretary may deem notice of membership meeting given by the President to constitute sufficient notice so that no further notice need be given.</p> <p>Article 5, Section 5.2 – to define the terms of office to coincide with the Land Trust fiscal year.</p> <p>Article 5, Section 5.6 - to permit the Secretary to keep the minute book and such other books and papers in any secure media and format.</p> <p>Article 8, Section 8.1 - to permit amendments to the By-Laws to be considered and acted upon at any annual meeting provided sufficient notice of any such proposed amendments, including the text thereof, is provided in accordance with Section 3.4.</p> <p>Article 8, Section 8.2 – to provide for the transfer of Land Trust property upon dissolution and termination of the Land Trust to an organization whose purpose is in conformance with the Land Trust’s purpose, as determined by the Board of Directors.</p>
November 2021	<p>1.3 Removed list of actions to fulfill the mission, to be in Policies and Procedures Manual</p> <p>2.1 Defined age of 18 required for membership</p>

	<p>2.1 Removed designation of monetary gifts for membership dues vs. donation, to be governed by Policies and Procedures Manual</p> <p>2.1 (c) Clarify that Life Membership dues are paid only once</p> <p>2.1 (e) Drop clause regarding time for removal of honorary designation</p> <p>2.3 Eliminated reference to dues paid by honorary member upon termination</p> <p>3.4 Eliminated postal notice of meeting</p> <p>3.6 Revised method to adjourn and reschedule a meeting due to lack of quorum</p> <p>3.7 Eliminated defined order of meeting business</p> <p>3.8 Removed reference to proxy to determine quorum</p> <p>3.10 Removed mandatory application of Roberts' Rule of Order at meetings to Policies and Procedures Manual</p> <p>3.10 Added participation by telephone or Internet</p> <p>3.A Intern section moved to 4.10, some details moved to Policies and Procedures Manual.</p> <p>4.1 Changed director terms of service to standard 3 year terms</p> <p>4.5 Designates either President or Secretary to give notice of meeting</p> <p>4.6 Revised method for scheduling Special Meetings</p> <p>4.8 Reworded rescheduling of meeting where a quorum is not present</p> <p>4.10 Describes selection and responsibilities of Interns</p> <p>5.1 Removed the appointment of assistant officers</p> <p>5.2 Defined election of officers at the first board meeting following the annual meeting</p> <p>5.6 Removed reference to the minute book</p> <p>5.9 Dropped redundant prohibition of compensation of officers for actions related to the Land Trust</p> <p>7.6 Removed definition of Proxy Rights</p> <p>8.1 Removed reference to in-person or proxy voting on By-Law amendments</p>
--	--

