

BY-LAWS
OF
THE CLINTON LAND CONSERVATION TRUST, INC.

ARTICLE I

Membership - Dues

The five classes of membership in the corporation are Individual, Family, Business, Life and Family Life.

Each applicant for membership shall have attained 18 years of age.

The dues for the five classes of membership are as follows:

Individual - \$15.00 per year
Family - \$25.00 per year
Business - \$40.00 per year
Life - \$100.00
Family Life - \$175.00

The amount of the above dues shall accompany the application for membership when it is submitted and shall be considered as payment of the dues obligation until the end of the fiscal year in which such payment is made, except in the case of a life membership. Any individual or joint member may, at any time after becoming such member, become a life member by payment of the amount indicated.

Annual dues shall be payable during the first month in each calendar year.

Any member who shall be delinquent in the payment of dues for a period of two (2) consecutive years shall cease to be a member of the corporation.

ARTICLE II

Officers and Directors - Executive Board

1. Officers. The officers of the corporation shall be a president, vice president, secretary and treasurer, each of whom shall be a member of the corporation and shall be elected at the annual meeting for a term of one year or until the next annual

meeting following their election.

2. Directors. There shall be twelve (12) directors of the corporation, each of whom shall be a member of the corporation. At the October, 2008 meeting of the corporation one (1) director shall be elected to serve until the next following annual meeting, one (1) to serve until the second following annual meeting, and four (4) to serve until the third following annual meeting. At the annual meeting next following the October, 2008 meeting and at each annual meeting thereafter, four (4) directors shall be elected to serve for a term of three (3) years or until the third annual meeting following the meeting at which they were elected.

3. Executive Board. The officers and directors of the corporation together shall constitute the executive board. The executive board shall conduct the affairs of the corporation, except such as shall by the by-laws require the action of the members, and shall have control and management of the property of the corporation. The executive board shall meet from time to time at the call of the president or vice president or any two (2) directors as the affairs of the corporation may require, but not less than once in any three month period. Notice of each meeting of the executive board shall be given by the secretary by mail at least three (3) days prior to the holding of any meeting. Seven (7) members of the executive board shall constitute a quorum. The executive board may appoint an assistant or assistants to the secretary and treasurer as circumstances may require, but any such assistant shall not be a member of the executive board.

4. Vacancy. A vacancy occurring in any office or among the directors may be filled by appointment by the executive board until the next annual meeting of the corporation. In the event any vacancy among the directors occurs in a term extending beyond the next annual meeting of the corporation, such vacancy shall then be filled at such annual meeting for the balance of such term.

5. Removal. Any officer or director may be removed, upon recommendation of a majority of the executive board, by a two-thirds (2/3) majority vote of the members present and voting at a meeting of the corporation warned for that purpose.

6. President. The president shall preside at all meetings of the corporation and executive board; he shall be a member ex-officio of all committees of the corporation; and he shall attend to those duties and functions as are usually performed by a

president.

7. Vice President. The vice president shall assist and cooperate with the president in the performance of the duties and functions of the president, and shall serve in place of the president in his absence.

8. Secretary. The secretary shall attend the meetings of the corporation and executive board and shall make and keep a record of the proceedings of all such meetings; he shall maintain a record of the proceedings of all such meetings; he shall maintain a record of the membership of the corporation; he shall notify the members and executive board of their respective meetings as required; and he shall perform such other duties as are usually incident to his office.

9. Treasurer. The treasurer shall receive and have the custody of all funds of the corporation, including dues and donations and bequests of money; he shall pay the ordinary expenses of the corporation and, upon direction by the executive board, make such other disbursements as shall be deemed necessary or desirable; he shall keep a true and faithful account of all financial transactions; he shall prepare and render a statement of such transactions at each annual meeting, which statement shall be audited; he shall give a surety bond for the faithful performance of his duties in such amount as the executive board shall from time to time determine; and he shall make such reports of financial matters as may be required by the executive board from time to time.

ARTICLE III

Meetings of the Corporation

1. Annual Meeting. The annual meeting of the corporation shall be held on the third Monday in the month of October in each year at such place in the Town of Clinton as the executive board shall designate, to elect officers and directors, receive reports, and transact such business as is proper to come before such meeting.

2. Special Meetings. Special meetings of the corporation may be held from time to time as deemed necessary or desirable by the executive board. Also, a special meeting shall be held upon the written application of at least ten (10) members, directed to the secretary, stating the purpose of the meeting for which application is so made, and such special meeting shall be held not more than thirty (30) days following the receipt of such

application by the secretary.

3. Adjourned Meetings. If a meeting is adjourned by a majority vote of less than a quorum, the adjourned session of such meeting shall be held only after the giving of notice as hereinbefore provided. If an adjourned session of a meeting is held pursuant to a majority vote of a quorum, no further notice is required.

4. Quorum. At any meeting of the corporation twenty (20) members shall constitute a quorum. A majority of the members present and voting may adjourn any meeting from time to time until disposition is made of the business before such meeting.

5. Notice. Notice of all meetings of the corporation, except adjourned sessions of meetings held pursuant to a majority vote of a quorum, shall be given in the following manner: A written notice stating the place, date, and time of the meeting shall be given by the secretary, by mail, to each member at least ten (10) days before the date fixed for such meeting. For a special meeting the notice shall also contain a brief statement of its purpose. In the event that amendment to or repeal of an existing by-law, or the adoption of a new by-law, or the sale, exchange, transfer, or change of character of any real estate of the corporation is to be considered at any meeting, the notice of such meeting shall state the action proposed.

ARTICLE IV

Elections and Voting

1. Nominations. Not later than six (6) weeks before the annual meeting the executive board shall appoint three (3) members of the corporation to serve as a nominating committee whose duty shall be to prepare a slate of candidates for the offices and directorships to be filled at such meeting, and to present such slate at such meeting. Nominations may also be made from the floor.

2. Elections. Election of the officers and directors shall be by ballot, and a majority of the ballots cast shall be necessary for the election of any candidate. If no candidate shall receive a majority of the votes on the first ballot, a second ballot shall be taken between those two of the candidates who shall receive the most votes on the first ballot.

3. Voting. Except as may be otherwise provided, all elections shall be determined by a simple majority of the votes

of those members present and voting.

ARTICLE V

Publications

Any publication, statement or report issued in the name of the corporation shall be under the supervision and control of the executive board.

ARTICLE VI

Auditing Committee

The executive board shall, during each fiscal year, appoint three (3) members of the corporation to serve as an auditing committee whose duty shall be to audit, or cause to be audited, the accounts of the corporation at the close of the fiscal year in which they were appointed, and to prepare a report or statement in respect thereof to be presented at the annual meeting next following.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall be from September 1st to August 31st.

ARTICLE VIII

Seal

The seal of the corporation shall be in circular form and shall state the name of the corporation, the State in which incorporated, and the year in which incorporated. The seal may also contain such decorative design as the executive board may determine.

ARTICLE IX

Amendment of By-Laws

These by-laws may be amended at any meeting of the corporation by two-thirds (2/3) majority vote of the members present and voting, provided that notice of any proposed amendment shall have been given by mail to the members at least thirty (30) days prior to the meeting at which the vote on such

proposed amendment is to be taken. Any amendment shall become effective upon its adoption unless otherwise provided.

REVISED TO 10/20/08