

FRIENDS OF BOLTON LAKES, INC. BY-LAWS

ARTICLE I - THE CORPORATION

Section 1. The name of the Corporation shall be FRIENDS OF BOLTON LAKES, INC.

Section 2. The principal office of the Corporation shall be in the Town of Bolton, Connecticut. The Board of Directors may from time to time establish other offices at other locations to accomplish the purposes of the Corporation.

Section 3. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Seal Connecticut". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

ARTICLE II

PURPOSES, NON-PROFIT CORPORATION

Section 1. **Purposes**. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). More specifically, the mission of the Corporation is to promote the social welfare and common good of the communities of Bolton, Coventry, Tolland, and Vernon, Connecticut and the preservation of the contiguous lakes known as "Bolton Lakes" (hereinafter referred to as the "Lakes") and their watershed lying within the boundaries of the Towns of Bolton, Coventry, Tolland, and Vernon. In furtherance of the foregoing general purposes, the specific activities and purposes to be conducted, promoted and carried out by the Corporation shall include:

- (a) to conserve, protect and preserve the pristine condition of the Lakes their natural water resources, including watershed areas, plant and animal life;
- (b) to engage in and promote educational opportunities for members of the general public to learn how activities can protect and enhance the Lake and their natural resources;
- (c) to provide and maintain a means of communication between the Lakes' communities, the Towns and the State;
- (d) to observe and report to the Towns on the condition of the Lakes, the flora, fauna and surroundings;
- (e) to cooperate with and assist organizations and individuals performing environmental research on the Lakes and their watershed areas, and to disseminate the scientific information to the Lakes' communities and the Towns;

- (f) to cooperate with other organizations having similar purposes and to engage in joint projects with such other organizations;
- (g) to represent the Lakes within the Connecticut Federation of Lakes.

Section 2. **Non-Profit**. The Corporation is non-profit and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 1 of these By-Laws.

Section 3. **Restrictions**. The Corporation shall not exercise any powers or privileges, nor conduct any activities, which are not permitted for a corporation whose purposes are exclusively charitable, education and scientific, and which is exempt from federal income tax under Section 501(c)(3) of the Code as a corporation described in said section and contributions to which are tax deductible under Section 170(a) of the Code, and which is a public charity under Section 509 of the Code (a corporation enjoying all such tax attributes is hereinafter called a "tax-qualified charity"). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office. Notwithstanding any other provisions of these By-Laws, the Corporation shall not be empowered to conduct any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code (or corresponding section of any future federal tax code).

Section 4. **Private Foundation Requirements**. For any period during which the Corporation is a "private foundation", as defined in Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Among activities in which the Corporation shall not engage for any period during which it is a "private foundation" are:

- a. any act of self-dealing (as defined in Section 4941(d) of the Code);
- b. retaining any excess business holdings (as defined in Section 4943 (c) of the Code);
- c. making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- d. making any taxable expenditure (as defined in Section 4945 (d) of the Code).

ARTICLE III

MEMBERSHIP

Section 1. Class and Categories. The Corporation shall have one class of membership which shall consist of persons who desire to further the purposes of the Corporation, who make application for membership in accordance with procedures established from time to time by the Board of Directors accompanied by one year's dues. Within the one class of membership there may be different categories as the Board of Directors may deem appropriate, such as: Individual, Family, Student/Senior, Corporate/Business and Sustaining. Each membership, regardless of category, shall be entitled to one vote. Each family which is a member in the Family or Sustaining category and each entity which is a member in the Corporate/Business or Sustaining category shall have one vote, and shall designate a particular person to cast such one vote on behalf of such family or entity. A member may not voluntarily or involuntarily transfer his, her or its membership or any rights arising therefrom.

Section 2. Dues. This Corporation may levy dues upon the members of the Corporation. The Board of Directors shall have the authority to set dues for members, to modify the same from time to time, and to set the dues at different levels for different categories of members. The Board of Directors shall also have the authority to waive the payment of dues, in whole or in part, for good cause shown, and to prorate dues for less than a full year of membership. Notice of the dues for each year shall be mailed to each member in accordance with procedures to be established by the Board of Directors from time to time. Persons who have initiated or renewed their annual membership in accordance with such procedures shall be considered members in good standing.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Annual Membership Meetings. The annual Membership Meeting shall be held each year at such time and place within the State of Connecticut, as the Board of Directors may prescribe.

Section 2. Notice of Meetings. At least seven (7) days before each annual meeting and any special meeting, the Secretary shall cause to be delivered either personally, by mail or by e-mail, a written notice of the time and place thereof upon each Member in good standing at such Member's postal or e-mail address on record with the Corporation.

Section 3. Special Meetings. Special meetings of the members may be called by the Board of Directors at any time, by the President whenever in his or her opinion a special meeting shall be necessary, and by the President or another officer upon the filing with the Secretary of the Corporation of the written request of at least three members of the Board of Directors or of at least one-twentieth of the members of the Corporation in good standing. Any such written request for a special meeting shall state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen days after the filing of such a request, the directors or members who filed the request may call the special meeting.

Section 4. Quorum of Members. The members entitled to vote, present in person shall constitute a quorum for the transaction of business at any meeting of the members of the Corporation. Members otherwise entitled to vote, but disqualified from voting for any reason, shall not be considered for the purpose of the quorum or of computing the voting power of the Corporation.

Section 5. One Vote Per Membership. Each membership (notwithstanding category) shall be entitled to one vote on each matter brought before the members of the Corporation for action at meetings of the members. Each family which is a member in the Family or Sustaining category of membership shall be entitled to one vote for the entire family and shall designate one person of the family to cast such vote. Each entity which is a member in the Corporate/Business or Sustaining category of membership shall be entitled to one vote for the entire entity, and shall designate one person of such entity to cast such vote. The vote of a member which is a corporation may be cast by the president of the member corporation or by any other officer of such corporation in the absence of express notice of the designation of some other officer of such corporation or in the absence of express notice of the designation of some other person by the Board of Directors or bylaws of the member corporation. Only members in good standing and at least eighteen (18) years of age shall be entitled to vote.

Section 6. Vote Required. Each matter submitted to a vote shall be determined by a majority of the votes cast by the Members present in person, unless a greater number of votes is otherwise expressly required by these By-Laws or by law. Voting may be by voice or by show of hands.

Section 7. Adjournment. A majority of the voting power of the members entitled to vote represented at a meeting may adjourn such meeting from time to time.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Authority. The activities, property and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Membership; Eligibility. The Board of Directors of the Corporation shall be elected by the Members. The Board of Directors shall consist of persons who are interested in the purposes and objectives of the Corporation, and whose skills or potential contributions are essential to carrying out the purposes and objectives of the Corporation. Directors must be Members in good standing of the Corporation.

Section 3. Number of Directors. There shall be no fewer than three (3) nor more than eleven (11) directorships on the Board of Directors. The prescribed number of directorships within this range shall be that number fixed by resolution of the Board of Directors, or, if the Board of Directors does not fix the number, then the prescribed number shall be the number of directors serving at the time of the most recent annual meeting of the Board of Directors. The Board may change the number of Directors from time to time provided however, at all times there shall be at least one member on the Board from the Towns of Bolton and Vernon. The number of directors fixed in this manner may be increased or decreased from time to time in the same manner, provided that no reduction in the number of directors shall remove a director from office or shorten his or her term.

Section 4. Election and Rotating Terms. The Directors who are elected from the Membership at each annual meeting shall serve a three (3) year term, or until a successor has been elected and qualified. At the initial meeting directors may be elected for terms of one(1), two(2) and three(3) years to establish the rotation.

Section 5. Directors' Meetings.

- (a) The Board of Directors shall hold an annual Directors' meeting on the same date and at the same place as the annual Membership meeting is held.
- (b) Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board with or without notice.
- (c) Special meetings of the Board of Directors may be called by the President at his or her initiative at any time, or by the President or the Secretary upon the written request of at least two (2) Directors within five (5) days of receipt of such written request.

- (d) The notice for any special meeting shall state in general terms the purpose or purposes for which it is called and the place and time for such meeting. No business other than that specified in the notice of such other meeting shall be transacted thereat.

Section 6. Notice of Meetings. At least three (3) days oral or written notice of any Directors' meeting shall be given to each Director. Any notice of a meeting shall be given to each Director by leaving such notice with the Director at the Director's residence or usual place of business, or by mailing such notice to the Director at the Director's last known post office address as last shown on the list of members of the Corporation held by the Secretary, postage prepaid, by facsimile transmission to the Director at a facsimile number which may be given by the Director to the Corporation for such purpose, or by electronic mail to such address as may be provided to the Secretary of the Corporation by the Director. At any meeting at which every Director shall be present, or of which all Directors not present have, whether before or after such meeting waived notice in writing, although held without notice, the giving of notice as above required may be dispensed with and business may be transacted.

Section 7. Quorum. A majority of the current directorships shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors.

Section 8. Voting. At all meetings of the Board of Directors, each Director shall be entitled to one (1) vote. Each director must vote individually; no director may give a proxy or delegate his or her vote as a director to another person. Each matter submitted to a vote shall be determined by a majority of the votes cast by the Directors present in person, unless a greater number of votes is otherwise required by these By-Laws and by law. Voting may be by voice vote or by show of hands, except that any Director participating in such meeting may demand a vote by ballot.

Section 9. Resignation and Removal. A director shall cease to be in office upon:

- (a) the death of the director;
- (b) the written resignation of the Director, which shall be effective immediately upon receipt by the Corporation, if no time is specified, or at such later time as such written resignation may specify;
- (c) the removal from office of the Director with or without cause by vote of a two thirds of the Members of the Corporation present in person at a meeting of the Members duly called and at which a quorum is present. Notice of such vote shall be given in accordance with the provisions of Article IV, Section 3 of these By-Laws.

(d) the removal of the Director by vote of Directors holding a majority of the entire number of Directorships at the time, at a meeting of the Directors duly called, for failure to attend meetings of the Board, for failure to perform material duties assigned to the Director by the Board, or for other cause deemed sufficient by the Board. Removal of a Director by the members or by the Board shall require that notice of such proposed action be included in the notice of the meeting at which such action is to be taken. The judgment of the members of the Board in this regard shall be conclusive as to all concerned.

Section 10. Vacancies. Any vacancy in the Board of Directors shall be filled for the unexpired portion of the term by the vote of a majority of all the current or remaining Directors holding office at the time of such vote, provided that such replacement shall be a property owner in the same Town as the vacating Director. Any Director or Directors shall hold office until the next annual Membership meeting and thereafter until his or her successor has been elected and has been qualified. The failure of any person, elected to serve as a Director, to accept or assume the duties of such office shall constitute a vacancy as determined by the Board. In the case of a resignation of a Director to take effect at a date later than the receipt thereof by the Corporation, appropriate action to elect a successor to take office when the resignation becomes effective may be taken at any time after such receipt in the same manner as though such resignation were effective upon receipt.

Section 11. Action by Unanimous Written Consent. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action taken or to be taken by the Corporation shall be valid as a corporate action as though it had been authorized at a meeting of the Board of Directors or of any committee thereof, as the case may be, if all of the Directors, or all members of a committee of the Board of Directors, as the case may be, severally or collectively consent in writing to any such action and the number of such Directors or Members constitutes a quorum for such action. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Section 12. Meeting by Telephone Conference. A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of teleconference or internet telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and such participation in such a manner shall constitute presence in person at such meeting.

Section 13. Compensation of Directors. All Directors shall serve without compensation. However, the Board of Directors may reimburse any Director for necessary and reasonable expenses incurred in the performance of the business of the Corporation.

Section 14. Conflicts of Interest. A Director whose relationship with the Corporation creates a conflict of interest or the appearance of a conflict of interest shall report the matter to the President who shall be responsible for reporting the conflict to the Board of Directors. The Director with the conflict shall recuse himself or herself from any deliberations of the Board concerning the conflict or the matter which created the same.

ARTICLE VI

COMMITTEES

The Board of Directors may from time to time by resolution form such standing and ad hoc committees as it believes are necessary and prudent for the management of the business and affairs of the corporation. The standing and ad hoc committees shall have only those powers and that authority expressly set forth in these By-Laws or in the resolution of the Board of Directors by which the committees are constituted, as the case may be. In no event may any committee exercise any powers or authority which, under the Act, may not be delegated to a committee. All committees shall promptly report their actions to the full Board of Directors. The provisions set forth above in these By-Laws regarding meetings, transaction of business without a meeting, teleconference meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall also apply to committees and their members.

Section 1. Nominating Committee The Nominating Committee shall accept names of Members for appointment to the Board of Directors. The Nominating Committee shall consist of at least two (2) Directors. The Nominating Committee shall select a slate of Officers and Directors for presentation at the annual meeting. Nothing herein shall be construed as preventing the nomination of Officers and Directors from the floor at the annual meeting.

Section 2. Membership Committee The Membership Committee shall develop ways and means to promote, expand and preserve the Corporation's Membership. The Chair shall be responsible for the functioning of the Membership Committee and is authorized to establish procedures to accomplish the objectives of the Committee.

Section 3. Other Committees In addition to any Committee authorized and constituted under these By-Laws, to further the objectives of the corporation the Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more standing or ad hoc committees. Each committee shall consist of members in good standing meeting the qualifications set forth in the resolution. Each committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Each Committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 4. Committee Votes A majority of the Members of each Committee shall concur for each action taken or authorized by each such Committee. An appointment to a Committee shall apply for the current fiscal year or until a re-appointment has been made or a successor has been named.

ARTICLE VII

COMPUTATION OF TIME FOR NOTICES

In computing the period of time of any notice required or permitted to be given by law, or under the provisions of the Certificate of Incorporation or the By-Laws of the Corporation, or of a resolution of Members or Directors, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included. If notice is duly given by mail, the day on which the notice is postmarked or metered by the United States Postal Service shall be deemed the day on which the notice is given.

ARTICLE VIII

OFFICERS

Section 1. Titles, Election, and Duties. The Directors shall elect a President, Vice-President, Secretary and a Treasurer, and may from time to time elect one or more other Officers as they deem expedient. Any two or more Offices may not be held by the same person. The duties of the Officers of the Corporation shall be the duties imposed by these By-Laws and prescribed by the Directors.

Section 2. President. The President shall be a Member of the Board of Directors and shall preside at all Membership meetings and all meetings of the Board of Directors as Chair of the Board.

The President shall enforce these By-Laws and perform all the duties incident to the office of President and which are required by law. Unless otherwise provided in these By-Laws, the President shall appoint the Chair of each authorized committee. The President shall cause to be called annual and special Membership meetings and meetings of the Board of Directors in accordance with these By-Laws. The President shall supervise, administer and direct the Corporation's affairs and activities and shall make an annual report thereon to the Members at each annual Membership meeting. The President shall negotiate and execute all contracts and agreements in the name of the Corporation, except that the Board of Directors may by resolution designate some other Officer or Director to negotiate or execute such contract and agreements.

Section 3. Vice President. The Vice President(s) shall be a member of the Board of Directors. If there is more than one, the Vice Presidents in the order determined by the Board of Directors, shall in the absence or disability of the President, perform the duties and exercise the President's powers and when so acting for or on behalf of the President, the Vice President shall have all the powers and be subject to all the responsibilities given to or imposed upon the President by these By-Laws. The Vice President also shall assume such responsibilities of the Office of the Presidency as such President may direct and as the Board of Directors may from time to time prescribe.

Section 4. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep the fiscal accounts of the Corporation. The Treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the Board of Directors shall designate. All expenses in excess of Two Hundred Fifty Dollars (\$250.00) shall be submitted to the Corporation's Board of Directors for approval prior to payment, except in an emergency, in which case the President or Vice President, and one other officer may approve the emergency expenditure. The Treasurer upon request by the board shall cooperate with the certified public accountant or accounting firm designated by the Board of Directors to review the corporation's internally compiled financial statements and present the accountant's report at the annual meeting of the Members.

Section 5. Secretary. The Secretary shall keep the Minutes of the meetings of Directors, and shall authenticate records of the Corporation, unless any of such duties are delegated to another Officer by the Board of Directors. The Secretary shall give notice of meetings as required in these By-Laws. The Secretary shall have custody of the Corporate seal and all books, records, and papers of the Corporation, except those in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the Board of Directors.

ARTICLE IX

GENERAL

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation, or, in the case of a waiver of notice of a meeting, the records of the meeting.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 3. Procedure. Roberts A Rules of Order – Revised shall govern the conduct of all meetings of members, the Board of Directors and of the Committees thereof except as the same may be in conflict with the terms of the Act, these By-Laws or the Certificate of Incorporation.

Section 4. Audits. The Board of Directors may designate a certified public accountant or accountancy firm who shall make an audit of all accounts, general and special, of the Corporation and shall certify to the correctness thereof

Section 5. Books and Records. The books, accounts and records of the Corporation shall be maintained with the Secretary of the Corporation and shall be open for inspection by Members at such times and subject to such regulations as the Board of Directors may from time to time prescribe.

Section 6. Indemnification and Reimbursement. The Corporation shall be bound by and comply with the provisions of Sections 33-1117(f) of the Act, as amended, pertaining to indemnification of Directors, and Section 33-1122(d) of the Act, as amended, pertaining to mandatory indemnification of officers, employees and agents. The Corporation shall indemnify its Directors, Officers, employees, and agents to the fullest extent permitted by law. In this regard, the Board of Directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The corporation may purchase and maintain insurance providing greater indemnification than that permitted by the Act on behalf of any individual who is or was a Director, officer, employee, agent, or other representative of the Corporation to the extent set forth in the policy of insurance.

ARTICLE X

DISTRIBUTION OF ASSETS

Section 1. Generally. The Corporation is nonprofit. The Corporation shall not authorize or issue shares of stock or pay dividends. Except upon dissolution, none of the corporation's earnings, income, or assets shall be distributed to, or insure to the benefit of, its Directors, Officers, or to any private individual; provided however, that the Corporation may compensate reasonably its Officers, Directors or any private individual for services performed for the Corporation.

Section 2. Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time by the requisite affirmative vote of the majority of the prescribed number of Directorships and the affirmative vote of two-thirds (2/3) of the Members in attendance at the meeting at which the vote is taken, at which a quorum of fifteen (15) Members is present and for which proper notice has been given.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the

principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENTS

Section 1. Certificate of Incorporation and By-Laws. Except as otherwise specified by the Act or the Certificate of Incorporation, new By-Laws may be adopted, and the existing Certificate of Incorporation or these By-Laws may be amended, restated or repealed by the requisite affirmative vote of the majority of the prescribed number of directorships and the affirmative vote of two-thirds (2/3) of the Members in attendance at the meeting at which the vote is taken, at which a quorum of fifteen (15) Members is present and for which proper notice has been given, provided, however, that no amendment to the By-Laws shall be effective which shall adversely affect the status of the Corporation as a tax-qualified charity.

Section 2. Record of Changes. Whenever a By-Law is amended or repealed or a new By-Law is adopted, that action and the date on which it was taken shall be noted on the original By-Laws in the appropriate place, or a new set of By-Laws shall be prepared incorporating the changes.

Section 3. Inconsistencies with Certificate of Incorporation. If any provisions of these By-Laws shall be found to be inconsistent with any provisions of the Certificate of Incorporation, as presenting existing or as amended, the Certificate of Incorporation shall be the controlling authority.

ARTICLE XII

REFERENCES TO CODE

Reference to sections of the 1986 Internal Revenue Code shall include references to the corresponding provisions of any future Internal Revenue Code, and references to any law, regulations, statute or ordinance shall likewise include references to the corresponding provisions of any future law, regulation, statute or ordinance.

Duly adopted on October 22, 2015 by the Incorporator.

Leona Crosskey, President

Amended June 4, 2013 (Article X, Section 2)

Amended November 13, 2013 (Article V, Section)

Amendments October 22, 2015:

- (Article II, Section 1)
- (Article III, Sections 1 and 2)
- (Article IV, Sections 4 and 5)
- (Article V, Sections 3, 7, and 9)
- (Article VI, Section 3)
- (Article VIII, Section 4)
- (Article IX, Section 4)