

GOSHEN LAND TRUST, INC.

BY-LAWS

Revisions adopted at the Annual Meeting on: June 18, 2010

**ARTICLE I
IDENTITY**

SECTION 1 – NAME, ADDRESS, NON-PROFIT STATUS, AND FISCAL YEAR

- a) Name: The name of the Corporation is Goshen Land Trust, Inc.
- b) Address: The mailing address is P.O. Box 501, Goshen, CT, 06756. The principal office/street address is 16 Mill Street, Goshen, CT 06756.
- c) The Corporation shall be a non-profit tax-exempt corporation, which shall be approved as such by the Commission of Internal Revenue of the United States pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code as amended.
- d) The Corporation shall have all powers provided in Connecticut General Statutes Section 33-1036 or any amendments or successor statutes thereto, and such other and further powers as may be approved by the Board of Directors, not contrary to state or federal law or these bylaws.
- e) The fiscal year of the corporation shall end on the 31- December in each year.

SECTION 2 – MISSION STATEMENT

The Goshen Land Trust strives to improve the quality of life for current and future generations of Goshen area residents through the protection and preservation of natural and open lands. The Goshen Land Trust's intent is to acquire such land for the purposes of wildlife habitat preservation and enhancement, water quality protection, agriculture, environmental education, passive recreation, and scenic and historical preservation.

**ARTICLE II
MEMBERSHIP**

SECTION 1 – MEMBERS

Definition of Membership: Members shall be any person 18 years of age or older who has submitted a donation within eighteen months prior to the Annual Meeting. Every member shall be entitled to one vote.

SECTION 2 – VOTING

No member may vote by proxy or otherwise delegate his/her right to vote.

**ARTICLE III
MEETINGS OF MEMBERS**

SECTION 1 – ANNUAL MEETING

The annual meeting of the members of the corporation shall be held in Goshen, CT in June of each year at such time and place as the Board of Directors (or President in the absence of action by the Board of Directors) may determine, for the purpose of electing Directors and the transacting of any other business which may legally come before the meeting.

SECTION 2 – NOTICE

Not less than ten (10) days prior to all annual and special meetings, the Secretary or his/her designee, shall mail a notice thereof to all members. The notice shall set forth the time, date and place of such meeting and business to be transacted thereat.

SECTION 3 – SPECIAL MEETING

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 submitted to the President or Vice-President.

SECTION 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.

SECTION 5- ADJOURNMENT

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

ARTICLE IV BOARD OF DIRECTORS

SECTION 1- NOMINATIONS FOR DIRECTORS

At least one (1) month prior to the Annual Meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) members. The Nominating Committee shall nominate one (1) person for each Director expiring position or vacancy. Additional nominations for Directors may be made by petition signed by five (5) members entitled to vote.

SECTION 2 – ELECTION OF DIRECTORS

Directors must be regular members of the corporation. The first Board of Directors shall be elected at the organizational meeting of the corporation. The first Board of Directors, in addition to the three (3) Commissioner-Directors designated by: the Board of Selectmen, Planning Commission and Conservation Commission, respectively, of the Town of Goshen, shall consist of twelve (12) directors. Terms shall be three years in length and staggered. At the annual meeting of the Corporation at which this revision of the bylaws are adopted (2009), the three year terms shall expire in June as follows: four (4) shall expire in 2010, four (4) shall expire in 2011, four (4) shall expire in 2012. Commissioner-Directors' terms shall continue until replaced by the Commission they represent. At each annual meeting, there shall be elected a number of directors equal to the number of directors whose terms have expired as of that annual meeting and each director so elected shall serve for a term of three (3) years. The Secretary of the Board of Directors shall keep record of each Directors term and report it prior to the Annual Meeting. A director shall serve for the term for which he was elected and until his successor is elected and qualified. The term of a director who ceases to be a regular member of the corporation shall immediately terminate.

SECTION 3 – GENERAL POWERS

The property, affairs and activities of the corporation shall be managed by a Board of Directors consisting of not fewer than five (5) and not more than fifteen (15) persons, as may be determined

from time to time by the members. The Board of Directors may and shall exercise all the powers of the corporation except such as are by law, by the Certificate of Incorporation, or by these By-Laws expressly conferred upon or reserved to the members.

SECTION 3 – VACANCIES

In the case of any vacancy in the Board of Directors by death, resignation, disqualification, or any other cause, the remaining directors may elect a successor for the balance of the vacant term by affirmative vote of a majority of them.

SECTION 4 – DISQUALIFICATION

Any Director may be expelled or suspended upon a recommendation by the President or a Board member by a two thirds (2/3) majority of the Directors present.

SECTION 5 – MEETINGS

The Board of Directors shall meet at least quarterly 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 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.

SECTION 6 – QUORUM

A quorum of the Board of Directors shall consist of a majority of the members of the Board of Directors.

SECTION 7 – VOTING

A Director is entitled to vote only in person or by proxy under special circumstances as deemed appropriate by the President. A vote by proxy shall take place by the member by telephone, or by an electronic transmission, including without limitation electronic mail (email).

SECTION 8 – CONFLICT OF INTEREST

Any Officer or Director of the Corporation who has a personal and/or financial interest, direct or indirect, in any contract, transaction or decision to which the Corporation is a party, as defined in Section 33-1127 of the Connecticut General Statutes, shall disclose that interest to the Board of Directors pursuant to Connecticut General Statute Section 33-1129, which body shall record such disclosure upon the official record of their meeting. No person shall vote as a member of the Board of Directors on any question involving his or her said interest. Violation by any such Director may be grounds for his or her removal by the Board of Directors. (Conflicts Policy approved by Board of Directors at regular meeting on May 13, 2010 details this policy in completion. See minutes on record for that date.)

ARTICLE V OFFICERS OF THE CORPORATION

SECTION 1 – COMPOSITION

The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be regular members of the corporation and shall be members of the Board of Directors. In addition, the Board of Directors may appoint from time to time such additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, as in its judgment, may be necessary, to hold office until the next election of officers.

SECTION 2- NOMINATIONS FOR OFFICERS

At least one (1) month prior to the Annual Meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) members, appointed by the Board of Directors. The Nominating Committee shall nominate at least one (1) person for each Office and present the slate at the Board of Directors meeting following the Annual Meeting of the Membership. Additional nominations for Officers may be made by petition signed by five (5) Directors. If during the nominating process a member of the Nominating Committee becomes a candidate they will step down and an alternate Nominating Committee member will be appointed by the President.

SECTION 3 – ELECTION AND TERMS

Officers shall be elected by the Board of Directors at a meeting held as soon as convenient after each Annual Meeting of the corporation. Officers shall serve a term of one (1) year, which term shall expire upon the election of their successors.

SECTION 4 – 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.

SECTION 5 – VACANCIES

In case of any vacancies among the officers by death, resignation, or any other cause, the Board of Directors may elect a successor to hold office to fill out the term of the vacancy by affirmative vote of a majority of them.

SECTION 6 – DUTIES OF THE PRESIDENT

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

SECTION 7 – DUTIES OF THE VICE-PRESIDENT

The Vice-President shall attend all meetings of the Board of Directors and shall perform all the duties and exercise all the powers of the office of President, upon the absence, death, resignation or removal from office of the President and also upon his/her disability to act. The Vice-President shall also perform such other duties as the Board of Directors may from time to time prescribe.

SECTION 8 – DUTIES OF THE SECRETARY

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record the votes and the minutes of all proceedings. If the minutes are amended prior to approval by the Board of Directors, the amended minutes shall be resubmitted at the following Board Meeting. All minutes of the Corporation shall be kept in electronic and hard copy form at the Office of the Corporation. Secretary shall provide notice of all meetings of the members and the Board of Directors and special meetings, and shall perform such other duties as may be prescribed by the Board of Directors, or President, under whose supervision he/she shall be.

SECTION 9 – 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/electronic storage 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 Board of Directors. The Treasurer shall prepare vouchers for the 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. The Treasurer shall present at the December meeting of the Board of Directors a budget to be ratified by the Board for the following fiscal year. The Treasurer shall be responsible for the annual reporting to the Secretary of State (Connecticut), the Department of Consumer Protection (Connecticut) and to the Internal Revenue Service.

SECTION 10- DUTIES OF OTHER OFFICERS

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

ARTICLE VI CORPORATE EARNINGS

SECTION 1 – PROHIBITION AGAINST SHARING

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 VII PROHIBITED ACTIVITIES

SECTION 1 – NOT FOR PROFIT STATUS

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.

ARTICLE IX LAND ACQUISITION AND DISPOSTION

SECTION 1 – DESIGNATION OF LAND

Prior to the acquisition of any land, the Board of Directors shall designate said land as either trade or preservation land.

SECTION 2- TRADE LANDS

Trade Lands may be sold by a majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present.

SECTION 3- CONSERVATION LANDS

Any land acquired as conservation land will be preserved in perpetuity by the Corporation unless, due to changed circumstances:

(a) The Board of Directors determines that any such land is no longer suitable for preservation or that it is in the best interests of the corporation to dispose of any such land; and

(b) The sale or disposition of any such land has been approved by a $\frac{3}{4}$ majority vote of the members of the corporation present at a meeting duly called for such purpose at which a quorum is present.

ARTICLE X BOOKS AND RECORDS

SECTION 1 – RECORDS

The Corporation shall keep complete books and records of account, minutes of the proceedings of its incorporators, Officers, Directors, members and committees, records of land holdings and easements, and a list of members with their names and addresses at the office of the Corporation in electronic or hard copy form as designated by the type and purpose of the record.

ARTICLE XI ADOPTION, REPEAL OR AMENDMENT OF THE BY-LAWS

SECTION 1 – AMENDMENTS

These By-Laws may be amended by adoption of a resolution by the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the members present entitled to vote thereon at a meeting for that purpose and at which a quorum is present.