

BYLAWS
OF
CONNECTICUT LAND CONSERVATION COUNCIL, INC.

As Adopted October 5, 2017

ARTICLE 1. GENERAL

These bylaws are intended to supplement and implement applicable provisions of law and of the certificate of incorporation of CONNECTICUT LAND CONSERVATION COUNCIL, INC. (the “Corporation”).

ARTICLE 2. MEMBERSHIP

The Corporation shall have no members. The Corporation may from time to time establish donor qualifications, categories, contribution levels, and donor benefits, and donors may sometimes be referred to as “members”; however, this term is not intended to and does not refer to or confer statutory membership under the Connecticut Revised Nonstock Corporation Act or confer any other rights of members under any applicable law.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.1. Powers and Duties. The Board of Directors shall have all the powers and authority granted to it under the Corporation’s Certificate of Incorporation, these Bylaws and applicable law to manage and control the affairs, business and property of the Corporation.

Section 3.2. Number; Election; Term of Office; Staggered Terms.

(a) The number of directors constituting the entire Board of Directors shall be not fewer than five (5) or more than twenty-five (25). The number of directors constituting the Board of Directors shall be the number prescribed by the directors within the foregoing range or, if no such number has been prescribed, shall be the number of directors then in office. The number of directors may be increased or decreased by action of the Board of Directors at any meeting duly called.

(b) The Board of Directors shall be a staggered Board, divided into three (3) groups. The incorporator shall appoint the initial directors for the terms set forth in the minutes of the organizational meeting of the incorporator. Thereafter, at each annual meeting of the Board of Directors, the then acting directors shall elect or re-elect directors to replace those directors whose terms are expiring, each director thereafter to serve a term of three (3) years and until his or her successor is elected and qualifies. If the number of directors is changed by the Board of Directors in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of directors so as to maintain the number of directors in each class of directors as nearly equal as possible. Any vacancy caused by an increase in the number of directors may be filled by the Board of Directors at any meeting duly called, for the partial year ending at the next annual meeting of the Board of Directors, and the director so elected may then be elected to a

one, two or three-year term at that next annual meeting, as the Board of Directors may determine in order to apportion directors to maintain the number of directors in each class. Directors may serve multiple consecutive three (3)-year terms.

Section 3.3. Nomination and Election of Directors. The Board shall establish a procedure for nominating candidates for the Board. In selecting directors, the Board of Directors shall take into account geographic and other diversity factors, as well as experience, expertise and other attributes that will be useful to the Board.

Section 3.4. Removal. Any director may be removed, with or without cause, by a vote of two-thirds (2/3) of the directors then in office and only if the notice of such meeting states that the removal of the director is a purpose or one of the purposes for which the meeting is being called.

Section 3.5. Vacancies. Any vacancy in the Board of Directors arising at any time from any cause, including without limitation an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board by the vote of a majority of the directors then in office.

Section 3.6. Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal offices of the Corporation or at such other place, and at such date and time, as the Board of Directors shall designate. A purpose of the annual meeting of the Board of Directors shall be to elect or re-elect directors and officers of the Corporation. Notice of the time and place of such annual meeting shall be given by the Secretary by mailing a copy thereof or delivering the same to each director not less than ten (10) days before such annual meeting.

Section 3.7. Special Meetings; Notice. Special meetings of the Board of Directors may be held upon the call of the Chair or of any two (2) directors at the principal office of the Corporation or at such other place as may be designated in the notice of such meeting. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Secretary by mailing, emailing, and/or otherwise delivering the same (including by facsimile) to each director in a manner that ensures that such notice is actually received by each director at least two (2) days before such meeting.

Section 3.8. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as the Board shall designate, and notice of such regular meetings need not be given.

Section 3.9. Quorum and Voting; Adjournments of Meetings. At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless the Certificate of Incorporation or these Bylaws require the vote of a greater number of directors. Voting by proxy is not permitted.

Section 3.10. Governing Rules. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Certificate of Incorporation, applicable law, and any special rules of order that the Corporation may adopt.

Section 3.11. Resignation. Any director may resign at any time by giving written notice to the Chair of the Corporation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.12. Compensation. The directors shall not be paid any salary for their services in such capacity; provided, however, that any director may be reimbursed for out-of-pocket expenses properly incurred in connection with the activities of the Corporation; and, provided further, that nothing herein contained shall be construed as prohibiting the payment to any person who is a director of reasonable compensation for services rendered to the Corporation in any other capacity, subject, in all events, to Article 9 of these Bylaws.

Section 3.13. Telephonic Meetings. Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, Skype, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.14. Action by Directors at a Meeting. Unless otherwise expressly provided herein, any action of the Board of Directors may be taken by majority vote of the directors present and voting at a meeting of the Board.

Section 3.15. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing (including through email, facsimile, or other electronic submission of a writing) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of the proceedings of the Board.

Section 3.16 Minutes. The Board of Directors, and each committee taking action in place of the Board of Directors on behalf of the Corporation, shall keep regular minutes of its proceedings and, in the case of a committee, shall report the same to the Board of Directors. All such minutes shall be retained with the permanent records of the Corporation.

Section 3.17. Committees of the Board of Directors.

(a) Designation. The Board of Directors may create one or more committees of the Board of Directors and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of directors to a committee shall be approved by a majority of all the directors in office when the action is taken. The Board of Directors may appoint one or more directors as alternate directors to replace any absent or disqualified director during the director's absence or disqualification. The Board may also appoint persons who are not Board members to serve in an advisory non-voting capacity on any committee of the Board. Only Board members may serve as chairs of committees of the Board of Directors. The Chair shall serve as an ex officio voting member of all committees of the Corporation, unless otherwise provided by the Board of Directors. In addition to Committees of the Board of Directors, the Board may create an Advisory Council as provided in Article 5 of these Bylaws, and may appoint one or more additional advisory committees, and appoint such individuals, who may or may not be members of the Board, to serve on such advisory committees as the Board

determines, and such Advisory Council and advisory committees shall serve solely in an advisory capacity.

(b) Authority of Committees. To the extent specified by the Board of Directors, any committee of the Board of Directors may exercise the power of the Board, provided that all the voting members of such committee are directors of the Corporation. Otherwise, all committees shall be advisory only. In no event may a committee do any of the following:

(i) fill vacancies on the Board of Directors or, except as provided in this section, on any of its committees;

(ii) adopt, amend or repeal these Bylaws or make changes to the Corporation's Certificate of Incorporation;

(iii) approve a plan of merger;

(iv) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or

(v) approve a proposal to dissolve the Corporation.

(c) Committee Rules. Sections 3.9 through 3.16, inclusive, of these Bylaws apply to committees of the Board of Directors and their members as well.

(d) Compliance with Standards of Conduct. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

ARTICLE 4. OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be a Chair or Co-Chairs, a Secretary, a Treasurer, and such other officers, including one or more Vice Chairs, as the Board of Directors may from time to time appoint or elect. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 4.2. Election; Term of Office. The officers of the Corporation shall be elected from among the Board of Directors at the annual meeting of the Board of Directors immediately following the election of directors. The officers of the Corporation shall be elected at such annual meeting by a majority of the directors then in office. Unless otherwise determined by the Board of Directors, the term of office of an officer shall be one (1) year, and each shall continue in office until his or her successor shall have been elected and qualifies, or until his or her death, resignation or removal. Unless otherwise determined by the Board of Directors, an officer may serve no more than six (6) consecutive terms in a particular office.

Section 4.3. Resignation and Removal. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the

Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date; provided the successor does not take office until the effective date. Any officer may be removed, with or without cause, by a majority vote of the directors then in office and only if the notice of such meeting states that the removal of the officer is a purpose or one of the purposes for which the meeting is being called.

Section 4.4. Other Agents, etc. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4.5. Vacancies. Any vacancy in any office may be filled by a majority vote of the directors then in office at a duly called meeting. Any officer so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor.

Section 4.6. Chair or Co-Chairs; Powers and Duties. The Corporation shall have a Chair or Co-Chairs. If the Board of Directors elects Co-Chairs, the Board of Directors may allocate the power, duties, and authority between the Co-Chairs; otherwise, each Co-Chair shall have full power, duty, and authority to act alone as Chair of the Corporation. The Chair shall preside at all meetings of the Board of Directors and generally shall manage and supervise the affairs of the Corporation. The Chair shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation. The Chair (or each Co-Chair if applicable) shall have the power to sign alone, unless the Board of Directors shall expressly require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors. The Chair shall possess all powers and authority and shall exercise all powers and perform all duties incident to the office of Chair under applicable law, subject, at all times, to the direction and control of the Board of Directors.

Section 4.7. Vice Chairs; Powers and Duties. The Board of Directors shall elect a First Vice Chair and a Second Vice Chair, and may, in its discretion, elect additional Vice Chairs, with such designations and specific powers and responsibilities as the Board shall determine in its discretion. In the event the Chair is unable to act, or in the event the Chair delegates in writing his or her powers and duties for a specified period of time during which the Chair will be absent or unavailable to act, the Chair's powers and duties may be performed by the First Vice Chair (or if the First Vice Chair is absent or unavailable to act, by the Second Vice Chair) who, in such an event, may exercise any of the foregoing powers and perform any of the duties of the Chair, subject, at all times, to the direction and control of the Board of Directors.

Section 4.8. Secretary; Powers and Duties. The Secretary shall act as secretary of all meetings of the Board of Directors, and shall record or cause to be recorded the minutes of all such meetings and ensure that such minutes are retained with the permanent records of the Corporation. The Secretary shall attend to the giving and serving of all notices of the Corporation and the Secretary shall perform all duties incident to the office of the Secretary, and such other duties as shall from time to time be assigned to the Secretary by the Board of Directors, subject at all times to the direction and control of the Board of Directors. The Board of Directors may, in its discretion, elect one or more Assistant Secretaries who shall possess all the powers and duties of the Secretary, or such limited powers as the Board of Directors shall determine in its discretion.

Section 4.9. Treasurer; Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of the accounts of the Corporation. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or director of the Corporation, and shall possess all powers and authority and shall perform all duties incident to the office of the Treasurer under applicable law, and such other duties as shall from time to time be assigned to the Treasurer by the Board of Directors subject, at all times, to the direction and control of the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may require. The Board of Directors shall have the power to elect up to two Assistant Treasurers, who shall possess all the powers and duties of the Treasurer, or such limited powers and authority as the Board of Directors shall, in its discretion, determine.

Section 4.10. Additional Powers and Duties. In addition to such powers and duties as specified in these Bylaws and by the Board, each officer shall also generally have the authority and be required to fulfill the duties that by law and general usage pertain to the particular offices, unless the Board has expressly stated otherwise.

Section 4.11. Restriction on Disposition of Real Property. No officer of the Corporation may transfer, lease, encumber or otherwise dispose of (with or without consideration) any real property owned by the Corporation without the express prior written consent of a majority of the directors then in office.

ARTICLE 5. ADVISORY COUNCIL

The Board of Directors may, in its discretion, appoint from time to time any number of persons from the public at large as advisors of the Corporation to act as an Advisory Council, to serve at the discretion of the Board of Directors. Advisors may or may not serve as directors or officers of the Corporation. The Advisory Council may recommend actions to be taken by the Board on issues related to policy, programs and advocacy and may further advise the Board on other non-governance matters, and shall have advisory power only. Each advisor shall serve at the pleasure of the Board of Directors, and shall possess only such powers, authority and duties as the Board of Directors from time to time may determine, as limited by the Connecticut Revised Nonstock Corporation Act. Each such advisor may receive, directly or indirectly, reasonable salary, compensation or emoluments for services rendered to the Corporation by such advisor, as the Board of Directors may authorize from time to time. The Board of Directors may also authorize the reimbursement of expenditures reasonably incurred by any advisor in connection with such advisor's services in such capacity.

ARTICLE 6. CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 6.1. Checks, Notes and Contracts. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf

to sign checks, drafts or other orders for the payment of money or acceptances and to enter into contracts, or to execute and deliver other documents and instruments. In the absence of such determination, such instruments shall be signed by the Treasurer.

Section 6.2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors may deem desirable from time to time.

Section 6.3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 7. OFFICE AND BOOKS AND RECORDS

Section 7.1. Office. The office of the Corporation shall be located at such place as the Board of Directors may determine from time to time.

Section 7.2. Books and Records. There shall be kept at the offices of the Corporation correct books of account of the activities and receipts and disbursements and other transactions of the Corporation, including (without limitation) a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors, financial statements and information, contracts, deeds, easements and bank and securities account statements.

ARTICLE 8. FISCAL YEAR

The fiscal year of the Corporation shall end on December 31st of each calendar year.

ARTICLE 9. DIRECTORS' CONFLICTING INTEREST TRANSACTIONS

The Corporation shall adopt a conflict of interest policy to assure that any potential "directors' conflicting interest transaction" as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

ARTICLE 10. REFERENCES

Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to Chapter 602 of the Connecticut General Statutes, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

ARTICLE 11. AMENDMENTS

The Bylaws of the Corporation may be adopted, amended, repealed and/or restated in whole or in part by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present, but only if the notice of the meeting states that such adoption, amendment, repeal or restatement is the purpose or one of the purposes of the meeting.

ARTICLE 12. DISSOLUTION

The Corporation shall be dissolved upon the affirmative vote of two-thirds (2/3) of all the directors then in office, but only if the notice of the Board meeting states that dissolution is a purpose or one of the purposes of the meeting. In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed as provided in the Corporation's Certificate of Incorporation.