

ARTICLES OF ASSOCIATION AND BYLAWS
of the
MANCHESTER LAND CONSERVATION TRUST, INC.

ARTICLE I Name, Seal, Address, and Purpose.

1. Name: The name of this corporation is MANCHESTER LAND CONSERVATION TRUST, INC., a Connecticut nonstock, nonprofit corporation organized under the laws of the State of Connecticut. The MANCHESTER LAND CONSERVATION TRUST, INC. may be referred to hereinafter as “the Corporation”.

2. Seal: The seal of the Corporation shall be circular in form and shall bear the words “Manchester Land Conservation Trust, Inc.”

3. Address: The address of this Corporation shall be 20 Hartford Road, Manchester, Connecticut 06040, or such other address as the Board of Directors may designate from time to time.

4. Purpose: The nature of the activities to be conducted, or the purposes to be promoted or carried out, by the Corporation are as follows, to wit:

A. To use all property held or controlled by the Corporation and the net earnings thereof within the United States of America for the benefit of all the inhabitants of the Greater Manchester Area and exclusively for the conservational, recreational, educational, scientific and historic purposes for which the Corporation is formed. The term "Greater Manchester Area" herein referred to includes the parcels held in title by the Corporation in the town of Manchester and surrounding towns of Bolton, East Hartford, Glastonbury and Vernon; and in such other towns or municipalities in which the Corporation may come to own parcels.

B. To engage in and otherwise promote for the benefit of the general public the preservation and conservation of Connecticut natural resources including water resources, swamps, woodland, and open spaces, the plant and animal life therein, and unique scenic, natural and historic sites;

C. To engage in and otherwise promote the scientific study of local natural resources, including plants, animals, birds and other wildlife;

D. To acquire by purchase or otherwise any such real estate or personal property one (1) acre in size or greater, unless compelling reasons come before the Corporation during a vote to acquire land of less than one (1) acre, and to complete such a purchase, with or without restrictions or limitations of use, provided that such restrictions or limitations of use are in accordance with the Corporation purposes and its Land Use Policies. To use such property or invest, hold or transfer the same in such a manner as the Corporation shall deem appropriate to carry out its duly-authorized purposes subject to any restrictions or limitations thereon, except as any such restrictions or limitations may be varied by Court action. Included, without limitation, as subjects of such real estate acquisition, investment, holding or transfer are: Absolute fee, leaseholds, easements, conservation easements, scenic easements, historic easements, rights of

way, water and riparian rights, options, first refusals, mortgages, and contracts with regard to real property; and

E. In general, and subject to such limitations and considerations as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon the **Corporation**, a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitations and conditions that, notwithstanding any other provision of this set of Bylaws, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised 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, and by any organization contributions to which are deductible under Section 170(e)(2) of such Code and Regulations, as they now exist or may hereafter be amended.

ARTICLE II Meetings of Members.

1. **Members.** A Regular Member in good standing shall be anyone current with annual dues. A Life Member is also a Regular Member with Life Membership conferred in consideration of land donation or dues, or as stipulated by the Board. Corporate Member (non-voting) shall be any corporation or business entity paying dues. Board Member Emeritus is an honorary title which may be conferred from time to time by the Board. Only Regular Members and Life Members have one vote at the Annual Meeting.
2. **Annual Meetings.** The annual meetings of the members of the **Corporation** shall be held during the months of May, June or July of each year in the Greater Manchester Area, as defined in Article 1.4. A, at a date to be decided by the Board of Directors.
3. **Special Meetings.** Special meetings of the members of the **Corporation** may be called at any time by the President, by the Board of Directors, or upon a petition in writing signed by fifteen (15) members of the **Corporation** entitled to vote.
4. **Quorum.** At any annual or special meeting of the members of the Corporation, fifteen (15) members of the **Corporation** entitled to vote shall constitute a quorum.
5. **Notice.** Not less than ten (10) days prior to all Annual and Special meetings, the Secretary shall mail, e-mail, or otherwise effectively publish a notice thereof to all members. The notice shall set forth the time, date and place of such meeting and the business to be transacted.

ARTICLE III Directors.

1. **General Powers.** The property, affairs and activities of **the Corporation** shall be managed by a Board of Directors consisting of not fewer than nine (9) and not more than fifteen (15) persons, as may be determined from time to time by the Board of Directors. Directors shall be Regular Members of **the Corporation**. The Board of Directors may and shall exercise all of the powers of **the Corporation** except such as are by law, by the Certificate of Incorporation, or by these Bylaws expressly conferred upon or reserved to the members.

2. **Election of Directors.** **Corporation** members shall elect all Directors at the annual meetings. Terms are for two years and until their successor is elected and qualified. Terms shall

be staggered so that approximately one half of the Directorships will be elected at each Annual Meeting. The term of a Director who ceases to be a Regular Member of the Corporation shall immediately terminate.

3. Vacancies. In the case of any vacancy in the Board of Directors, the Board may elect a successor to hold office until the next annual meeting. Vacancies may be by death, resignation, disqualification, or because a Director fails to attend three consecutive meetings without excuse.

4. Meetings. The Board of Directors shall meet at least semi-annually, and, in addition, the Board of Directors shall meet upon call by the President or upon written request filed with the Secretary by any two (2) or more Directors. The Secretary shall give to each director reasonable notice of the time and place of each meeting of the Board of Directors. A quorum shall consist of a majority of the Board of Directors. There shall be no vote by proxy.

5. Action Without Meeting. The Board of Directors may consider actions to be taken between regularly scheduled and special meetings. Discourse may be by mail, e-mail, facsimile, or other means of communication that effectively puts every Director on notice of the actions under consideration. The Board of Directors may take action by the same means of communication so long as each Director signs a consent describing the action taken or to be taken and delivers it to the corporation. Actions taken under this section is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. A consent signed under this section has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document. The Secretary shall file the signed copies of such actions with the minutes of the Corporation. [Reference: Connecticut General Statutes, Sec. 33-1097, Action without meeting; Section 33-1094, Action without meeting; CGS 33-1094 is future use].

6. Meeting sites. Meetings shall be held at such place or places as the Board of Directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the Corporation.

7. Quorum. A majority of the board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

ARTICLE IV Officers.

1. Election. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be regular members of the Corporation. The President and Vice President shall be members of the Board of Directors. The Board of Directors shall elect all four officers at a meeting held as soon as convenient after each Annual Meeting. Officers shall serve for a term of one (1) year, which term shall expire at the Annual Meeting of the members or until their successors have been elected and have qualified.

2. Powers and Duties. The various officers shall have such powers and duties as customarily appertain or are incident to their respective offices and, in addition, such powers and duties as the Board of Directors may confer or designate.

3. The officers of the Corporation, plus the Chief Steward of the Corporation, shall comprise an Executive Committee. The role of the Executive Committee is limited to consultation and advice, or emergency action, and shall not abrogate the power and responsibility of the Board of Directors meeting in majority.

4. Vacancies. In case of any vacancy among the officers by death, resignation, disqualification, or any other cause, the Board of Directors may elect a successor to hold office until the next annual meeting. In addition, the Board of Directors may appoint from time to time such Assistant Secretaries and Assistant Treasurers as in its judgment may be necessary, to hold office until the next annual meeting.

ARTICLE V Nominations for Directors and Officers.

At least one (1) month before the annual meeting, the Board of Directors shall appoint a nominating committee which shall nominate persons to board positions becoming vacant at the next annual meeting. Additional nominations for Directors may be made by petition signed by five (5) members entitled to vote.

ARTICLE VI Fiscal Year.

The fiscal year of the Corporation shall end on April 30 in each year.

ARTICLE VII Prohibition Against Sharing in 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 Corporation, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation 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 Corporation.

ARTICLE VIII Prohibited Activities.

Notwithstanding any other provision of these Bylaws, 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.

ARTICLE IX Rules of Order.

All meetings of the Board of Directors shall be governed by *Robert's Rules of Order Newly Revised*, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the certificate of incorporation of this Corporation, or with applicable law. [The *Newly Revised 12th Edition* was printed in the year 2020.]

ARTICLE X Amendments.

These Bylaws may be amended by adoption of resolution by the affirmative vote of the members present and entitled to vote thereon at a meeting called for that purpose at which a quorum is present; the annual meeting quorum being defined by Article II, section 4.

ARTICLE XI Upon Dissolution.

Upon the dissolution of the Corporation and after the payment, or the provision for payment, of all liabilities of the corporation, the Board of Directors will dispose of all of the assets of the

corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by the court of jurisdiction in which the principal office of the Corporation is located.

These Articles of Association and Bylaws were amended by the Corporation membership conducted at the annual meeting as attested below.

**MANCHESTER LAND CONSERVATION TRUST, INC.
MANCHESTER, CONNECTICUT**

By _____
William Doak, Secretary Date

SEAL

Articles of Association and Bylaws revised to include amendments of September 26, 1972, April 10, 1973, December 14, 1973, April 14, 1975, June 5, 1980, May 28, 2014.