

Adopted May 13, 2016

**BYLAWS
Of
NAROMI LAND TRUST, INC.**

ARTICLE 1

NAME AND OFFICES

1.1 Name: The name of this organization is NAROMI LAND TRUST, INC. (the "Corporation").

1.2 Office: The principal office of the Corporation shall be located in the Town of Sherman, County of Fairfield, State of Connecticut. The Corporation may have such other offices, either within or without the State of Connecticut, as the Board (hereinafter referred to as the "Board") may determine or as the affairs of the Corporation may require from time to time.

1.3 Registered Office/Agent: 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 Nonstock Corporations 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 2

PURPOSE

2.1 Purpose: The purpose of the Corporation is to conserve and protect the natural resources of Sherman, including wildlife habitats, water quality, agricultural lands and scenic vistas, for the benefit of, and use by, current and future generations.

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

2.3 Dissolution: In the event of the dissolution of the Corporation, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1986 as may be amended from time to time.

ARTICLE 3

BASIC POLICIES

3.1 Commercial Use: 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 promotion of the objectives of the Corporation.

3.2 Political Campaigns: The Corporation shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

ARTICLE 4

MEMBERS

4.1 Members: Any person interested in the purposes of the Corporation shall be eligible for Membership subject to any application procedures and/or Membership fees as may be established, from time to time, by the Board. Members in good standing shall be such persons who have paid annual dues in full within the twelve months preceding the date of the annual meeting of Members, in the amount(s) as may be established, from time to time by the Board.

4.2 Voting: Each member in good standing shall be entitled to one vote at all meetings of Members.

4.3 Membership List: The Secretary of the corporation will ensure an accurate list of Members is maintained.

ARTICLE 5

MEETINGS OF MEMBERS

5.1 Annual Meetings: An annual meeting of Members shall be held for the purpose of presenting the annual report of the Corporation, electing Directors, discussing the current activities and objectives of the Corporation, and disseminating other information of interest to the Members. The Annual meeting of Members shall be held on the second Friday in July, in each calendar year, at the principal office of the Corporation, or at such other place within or without the State of Connecticut, or at such other time, as shall be determined by the Board or the President, and designated in the notice of the meeting.

5.2 Special Meetings: Special meetings of the Members may be called at any time by the Board. All special meetings shall be held at the principal office of the Corporation, or at such other place within or without the State of Connecticut, as may be designated in the notice of the meeting.

5.3 Notice: Notice of annual and special meetings of the Members of the Corporation shall be transmitted via public notice in a newspaper of general circulation and on the Corporation's website at least ten days before the time designated for such meeting. All notices of meeting shall state the time, place and purposes of the meeting.

5.4 Presiding Officer and Secretary: Meetings of the Members called by the Board be presided over by the President; or in the absence of the President, the Vice-President shall preside. The Secretary of the Corporation or delegee shall act as secretary of any such meeting

5.5 Action by a Majority Vote: At any meeting of the Members, the Members present shall constitute a quorum. At all meetings of Members all questions, except as otherwise provided by statute, the Certificate of Incorporation, or by these Bylaws, shall be decided by the vote of a majority of the Members present at the meeting and who shall vote thereon.

ARTICLE 6

DIRECTORS

6.1 Power of Directors: All corporate powers shall be exercised by the Board, except as otherwise expressly provided by law or by the Certificate of Incorporation, or by these Bylaws.

6.2 Number, Election, Term of Office: The number of Directors shall not be less than nine or more than fifteen, to be fixed from time to time by the Board. The term of office of a Director shall be a renewable term of three (3) years and each Director shall continue in office until such Director's successor shall have been elected and qualified, or until the Director's death, resignation or removal. Any vacancies on the Board shall be filled by majority vote of the Members entitled to vote at the annual meeting of

Members. There shall be at least two classes of Directors with approximately equal numbers of Directors in each class.

6.3 Board Membership: Only Members in good standing of the Corporation may serve as Directors.

6.4 Removal: Any Director may be removed, with or without cause, by an affirmative vote of the Members only at a meeting called for the purpose of removing the Director. The notice of such meeting must state that the removal of the Director is the purpose or is one of the purposes for which the meeting is being called.

6.5 Resignations: Any Director may resign at any time, orally or in writing, by notifying the Board. Any such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

6.6 Annual Meetings: Each newly elected Board may hold its first meeting for the purpose of organization and transaction of business, if a quorum is present, without notice of such meeting, immediately after the annual meeting of Members; or the time and place of such meeting may be fixed by consent in writing of a majority of the Directors; or such meeting may be held on call given as hereinafter provided for special meeting of Directors.

6.7 Regular and Special Meetings: Regular meetings of the Board may be held at such places and times as may be fixed from time to time by the Board and 5 days' notice must be given of such regular meetings. Special Meetings of the Board may be called by the President or Secretary or upon a written request signed by any two Directors. All meetings of the Board may be held within or without the State of Connecticut, as designated in the notice.

6.8 Notice: Notice of special meetings of the Board shall be in writing signed by at least one officer and shall be sent to each Director by mail or electronic transmission, addressed to his or her last known address at least 2 days before the time designated for such meeting.

6.9 Quorum: The presence in person of a majority of the Members of the Board in office immediately prior to the commencement of the meeting shall be necessary and sufficient to constitute a quorum, but a smaller number may adjourn any meeting to a later date and at least five days' notice of such adjourned date shall be given to each Director who is not present at such meeting.

6.10 Action by Majority Vote: The act of a majority of the Directors present at a meeting at which a quorum is present shall be necessary and sufficient to take any action, except as otherwise expressly required by law or by these Bylaws.

6.11 Telephonic Meetings: Any one or more Directors may participate in a meeting of the Board by means of a conference telephone, speaker telephone or similar communications equipment allowing all other persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and shall be sufficient for purposes of determining a quorum.

6.12 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 unanimously consent in writing (including e-mail and facsimile) 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.

6.13 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; and, provided further, that nothing herein contained 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 Conflict of Interest Policy.

6.14 Committees: The Board, by resolution adopted by a majority vote of the Directors present and voting at any meeting of the Board, may designate from among the Directors, the Members of the Corporation, and the public at large, such one or more standing or ad-hoc committees 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. The President shall be an ex officio member of all such committees.

ARTICLE 7

OFFICERS

7.1 Officers: The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Officers shall be elected by the Board at the next regular meeting following the annual meeting of Members in each year. The Board may appoint such other additional officers, with such duties and authority, as it shall see fit. One person may hold more than one office in the Corporation, except that one person may not hold the offices of President and Secretary. No instrument required to be signed by more than one (1) officer may be signed by one person in more than one capacity. An officer shall be a Director of the Corporation.

7.2 Term and Removal: The term of office of each officer shall be one year and is renewable. There shall be no limit to the number of terms one officer may serve. The

Board may, with or without cause, remove any officer of the Corporation and declare such office vacant. In the event of any such removal the Board shall fill the vacant office within sixty days.

7.3 Resignations: Any officer may resign at any time, orally or in writing, by notifying the Board of the Corporation. Any such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

7.4 President: The President shall preside at all meetings of Members and of the Board, may give notice of any meeting, either of Members or of Directors when called in accordance with the provisions of these Bylaws, and shall perform such duties as are customarily incident to the office of President under applicable law and such other duties as may be assigned to him or her by the Board or these Bylaws. The President shall keep the Board fully informed, and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone, unless the Board shall expressly require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board.

7.5 Vice-President: The Vice-President shall perform the duties of the President in the case of death, absence or inability of the President to act for any cause, and such other duties as may be assigned by the President or by the Board.

7.6 Secretary: The Secretary shall be the custodian of the corporate records and seal, Bylaws and organizational documents of the Corporation. The Secretary or delegee shall attend to giving and serving all notices of the Corporation and shall furnish certifications of Board actions and ensure that a record is made of the meetings of the Members and Directors of the Corporation, and perform such other duties as may be assigned by the President or by the Board.

7.7 Treasurer: The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation make reports of the finances of the Corporation at each annual meeting, and when called upon by the President or the Board prepare and maintain all financial records required by statute, and perform such other duties as may be assigned by the President or by the Board. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board according to statute. At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor in office all books, money and other property in his or her possession.

7.8 Additional Powers and Duties: In addition to such powers and duties as specified in these Bylaws and by the Board, each officer shall also generally have the authority and be required to fulfill the duties which by law and general usage pertain to the particular offices, unless the Board has expressly stated otherwise.

7.9 Restriction on Disposition of Real Property: No officer of the Corporation may transfer, lease, encumber or otherwise dispose of (with or without consideration) any real property owned by the Corporation without the express written consent of a majority of Directors then in office.

ARTICLE 8

ANNUAL REPORT

8.1 Annual Report: At each annual meeting of Members, the Directors shall present a report, and file it and enter an abstract of it in the minutes of the meeting.

ARTICLE 9

NEGOTIABLE INSTRUMENTS, BANK ACCOUNTS AND INVESTMENTS

9.1 Negotiable Instruments: Checks, promissory notes and other instruments for the payment of money shall be signed by such person or persons as may from time to time be designated by the Board. In the absence of such determination such instruments shall be signed by the Treasurer.

9.2 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.

9.3 Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE 10

OFFICE AND BOOKS AND RECORDS

10.1 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) copies of the Certificate of Incorporation, these Bylaws, and all minutes of the meetings of the Board, financial information, contracts, deeds, easements and bank and securities account statements as required by the Corporation's Records Policy adopted 11/12/10, as amended from time to time.

ARTICLE 11

CORPORATE SEAL

11.1 Corporate Seal: The seal of the Corporation shall be in such form as may from time to time be adopted by the Board.

ARTICLE 12

FISCAL YEAR

12.1 Fiscal Year: Until changed by resolution of the Board, the fiscal year of the Corporation shall be from July 1 through June 30.

ARTICLE 13

INDEMNIFICATION

13.1 Indemnification of Directors and Officers: The Corporation shall indemnify each Director and officer of the Corporation for liability, as defined in Connecticut General Statutes Section 33-1116 (5), as the same may be amended from time to time for any action taken, or any failure to take any action as a Director or officer, except liability that (1) involved a knowing and culpable violation of law by the Director or officer, (2) enabled the Director or officer, as defined in Connecticut General Statutes Section 33-1116 (2), to receive an improper personal economic gain, (3) showed a lack of good faith and a conscious disregard for the duty of the Director or officer of the Corporation under the 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 (4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's or officer's duty to the Corporation.

13.2 Intention: The Corporation shall further indemnify each Director, officer, employee and agent of the Corporation, from liability at any time incurred as a direct result of, or in the course of, that party's position with the Corporation, in such capacity, in any event to the fullest extent that it is permitted under any applicable law.

13.3 Expenses: The Corporation shall advance to any such party, such party's reasonable expenses, including reasonable attorney's fees, for such party's defense against such liability, in each case, to the fullest extent that is permitted under law.

13.4 Insurance: The Corporation shall maintain in full force and effect such insurance coverage as shall be reasonably necessary to effectuate the indemnification clauses set forth in this Article 13.

ARTICLE 14

AMENDMENTS TO BYLAWS

14.1 Amendments to Bylaws: These Bylaws may be amended, supplemented, or repealed from time to time by a vote of the majority of the Directors then in office.

Amended: January 1, 1975, May 11, 1979, January 4, 1980, Fall 1980, July 10, 2009 May 13, 2016