

**Granby Land Trust, Inc
By-Laws**

ARTICLE I - CHARTER

The corporation known as the GRANBY LAND TRUST, INC shall be governed by Articles of Incorporation as certified by the State of Connecticut.

ARTICLE II – POWER AND AUTHORITY

Subject to the provisions of Article II hereof, the corporation shall have power and authority to acquire by gift, lease, devise, purchase or otherwise, to hold for investment or in trust, and to sell, lease, encumber or dispose of any real estate, personal property, mixed property, business, monies, mortgages, trust deed for security, bonds and notes, secured or unsecured, stocks, bonds, or other securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Connecticut or any State in the United States of America, and also all bonds or evidences of indebtedness of the United States of America or any country, state or municipality therein, or any evidences of indebtedness of any person or persons, firm or partnership, association or corporation for the benefit of this corporation and not for pecuniary profit.

ARTICLE III – MEMBERSHIP

Section 1. The classes of membership in the corporation shall be as stated under Article 4 of the Articles of Incorporation.

Section 2. Annual dues of the corporation shall be established from time to time by the Board of Trustees.

- a. Charter Member: All persons contributing \$35.00 or more, or families contributing \$50.00 or more prior to November 1, 1972. Prior to November 1, 1972, Charter Members shall be exempt payment of regular membership dues for the year 1972, and shall qualify for that class of membership if they so choose.
- b. Honorary Member: All persons contributing gifts of land to the corporation. Prior to November 1, 1972, Honorary Members shall be exempt payment of regular membership dues for the year 1972, and shall qualify for that class of membership if they so choose.
- c. Supporting Member: All qualified persons paying dues for the current year of \$20.00 or more.
- d. Regular Member: All qualified persons paying dues for the current year of \$10.00
- e. Junior Member: All qualified persons paying dues for the current year of \$2.50
- f. Life Member: All qualified persons paying dues for the current year of \$200 or more.

ARTICLE IV – BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of not more than nine members elected by the members of the corporation at the annual meeting of the corporation. Initially, three Trustees shall be elected for one year terms, three Trustees for two year terms and three Trustees for three year terms. Thereafter, trustees shall be elected for three year terms. The Board of Trustees shall select its own chairman and adopt its own rules of procedures.

Amendments:

On October 23, 2005 Article IV of the By-laws was amended by a majority vote to raise the number of members of the Board of Trustees to seventeen.

Section 2. Ex-officio members of the Board of Trustees shall include a properly designated representative from each of the following official boards and committees of the Town of Granby: The Board of Selectmen, The Planning and Zoning Commission, and the Advisory Committee on the Environment. The Board of Trustees shall request each of these committees to so designate their representative whenever vacancies shall from time to time occur.

Section 3. To be eligible for the Board of Trustees, a person shall be a Voting Member of the corporation.

Section 4. Vacancies on the Board of Trustees shall be filled by majority vote of the Board of Trustees until the next annual meeting of the members of the corporation at which time an eligible member shall be elected by the members of the corporation to complete the vacant term.

Section 5. The Board of Trustees shall have the control and management of the affairs, business and property of the corporation in order to carry out the purposes as set forth in Article II, including the purchase and acceptance of real or personal property or other assets. In addition to exercising all the powers conferred upon them by these Articles of Incorporation, the Board of Trustees may exercise all the powers of a corporation and do all such lawful acts and things as are not by statute or the Articles of Incorporation, required to be exercised by the membership.

Section 6. At all meetings of the Board of Trustees, the presence of six trustees shall constitute a quorum for the transaction of business, and the act of five trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or these Articles of Incorporation.

ARTICLE V – OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Trustees, which election shall take place at the first meeting of the Board of Trustees after each annual meeting of the members, and shall be terms of one year or until their successors are elected.

Section 2. The Board of Trustees may appoint such other officers as they may deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Trustees.

Section 3. Vacancies in an office or offices shall be appointed by majority of the Board of Trustees.

Section 4. All officers and agents shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Trustees.

Section 5. The President shall preside at all meetings of the members and the Board of Trustees, and in his absence the Vice President shall preside. The President shall have the general powers and duties usually invested in the office of presidents of a corporation including the right of appointment of committees as he may deem appropriate or as the Board of Trustees may authorize.

Section 6. The Vice President shall act in place of and for the President in the event of the latter's absence and shall have such powers and perform such other duties as may be assigned to him by the Board of Trustees.

Section 7. The Secretary shall attend the meetings of the members and Trustees and shall keep minutes and records of the proceedings of the members and Trustees at their respective meetings. He shall maintain membership records, shall notify the members and Trustees of their respective meetings and shall perform such other duties incident to his office or as the Trustees shall from time to time prescribe.

Section 8. The Treasurer shall have custody of all funds of the corporation and shall deposit the same in the name of the corporation in such bank or banks as the Trustees shall direct. He shall make such investments of idle corporation funds as are available in accordance with sound financial practices and such legal requirements as may exist concerning corporations organized under the non-profit laws of the State of Connecticut and the U.S. Internal Revenue Service. He shall collect all dues and other income and endorse on behalf of the corporation, for collection, checks, notes and other obligations for deposit in such banks. He shall sign all receipts and vouchers for payment made by the corporation and jointly with the President or Vice President sign all checks made by the corporation and shall pay out and dispose of the same under the direction of the Board. In addition he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Trustees. Whenever required by the Board he shall render a statement of his cash account or a financial report and shall at all reasonable times exhibit his books and accounts to a Trustee or any member of the corporation on request.

ARTICLE VI – MEETINGS OF THE MEMBERSHIP

Section 1. Unless otherwise ordered by the voting members or the Board of Trustees, the Annual Meeting of the corporation shall be held on the second Thursday during the month of June in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at a time and place in the Town of Granby as determined by the Trustees, at which time the members shall elect Trustees as provided elsewhere in these Articles, hear reports of the officers and transact such other business as may properly be brought before the meeting. All voting at such meeting shall be by a show of hands unless a vote by ballot is requested.

Section 2. Special meetings of the corporation may be fixed by a majority of the Trustees or, in the event of a refusal or inability of the same to fix a special meeting, upon the written application to the Secretary of the corporation by 10 or more voting members in good standing, stating the time, place and purpose of such special meeting. Business transacted at special meetings shall be confined to the objects stated in call and matters which are germane thereto.

Section 3. Notice of all meetings of the members shall be advertised in the Granby Drummer or other local publication and one daily Hartford Newspaper at least ten days prior to the meeting, stating the time, date and place thereof. In the event that the amendment, addition or repeal of the Articles of Incorporation of the Corporation is to be considered at any meeting, a written notice stating the place, day and hour and purpose shall be given by the Secretary, by mail addressed to each voting member at his address as appears on the books of the corporation at least ten days before the date fixed for such meeting.

Section 4. At any meeting of the corporation a quorum for the transaction of business shall consist of 20 voting members or two-thirds of the entire voting membership in good standing, whichever is smaller.

Section 5. The Board of Trustees may fix in advance a date, not exceeding 30 days preceeding the date of any meeting of the members, as a record date for the determination of the members entitled to notice, and to vote at any such meeting or adjournments thereof.

Section 6. Adjournments. A majority of the members at any meeting shall have the power to adjourn the meeting from time to time, and if an adjourned meeting is held as a result of a majority vote of less than a quorum, it shall only be held after notice given in accordance with the requirements as to notice otherwise required in these Articles. If an adjourned meeting is held as a result of a majority vote of a quorum, no notice shall be required.

ARTICLE VII – ELECTIONS & VOTING

Section 1. A majority of the ballots cast shall be necessary for election as a trustee. In the event no candidate receives a majority on the first ballot, there shall be a second ballot between the two candidates receiving the greatest number of votes on the first ballot.

Section 2. Except as herein provided, all votes shall be determined by a simple majority of those members present and voting.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall be July 1 through June 30.

ARTICLE IX – EXECUTION OF PAPERS

All deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of attorney and other obligations made, executed, or endorsed by the corporation, except checks, for the payment of money, shall be signed by the President, or in his absence, the Vice President.

The Board of Trustees may authorize and empower one of said officers or agents of said corporation to execute and deliver any and all papers or documents or to do any other acts or things on behalf of the corporation, including any required by or convenient in dealing with governmental authority.

ARTICLE X – ANNUAL STATEMENT

The Board of Trustees shall at least once a year make a complete and detailed report of the corporation to its members and prepare a sufficient number of copies of such report for distribution to those attending the Annual Meeting of the Membership.

ARTICLE XI – AMENDMENT

These Articles may be altered or amended or repealed by the affirmative vote of two-thirds majority of the membership present at any regular or special meeting, if notice of the proposal is in the Meeting notice.