

**BY LAWS OF THE**  
**CHESHIRE LAND, TRUST, INC.**

**ARTICLE I - LOCATION**

The Governing Board shall designate the principal office of this Corporation.

**ARTICLE II - SUPPORT AND MEMBERSHIP**

**SECTION 1 - MEMBERS**

A member shall be any person 18 years or older, or any other legal entity. There shall be the following classes of membership:

- A. Regular member - shall be any person 18 years or older, who has submitted an application, the form and content of which shall be determined by the Governing Board.
- B. Family Member - shall be a class of membership available to households, who have submitted an application, the form and content of which shall be determined by the Governing Board.
- C. Sustaining, Supporting, Business or Corporate, and Life Members - shall be classes of membership available to any person(s) 18 years of age or older, or to any firm, corporation, partnership, trust, foundation or other legal entity that has submitted an application, the form and content of which shall be determined by the Governing Board.
- D. Special Gift Member - shall be any person(s), firm, foundation, trust, corporation, partnership, or other legal entity that has donated real property in the amount of one acre, or its equivalent in personal property, including but not limited to cash securities, in the amount of \$1,000. Special Gift Members automatically become life Members.
- E. Associate - shall be non-voting support limited to persons under 18 years of age, who have submitted an application, the form and content of which shall be determined by the Governing Board.

**SECTION 2 - DUES**

- A. Special Gift Members shall not be required to pay dues.
- B. All other classes of membership shall pay annual dues as determined by the Governing Board.

### **SECTION 3 - VOTING**

- A. Each member, whether an individual or a representative of a member firm, corporation, partnership, trust, foundation or other legal entity, shall be entitled to one vote except as stated in ARTICLE V - SECTION 6.
- B. No member may vote by proxy or otherwise delegate his right to vote.
- C. No Regular Member may vote if his dues are delinquent unless such delinquency is specifically excused by the Governing Board.

### **SECTION 4 - SUSPENSION, EXPULSION AND TERMINATION**

- A. Any member of either class may be expelled from the Corporation upon a recommendation by the Governing Board and a vote at any regular or special meeting of this Corporation.
- B. A Regular Member shall automatically be dropped from membership upon the delinquency in the payment of dues for a period of two (2) years or more unless such payment is specifically excused by the Governing Board. Such expulsion shall not require the vote of the membership as set forth in Section 4 (A.) above.
- C. The death, insanity, or dissolution of a member shall terminate his membership. Memberships are not transferable.
- D. Any member may resign from this Corporation by filing a written notice of resignation with the Secretary of this Corporation.

## **ARTICLE III - GOVERNING BOARD**

### **SECTION 1 - COMPOSITION**

This Corporation shall have a Governing Board consisting of the Officers, including a President, a Vice President, a Secretary, a Treasurer and nine (9) Directors.

### **SECTION 2 - TERM**

Each Officer shall serve for a term of one (1) year, and each Director shall serve for a term of three (3) years, and shall take office at the first regular board meeting after the annual meeting of his election.

### **SECTION 3 - NOMINATION AND ELECTION**

A Nominating Committee consisting of at least three (3) and not more than five (5) members of the Corporation, appointed by the President and approved by the Governing Board, shall prepare a slate of Officers and Directors and place it in nomination by written notice to the membership at the time of the call of the annual meeting. Officers and Directors shall be elected by and from the membership at annual meetings for terms as set forth in Section 2 of this Article.

### **SECTION 4 - EXPULSION AND TERMINATION**

- A. Members of the Governing Board whose membership has been terminated under Article II, Section 4, shall likewise cease to hold the position of Officer or Director.
- B. Any member of the Governing Board who is absent from four (4) consecutive meetings of the Governing Board may be removed by action of the Board.
- C. The Governing Board shall elect a successor for the balance of the term to any vacancy on the Governing Board resulting from the death, insanity, resignation or expulsion of an Officer or Director.

### **SECTION 5 - MEETINGS**

- A. **Regular And Special Meetings:** The Governing Board shall meet as often as it considers necessary to transact the business of the Corporation. Meetings may be called by the President, Vice President or by any two Directors. The President shall preside at all meetings of the Governing Board. In his absence the Vice President shall preside; if both are absent, the Secretary may preside. Any business may be transacted at any meeting of the Board unless otherwise specified in the notice of such meeting or otherwise provided by these By Laws.
- B. **Notification:** The secretary or any other person designated by the Governing Board shall notify the Board members of such meeting. Such notice shall be in writing and mailed, postage prepaid, at least 72 hours before the meeting, to each Board member at his usual place of business or abode or delivered to him in hand. Written notice of special meetings may be dispensed with by unanimous vote of the members present, waiver of such notice to be filed with the records of the meeting.

### **SECTION 6 - QUORUM**

A majority of the Governing Board shall constitute a quorum. Any Board member may be represented by a proxy acceptable to the Board. The action of a majority of the Governing Board present at any meeting at which there is a quorum, shall be the action of the Governing Board except as may be specifically provided by a statute or these By Laws.

## **SECTION 7 - POWERS**

The Governing Board shall have the control and management of the affairs, business and property of the Corporation. In addition to exercising all powers conferred upon them as set forth in these By Laws and the Certificate of Incorporation, the Governing Board may exercise all the powers of the Corporation and do all such lawful acts and things as are not by statute or by these By Laws divested or required to be exercised or done by the members.

## **ARTICLE IV - OFFICERS**

### **SECTION 1 - DUTIES OF THE PRESIDENT**

The President shall be the Chief Executive officer of the Corporation and he shall preside at all meetings of members and the Governing Board. He shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Governing Board are carried into effect. He may appoint committees subject to the approval of the Governing Board. He shall execute in the corporate name all authorized deeds, mortgages, bonds, contracts, or other documents, under seal or otherwise, except when expressly delegated to another by the statutes, Certificate of Incorporation, these By Laws or resolutions of the Governing Board.

### **SECTION 2 - DUTIES OF THE VICE PRESIDENT**

The Vice President shall perform all the duties and exercise all the powers of the office of the President, upon the death, resignation or removal from office of the President and also upon his disability to act. He shall also perform such other duties as the Governing Board may from time to time prescribe.

### **SECTION 3 - DUTIES OF THE SECRETARY**

The Secretary, or deputy, shall attend all meetings of the Governing Board and all corporate meetings and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary, or deputy, shall give, or cause to be given, notice of all corporate meetings, meetings of the Governing Board, and special meetings, and shall perform such other duties as may be prescribed by the Governing Board. The Secretary, or deputy, shall keep in safe custody the seal of the Corporation and, when authorized by the Governing Board, affix same to any instrument requiring it.

### **SECTION 4 - DUTIES OF THE TREASURER**

The Treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuables in the name of and to the credit of the Corporation in such depositories as may be designated by the Governing Board. He shall prepare vouchers for disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of the financial condition of the Corporation. He shall be responsible for reporting as may be required to the Secretary of State (Connecticut) and to the Internal Revenue Service.

## **SECTION 5 - DUTIES OF THE OFFICERS**

Other officers may be elected from time to time by the Governing Board and shall perform such duties as may be prescribed for such office by the Board.

## **SECTION 6 - BONDS**

Each officer shall be bonded by a surety company for the faithful performance of his duties in such amount and manner as the Governing Board shall determine.

## **ARTICLE V - CORPORATE MEETINGS**

### **SECTION 1 - ANNUAL MEETING**

Annual meeting of the members of the Corporation shall be held in the month of March in each year, at a time and place designated by the Governing Board, to elect Directors, hear reports of officers and transact such other business as may be necessary and proper.

### **SECTION 2 - SPECIAL MEETINGS**

Special Meetings of the members of this Corporation may be called by a majority of the Governing Board or by twenty percent (20%) of the membership, but not less than twenty (20) members, upon a written application to the President or Secretary stating the time, place, and purpose of such meeting.

### **SECTION 3 - QUORUM**

A quorum at any meeting of the members of the Corporation shall consist of not less than fifteen (15) members.

### **SECTION 4 - ADJOURNMENT**

A majority of the members present and voting may adjourn any meeting. No notice is required for the reconvening of an adjourned meeting.

### **SECTION 5 - NOTIFICATION**

Notice of all meetings of the members of this Corporation, except adjourned meetings, shall be in writing, stating the place, day and hour of the meeting except that special meetings shall contain a brief statement of its purpose. The Secretary or any other person designated by the Governing Board shall mail such notice to the last known address of each member at least ten (10) days prior to the meeting.

## **SECTION 6 - POWERS**

The members shall have sole authority to direct the Corporation to sell, or otherwise dispose of leases and other interests in real estate owned by the Corporation. This authority shall be exercised only by members of at least sixty (60) days' standing, upon proper notification as set forth in SECTION 5, by written ballot sent to each member by the Secretary, or deputy, at least fifteen (15) days prior to any proposed action. A majority vote of those members voting is required for such action, provided, however, that fifty (50) percent or more of the membership has voted. If less than fifty (50) percent of the membership votes, than such action shall be deemed to be a negative vote.

## **ARTICLE VI - ADOPTION, REPEAL OR AMENDMENT OF BY LAWS**

### **SECTION 1 - POWERS**

The members have absolute power and authority to adopt, amend, and repeal these By Laws except as otherwise stated.

### **SECTION 2 - NOTIFICATION**

The notice of a meeting of the members at which By Laws are to be adopted, amended or repealed shall include notice in which such proposed action is specified and in accordance with Article V, Section 5.

## **ARTICLE VII - FISCAL YEAR**

The Fiscal Year of this Corporation shall be the calendar year.

## **ARTICLE VIII - BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account, minutes of the proceedings of its incorporators, Officers, Directors, members and committees, and a list of each class of members with their names and addresses.

## **ARTICLE IX - ASSESSMENTS, FINES AND PENALTIES**

The Governing Board shall not have the right to impose any fines, assessments or penalties against the members except the determination of dues for Regular Members as set forth in Article II, Section 1. Notwithstanding Article VI, Section 1, this Article may not be amended, repealed or altered in any manner without the unanimous vote of the entire membership.

**CHESHIRE LAND TRUST, INC.**

**CERTIFICATE OF INCORPORATION**

We, the Incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

1. The name of the Corporation is: CHESHIRE LAND TRUST, INC.
2. The nature of the activities to be conducted, or the purposes to be carried out by the Corporation are as follows:
  - A. To engage in and otherwise promote for the benefit of the general public the preservation of natural resources of the State of Connecticut, including water resources, marshland, swamp, woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites;
  - B. To engage in and otherwise promote the scientific study of and to educate the public regarding local natural resources including plant, 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 such property, in such manner as the Directors of the Corporation shall deem appropriate to carry out such purposes;
  - D. To use all property held or controlled by this Corporation and the net earnings thereof in the United States of America for the benefit of the inhabitants of the State of Connecticut for the conservational, educational, scientific, and recreational purposes for which the Corporation is formed as set forth in this Article;
  - E. In connection with the foregoing to any and all things permitted by the Statutes of the State of Connecticut.
3. No part of the Corporation's income is distributable to its Members, Directors or Officers ; and the Corporation shall not issue shares of stock or pay dividends.
4. The classes, the manner of election or appointment and the qualifications and rights of the members of each class, are as follows:
  - A. There shall be two classes of members; regular members and special gift members.
    1. Regular members shall include those persons who have completed and submitted to the secretary a form of application to be determined from time to time by the Board of Directors and have paid dues as prescribed by the Board of Directors.

2. Special gift members shall include those persons who have conveyed by gift a minimum one acre of land or an equivalent amount of money as determined from time to time in the By laws. Special gift members shall be members for life.
  - B. No member may vote by proxy or otherwise delegate his right to vote.
  - C. Members shall annually elect Directors to manage the affairs of the Corporation to terms of office as determined in the By Laws.
5. The duration of the Corporation shall be unlimited.
6. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in, including the publishing or distributing of statements, any political campaign on behalf of any candidate for public office.
7. Upon the termination and liquidation of the Corporation, all land and other assets owned by the Corporation after payment of all obligations, shall be given to the Nature Conservancy, Washington, D.C., or similar non-profit organization holding as its purpose the preservation of natural resources for educational and/or scientific purposes.
8. The Certificate of Incorporation may be amended from time to time without any vote of the members, by resolution adopted by a vote of at least (2/3) of the Directors present at a meeting which a quorum is present or by a majority of the Directors then filling Directorships of the Board of Directors whichever number is larger, provided, however, that the Certificate of Incorporation may not be amended to permit any corporate action which would prevent the Corporation from qualifying under said Section 501 ©) (3) of the Internal Revenue Code of 1954 or any successor or substitute therefore as the same may exist at the date of any amendment.



# **THE CHESHIRE LAND TRUST, INC.**

## **GIFT POLICY**

Gifts and contributions are a primary source of acquiring and improving assets from the Cheshire Land Trust and are encouraged at all times. Generally, they broadly consist of any of the following:

1. Land and Buildings
2. Money, Contributions/Bequests
3. Services (By other than Cheshire Land Trust Members)

### **Acceptance and Acknowledgment**

Offers of property shall be formally reviewed before acceptance by the Board of Governors of the Cheshire Land Trust.

All gifts, contributions, or services shall be acknowledged in writing to the donor by the Secretary of the Cheshire Land Trust. Such written acknowledgment shall specifically identify the gift or contribution so that it may be used as a supporting document where appropriate.

### **Recording the Gift**

All gifts, contributions, or other services shall be recorded by the Treasurer in an ongoing manner showing gift. (Brief Description), donor, date, and any other pertinent information.

### **Recognition**

Gifts of land, memorial gifts, or major contributions (over \$1,000) shall be publicized in the Cheshire Herald, and other local news media, following acceptance of same, and, providing this is not contrary to the wishes of the donor.

Donors of land or major contributions (over \$1,000) shall be designated as life members and so notified. At their discretion, the Board of Governors may bestow life membership on an individual for some unique or special contribution.

At the discretion of the Board of Governors, recognition of Land Trust benefactors (memorials) may take the form of names for paths, gardens, trails, etc. and be so designated.

Major contributions of money (over \$1,000) shall be separately recorded and accounted for.

Gifts of services (such as labor) or equipment shall be acknowledged by letter.

At its discretion, the Board of Governors may designate and appoint a committee to research and recommend a specific memorial for a specific contribution.

