

# **MORRIS LAND TRUST**

## ***BY-LAWS***

Adopted by the Board of Directors on May 21,2007  
Revised October 1, 2008  
Amended September 14, 2015  
Amended January 8, 2018

### ***ARTICLE I LOCATION***

The Governing Board shall designate the principal office of this Corporation.

### ***ARTICLE II MEMBERSHIP***

#### **SECTION 1 – MEMBERS**

Members shall be any persons 18 years of age or older, any firm, corporation, partnership, trust, foundation or other legal entity that has submitted an application, the form and content of which shall be determined by the Governing Board.

#### **SECTION 2 – VOTING**

- a) Each member, whether an individual or a representative of a member firm, corporation, partnership, trust, foundation, or other legal entity, shall be entitled to one vote.
- b) No member may vote if his/her dues are delinquent unless such delinquency is specifically excused by the Governing Board.

#### **SECTION 3 – SUSPENSION, EXPULSION AND TERMINATION**

- a) Any member may be expelled from the Corporation upon a recommendation of the Governing Board and a vote of two-thirds (2/3) of the members present and voting at any regular or special meeting of this Corporation.
- b) A member shall automatically be dropped from membership upon the delinquency in the payment of dues for a period of two (2) years or more unless such payment is specifically excused by the Governing Board. Such expulsion shall not require a vote of the membership as set forth above.

- c) The death, resignation or expulsion of a member shall terminate his/her membership. Memberships are not transferable.
- d) Any member may resign from this Corporation by filing a written notice of resignation with the Secretary of this Corporation.

#### SECTION 4 – DUES

Members shall pay annual dues as determined by the Governing Board.

### ***ARTICLE III*** ***GOVERNING BOARD***

#### SECTION 1 - COMPOSITION

This corporation shall have a Governing Board drawn from its Membership consisting of not more than 21 and not less than 15 directors including the following Officers: President, Vice-President, Secretary, and Treasurer.

#### SECTION 2 - TERM

The number of Governing Board member positions shall be divided into three separate groups, each group to consist of one-third (1/3) of the total number of Governing Board members, or as close to one-third (1/3) of the total number as is practical. Governing Board members to fill one group of Governing Board positions shall be elected each year at the annual meeting, to serve for terms of three (3) years, so that the terms of one group of Governing Board members shall expire each year at the annual meeting. Governing Board members shall serve for terms of three (3) years except that terms may be shorter than three years to place or keep the staggered terms in effect.

Each Officer shall serve for a term of one year. Each Director and each Officer shall take office at the first regular Governing Board meeting after the annual meeting at which he/she has been elected.

#### SECTION 3 – NOMINATION AND ELECTION

A Nominating Committee consisting of at least three (3) and not more than five (5) members of the Governing Board, appointed by the President and approved by the Governing Board, shall prepare a slate of Officers and Directors and place it in the nomination at the time of the call of the Annual Meeting. Officers and Directors shall be elected by and from the membership at the Annual Meetings for terms as set forth in Section 2 of this Article.

#### SECTION 4 – EXPULSION AND TERMINATION

- a) Members of the governing Board whose membership has been terminated under Article II, Section 3, shall likewise cease to hold the position of Officer or Director.

- b) Any member of the Governing Board who is absent, without notifying the Secretary, from four (4) consecutive meetings of the Governing Board may be removed by action of the Board.
- c) The Governing Board shall elect a successor for the balance of the term to any vacancy on the Governing Board resulting from the death, resignation or expulsion of any Officer or Director.

#### SECTION 5 – EMERITUS MEMBERS

The Governing Board may appoint up to 5 emeritus members who shall be entitled to participate but not vote at meetings of the Board. Emeritus members shall have supported the work of the Morris Land Trust with distinction and shall be selected by an affirmative vote of two-thirds of the Governing Board. Emeritus members shall be members of the Board for life. Emeritus members shall not count toward the maximum number of Board members permitted by these By-Laws or in the determination of the number of Board members needed for a quorum.

#### SECTION 6 - MEETINGS

- a) Regular and Special Meetings. Regular meetings for any calendar year shall be scheduled at the last regular meeting of the previous calendar year. Special Meetings may be called by the President, Vice-President or by any two Directors. The President shall preside at all meetings of the Governing Board. In his/her absence the Vice-President shall preside; if both are absent, the Secretary or Treasurer may preside. Any business may be transacted at any meeting of the Board unless otherwise specified in the notice of such meeting or otherwise provided by these By-Laws.
- b) Notification. The Secretary or any other person designated by the Governing Board shall notify the Board members of all meetings. Notice shall be in writing and mailed postage prepaid, at least 72 hours before the meeting, to each Board member at their usual place of business or abode or delivered to them by hand or electronic mail. For special meetings, notification will include a statement regarding the purpose of the meeting.

#### SECTION 7 - QUORUM

A quorum shall be a majority of the Governing Board, including those who have given their written proxy to another Board Member and those who participate by phone, all of whom shall be considered present. Written proxies may be sent by email and a copy of all proxies shall also be sent to the Secretary of the Governing Board. All proxies shall be presented to the Secretary of the Governing Board at the meeting at which they are used.

#### SECTION 8 - POWERS

The Governing Board shall have the control and management of the business and property of the Corporation. In addition to exercising all powers conferred upon them as set forth in these By-Laws and the Certificate of Incorporation, the Governing Board may exercise all powers of the Corporation and do all such lawful acts and things as are not by statute or by these By-Laws divested or required to be exercised or done by the members.

**ARTICLE IV**  
**OFFICERS**

**SECTION 1 – DUTIES OF THE PRESIDENT**

The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of members and the Governing board, subject to Article III, Section 5a. The President shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the governing Board are carried into effect. The President may appoint committees subject to the approval of the Governing Board. The President shall execute in the corporate name all authorized deeds, mortgages, bonds, contracts, or other documents, under seal or otherwise, except when expressly delegated to another by the statutes, Certificate of Incorporation, these By-Laws or resolution of the governing Board.

**SECTION 2 – DUTIES OF THE VICE-PRESIDENT**

The Vice-President shall perform all the duties and exercise all the powers of the office of the President, upon the 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 Governing Board may from time to time prescribe.

**SECTION 3 – DUTIES OF THE SECRETARY**

The Secretary, or a person designated by the Governing Board to act in the place of the Secretary when absent, shall attend all meetings of the Governing Board and all meetings of the members and record all votes, attendance and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given notice of all meetings of the members and of the Governing Board and Special Meetings, and shall perform such other duties as may be prescribed by the Governing Board, or President, under whose supervision he/she shall be.

**SECTION 4 – 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 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 Governing Board. The Treasurer shall prepare vouchers for disbursements, and shall render to the President and Directors, at regular meeting of the Board, or whenever they may require it, an account of the financial condition of the Corporation. The Treasurer shall be responsible for reporting as may be required to the Secretary of State (Connecticut) and to the Internal Revenue Service.

**SECTION 5 - BONDS**

Each Officer shall be bonded by a surety company for the faithful performance of his/her duties in such amount and manner as the governing Board shall determine.

**ARTICLE V**  
**CORPORATE MEETINGS**

SECTION 1 – ANNUAL MEETING

The Annual Meeting of the members of the Corporation shall be held in the month of June in each year, at a time and place designated by the Governing Board, to elect Officers and Directors and to hear reports of Officers. The President shall preside at Corporate Meetings. In his/her absence, the Vice-President shall preside. If both are absent, the Secretary or Treasurer may preside.

SECTION 2 – SPECIAL MEETINGS

Special Meetings of the members of this Corporation may be called by a majority of the Governing Board.

SECTION 3 – QUORUM

A quorum at any meeting of the members of the Corporation shall consist of not less than eight (8) members.

SECTION 4 – NOTIFICATION

Notice of all meeting of the members of this Corporation, except adjourned meetings, shall be in writing or electronic mail, stating the purpose, place, date and hour of the meeting. The Secretary or any other person designated by the Governing Board shall mail or electronic mail such notice to the last know address of each member at least ten (10) days prior to the meeting.

**ARTICLE VI**  
**ADOPTION, REPEAL OR AMENDMENT OF BY-LAWS**

SECTION – POWERS

The Governing Board has absolute power and authority to adopt, amend, and repeal these By-Laws.

SECTION 2 – NOTIFICATION

The notice of a meeting of the Governing Board at which By-Laws will be discussed, adopted, amended or repealed shall include notice in which such proposed action is specified in accordance with Article III, Section 5b, except that notice must be sent at least seven (7) days in advance of the meeting.

SECTION 3 - ADOPTION

Adoption, repeal or amendment of these By-Laws can be enacted at any meeting of the Governing Board by an affirmative vote of at least two-thirds (2/3) of the current Governing Board.

***ARTICLE VII  
FISCAL YEAR***

The Fiscal Year of this Corporation shall be the calendar year.

***ARTICLE VIII  
BOOKS AND RECORDS***

The Corporation shall keep complete books and records of account, minutes of the proceedings of its incorporators, Officers, Directors, members and committees, and a list of members with their names and addresses.

***ARTICLE IX  
ASSESSMENTS, FINES AND PENALTIES***

The Governing Board shall not have the right to impose any fines, assessments or penalties against the members except the determination of dues for members as set forth in Article II, Section 4. Notwithstanding Article VI, Section 1, this Article may not be amended, repealed or altered in any manner without the unanimous vote of the governing Board.