

GREAT BARRINGTON LAND CONSERVANCY, Inc.,

BY-LAWS

(Amended September 11, 2010)

ARTICLE I – GENERAL

SECTION I NAME

The name of the corporation shall be the Great Barrington Land Conservancy, Inc., a non-profit corporation organized under the laws of the Commonwealth of Massachusetts (the “Corporation”).

SECTION 2 AREA

The geographic area in which the corporation will focus its activity is Great Barrington, Berkshire County, Massachusetts.

SECTION 3 OFFICES

The principal office shall be c/o M. Katherine Killiard, CPA, 789 Main Street, Great Barrington, Massachusetts, with the mailing address: Great Barrington Land Conservancy, Inc., PO Box 987, Great Barrington, Massachusetts, 01230.

ARTICLE II – PURPOSE

SECTION I PURPOSE

The purposes for which the corporation is organized are to perform those functions that are traditionally performed by a local land trust, including:

A. To preserve or to aid in the conservation of land of significant public value by virtue of its natural or scenic beauty, unique ecology, wildlife habitat, agricultural productivity, recreational use, or traditional rural character.

B. To preserve or to aid in the preservation of lands of important historical, environmental, recreational or agricultural value.

C. To serve as an agency for public enlightenment with respect to the connection between land use decisions, land conservation and quality of life; to work with elected officials and with other organizations of like purpose, to manage growth in ways that will achieve a healthy balance between the community's natural resources and economic development.

D. To establish or aid in the establishment of protected lands or historic sites whether

by placement of a conservation restriction, agricultural preservation restriction, historic preservation restriction or fee interest for environmental, historical, scientific, educational, recreational, agricultural or aesthetic purposes.

E. To manage, or arrange with other organizations for the management of conserved lands for the public benefits that derive from land conservation including protection of water resources, public access to nature and recreation, ecological health, biodiversity, environmental education and local agricultural industry in a manner consistent with recognized land conservation practices.

F. To advise landowners in the formulation of land use and disposition options and to assist them in implementing plans that have a public benefit.

G. To acquire rights to property, including scenic and conservation easements, development rights and fee ownership, and to hold or assign these rights as the Corporation deems appropriate.

H. To obtain funds and other means of support which would be available for the above purposes of the Corporation.

J. In general, to carry on any business in connection with the foregoing and to exercise all the powers conferred by the laws of Massachusetts upon not-for-profit corporations, and to do any and all of the things set forth herein to the same extent as natural persons might or could do; provided, however, that nothing herein contained shall be deemed to authorize this Corporation to engage in, or carry on, any activities such as are now or hereafter may become, prohibited activities for organizations exempt under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – Membership

SECTION I General Membership

The membership shall consist of any person who has paid an annual membership fee of \$15.00 and provided an email address for notification of Corporation meetings.

SECTION 2 Voting Rights

Each member is entitled to one vote at the Annual Meeting and any General Meetings both as described in Section 3 below.

SECTION 3 Meetings

There shall be an Annual Meeting of the general membership to be held on the second Saturday in September for the purpose of presenting the annual report, electing members to fill vacancies on the Board of Trustees, discussion and

ratification of general policy, adoption of amendments to these Bylaws, receipt of reports from committees, nullification, modification or rescission of any vote or action by the Board of Trustees and any other appropriate business.

All Annual and any General Meetings of the membership shall be open to the public and shall be held in a public place. Records and minutes of said meetings shall be available for public inspection upon request.

At the direction of any ten members of the Corporation, or any three members of the Board of Trustees (as defined below in Article IV) the President or Secretary of the Board of Trustees shall call a General Meeting, with notice thereof afforded each of the members of the Corporation not later than ten days prior thereto.

SECTION 4 Quorum

Ten members present shall constitute a quorum for any Annual or General Meeting.

SECTION 5 Modification of Board Action

The membership may nullify, modify or rescind any vote or action by the Board of Trustees at the Annual Meeting or at any General Meeting called for that purpose. Any decision by the membership to nullify, modify or rescind any action by the Board of Trustees shall be expressed by a two thirds majority vote of those present at such meeting.

ARTICLE IV – Board of Trustees

SECTION 1 Initial Trustees

The incorporators shall constitute the first nominating committee and shall appoint the first Board of Trustees (“Board” or “Trustees”) to act until the first Annual Meeting. Thereafter, the Board shall elect its own officers.

SECTION 2 Function of the Board

The Board of Trustees will conduct the day-to-day affairs of the Corporation consistent with the Purposes set forth above, and policies approved by the members. It shall create committees as it may determine to be necessary and desirable for the conduct of the affairs of the Corporation and to carry out the purposes of the Corporation.

SECTION 3 Duties of the Board

A. To pursue and carry out the purposes of the Corporation as set forth above. The Trustees shall meet on a regular basis to achieve these purposes. A quorum

of the Board, consisting of a majority of the Board, must be present in order for any motion to be brought to the table and voted upon.

B. To inform the membership and the general public on a regular basis concerning the affairs of the Corporation.

C. To make recommendations to the membership on policy changes.

SECTION 4 Membership of the Board

A. The Board of Trustees may make nominations from the general membership to the Board of Trustees. This list of nominations will be brought before the general membership at the next Annual Meeting of the membership. At that time, there may be additional nominations from the general membership. The entire present membership of the Corporation will then elect members, by majority vote, to serve on the Board of Trustees.

B. The term of service for a member of the Board of Trustees (each a "Trustee") shall be two years with no limitation on the number of terms. The elected number of Trustees shall be at least eight and no more than twelve.

SECTION 5 Removal

The Board of Trustees may remove a Trustee or an Officer at any time by a two-thirds majority vote of all members of the Board of Trustees.

ARTICLE V – Officers

SECTION 1 Designation

The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. All Officers shall be elected by the Board from among the Trustees.

SECTION 2 Duties

The duties of each Officer shall be:

A. The President, as chief Officer and spokesperson for the corporation, shall, in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointments shall be approved by a majority vote of the Board of Trustees. In addition, the President shall sign, on behalf of the corporation, all agreements, and other formal instruments. The President shall notify the Trustees of upcoming Board meetings and prepare and distribute agendas at least (7) days prior to such meetings, unless such responsibilities are delegated to the Secretary.

B. The Vice-President shall fulfill the responsibilities of the President during the President's absence or incapacitation, assist the President in discharging responsibilities as the President may see fit, and fulfill any other duties that may be determined by the Board of Trustees.

C. The Secretary shall be responsible for the taking and safekeeping of the official minutes of the Corporation, at Board meetings, General meetings and annual meetings and providing such minutes to the Trustees for approval at the next Board meeting.

D. The Treasurer shall have charge of the financial papers and records of the Corporation, and be responsible for keeping an accurate account and record of all of its receipts and disbursements. Such duties may in practice be delegated to a salaried accountant, with oversight by the Treasurer. The Treasurer shall provide a quarterly or semi-annual summary of the Corporation's finances, as deemed beneficial by the Board. All such papers, records and accounts shall be open to inspection by any Trustee upon request. The Treasurer shall provide sufficient oversight of the Corporation's finances to ensure that no funds shall be expended by the Corporation except in furtherance of its non-profit purposes.

SECTION 3 Tenure

The Officers of the Corporation, unless removed, as provided above, shall hold office for one year terms, without limitation, or until their successors are chosen and qualified in their stead.

SECTION 4 Remuneration

No Officer or Trustee shall receive any compensation or remuneration from the Corporation for his/her work as an Officer or Trustee. However, the Board of Trustees shall reimburse Officers or Trustees for any reasonable and necessary expense incurred in the performance of that person's official duties.

ARTICLE VI – Miscellaneous Provisions

SECTION 1 Inspection of Records

Any Trustee of the Corporation, either in person, or by his or her agent, may inspect the books and records of the Corporation for any purpose at any reasonable time.

SECTION 2 Decision Making

Unless otherwise specified herein, all decisions of the General Membership and of the Board of Trustees shall be determined by a majority vote of present members. No proxy voting shall be allowed.

SECTION 3 Amendments

These By-laws may be amended by a two-thirds majority vote of the members present at any regular or specially called meeting of the membership. A copy of the proposed amendment shall be furnished to each member at least seven days prior to such meeting.

ARTICLE VII – Disposition of Corporate Assets in the Event of Dissolution

If in the opinion of the Board of Trustees it becomes necessary or desirable to dissolve this Corporation, the Trustees shall call a meeting of the membership to discuss the proposal. If the decision to dissolve the corporation is agreed upon by the general membership by a two-thirds majority vote, the assets of the Corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged; or adequate provision shall be made thereof.
- B. Assets held by the Corporation under conditions requiring return, transfer, or conveyance, which conditions occur by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements.
- C. All other assets shall be transferred to corporations, groups, or organizations engaged in activities which substantially carry out the purposes of the Corporation as stated by these By-laws.