

---

**PLAN OF MERGER OF**  
**COLCHESTER LAND TRUST, INC. AND**  
**SALEM LAND TRUST, INC. WITH AND INTO**  
**AVALONIA LAND CONSERVANCY, INC.**

---

1. As of the Effective Time (as defined below), Colchester Land Trust, Inc., a Connecticut nonstock corporation (“Colchester”), and Salem Land Trust, Inc., a Connecticut nonstock corporation (“Salem”), shall merge with and into Avalonia Land Conservancy, Inc., a Connecticut nonstock corporation (“Avalonia”), as authorized by Title 33, Chapter 602 of the General Statutes of Connecticut (the “Merger”).

2. The Merger shall be effective upon the filing of a certificate of merger (the “Certificate of Merger”) with the Secretary of the State of the State of Connecticut at the time specified therein (the “Effective Time”).

3. Upon completion of the Merger, Avalonia shall be the “surviving corporation” and its name shall remain “Avalonia Land Conservancy, Inc.”

4. As of the Effective Time, the membership classes of each of the corporations that are parties to the Merger shall be structured as follows:

4.1. The surviving corporation shall have one (1) class of voting members divided into six (6) subclasses of members: Life, Special Gift, Organization, Patron, Family, and Regular, with the qualifications, rights, privileges, obligations, and manner of election for each class set forth in the Amended and Restated Certificate of Incorporation (as defined below) of the surviving corporation.

4.2. With respect to Colchester’s members: (i) regular members that are organizations immediately prior to the Effective Time shall be reclassified as organization members of the surviving corporation; (ii) regular members that are families immediately prior to the Effective Time shall be reclassified as family members of the surviving corporation; (iii) regular members who are individuals 18 years of age or older immediately prior to the Effective Time shall be reclassified as regular members of the surviving corporation; and (iv) special gift members immediately prior to the Effective Time shall be reclassified as special gift members of the surviving corporation.

4.3. With respect to Salem’s members: (i) regular members that are organizations immediately prior to the Effective Time shall be reclassified as organization members of the surviving corporation; (ii) regular members that are families immediately prior to the Effective Time shall be reclassified as family members of the surviving corporation; (iii) regular members who are individuals 18 years of age or older

immediately prior to the Effective Time shall be reclassified as regular members of the surviving corporation; and (iv) special gift members immediately prior to the Effective Time shall be reclassified as special gift members of the surviving corporation.

5. In connection with the Merger and effective as of the Effective Time, the certificate of incorporation of the surviving corporation shall be amended and restated as set forth on Exhibit A hereto (the “Amended and Restated Certificate of Incorporation”).

6. In connection with the Merger and effective as of the Effective Time, the bylaws of the surviving corporation shall be amended and restated as set forth on Exhibit B.

7. As of the Effective Time, David Levine and Megan Trujillo from Colchester and Maureen Cain and Linda Schroeder from Salem shall be elected to the board of directors of the surviving corporation (the “Board”) until the next Annual Meeting of the surviving corporation and then for one three-year term thereafter.

8. Other terms regarding the Merger are set forth in a certain Merger Agreement by and among Avalonia, Colchester, and Salem (the “Merger Agreement”), including the following post-Merger closing conditions to be honored and observed by the surviving corporation, subject to its reasonable discretion to govern its activities and affairs, exercised in good faith:

8.1. *From Colchester.*

8.1.1. *Board Membership.* Two Board positions shall be held initially, as of the Effective Time, by two members of the board of directors of Colchester (the “Colchester Board”) designated in advance by Colchester and set forth herein. These directors will serve until the first annual meeting of the members of the surviving corporation (the “Annual Member Meeting”) following the Merger, at which time two members of the Colchester Chapter (as defined below) shall be nominated to serve one three-year term on the Board (each, a “Colchester Director”). For the avoidance of doubt, following such three-year term, these Board seats shall be filled by any eligible candidates in accordance with the surviving corporation’s organizational documents.

8.1.2. *Colchester Chapter.* A dedicated committee, in accordance with Section 33-1101 of the Connecticut Revised Nonstock Corporation Act set forth in Title 33, Chapter 602 of the General Statutes of the State of Connecticut (the “Act”), known as the “Colchester Chapter”, shall be established and shall consist initially of eight committee members designated in advance by Colchester from the current Colchester Board. New committee members shall be appointed to the Colchester Chapter who need not be members of the current board of directors of Avalonia (the “Avalonia Board”) but are members of the surviving corporation interested in land preservation and stewardship in the Town of Colchester. The Colchester Chapter shall be responsible for (i) hosting the Annual Salmon River 5.5 Mile Run, with any proceeds being made available for the stewardship and acquisition activities of the surviving corporation, and (ii) considering land

preservation and other initiatives in the Town of Colchester and recommending the same to the Board.

8.1.3. *Maintaining the Colchester Legacy.* The legacy of Colchester shall continue after the Merger through a methodology reasonably satisfactory to the initial Colchester Directors serving pursuant to Section 8.1.1, recognizing and incorporating Colchester-specific projects, volunteers, and initiatives into the surviving corporation's social media as well as including linked or redirected pages on its website for Colchester's historical record.

8.1.4. *Treatment of Existing Colchester Funds.* Notwithstanding anything to the contrary herein, any funds held by Colchester that are restricted either to the stewardship of existing Colchester properties or to land acquisition of prospective properties in the Town of Colchester, in each case as of immediately prior to the Effective Time, shall be used for those purposes following the Effective Time.

8.1.5. *Community Foundation of Eastern Connecticut Endowment.* The surviving corporation shall take ownership of Colchester's Community Foundation of Eastern Connecticut ("CFECT") endowment fund as a separate trust fund named the Colchester Land Trust Fund and will maintain the endowment so that any annual distribution amount will be used as described in Section 8.3 below.

8.1.6. *Pending Transactions.* The surviving corporation will continue to pursue, on the advice of the Colchester Chapter, the following active projects, provided that such projects do not close prior to the closing of the Merger: (i) a 25-acre conservation easement located at 91 Marvin Road, Colchester, Connecticut, known as the Wolcott Easement; and (ii) a 70-acre conservation easement located at an unnumbered property owned by the Gallucci Family on Usher Swamp Road (MBL 02-14-004-000) and abutting the Whispering Winds Property owned by Colchester.

8.1.7. *Bacon Academy Scholarship.* The surviving corporation will pay in full a scholarship, in an amount equal to \$2,000, awarded to one selected student of Bacon Academy, following the surviving corporation's receipt of the invoice for such payment from such student's chosen college or university.

## 8.2. *From Salem.*

8.2.1. *Board Membership.* Two Board positions shall be held initially, as of the Effective Time, by two members of the board of directors of Salem (the "Salem Board") designated in advance by Salem and set forth herein. These directors will serve until the first Annual Member Meeting following the Merger, at which time two members of the Salem Chapter (as defined below) shall be nominated to serve one three-year term on the Board (each, a "Salem Director"). For the avoidance of doubt, following such three-year term, these Board seats

shall be filled by any eligible candidates in accordance with the surviving corporation's organizational documents.

8.2.2. *Salem Chapter.* A dedicated committee, in accordance with Section 33-1101 of the Act, known as the "Salem Chapter", shall be established and shall consist initially of eight committee members designated in advance by Salem from the current Salem Board. New committee members shall be appointed to the Salem Chapter who need not be Avalonia Board directors but are members of the surviving corporation interested in land preservation and stewardship in the Town of Salem. Following the Effective Time, the Salem Chapter will be able to continue to (i) participate, to a degree no greater than the extent in which the Salem Chapter participated immediately prior to the Effective Time, in the Connecticut Department of Transportation's Adopt-a-Highway program to keep the State of Connecticut's roads in Salem clean of trash and (ii) hold annual Salem-specific nature hikes and events, in each case of the foregoing clauses (i) and (ii), subject to the approval of the Board.

8.2.3. *Maintaining the Salem Legacy.* The legacy of Salem shall continue after the Merger through a methodology reasonably satisfactory to the initial Salem Directors serving pursuant to Section 8.2.1, recognizing and incorporating Salem-specific projects, volunteers, and initiatives into the surviving corporation's social media as well as including linked or redirected pages on its website for Salem's historical record.

8.2.4. *Treatment of Existing Salem Funds.* Notwithstanding anything to the contrary herein, any funds held by Salem that are donor-designated funds for a specific purpose or project, either to the stewardship of existing Salem properties or to land acquisition of prospective properties in the Town of Salem, in each case as of immediately prior to the Effective Time, shall be used for such donor-designated purposes following the Effective Time.

8.3. *Executive Director.* The surviving corporation shall seek to hire a part- or full-time paid executive director as appropriate as soon as reasonably practicable; provided, that the surviving corporation shall use its best efforts to hire such an executive director beginning on the Effective Time and ending on the date that is the one-year anniversary of the Effective Time and shall use its reasonable efforts thereafter. The surviving corporation shall publish, on its website and other appropriate job boards, the job listing for the executive director by October 15, 2026, or by such other date during the 2026 calendar year as the Board may approve in writing, which approval shall include the consent of at least one Colchester Director and at least one Salem Director. Until such time as an executive director is hired, any funds distributed from the CFECT Colchester Land Trust Fund shall be used for the stewardship or acquisition of properties in the Town of Colchester.

8.4. *Sponsorship of Eightmile Watershed.* By virtue of the location of each of Salem and Colchester within the National Parks Service's Eightmile River "Wild & Scenic" Watershed (the "Watershed"), the surviving corporation shall seek to (i)

participate in activities hosted by the Watershed and (ii) designate persons familiar with and active in the Watershed as members of the Watershed's coordinating committee on an as-needed basis.

9. Subject to the terms of the Merger Agreement, this Plan may be terminated and the proposed Merger abandoned at any time before the Effective Time as to Avalonia, Colchester, or Salem, whether before or after approval of this Plan by each of the respective boards of directors of Avalonia, Colchester, and Salem, by a resolution duly adopted by its respective board of directors, provided that, if either Colchester or Salem elects to terminate the Plan and abandon the Merger, then Avalonia and the remaining terminating member may elect to continue with the proposed Merger.

10. This Plan may be amended prior to the filing of the Certificate of Merger with the Secretary of the State of the State of Connecticut upon the affirmative vote of each of the boards of directors of Avalonia, Colchester, and Salem. Notwithstanding the foregoing, this Plan may not be amended subsequent to the approval thereof by Avalonia, Colchester, or Salem to: (1) amend the Amended and Restated Certificate of Incorporation of the surviving corporation prior to its filing with the Secretary of the State of the State of Connecticut; (2) add or amend any provision relating to the membership classes of the surviving corporation set forth in this Plan; or (3) amend any of the other terms or conditions of this Plan if such amendment would adversely affect the members of Avalonia, Colchester, or Salem in any material respect.

**Exhibit A**  
**Amended & Restated Certificate of Incorporation of**  
**Avalonia Land Conservancy, Inc.**

(see attached)

[Exhibit A to Plan of Merger]

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

AVALONIA LAND CONSERVANCY, INC.

1. Name. The name of the corporation is: “Avalonia Land Conservancy, Inc.” (the “Corporation”).
2. Powers and Purpose. The nature of the activities to be conducted and the purposes promoted or carried out by the Corporation are as follows:
  - (a) To engage in and otherwise promote for the benefit and general public the preservation and improvement of the natural resources, marshlands, swamps, woodlands, wildlife corridors, farmland, and open spaces, and the plant and animal life therein and the preservation of unique scenic, cultural, and historic sites.
  - (b) To engage in and otherwise promote the scientific study of, and to educate the public regarding, local natural resources, including plants, animals, birds, fish and other wildlife.
  - (c) To acquire by gift, purchase, bequest, or otherwise, real and personal property of all kinds and wherever located, including partial interests therein or easements thereon, and to use such property in such a manner as the Board of Directors of the Corporation (the “Board”) shall deem appropriate to carry the purposes set forth herein and subject to the limitations set forth herein.
  - (d) To use all property held or controlled by the Corporation and the net earnings thereof in the United States of America for the benefit of the inhabitants of the State of Connecticut.
  - (e) To exercise its powers through its officers, directors, members, employees and agents and to join and collaborate with other organizations in activities designed to achieve the objectives of the Corporation.
  - (f) In general, and subject to such limitation and conditions as are or may be prescribed by law, including the Connecticut Revised Nonstock Corporation Act (the “Act”), to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the

Corporation, subject to the further limitations and conditions that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised 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 (collectively, the “Code”), and by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

3. Nonprofit; Prohibition on Private Inurement. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions. No part of income or earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation’s assets on dissolution of the Corporation. The Corporation shall not pay dividends. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaigning on behalf of any candidate for public office.
4. Membership. The qualifications, classes, rights, privileges, obligations and the manner of election for members of the Corporation (“Members”) are as follows:
  - (a) Any individual, corporation, partnership, trust, foundation or other entity (each, a “Person”) interested in the purposes and objectives of the Corporation as set forth herein shall be qualified as eligible for membership.
  - (b) There shall be one class of voting members divided into six (6) subclasses of members: Life, Special Gift, Organization, Patron, Family and Regular.

Life members (“Life Members”) shall consist of those Persons elected as such by the Board who have paid the fee at the time established by the Board. Life Members shall be exempt from any assessment of dues. Life Members may attend all meetings of the Members and shall have the right to vote thereat on all matters submitted to a vote of the Members.

Special Gift members (“Special Gift Members”) shall consist of those Persons who have conveyed by gift a minimum of one acre of land or money or other property of equivalent value as determined by the Board. Special Gift Members shall have the same privileges as Life Members.

Organization members (“Organization Members”) shall consist of those Persons (other than individuals) that have paid the current annual dues for Organization Members as established from time to time by the Board. Any number of representatives of each Organization Member may attend all meetings of the Members during each fiscal year for which such Organization Member has paid such dues, and an authorized representative of each Organization Member shall be entitled to cast one vote on behalf of such Organization Member on all matters submitted to a vote of the Members.

Patron members (“Patron Members”) shall consist of those Persons (other than entities) who are at least 18 years of age and have paid the current annual dues for Patron Members as established from time to time by the Board. Patron Members may attend all meetings of the Members during each fiscal year for which they have paid such dues and shall have the right to vote thereat on all matters submitted to a vote of the Members.

Family members (“Family Members”) shall consist of all members of a family which has paid the current annual dues for a family membership as established from time to time by the Board. Family Members may attend all meetings of the Members during each fiscal year for which the family shall be entitled to cast one vote on behalf of the family on all matters submitted to a vote of the Members.

Regular members (“Regular Members”) shall consist of those Persons (other than entities) who are at least 18 years of age and who have paid the current annual dues for Regular Members as established from time to time by the Board. Regular Members may attend all meetings of the Members during each fiscal year for which they have paid such dues and shall have the right to vote thereat on all matters submitted to a vote of the Members.

(c) Rules concerning the Members shall be set forth in the Corporation’s Bylaws (the “Bylaws”) including retention, withdrawal, removal, termination, dues, representation at meetings, quorum and voting requirements, and any other matters related to the affairs of the Members.

5. Dissolution. The Corporation shall have perpetual existence; but, in the event of the dissolution of the Corporation or the termination of the Corporation’s corporate existence, all of the Corporation’s net assets shall be transferred, paid over and delivered, in such proportions as the Board shall determine, to, in the first instance, one or more other land conservation corporations organized as non-profit entities in the State of Connecticut and, if no such entities are reasonably willing and able to receive such assets, then to one or more scientific, charitable or educational organizations, the State of Connecticut, or any town for which the Board created a dedicated committee known as a Town Chapter (as such term is used in the Bylaws), to be used and devoted by the respective recipients

exclusively in accordance with the purposes of the Corporation as set forth herein; *provided*, that no such asset shall be distributed to or for the benefit of an organization not qualifying at the time of such distribution under the provisions of Section 501(c)(3) of the Code.

6. Devises, Gifts, Grants, and Bequests. Following the time of the effectiveness of this certificate of incorporation (the “Effective Time”), the Corporation shall be deemed to be an entity that is a continuation for all purposes of the entities by the names Colchester Land Trust, Inc. and Salem Land Trust, Inc. (each a “merging land trust”) as in existence prior thereto and any devise, bequest, gift, or grant contained in any will or other instrument made before the Effective Time to or for the benefit of a merging land trust shall inure to the benefit of the Corporation as in existence after the Effective Time.
  
7. Limitation on Liability. Pursuant to Section 33-1026 of the Act, the personal liability of a director to the Corporation for monetary damages for breach of duty as a director shall be limited to an amount that is not less than the compensation, if any, received by the director for serving the Corporation during the year of the violation if such breach did not: (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in Section 33-840 of the Act, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director’s duty to the Corporation. No amendment, modification or repeal of this Section or Section 33-1026 of the Act, or any successor provision, shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal. Further, nothing contained herein shall be construed to deny to any director the benefit of the Federal Volunteer Protection Act (42 U.S.C. §14501, et seq.) or Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.
  
8. Indemnification.
  - (a) The Corporation shall, to the fullest extent permitted by law, indemnify its directors and officers from and against any and all of the liabilities, expenses, and other matters referenced in or covered by the Act, or any other applicable laws presently or hereafter in effect, including Sections 33-1116 to 33-1124 of the Act. In furtherance and not in limitation thereof, the Corporation shall indemnify a director or officer for a “liability” (as defined in Section 33-1116(4) of the Act) to any person for any action taken, or any failure to take any action, as a director or officer, except liability that (i) involved a knowing and culpable violation of law, (ii) enabled the receipt of an improper private gain, (iii) showed a lack of good faith and a conscious disregard for the duty to the

- Corporation under circumstances in which the director or officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of duty to the Corporation. The Corporation's duty to so indemnify its directors and officers shall extend to a proceeding initiated by any such indemnitees only if such proceeding was authorized by the Board.
- (b) Expenses (including attorneys' fees) incurred by a director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such director or officer of his or her good faith belief that he or she has met the relevant standard of conduct under the Connecticut General Statutes or that the proceeding involves conduct for which liability has been limited hereunder, and (ii) an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized hereunder. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.
- (c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.
- (d) The Corporation may indemnify and advance expenses to employees and agents of the Corporation who are not directors and officers to the same extent as directors or officers and may further indemnify such employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.
- (e) No amendment to or repeal of this Section shall apply to or have any effect on the indemnification of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal as provided herein, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a director or officer in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal as provided herein.

9. Amendment. This certificate of incorporation may not be amended to permit any action which would prevent the Corporation from qualifying as an exempt organization under Section 501(c)(3) of the Code.
  
10. E-mail Address. The e-mail address of the Corporation is: avalonialc@yahoo.com.
  
11. NAICS Code. The Corporation's North American Industry Classification System Code (NAICS) is: 813312.
  
12. Registered Agent. The name of the registered agent of the Corporation is Robert Avena. The Connecticut mailing address of the registered agent is 75 State Street, New London, CT 06320, and the Connecticut residence and business address of the registered agent is 75 State Street, New London, CT 06320.

Acceptance of appointment as registered agent:

---

Robert Avena

This Amended and Restated Certificate of Incorporation was adopted by the Board on [●], 2026 and the Members on [●], 2026, in accordance with the Connecticut Revised Nonstock Corporation Act, as the same may be amended from time to time, and the preexisting Certificate of Incorporation of the Corporation, as amended.

**Exhibit B**  
**Amended & Restated Bylaws of**  
**Avalonia Land Conservancy, Inc.**

(see attached)

[Exhibit B to Plan of Merger]

AMENDED AND RESTATED

BYLAWS

OF

AVALONIA LAND CONSERVANCY, INC.

ARTICLE I

NAME AND OFFICES

**Section 1** **Name.** The name of this organization is AVALONIA LAND CONSERVANCY, INC. (the "Corporation").

**Section 2** **Office.**

(a) The principal office of the Corporation in the State of Connecticut shall be located in southeastern Connecticut. The Corporation may have such other offices, either within or without the State of Connecticut, as the Board of Directors of the Corporation (the "Board") may determine or as the affairs of the Corporation may require from time to time.

(b) The Corporation shall have and continuously maintain in the State of Connecticut a registered office, and a registered agent whose office is identical with such registered office, as required by the Connecticut Revised Nonstock Corporation Act (the "Act"). The registered office may be, but need not be, identical with the principal office in the State of Connecticut and the address of the registered office may be changed from time to time by the Board.

ARTICLE II

PURPOSE

**Section 1** **Purpose.** The purpose of the Corporation (the "Corporation's Purpose") is set forth in the Amended and Restated Certificate of Incorporation adopted by the Board on [●], 2026 and the Members (as defined herein) on [●], 2026 (the "Certificate of Incorporation"), as may be amended and/or restated.

**Section 2** **Tax Exempt.** The Corporation has been organized as a qualified tax exempt charitable corporation and has received an exemption from the U.S. Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

### ARTICLE III

#### BASIC POLICIES

**Section 1** Generally. The Corporation shall be non-commercial, non-sectarian and non-partisan. The name of the Corporation shall not be used in any connection with a commercial concern not appropriately related to the promotion of the objectives of the Corporation.

**Section 2** Political Activities. Any ability of the Corporation to participate in political activities is set forth in the Certificate of Incorporation.

**Section 3** Collaborations. The Corporation may work with other organizations to foster, reward and promote the Corporation's Purpose.

**Section 4** Dissolution. In the event of the dissolution of the Corporation, the Corporation's assets shall be addressed as set forth in the Certificate of Incorporation.

### ARTICLE IV

#### MEMBERS

**Section 1** Membership. The Corporation shall have members (the "Members") and the class, subclasses, and qualifications of which are set forth in the Certificate of Incorporation.

**Section 2** Members in Good Standing. Members in good standing shall include those Members who shall have completed a form of application to be determined from time to time by the Board, and whose membership has not been terminated pursuant to Section 6 of this Article IV.

**Section 3** Voting. At any meeting of the Members duly called, the Members present shall constitute a quorum. There shall be no vote by proxy. Each Member shall have one vote on matters subject to the vote of Members, and all Members shall vote as a single class.

**Section 4** Annual Dues and Term of Membership. Membership in the Corporation shall be during one fiscal year regardless of when dues are paid in such fiscal year and shall be contingent upon each Member's payment of annual dues. The amount of the annual dues shall be determined from time to time by the Board and shall be due and payable on a date designated by the Board with proper notice to the Members. The Board may from time to time establish and eliminate categories of membership of the Corporation, with the approval of the Members pursuant to Section 33-1142 of the Act and upon the filing of an amended and restated certificate of incorporation of the Corporation.

**Section 5**     **Membership Transferability.** Membership in the Corporation shall be nontransferable and non-assignable, whether voluntarily or involuntarily.

**Section 6**     **Termination of Membership.** A Member's membership in the Corporation shall be terminated upon the occurrence of any of the following events:

- (a)     The written resignation of such Member delivered to the Board;
- (b)     The death or legal incapacity of such Member;
- (c)     In the case of an Organization Member (as defined in the Certificate of Incorporation), upon such Organization Member's dissolution or written resignation as a Member;
- (d)     In the case of a Family Member (as defined in the Certificate of Incorporation), upon the family's written resignation as a Member;
- (e)     The failure of such Member, after reasonable notice, to pay such Member's annual dues or any other financial obligation to the Corporation; or
- (f)     The act of such Member that, upon the determination of the Board, is in violation of the Certificate of Incorporation or these Bylaws, or is otherwise in violation of applicable law or the "Land Trust Standards and Practices" issued by the Land Trust Alliance as published from time to time.

**Section 7**     **Annual Member Meetings.** An annual meeting of the Members ("Annual Member Meeting") shall be held for the purpose of electing Directors (as defined herein) and transacting any other business which may properly come before the Members at such Annual Member Meeting.

**Section 8**     **Special Member Meetings.** Special meetings of the Members ("Special Member Meetings") may be called at any time by the Board President (as defined herein), by the Board or by petition in writing signed by not fewer than the lesser of five percent of the then-existing Members or 100 Members in good standing.

**Section 9**     **Date, Time and Place of Member Meetings.**

- (a)     Date and Time. The Annual Member Meeting shall be held on the date and at the time fixed from time to time by the Board; *provided, however,* that each Annual Member Meeting shall be held on a date within 15 months after the date of the

preceding Annual Member Meeting. A Special Member Meeting may be held on the date and at the time fixed by the Board.

(b) Place of Meetings. Annual Member Meetings and Special Member Meetings shall be held at such time and place, within southeastern Connecticut, as the Board may from time to time fix or may be held solely by means of remote communication or may be held in a hybrid fashion at a location and also by means of remote communication, in each case as authorized by the Board.

**Section 10** Notice of Annual and Special Member Meetings. Notice of any meetings of the Members shall be given by the Corporation and shall state the date, time and place of the meeting, and, unless the meeting is an Annual Member Meeting, shall indicate the purpose or purposes for which the meeting is called. Reasonable notice of any meeting shall be given to the Members either personally or by mail or e-mail. If mailed via U.S. Postal Service, such notice shall be sent with postage paid thereon, addressed to the Member at the address as it appears on the Membership List (as defined herein) of the Corporation.

**Section 11** Membership List. The Secretary of the Corporation (the “Secretary”) shall prepare and at all times maintain a complete list of the Members of the Corporation (the “Membership List”), which shall be arranged in alphabetical order and show the Member subclass, mailing address and telephone number of each Member.

**Section 12** Presiding Officer and Secretary. Meetings of the Members called by the Board shall be presided over by the Board President or, in the absence of the Board President, the Vice President (as defined herein). The Secretary shall act as secretary of every meeting of the Members. If the Secretary is not present during any meeting of the Members, the Board President (or such other individual presiding over such meeting) shall appoint a secretary of such meeting.

## ARTICLE V

### BOARD OF DIRECTORS AND STANDING COMMITTEES

**Section 1** Powers and Duties. The Board shall have all the powers and duties granted to it under the Certificate of Incorporation, these Bylaws and applicable law to manage and control the affairs, business and property of the Corporation (including the payment of the moneys received by the Corporation). 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 (each as defined herein) as appropriate.

**Section 2** Number, Election, Term of Office.

(a) Board Size. The number of directors of the Corporation (the “Directors”) shall be not less than eight or more than fifteen, to be fixed from time to time by the Board.

(b) Election. The Directors shall be elected at the Annual Member Meeting by a vote of a majority of the Members present in person or by remote communication, if any, if a quorum is present.

(c) Colchester and Salem Directors. As of the date on which these Bylaws are adopted by the Corporation (the “Bylaws Effective Date”), the Board shall be comprised of eleven members of the Board of Directors, seven of whom shall be the Directors in office immediately prior to the Bylaws Effective Date (the “Avalonia Directors”), two of whom shall be nominated by Colchester Land Trust, Inc. (“Colchester”) prior to the Bylaws Effective Date (the “Initial Colchester Directors”) and two of whom shall be nominated by Salem Land Trust, Inc. (“Salem”) prior to the Bylaws Effective Date (the “Initial Salem Directors”). The Initial Colchester Directors and the Initial Salem Directors shall serve until the end of the calendar year in which the first Annual Member Meeting following the Bylaws Effective Date takes place, at which Annual Member Meeting the Members must elect (i) two Colchester Directors (the “Subsequent Colchester Directors” and, together with the Initial Colchester Directors and any other Director nominated by Colchester, the “Colchester Directors”), each of whom must be a member of, and must be nominated by a majority of the members of, the Town Chapter (as defined herein) for the town of Colchester (the “Colchester Chapter”), and (ii) two Salem Directors (the “Subsequent Salem Directors” and, together with the Initial Salem Directors and any other Director nominated by Salem, the “Salem Directors”), each of whom must be a member of, and must be nominated by a majority of the members of, the Town Chapter for the town of Salem (the “Salem Chapter”). The Subsequent Colchester Directors and the Subsequent Salem Directors shall serve for a term of three years (the “Three-Year Term”). Following the expiration of the Three-Year Term, the Members shall not be required to elect any Director who is a member of, or is nominated by members of, the Colchester Chapter or the Salem Chapter.

(d) Terms. Following a transition period, described below, each Director shall serve for a term of three years, and the terms of the Directors shall be staggered so that roughly one-third of the Directors shall be elected each year. To facilitate the transition to staggered three-year terms, at the election of the Board immediately following the adoption of these Bylaws, some of the Directors shall be elected to serve terms of less than three years. At each Annual Member Meeting thereafter, some Directors shall be elected to serve less than three year terms until such time as the staggered term schedule is achieved. The term of office of a Director shall begin on January 1 following election and end on December 31 of the calendar year in which such Director’s term of

office is designated to expire. Additional Directors may be elected by the Board at any time for a term of office beginning either upon election or on the date as designated by the Board and ending on December 31 of the same calendar year in which such additional Directors' respective terms of office begin.

**Section 3     Removal and Replacement.**

(a) Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office only at a meeting called for the purpose of removing a Director. The notice of such meeting must state that the removal of a Director is a purpose for which the meeting is being called. Subject to Section 3(b) of this Article V, the Board shall replace the removed Director with a replacement Director by the affirmative vote of a majority of all remaining Directors at a duly called meeting of the Board even though such remaining Directors may be less than a quorum. The term of office of a replacement Director shall begin either upon election or on the date as designated by the Board and end on December 31 of the same calendar year in which such replacement Director's term of office begins.

(b) Only during the Three-Year Term: (i) if an Avalonia Director is removed pursuant to this Section 3 of this Article V, the Board shall replace the removed Avalonia Director with a replacement Avalonia Director as selected by a majority of the remaining Avalonia Directors; (ii) if a Colchester Director is removed pursuant to this Section 3 of this Article V, the Board shall replace such removed Colchester Director with a replacement Colchester Director as selected by a majority of the members of the Colchester Chapter; and (iii) if a Salem Director is removed pursuant to this Section 3 of this Article V, the Board shall replace the removed Salem Director with a replacement Salem Director as selected by a majority of the members of the Salem Chapter.

**Section 4     Board Membership.** Only Members in good standing may serve as Directors.

**Section 5     Annual Board Meeting; Notice.** The annual meeting of the Board ("Annual Board Meeting") shall be held at the principal offices of the Corporation or at such other place, or may be held solely by means of remote communication or in a hybrid fashion at a location and also by means of remote communication, in each case as authorized by the Board, at such date and time, as the Board shall designate. A purpose of the Annual Board Meeting shall be to elect officers of the Corporation (the "Officers"). Notice of the time and place of any Annual Board Meeting, and any means of remote communication, shall be given by the Secretary to each Director not less than seven days before such Annual Board Meeting. Notice may be given to the Directors by U.S. Postal Service to the mailing addresses or by e-mail to the e-mail addresses on record with the Corporation.

**Section 6**      **Special Board Meetings; Notice.** Special meetings of the Board (“Special Board Meetings”) may be held upon the call of the Board President or of any three Directors at the principal office of the Corporation or at such other place, or may be held solely by means of remote communication or in a hybrid fashion at a location and also by means of remote communication, in each case as authorized by the Board, as may be designated in the notice of such Special Board Meeting. Notice of the time, place and purpose of any Special Board Meeting, and any means of remote communication, shall be given by the Secretary to each Director by mailing a copy thereof or delivering the same to each Director at least seven days before such meeting. Notice may be given to the Directors by U.S. Postal Service to the mailing addresses or by e-mail to the e-mail addresses on record with the Corporation.

**Section 7**      **Regular Board Meetings; Notice.** Regular meetings of the Board shall be held at such time and place as the Board shall designate, or may be held solely by means of remote communication or in a hybrid fashion at a location and also by means of remote communication, in each case as authorized by the Board, and notice of such regular meetings need not be given.

**Section 8**      **Quorum and Voting; Adjournment of Board Meetings.** At all meetings of the Board, 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 an act of the Board, unless the Certificate of Incorporation or these Bylaws require a vote of a greater number of Directors. In the absence of a quorum, a majority of the Directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting where a quorum is present, any business may be transacted which might have been transacted at the meeting originally called.

**Section 9**      **Organization.** The Board President, or, in the absence of the Board President, the Vice President, shall preside at all meetings of the Board. The Secretary shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any individual to act as secretary of the meeting.

**Section 10**     **Committees.** The Board, by resolution adopted by a majority vote of the Directors present and voting at any meeting of the Board where a quorum is present, may designate, from among the Directors, the Members and the public at large, such one or more standing or ad-hoc committees (each, a “Committee”) as the Board shall deem desirable. Each Committee shall have such authority as is conferred by law or resolution of the Board by which the Committee is created, provided that Committees with any Members or members of the public who are not also Directors shall be advisory only and shall not have authority to act on behalf of the Board or otherwise bind the Corporation. The Board President shall be an ex officio member of all Committees.

**Section 11 Finance Committee.** The Board shall appoint a Finance Committee consisting of at least three Directors. The Finance Committee shall review and submit its recommendations to the Board for annual operating budgets, budget amendments, semi-annual and annual financial performance reports, IRS Forms 990, annual financial statements, investment policies and auditors.

**Section 12 Acquisition Committee.** The Board shall appoint an Acquisition Committee consisting of at least three Directors. The Acquisition Committee shall be responsible for recommending and pursuing conservation lands for the Corporation. The Acquisition Committee shall review and recommend all land acquisition transactions, including purchases and acceptance of gifts in fee or easements for Board action. The Acquisition Committee shall negotiate transaction terms, communicate with potential donors, identify parcels that further the Corporation's Purpose and set and review conservation property priorities for the Corporation.

**Section 13 Stewardship Committee.** The Board shall appoint a Stewardship Committee consisting of at least three Directors. The Stewardship Committee shall manage and steward fee properties and easement properties of the Corporation, including overseeing annual inspections, addressing violations or trespasses, maintaining access points and trails, conducting habitat restoration and management, removing invasive species and overseeing timber harvests.

**Section 14 Governance Committee.** The Board shall appoint a Governance Committee consisting of at least three Directors. The Governance Committee shall be responsible for ensuring the Corporation's compliance with Board policies and procedures, including compliance with the Corporation's Conflicts of Interest Policy. The Governance Committee shall review the Certificate of Incorporation, these Bylaws and other Board policies at least annually to ensure the Corporation's compliance with non-profit and land trust best practices and Land Trust Alliance Standards and Practices. The Governance Committee shall oversee the Corporation's compliance with Land Trust Accreditation requirements.

**Section 15 Nominating Committee.** The Board shall appoint a Nominating Committee consisting of no more than two Directors. The Nominating Committee shall recruit candidates for Board and Committee membership and prepare a slate of candidates or nominees for consideration and action by the Board. The Board President shall not be a member of the Nominating Committee. Directors under consideration for re-election shall not serve on the Nominating Committee.

**Section 16 Development Committee.** The Board shall appoint a Development Committee consisting of at least three Directors. The Development Committee shall work with staff and the Board to organize and implement the Board's fundraising events and activities, including the solicitation of major gifts and grants.

**Section 17 Personnel Committee.** The Board shall appoint a Personnel Committee consisting of at least three Directors. The Personnel Committee shall work with the Executive Director, staff and the Board for the recruitment and management of volunteers and paid staff and for assisting with the development of volunteer support by the Town Chapters.

**Section 18 Communications Committee.** The Board shall appoint a Communications Committee consisting of at least three Directors. The Communications Committee shall work with staff and the Board to promote public relations (PR) and events, including communicating to the Corporation's supporters and the public the mission of the Corporation.

**Section 19 Education and Outreach Committee.** The Board shall appoint an Education and Outreach Committee consisting of at least three Directors. The Education and Outreach Committee shall work with staff and the Board to promote education and outreach programs and events.

**Section 20 Town Chapters.** The Board shall determine those towns in southeastern Connecticut for which the Board shall create a dedicated committee to be known as a town chapter (each, a "Town Chapter"). A Town Chapter including at least one Director may be created to serve one town or a combination of two or more towns that agree to combine their Town Chapters. Each Town Chapter shall work with the Board, staff and other Committees to carry out the activity of the Corporation in the town or towns they serve, as described in the Town Committee Charter approved by the Board.

**Section 21 Resignation.**

(a) Any Director may resign at any time by giving written notice thereof to the Board President. Such resignation shall take effect immediately or at any time specified therein if agreed to by the Board, and the acceptance of such resignation by the Board shall not be necessary to make such resignation effective. Any vacancy in the Board caused by a Director's resignation may be filled by the affirmative vote of a majority of all remaining Directors at a duly called meeting of the Board even though such remaining Directors may be less than a quorum, subject to Section 21(b) of this Article V. The term of office of a Director elected to fill a vacancy shall begin either upon election or on the date as designated by the Board and end on December 31 of the same calendar year in which such Director's term of office begins.

(b) Only during the Three-Year Term: (i) a vacancy caused by the resignation of a Colchester Director shall be filled by a Person selected by a majority of the members of the Colchester Chapter; and (ii) a vacancy caused by the resignation of a Salem Director shall be filled by a Person selected by a majority of the members of the Salem Chapter, in each case, subject to the affirmative vote of a majority of all remaining Directors at a duly called meeting of the Board.

**Section 22** **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; *provided, further*, that nothing herein shall be construed as prohibiting the payment to any Person who is a Director reasonable compensation for services rendered to the Corporation in any other capacity subject in all events to the Corporation's Conflicts of Interest Policy.

**Section 23** **Virtual Meetings.** Any one or more Directors may participate in a meeting of the Board by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 24** **Action by Directors without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing (including by e-mail, facsimile, or other electronic means) to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

**Section 25** **Limitation of Liability and Indemnification.** The terms of the limitation of liability and indemnification provided to the Directors and Officers by the Corporation are set forth in the Certificate of Incorporation.

**Section 26** **Board Member Emeritus.** Board members emeritus (each, a "Board Member Emeritus") may be selected from former Directors who have served on the Board with distinction and excellence upon both the recommendation of each of the Nominating Committee and the Governance Committee and the affirmative vote of a majority of the Directors then in office. A Board Member Emeritus shall be entitled to (a) receive all written notices and information provided to the Board, (b) attend all Board meetings, (c) participate in meetings of any Committees in which they formerly served, and (d) attend all other events conducted by the Corporation. A Board Member Emeritus shall not be (i) subject to any attendance policy counted in determining whether a quorum is present at any Board meeting, (ii) entitled to hold office, and (iii) entitled to vote at any Board meeting.

## ARTICLE VI

### OFFICERS

**Section 1** **Officers.** The Officers shall consist of a Board President, a Vice President, a Treasurer and a Secretary, and such other officers as the Board may elect from time to time. One Person may hold more than one office in the Corporation. An Officer shall be a Director.

**Section 2**     **Election; Terms of Office.** The Officers shall be elected at the Annual Board Meeting by a vote of a majority of the Directors then in office. Unless otherwise determined by the Board, the term of office of an Officer shall be one year, and each Officer shall continue in office until a successor is elected and qualified, or until such Officer's death, resignation or removal.

**Section 3**     **Resignation and Removal.** An Officer may resign at any time by delivering notice thereof to the Board. A resignation is effective when such notice is delivered to the Board, unless such notice specifies a later effective date of resignation that is accepted by the Board. If a resignation is 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* that the successor does not take office until the effective date. The Board may remove any Officer at any time, with or without cause, by a vote of a majority of the Directors then in office.

**Section 4**     **Other Agents.** The Board may from time to time appoint, by a vote of a majority of the Directors then in office, such agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may determine from time to time.

**Section 5**     **Vacancies.** Any Officer vacancy may be filled by a vote of a majority of the Directors then in office. Any Officer so elected shall hold office until the election at the Annual Board Meeting and the qualification of a successor.

**Section 6**     **Board President; Powers and Duties.** The Board President (the "Board President") shall preside at all meetings of the Board and generally shall supervise the affairs of the Corporation in the absence of an Executive Director appointed by the Board. The Board President shall keep the Board fully informed and shall freely consult with the Board concerning the activities of the Corporation. The Board President shall possess all powers and authority and shall exercise all duties incident to the office of Board President under applicable law, subject at all times to the direction and control of the Board. The Board President shall serve for a one-year term, which may be extended for one additional year upon the consent of the Board President and a majority of the Board.

**Section 7**     **Vice President; Powers and Duties.** In the event that the Board President is unable to act, or in the event that the Board President delegates in writing powers and duties for a specified period of time during which the Board President will be absent or unavailable to act, the Board President's powers and duties may be performed by a Vice President (the "Vice President") who, in such an event, may exercise any of the powers and perform any duties of the Board President, subject at all times to the direction and control of the Board. The Vice President shall be designated by the Board upon election to office as the Board President-Elect, becoming Board President on the retirement of the then-current Board President.

**Section 8 Secretary; Powers and Duties.** The Secretary shall act as secretary of all meetings of the Board and of the Members and shall keep the minutes of all such meetings. The Secretary shall be the custodian of the corporate records and any seal, these Bylaws and the organizational documents of the Corporation. The Secretary shall attend to giving and serving all notices of the Corporation and shall furnish certifications of Board actions. The Secretary shall perform all duties incident to the office of Secretary and such other duties as shall from time to time be assigned to the Secretary by the Board, subject at all times to the direction and control of the Board.

**Section 9 Treasurer; Powers and Duties.** The Treasurer shall have the custody of all funds and securities of the Corporation which may come into the Treasurer's hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit 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 may designate. Whenever required by the Board, 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 Director or any other Officer, 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, subject at all times to the direction and control of the Board. The Treasurer shall, if required by the Board, give such security for the faithful performance of the Treasurer's duties as the Board may require.

**Section 10 Additional Powers and Duties.** Unless determined otherwise by the Board pursuant to Section 1 of Article VII, each Officer shall have the power to sign, either alone or, if the Board expressly requires, with other Officers, in the name of the Corporation, all contracts authorized either generally or specifically by the Board and conforming to financial and other policies established by the Board. In addition to such powers and duties as specified in these Bylaws and by the Board, each Officer shall generally have the authority and be required to fulfill the duties which, by law and general usage, pertain to the particular office unless the Board specifically states otherwise.

**Section 11 Compensation.** The Officers shall not be paid any salary for their services in such capacity; *provided, however*, that any Officer may be reimbursed for out-of-pocket expenses properly incurred in connection with the activities of the Corporation; *provided, further*, that nothing herein contained shall be construed as prohibiting the payment to any Officer reasonable compensation for services rendered to the Corporation in any other capacity subject in all events to the Corporation's Conflicts of Interest Policy.

## ARTICLE VII

### CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

**Section 1**     **Checks, Notes and Contracts.** The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board 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 only be signed by the Treasurer or the Executive Director, or, in the absence of the Executive Director, the Board President.

**Section 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 may deem desirable from time to time.

**Section 3**     **Gifts.** The Board 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 VIII

### 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, meetings of the Members, written consents of the Board and Members, financial statements and information, contracts, deeds, easements and bank and securities account statements with respect to the Corporation.

## ARTICLE IX

### EXECUTIVE DIRECTOR

**Section 1.**     **Appointment; Term; Removal; Compensation.** The Board shall appoint an Executive Director (the "Executive Director") who shall serve at the pleasure of the Board, subject to earlier removal by the Board at any time, with or without cause, upon the affirmative vote of a majority of the Directors then in office. The Executive Director shall not be a Director. The appointment of the Executive Director shall require the affirmative vote of a majority of the Directors then in office at a duly called meeting of the Board where a quorum is present. The Executive Director shall receive such compensation as the Board shall determine from time to time, as reviewed and approved by the Board. In the event of a vacancy in the position of Executive Director, the Board shall designate an interim Executive Director or otherwise provide for the management of the Corporation's day-to-day affairs until a successor Executive Director is appointed.

**Section 2. Powers and Duties.** Subject to the direction and control of the Board, the Executive Director shall be the chief executive officer of the Corporation and shall have general supervision, direction, and management of the Corporation's day-to-day business and affairs.

**Section 3. Conflicts of Interest.** The Executive Director shall be subject to the Corporation's Conflicts of Interest Policy and shall promptly disclose to the Board any actual or potential conflict of interest that may arise in connection with the performance of the Executive Director's duties. The Executive Director shall not participate in any Board deliberation or vote concerning any transaction or arrangement in which the Executive Director has a financial or personal interest.

## ARTICLE X

### COMMERCIAL OR PERSONAL USE OF NAME PROHIBITED

Directors, Officers, Members, the Executive Director, staff, and volunteers are prohibited from using the name "Avalonia Land Conservancy" or "Avalonia Land Conservancy, Inc.", or any name confusingly similar thereto, for their own commercial or personal use or benefit.

## ARTICLE XI

### CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall include the inscription: "Avalonia Land Conservancy, Inc. 1968".

## ARTICLE XII

### FISCAL YEAR

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

## ARTICLE XIII

### AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Directors then in office at a duly called meeting of the Board where a quorum is present, *provided* that notice of the nature of the proposed amendment(s) has been mailed to all Directors at least seven days in advance of such meeting.

First adopted: February 21, 1968

Amended: May 21, 1975; May 21, 1980; May 17, 1995; May 19, 2010; March 26, 2014; December 13, 2016; May 24, 2017; January 23, 2019; May 27, 2020; and [●], 2026