

West Farms Land Trust, Inc.

Bylaws

(Amended in 1996 and verified in Feb 2005)

ARTICLE I

Name and Address

1. Name. The name of this corporation is WEST FARMS LAND TRUST, INC.
2. Address. The address of the corporation is _____ or at such other place in the Township of Waterford, Connecticut, as the Board of Directors may from time to time designate.

ARTICLE II

Meetings of Members

1. Annual Meeting. The annual meeting of the members of the corporation shall be held in Waterford, Connecticut, on the third Thursday in August of each year at a time and place determined by the Board of Directors, or by the President in the absence of action by the Board of Directors, for the purpose of electing directors and transacting any other business which may properly come before the meeting.

In the event the Board of Directors, for valid reason, cannot schedule the annual meeting on said the third Thursday in August, the Board may schedule said meeting on any date within one month before, or one month after the third Thursday in August.

2. Special Meetings. Special meetings of the members of the corporation may be called at any time the President, by the Board of Directors or by petition in writing signed by not fewer than fifteen (15) members of the corporation entitled to vote and filed with the Secretary of the Board of Directors.

3. Quorum. At any annual or special meeting of the members of the corporation fifteen (15) members entitled to vote shall constitute a quorum.

4. Notice. Not fewer than ten (10) days prior to each annual or special meeting notice shall be mailed to all members setting forth the time, date and place of such meeting and indicating the business to be transacted.

5. Proxy. There shall be no vote by proxy.

ARTICLE III

Directors

1. General Powers. The property, affairs and activities of the corporation shall be managed by a Board of Directors consisting of not fewer than nine (9) nor more than fifteen (15) persons, as may be determined from time to time by the members. The Board of Directors may and shall exercise all the powers of the corporation except those expressly conferred upon or reserved to the members by law, by the Articles of Association or by the By-Laws of the corporation.

2. A Board of Directors shall be elected at the first meeting of the members of the corporation. Four (4) directors shall be elected to serve for one (1) year; four (4) directors shall be elected to serve for two (2) years; three (3) directors shall be elected to serve for three (3) years and four (4) directors shall be elected to serve for four (4) years. At each annual meeting thereafter, directors shall be elected to replace those whose terms expire as of that meeting. A director shall serve for four (4) years until his successor is elected and qualified. All directors shall be regular members of the corporation and the term of any director shall immediately terminate if he ceases to be a regular member of the corporation.

3. Vacancies. In case of a vacancy on the Board of Directors for whatever cause, the remaining directors may elect a successor for the remainder of the vacant term by majority vote.

4. Meetings. The Board of Directors shall meet at least monthly at a regularly scheduled time and place. To facilitate attendance, the Secretary must notify all directors of any schedule change at least seven (7) days before the rescheduled meeting. In addition, the

Board of Directors may have special meetings upon call of the President or by written request filed with the Secretary by at least two (2) directors. The Secretary shall give reasonable notice to each director of the time, place and date for such meetings. There shall be no vote by proxy for either regularly scheduled or special meetings.

5. Quorum. At any regular or special meeting of the Board of Directors, six (6) directors shall constitute a quorum.

6. Attendance. The most basic responsibility of serving on the Board of Directors is to attend its meetings. Directors should attend nearly all meetings of the full board and of the committees to which they are appointed. If a director misses three (3) consecutive meetings or twenty five (25) percent of the meetings in a twelve (12) month period, the Board of Directors should consider a resolution to remove the director from the board.

ARTICLE IV

Officers and Committees

1. Election and Appointment. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be a regular member of the corporation. The President and the Vice President shall be members of the Board of Directors. Officers shall be elected by the directors as soon as convenient after each annual meeting of the corporation. Each officer shall serve until the next annual meeting and until his successor is elected and qualified. In addition, the Board of Directors may appoint from time to time such Assistant Secretaries and Assistant Treasurers as in its judgment may be necessary, to serve until the next annual meeting.

2. Committees. The Board of Directors may and shall appoint such committees of members as in its judgment may be necessary to expedite the work of the directors or to implement the purposes of the corporation.

3. Powers and Duties. The various officers shall have such powers and duties as customarily appertain or are incident to their respective offices and, in addition, such powers and duties as the directors may confer or designate.

4. Vacancies. In case of any vacancy among the officers for whatever cause, the directors may elect a successor to hold office until the next annual meeting.

ARTICLE V

Advisory Council

1. Election. An Advisory Council consisting of the number of members the directors shall from time to time designate may be elected by the Board of Directors when in its judgment such a council can assist in implementing the purposes of the corporation.

2. Function. The function of the Advisory Council shall be only to consult with, advise, and recommend action and policy to the directors in matters affecting the corporation. The directors shall not be required to act in accordance with such advice or recommendations.

3. Membership. Candidates for election as advisors need not be members of the corporation. Advisors shall serve no limited terms but membership of the Advisory Council shall be reviewed at least once a year by the directors when advisors may be invited to continue to serve and/or other candidates may be elected.

ARTICLE VI

Fiscal Year

The fiscal year of the corporation shall end on June thirtieth of each year.

ARTICLE VII
Prohibited Benefits

No part of the earnings of the corporation not any share of the distribution of any corporate assets on dissolution of the corporation shall inure to the benefit of any member, director, officer or any other private individual, except for reasonable compensation paid for services rendered to or for the corporation affecting one or more of its corporate purposes.

ARTICLE VIII
Prohibited Activities

Notwithstanding any other provisions of these By-Laws, no member, director, officer or any representative of this corporation shall conduct or support any activity by or for the corporation which is not permitted by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations or under Section 170(c)(2) of such Code and Regulations.

ARTICLE IX
Amendments

These By-Laws may be amended by adoption of a resolution by affirmative vote of not fewer than two-thirds (2/3) of the members entitled to vote at a special meeting called for that purpose and at which a quorum is present.