

Bylaws of  
Traprock Ridge Land Conservancy, Inc.

**Section 1 – Name; Incorporation:** The name of the Corporation is Traprock Ridge Land Conservancy, Inc. (the “**Corporation**”). The Corporation is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, as amended (the “**Act**”).

**Section 2 – Purposes and Powers:** As further described in the Corporation’s Amended and Restated Certificate of Incorporation filed with the Connecticut Secretary of State (as amended from time to time, the “**Certificate**”, a current copy of which is attached to these Bylaws as **Exhibit A**), the purpose of the Corporation is to engage in and promote for the benefit of the general public the preservation, improvement, protection, conservation, and scientific study of the natural resources primarily in the Towns of Bloomfield, East Granby, and West Hartford. The Corporation is organized and shall be operated exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

**Section 3 – Membership**

**(A) Classification of membership:** The Corporation shall be a membership corporation and shall have three classes of membership (collectively, the “**Members**”) consisting of individuals, households, and organizations as detailed in the Certificate. The Members shall be those individuals, households, and organizations that have completed and submitted an application for membership and paid all required dues. The dues for each class of Members shall be set by the Corporation’s Board of Directors (the “**Board**”).

**(B) Termination:** Any Member may, upon written notice to the Secretary of the Corporation, voluntarily terminate membership in the Corporation, which termination shall be effective upon the date of receipt of such notice by the Secretary. Whenever any Member shall be in default of dues obligations after one year from receipt of notice that payment is due, the membership of such Member shall automatically terminate, unless payment of such dues shall be specifically excused by the Board. Any Member may be expelled upon the vote of two-thirds of the entire Board then serving.

**(C) Voting:** As further described in the Certificate, each Member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the membership in accordance with the Certificate, these Bylaws, or the Act. In advance of each meeting, household and organization Members shall designate an individual from such household or organization to vote on behalf of the household or organization Member. No Member may vote by proxy or otherwise delegate the right to vote.

**(D) Dues:** Dues for each class of membership for each fiscal year shall be determined by the Board from time to time. The dues so established shall be payable during such fiscal year, without proration as to duration of membership, by such date as the Board shall determine. Dues may be

changed from time to time at the discretion of the Board; provided however, that the dues, once established, shall not be revised during the year for which such dues are effective.

#### **Section 4 – Meeting of the Members**

**(A) Annual Meetings:** The Annual Meeting of the Members shall be held on a date within six (6) months after the close of the fiscal year. Annual Meetings of the Members may be held either at a suitable place convenient to the Members with voting rights as may be designated by the Board or held solely by remote communication.

**(B) Special Meetings:** Special Meetings may be called by the Chair of the Board. A Special Meeting may also be called by one-third (1/3) of the Directors or ten percent (10%) of the Members by delivering to the Corporation a signed, dated writing that includes the reason for the Special Meeting. If so requested, the Board must call the Special Meeting within fifteen (15) days of receiving such a request. If the Board declines to call the Special Meeting, the requesting Members or Directors may call the Special Meeting. Special Meetings may be held either at a suitable place convenient to the Members with voting rights as may be designated by the Board or held solely by remote communication.

**(C) Notice of Meetings:** A written notice stating the place, day, and hour of the meeting shall be given by the Secretary, or his or her designee, by mail or electronic transmission to each Member not less than ten (10) days nor more than sixty (60) days before the date fixed for such meeting. For Special Meetings, the notice shall also contain a brief statement of the purpose for such meeting. In the event that amendment or repeal of an existing bylaw, the adoption of a new bylaw, or the sale or exchange of any real estate of the Corporation is to be considered at any meeting, the notice of such meeting shall state such action which is to be considered and set forth a concise statement thereof.

**(D) Quorum; Voting:** At any meeting of the Members, a quorum for the transaction of business shall consist of those Members present, including Members deemed present participating in the meeting by means of a conference telephone, videoconference, or similar communications equipment allowing for the opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with such proceedings. A majority of Members present and voting may adjourn any meeting from time to time until the business shall have been finished, provided, however, that no such adjournment shall be for a period exceeding ten days at one time. The act of a majority of the Members present at a meeting at which a quorum is present at the time of the act shall be the act of the Members, unless the presence of or act of a greater number is specifically required by the Certificate, these Bylaws, or the Act.

#### **Section 5 – Board of Directors**

**(A) Role and Size:** All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of, the Board. No individual Director has any authority to act for or bind the Corporation except to the extent expressly authorized by resolution of the Board to act as a representative of the Corporation. The Board is responsible for overall policy and direction of the Corporation and shall

reasonably delegate responsibility of day-to-day operations to the Executive Director and/or Committees as appropriate. There shall be no more than twenty-four (24), but not fewer than eleven (11), Directors serving on the Board. The Corporation shall make good faith best efforts to recruit Directors reflecting an equitable representation from each of the communities served by the Corporation.

**(B) Board Elections:** Directors shall be Members and elected by the Members at the Annual Meeting or any Special Meeting called for such purpose.

**(C) Election Procedures:** The Governance Committee of the Board shall be responsible for nominating a slate of prospective Directors representing the Corporation's diverse constituency at a Board meeting prior to the Annual Meeting. In addition, any Member can recommend a candidate to the Governance Committee for consideration.

**(D) Terms:** The Board shall be divided into two (2) classes of approximately equal numbers so that an approximately equal number of Directors shall have terms that expire each year, with the intention that each class of Directors shall have a two (2) year term, with the current Directors on the effective date of these Bylaws already having a designated term. The Board shall designate the class to which a Director is a member at the time of his or her election. To maintain each class's representation at approximately one-half (1/2) of the Directors at any given time, the Board shall designate a Director as a member of the class of Directors with the fewest number of Directors at the time of his or her election. Each Director may serve up to three (3) consecutive terms, unless an additional one (1) year term is required for a Director to serve as Past-Chair. A Director may be re-eligible for Board service once he or she has rotated off the Board for two (2) years.

**(E) Meetings and Notice:** The Board shall meet at least quarterly, at an agreed upon time and place or solely by remote communication. Subject to Section 5(H) below, notices of the regular meetings shall be sent out by the Secretary, or his or her designee, by mail or electronic transmission, to each Director at least forty-eight (48) hours in advance.

**(F) Participation by Telephone or Internet:** All meetings of the Board shall be transacted in a manner allowing all participating Directors to hear the discussion at the same time, including any Director participating in-person, by teleconference, video conference, or similar communications.

**(G) Special Meetings:** Special Meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of Special Meetings shall be sent out by the Secretary, or his or her designee, by mail or electronic transmission, to each Director at least forty-eight (48) hours in advance.

**(H) Waiver of Notice:** Any Director serving on the Board may at any time waive notice of any meeting of the Board in a signed writing waiving such notice that is filed with the minutes or corporate records, and such waiver shall be deemed equivalent to the giving of such notice. A Director's attendance at a meeting waives any lack of required notice of the meeting, unless the Director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. The immediately preceding sentence notwithstanding, if all Directors

are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

**(I) Compensation:** If approved by the Board, the Directors may be allowed reasonable reimbursement for expenses and fees for attendance at meetings of the Board and Committees, as set forth in the approval. Nothing in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for his or her services as such.

**(J) Intern Directors:** There may be up to eight (8) students serving in the Corporation's intern program that may be elected to the Board.

**(K) Vacancies:** Any vacancy on the Board may be filled for the unexpired portion of the term by a majority vote of the remaining Directors.

**(L) Quorum of Board of Directors:** At all meetings of the Board, a majority of the number of Directors on the Board then serving shall constitute a quorum for the transaction of business, and unless otherwise required by the Certificate, these Bylaws, or the Act, the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting to another time.

**(M) Transaction of Business by Unanimous Written Consent:** Any action to be taken by the Board may be taken without a meeting if each Director signs a written consent describing the action and delivers it to the Corporation for inclusion in the Corporation's records. Action taken under this Section is effective when the last Director signs and delivers the written consent unless the written consent specifies the time at which the action is to be effective. A consent signed under this Section has the effect of a meeting vote. Without limiting the generality of the foregoing, a written consent may be circulated to the Board via email and the Directors may sign such consent by responding either in the affirmative via email or by returning a copy of the written consent, physical or electronic, with the Director's signature or electronic signature or as otherwise permitted by the Act.

## **Section 6 - Officers**

**(A) Officers and Duties:** There shall be five (5) Officers of the Board, consisting of Chair, Vice-Chair, Past-Chair, Secretary, and Treasurer. All Officers, with the exception of Past-Chair shall serve two (2) year terms, and are eligible for re-election to a second term within the three (3) consecutive terms defined for Directors above. An Officer may be eligible to serve in the same role again once he or she has rotated off the Board for two (2) years.

**(B) Election of Officers:** Officers are elected by the Board at the Board meeting immediately after the Annual Meeting. Any vacancy of the Officers of the Board may be filled for the unexpired portion of the term by a majority vote of the remaining Directors.

**(C) Removal of Officers:** Upon the vote of two-thirds (2/3) of the Directors, any Officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

**(D) Chair:** The Chair of the Board shall be the Chief Executive Officer of the Corporation in the absence of an Executive Director appointed by the Board. The Chair shall preside at all meetings of the Members and the Board and shall have all of the general powers and duties which are incident to the office of Chief Executive Officer and/or President of a nonstock corporation organized under the Act. The Chair's powers and duties include, but are not limited to, the appointment of working groups from time to time as the Chair may decide are appropriate to assist in the conduct of the affairs of the Corporation.

**(E) Vice-Chair:** The Vice-Chair shall perform the duties of the Chair whenever the Chair shall be absent or unable to act. If neither the Chair nor the Vice-Chair is able to act, the Board shall appoint some other member of the Board to act in the place of the Chair on an interim basis. The Vice-Chair shall also perform such other duties as shall from time to time be determined by the Board or by the Chair. The Vice-Chair shall be the Chair-elect and succeed the Chair when the Chair's term has concluded.

**(F) Past-Chair:** Following the Chair's final term, he or she will serve as Past-Chair for a one-year term. If the Chair's final term coincides with his or her third consecutive term on the Board, he or she is granted an additional one (1) year term to serve as Past-Chair.

**(G) Treasurer:** The Treasurer shall make a report on the financial health of the land trust at each Board meeting, chair the Finance Committee, assist in the preparation of the annual budget and annual financial statements, and make appropriate financial information available to Directors, Members, and the public.

**(H) Secretary:** The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained.

## **Section 7 – Committees**

**(A) General:** The Corporation will have six (6) standing Committees and may have such *ad hoc* Committees as deemed necessary or proper for the prudent governance and operation of the Corporation. Any Committee shall have only those powers and responsibilities conferred upon it in these Bylaws and by the Board. In no event shall any Committee have any powers which, under the Act, may not be conferred upon a committee of the Board. The Board will appoint members to each Committee and shall appoint each Committee chair. Any non-Director on a Committee must be a Member. Both Directors and non-Directors serving on a Committee shall be entitled to vote with respect to that Committee. Any Committee containing non-Directors may only advise, recommend, investigate, and report to the Board on such matters as may be assigned to it, but shall not exercise the power or authority of the Board. Any Committee may establish advisory working groups selected by the chair of that Committee. Except as otherwise set forth by the Board, the

provisions set forth above regarding meetings, transaction of business without a meeting, remote meetings, notice and waiver of notice, and quorum and voting requirements shall also apply to Committees and their members.

**(B) *Governance Committee:*** The Board shall appoint a Governance Committee consisting of at least three (3) Directors. The Governance Committee is responsible for recommending nominations of Directors to the Board and for providing orientation to the Directors. The Governance Committee is also responsible for ensuring that the entire Board is engaged and performing their duties of good faith, care and loyalty and complying with the standards of conduct set forth in the Act. The Governance Committee will conduct annual and/or periodic assessment of the Board as a whole and make recommendations to the Board relative to how Board performance can be enhanced and/or strengthened.

**(C) *Finance Committee:*** The Board shall appoint a Finance Committee consisting of at least two (2) Directors. The Treasurer shall be the Chair of this Committee. The Finance Committee reviews the Corporation's accounting policies, internal financial controls, and financial statements on a regular basis, reporting their status at Board meetings. As available, the Finance Committee also works with the Corporation's outside accounting and audit firm, reviews the Form 990 and/or auditor's reports and makes the Board aware of key risks facing the Corporation and the strategies for dealing with risks.

**(D) *Land Acquisition Committee:*** The Board shall appoint a Land Acquisition Committee consisting of at least one (1) Director. The Land Acquisition Committee shall be responsible for recommending and pursuing conservation lands for the Corporation. This Committee shall review and recommend all land acquisition transactions including purchases and acceptance of gifts in fee or easements for Board action. This Committee shall negotiate transaction terms to be approved by the Board, communicate with potential donors, and identify parcels that further the Corporation's purposes and review conservation property priorities.

**(E) *Land Conservation Committee:*** The Board shall appoint a Land Conservation Committee consisting of at least two (2) Directors. Subject to approval by the Board, the Land Conservation Committee shall manage and steward fee properties and easement properties, including oversight of annual inspections, addressing violations or trespasses, maintaining access points and trails, conducting habitat restoration and management, removing invasive species and overseeing timber harvests.

**(F) *Development and Membership Committee:*** The Board shall appoint a Development and Membership Committee consisting of at least one (1) Director. The Development and Membership Committee is responsible for developing and recommending a fundraising strategy and executing such strategies that have been approved by the Board. It also provides oversight and develops strategies relative to new Member acquisition and community engagement.

**(G) *Education and Outreach Committee:*** The Board shall appoint an Education and Outreach Committee consisting of at least one (1) Director. The Education and Outreach Committee is responsible for developing and recommending the outreach and educational programs of the Corporation, including guided hikes and nature walks; educational lectures and talks;

collaborations with other organizations. The Education and Outreach Committee is also responsible for overseeing, supporting and monitoring the internship program.

**Section 8 – Executive Director and Staff**

*Executive Director and Staff:* The Board retains the right to appoint an Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation’s goals, policies, and programs, including coordinating as appropriate with the various Committees. The Executive Director will attend all Board meetings, report on the progress of the Corporation, answer questions of the Directors, and carry out the duties described in the job description. The Board can designate other duties as necessary. All staff report to the Executive Director.

**Section 9 – Amendments**

*Amendments:* The Bylaws may be amended, altered, or repealed, or new bylaws may be adopted, by either the vote of at least two-thirds (2/3) of all Members present at any meeting at which a quorum is present or the vote of at least two-thirds (2/3) of the entire Board then in office.

**Section 10 – Conflict of Interest Policy**

*Conflict of Interest:* The Corporation shall adopt and at all times maintain a conflict of interest policy, which shall be adopted, maintained, and revised from time to time by the Board. A copy of the conflict of interest policy shall be kept in the permanent records of the Corporation.

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Certified by the Secretary of the Corporation as the Bylaws of the Corporation effective as of \_\_\_\_\_.

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Name: \_\_\_\_\_

Title: Secretary