

(DRAFT)
9/2/2010

BYLAWS

OF

WEST HILL POND ASSOCIATION, INC.

(Prepared Pursuant To Section 33-1030 of the
Connecticut Revised Nonstock Corporation Act)

ARTICLE I

PURPOSES

The purposes of the West Hill Pond Association, Inc. shall be:

A. To promote the general welfare of the community around West Hill Pond and the Towns of New Hartford and Barkhamsted, Connecticut, by owning, regulating and controlling the water rights to West Hill Pond. These rights include, without limitation, ownership of the dam (including the right to maintain, repair and rebuild it), the gatehouse located on the dam, all appurtenances thereto and all rights of way to and from the dam.

B. To maintain, improve and enhance the quality of water in West Hill Pond, Connecticut, and its watershed; to control and abate pollution therein; and to design, create, implement and conduct projects to that end.

C. To receive, manage and expend for the public purposes set forth in subparagraph B. of this paragraph grants of money from individuals, organizations and units of government.

D. To enter into contracts with members of the private sector, with public agencies and with units of government to carry out the purposes of the Corporation.

E. To apply for, obtain and carry out the terms of all permits required by public law (local, regional, state and federal) in order to carry out projects and the general purposes of the Corporation.

F. To conduct studies, research and scientific exploration into all aspects of waters quality and quantity, as related to West Hill Pond and its watershed, and the methods of combating pollution and other causes of diminished water quality.

G. To publish the results of studies, research and scientific exploration conducted by the organization for the benefit of the scientific community and the general public.

H. To conduct public information and education programs concerning West Hill Pond, water quality issues and water pollution control measures to the end that informed decisions may be made and informed attitudes created.

I. To acquire, accept, hold and administer real estate and personal property and interests therein in connection with the purposes of the Corporation.

J. To conduct fund raising for the charitable, scientific, literary and educational purposes of the Corporation.

K. To receive gifts, bequests and devises, or otherwise acquire by purchase, or by contract for the control of, real and personal property relating to the general purposes of the Corporation.

L. To provide support to other organizations which are public, governmental or charitable (provided that they are of the type described in Section 501(c) (3) of the Code).

ARTICLE II

MEMBERS

Section 1. Membership. Any person or entity interested in the purposes of the Corporation shall be eligible for membership.

Section 2. Members in Good Standing. Members in good standing shall include those eligible persons who shall have completed and submitted to the Secretary a form of application to be determined from time to time by the Board of Trustees, and whose membership has not been terminated pursuant to Section 6 of this Article II.

Section 3. No Voting Rights. The members of the Corporation shall have no voting rights and no role in the governance of the Corporation.

Section 4. Annual Dues and Term of Membership. Membership in the Corporation shall be for a period of one year and shall be contingent upon each Member's timely payment of annual dues. The amount of annual dues shall be determined from time to time by the Board of Trustees and shall be due and payable on a date designated by the Board with proper notice to the members. Notwithstanding the foregoing, the Board of Trustees may provide that any person who contributes as a lump sum an amount to be determined by the Board shall be a "life member" and shall not be required to pay annual dues to maintain membership.

Section 5. Membership Nontransferable. Membership in the Corporation shall be nontransferable and non-assignable, whether voluntarily or involuntarily.

Section 6. Termination of Membership. Membership in the Corporation shall be terminated upon the occurrence of the following events:

- Trustees;
- A. The written resignation of a member delivered to the Board of Trustees;
 - B. The death or legal incapacity of a member;
 - C. The failure of a member, after reasonable notice, to pay his or her annual dues or any other financial obligation to the Corporation; and
 - D. The act of a member that, upon the determination of the Board of Trustees, is contrary to or in violation of the Corporation's Certificate of Incorporation or its Bylaws, or is otherwise in violation of applicable law.

Section 7. Annual Meeting. An annual meeting of the members shall be held for the purpose of introducing the members of the Board of Trustees to the members, discussing current activities and objectives of the Corporation and disseminating other information of interest to the members.

Section 8. Special Meetings. Special meetings of the members may be called at any time by the Board of Trustees.

Section 9. Date, Time, Place and Call of Meetings.

A. Date and Time of Meetings. The annual meeting of the members shall be held on the date and at the time fixed from time to time by the Board of Trustees. If so determined by the Board of Trustees, the annual meeting of the members may be scheduled on the same date as the annual meeting of the Board of Trustees. A special meeting of the members shall be held on the date and at the time fixed by the Board of Trustees.

B. Place of Meetings. Annual meetings and special meetings shall be held at such place, within or without the State of Connecticut, as the Board of Trustees may from time to time fix.

C. Call of Meetings. Annual meetings and special meetings of members may be called by the Board of Trustees, by any officer of the Corporation so instructed by the Board.

Section 10. Notice of Annual and Special Meetings. Notice of any meeting of the members shall be given by the Corporation and shall state the date, time, and place of the meeting and, unless it is an annual meeting, shall indicate the purpose or purposes for which the meeting is called. Reasonable notice of any meeting shall be given either personally or by mail (including e-mail and facsimile). If mailed, such notice shall be deposited in the United States mail, with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Corporation.

Section 11. Membership List. The Secretary of the Corporation shall prepare and at all times maintain a complete list of the members of the Corporation, which list shall be

arranged in alphabetical order and show the residence address and telephone number of each member.

Section 12. Presiding Officer and Secretary. Meetings of the members called by the Board of Trustees shall be presided over by the President; or in the absence of the President, the Vice President shall preside. The Secretary of the Corporation shall act as secretary of every meeting. If the Secretary is not present, the President (or other person presiding over the meeting) shall appoint a secretary of the meeting.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Powers and Duties. The Board of Trustees (the “Board”) shall have all the powers and authority granted to it under the Corporation’s Certificate of Incorporation and these Bylaws and shall have all powers and authority granted to boards of directors under applicable law, including without limitation, the Connecticut Revised Non-stock Corporation Act (Chapter 602 of the Connecticut General Statutes) as the same may be amended from time to time.

The Board shall control the affairs, business and property of the Corporation (including the payment of the moneys received by the Corporation). Without limiting the generality of the foregoing:

A. The Board shall adopt rules and regulations for the use and management of the properties under the jurisdiction of the Corporation.

B. The Board shall manage investments and monies of the Corporation, including trust funds, if any (i.e. funds received by the Corporation for specific purposes only) and shall have the power to designate depositories of funds and to appoint a bank, trust company or the like as agent for trust funds. The Board may, from time to time, delegate to the Treasurer any of the powers set forth above.

C. The Board shall appoint a Superintendent, whose duties and term of office shall be set by the Board.

Section 2. Number, Election, Term of Office. The number of trustees shall not be less than five (5) or more than eleven (11), to be fixed from time to time by resolution of the Board. The following organizations (the “Organizations”) shall each appoint a trustee of the Board and shall have the authority to replace such trustee from time to time:

The Laurel Acres Property Owners Association, Incorporated; The West Hill Shore Property Owners Association, Incorporated; West Hill Beach Club, Inc.; Marstan Trails Homeowners’ Association, Inc.; Town of New Hartford; Town of Barkhamsted; Connecticut Yankee Council, BSA, Camp Sequassen; Connecticut Rivers Council, BSA, Camp Workcoeman.. The number and identity of such organizations appointing a trustee may be amended by the Board from time-to-time. All other trustees shall be elected at the annual meeting of the Board by a majority of

the trustees then in office, and each such trustee shall continue in office until such trustee's successor shall have been elected .
and qualified, or until such trustee's sooner death, resignation or removal.

Section 3. Removal. Any trustee may be removed, with or without cause, by a vote of two-thirds (2/3) of the trustees then in office only at a meeting called for the purpose of removing the trustee. The notice of such meeting must state that the removal of the trustee is a purpose for which the meeting is being called. If the trustee removed has been appointed by an Organization, such Organization shall have the right to appoint a new trustee to replace the removed trustee, as set forth in Section 5 below.

Section 4. Board Membership. Only members in good standing of the Corporation may serve as members of the Board.

Section 5. Vacancies. Any vacancy in the Board arising at any time from any cause may be filled for the unexpired term at any meeting of the Board by the vote of a majority of the trustees then in office, except that if such vacancy relates to a trustee previously appointed by an Organization, such Organization shall have the authority to appoint a new trustee. If any such vacancy continues for a period of sixty (60) days after written notice by the Secretary to an Organization whose appointed trustee has ceased to be in office, a majority of the remaining trustees may elect a successor trustee, even though the remaining trustees are less than a quorum.

Section 6. Annual Meeting. The annual meeting of the Board shall be held in August at the principal office of the Corporation or at such other place, and at such date and time, as the Board shall designate. The purposes of the annual meeting shall be to elect officers and trustees of the Corporation, to adopt a budget, to present reports and to transact such other business as may be on the Agenda.

Section 7. Special Meetings. Special meetings of the Board may be held upon the call of the President or of any two (2) trustees at the principal office of the Corporation or at such other place as may be designated in the notice of such meeting.

Section 8. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board shall designate.

Section 9. Notice; Agenda. Notice of the time and place of all meetings shall be given by the Secretary by mailing a copy thereof or delivering the same to each trustee not less than ten (10) days before the meeting together with an agenda for such meeting. All subject matters to come before any such meeting shall be reported in writing to the Secretary not less than fifteen (15) days before the date of the meeting. Subject matters not included on the agenda shall not be discussed at the meeting, but referred to the next meeting and the agenda thereof. All of the provisions contained in this paragraph may be waived by the unanimous agreement of all trustees.

Section 10. Quorum and Voting; Adjournments of Meeting. At all meetings of the Board, a majority of the trustees then in office shall constitute a quorum for the transaction of

business. If a quorum is present when a vote is taken, the affirmative vote of a majority of trustees present is the act of the Board, unless the Certificate of Incorporation or these Bylaws require the vote of a greater number of trustees. In the absence of a quorum, a majority of the trustees present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Organization. The President shall preside at all meetings of the Board; or in the absence of the President, the Vice President shall preside. The Secretary of the Corporation shall act as Secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 12. Committees. The Board, by resolution adopted by a majority of the trustees then in office, may designate from among the trustees, the members of the Corporation, and the public at large such one or more standing committees or special committees (including an executive committee) as the Board shall deem desirable; provided, however, that only trustees then in office may serve on an executive committee of the Board or on the Water Rights Committee. All such committees, each of which shall consist of one or more trustees, shall serve at the pleasure of the Board and shall have such authority as is conferred by law or the resolution of the Board by which the committee is created. The President shall be an ex officio member of all such committees.

The Water Rights Committee shall regulate and control the water rights at West Hill Pond within the limitations as prescribed by the Board, including directing the Superintendent concerning raising and lowering the waters of the pond during the periods between meetings of the Board.

The Audit Committee shall be responsible for the review of all financial records of the Corporation and its system of internal controls regarding financial matters and shall annually file a written report with the Board concerning the same.

The Nominating Committee shall conduct searches for new trustees of the Board and shall make recommendations to the Board concerning the filling of vacancies on the Board and the annual election of trustees to the Board. The Nominating Committee shall also prepare a slate of proposed officers for presentation at the Annual Meeting, as provided for in Article IV, Section 2.

Section 13. Resignation. Any trustee may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 14. Compensation. The trustees shall not be paid any salary for their services in such capacity; provided, however, that any trustee 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 trustee of reasonable compensation for services rendered to the Corporation in any other capacity, subject, in all events, to Article X (“Conflict of Interest Policy”) of these Bylaws.

Section 15. Telephonic Meetings. Any one or more trustees may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all 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.

Section 16. Action by Trustees at a Meeting. Unless otherwise expressly provided herein, any action of the Board may be taken by majority vote of the trustees present and voting at a meeting of the Board.

Section 17. Action by the Board of Trustees Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all trustees consent in writing to the adoption of a resolution authorizing the action. Such consent may include “electronic signatures”, so-called, as provided for in the Connecticut Uniform Electronic Transactions Act (Sections 1-256 and 1-286 of the Connecticut General Statutes) as the same may be amended from time-to-time. The resolution and the written consents thereto by the trustees shall be filed with the minutes of the proceedings of the Board.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time appoint or elect. One person may hold more than one office in the Corporation, except that one person may not hold both the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. An officer shall be a member of the Board.

Section 2. Election; Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board immediately following the election of trustees. The officers of the Corporation shall be elected at such annual meeting by a majority of the trustees then in office. Unless otherwise determined by the Board, the term of office of an officer shall be one (1) year, and each shall continue in office until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 3. Resignation and Removal. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date; provided the successor does not take office until the effective date. The Board may remove any officer at any time with or without cause, by a majority vote of the

trustees then in office.

Section 4. Executive Director and Other Agents. etc. The Board may from time to time appoint or hire an Executive Director or such agents as it deems necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

Section 5. Vacancies. Any vacancy in any office may be filled by a majority vote of the trustees then in office. Any officer so elected shall hold office until the election at the annual meeting of the Board and the qualification of his successor.

Section 6. President; Powers and Duties. The President shall preside at all meetings of the Board and generally shall manage and supervise the affairs of the Corporation. 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. The President shall possess all powers and authority and shall exercise all powers and perform all duties incident to the office of President under applicable law, subject, at all times, to the direction and control of the Board.

Section 7. Vice President; Powers and Duties. In the event the President is unable to act, or in the event the President delegates in writing his or her powers and duties for a specified period of time during which the President will be absent or unavailable to act, the President's powers and duties may be performed by the Vice President who, in such an event, may exercise any of the foregoing powers and perform any of the duties of the President, subject, at all times, to the direction and control of the Board.

Section 8. Secretary; Powers and Duties. The Secretary shall act as secretary of all meetings of the Board, and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of all notices of the Corporation and the Secretary shall perform all duties incident to the office of the Secretary, and such other duties as shall from time to time be assigned to the Secretary by the Board, subject at all times to the direction and control of the Board. The Board may, in its discretion, elect one or more Assistant Secretaries who shall possess all the powers and duties of the Secretary, or such limited powers as the Board shall determine in its discretion.

Section 9. Treasurer; Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Corporation which may come into his hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the accounts of the Corporation. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or trustee of the Corporation, and shall possess all powers and authority and shall perform all duties incident to the office of the Treasurer under applicable law, and such

other duties as shall from time to time be assigned to the Treasurer by the Board subject, at all times, to the direction and control of the Board. The Treasurer shall, if required by the Board, give such security for the faithful performance of the Treasurer's duties as the Board may require. The Board shall have the power to elect up to two Assistant Treasurers, who shall possess all the powers and duties of the Treasurer, or such limited powers and authority as the Board shall, in its discretion, determine.

Section 10. 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.

Section 11. 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 prior authorization by the Board.

ARTICLE V

BOARD OF ADVISORS

Section 1. Composition. The Members of the Association – together with such other persons as the Board may, in its discretion, appoint from time to time – shall constitute a Board of Advisors to advise and assist the Board of Trustees in carrying out the purposes of the Association. Each Advisor shall possess only such powers, authority and duties as the Board of Trustees may from time to time determine.

Section 2. Compensation. No advisor of the Corporation shall receive, directly or indirectly, reasonable salary, compensation or emoluments for services rendered to the Corporation by such advisor, except as the Board may authorize from time to time. The Board may also authorize the reimbursement of expenditures reasonably incurred by any advisor in connection with such advisor's services in such capacity.

ARTICLE VI

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money or acceptances and to enter into contracts, or to execute and deliver other documents and instruments. In the absence of such determination, such instruments shall be signed by the Treasurer.

Section 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.

Section 3. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

OFFICE AND BOOKS AND RECORDS

Section 1. Office. The office of the Corporation shall be located at such place as the Board may determine from time to time.

Section 2. 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) a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board, financial statements and information, contracts, deeds, easements and bank and securities account statements.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on August 1st and shall end on the following July 31st.

ARTICLE IX

BUDGET AND ASSESSMENTS

Section 1. Adoption of Budget. The Board shall adopt a budget at the annual meeting of the Board described in Article III Section 6 hereof.

Section 2. Assessment. Each trustee (as described in Article III. Section 2 hereof) shall be assessed an equal share of such annual budget. Such assessment will be made by the Treasurer by January 30th of the ensuing year and payable by March 15th. Notwithstanding the foregoing, the following budgetary expenses shall not be assessed to the trustees, but shall be assessed among those Organizations described in Article III, Section 2 hereof according to a formula established and amended from time-to-time by the Board: studies, research and scientific explorations or all aspects of water quality and quantity as related to West Hill Pond and its watershed, the methods of combating pollution and other causes of diminished water

quality and the publishing of the results thereof for the benefit of the scientific community and the general public.

Section 3. New Organizations. If these Bylaws shall be amended to add any new Organization with the power to appoint a trustee, such new Organization and such new appointed trustee shall each pay a pro-rated share of such annual assessment as described in Article IX, Section 2 above (based upon the date of amendment of the Bylaws adding such new Organization) and such pro-rated assessment, once paid, shall be divided equally among the existing trustees and the existing Organizations, as applicable .

Section 4. Contingency Fund. The Board shall maintain a Contingency Fund Contingency Fund of at least \$1,000 for the purpose of making periodic or emergency repairs to the dam. When the balance of the Contingency Fund falls below \$1,000, each Organization shall be charged an assessment in equal shares of the difference between the current Contingency Fund balance and \$1,000. Such special assessment will be made at the same time as the next following annual assessment date.

Section 5. Failure to Pay Assessments.

A. Any trustee who has not paid his/her assessment within a period of six (6) months after an assessment is due, shall be deemed to have resigned, provided that the Treasurer has given said delinquent trustee no less than two notices of said delinquency by certified or registered mail. Such resignation shall be the only consequence to a trustee arising out of the failure to pay assessments (i.e. there will be no attempt to collect delinquent assessments).

B. Any Organization which has not paid its assessment within a period of six (6) months after an assessment is due, shall be deemed to have forfeited its right to appoint a trustee, and any trustee then serving as its representative shall be deemed to have resigned, provided that the Treasurer has given said delinquent Organization no less than two notices of said delinquency by certified or registered mail. Such forfeiture of the right to appoint a trustee and the resignation of a trustee serving as an Organization's representative shall be the only consequences arising out of the failure to pay an assessment by an Organization (i.e. there will be no attempt to collect delinquent assessments)..

ARTICLE X

CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an "Interested Person" (as defined in Section 2 ("Definitions") of this Article X), or might result in a possible "excess benefit transaction," as defined in Section 4958 of the Internal Revenue Code of 1986, as amended from time to time. This policy is intended to supplement (but not replace) any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

A. Interested Person. Any trustee, officer, employee, agent, independent contractor, or member of a committee with powers delegated by the Board, who has a direct or indirect “financial interest”, as defined in subsection B below, is an Interested Person.

B. Financial Interest. An Interested Person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any type of property or entity with which the Corporation has, or is contemplating, a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any type of property, entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3 of this Article, an Interested Person who has a financial interest has a conflict of interest only if the Board or appropriate committee determines that a conflict of interest exists or may exist.

Section 3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, the Board shall require an Interested Person must disclose the existence of the financial interest and given such Interested Person the opportunity to disclose all material facts to the Board and members of committees with powers and authority delegated by the Board considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, the Board or committee shall require the Interested Person to leave the meeting while the determination of a conflict of interest is discussed and voted upon. The trustees or committee members thereupon shall determine if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. The Board may permit an Interested Person to make a presentation at the Board or committee meeting, but, after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The President or committee shall, if appropriate, appoint a disinterested person or committee to consider and recommend alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the Board or committee

shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that would avoid producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

1. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the Interested Person's response, and after making further investigation as warranted by the circumstances, the Board or committee determines that the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with powers delegated to it by the Board shall contain:

A. The names of the Interested Persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest exists, and the Board or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. No trustee of the Corporation shall receive compensation, directly or indirectly, from the Corporation in his or her capacity as a trustee; provided, however, as authorized in Article III ("Board of Directors"), Section 14 ("Compensation") of these Bylaws, a trustee may be reimbursed for certain out-of-pocket expenses and may receive reasonable compensation from the Corporation for services rendered to the Corporation in any other capacity. An officer may be paid reasonable compensation in such amount and on such terms and conditions as approved by majority vote of the trustees present and voting at any meeting of the Board.

Section 6. Interested Person Transaction. An Interested Person may be interested in a contract or transaction to which the Corporation is a party to the extent permitted by applicable law and the Land Trust Standards and Practices.

Section 7. Annual Affirmations. The Board shall require each Interested Person shall annually sign a statement which shall affirm that such person:

- A. has received a copy of this conflicts of interest policy;
- B. has read and understands the policy;
- C. has agreed to comply, has complied, and is in compliance with the policy;
- D. shall disclose to the Board the existence of a financial interest in connection with any actual or possible conflict of interest; and
- E. understands that the Corporation is a charitable organization and, in order to maintain its federal tax exemption, it must engage solely in activities which accomplish one or more of its tax-exempt purposes.

Section 8. Periodic Reviews. In order to ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits relating to Interested Persons are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Corporation's charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Such other matters as the Board shall deem relevant under the applicable circumstances.

Section 9. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 8 of this Article, the Corporation may, but need not, retain independent expert advisors; provided, however, that the retention of such experts shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

CONFIDENTIALITY AND FIDELITY POLICY

Section 1. Confidentiality Policy. No Interested Person (as hereinabove defined in Article X (“Conflict of Interest Policy”)) shall discuss with or otherwise disclose to third parties information regarding the property, operations or, generally, the affairs of the Corporation except when engaged in the conduct of the proper business of the Corporation. For purposes of this Article, all information that is not a matter of public record, or not otherwise authorized by the Board or the President to be disclosed to the public shall be considered strictly confidential. In furtherance, and not in limitation, of this policy, the Board agrees and shall use its best efforts to ensure that following shall apply to all Interested Persons:

A. The statements, views and positions of Interested Persons regarding the operations or affairs of the Corporation shall not be discussed with or otherwise disclosed to third parties. In addition, the resolutions, decisions and other business of the Board, officers or committees with powers delegated by the Board shall not be disclosed to third parties without the prior authorization of the Board or the President.

B. The Corporation’s property, operations and general affairs, including its books and records (including all documents, reports, records, data, financial easements, statements, property and membership lists, minutes and related materials) shall not be discussed or otherwise disclosed to third parties. In furtherance of this non-disclosure policy, information regarding donors, donations, pending grants, investments, ownership rights, easements, contracts and agreements entered into by the Corporation, policies of the Corporation, financial information and business records of the Corporation shall be treated as strictly confidential by all Interested Persons.

C An Interested Person shall not sell, trade or exchange information about the Corporation’s donors or potential donors.

D. An Interested Person shall not disclose information regarding a donor or potential donor or a donation or potential donation without the prior, written approval of the Board and such donor or potential donor.

Section 2. Fidelity Policy. In addition to his or her fiduciary duties under applicable law, no Interested Person shall take or refrain from taking any action that would be detrimental to the best interests of the Corporation.

Section 3. Duty to Disclose Other Board Membership. Each Interested Person shall annually disclose to the Corporation’s Board his or her service as a member of the Board or as an officer of any other charitable organization with similar purposes, whether within or without the state of Connecticut.

Section 4. Annual Affirmations. Each Interested Person annually shall sign a statement which affirms such person:

- A. has received a copy of this confidentiality and fidelity policy;
- B. has read and understands the policy;
- C. has agreed to comply, has complied, and is in compliance with the policy; and
- D. shall disclose to the Board his or her service as a member of the Board or as an officer of any other charitable organization with similar purposes, whether within or without the State of Connecticut.

ARTICLE XII

INDEMNIFICATION

Section 1. Liability of Trustees and Officers. The personal liability of a trustee or officer of the Corporation for monetary damages for breach of duty as a trustee or officer of the Corporation shall be limited to an amount that is not less than the compensation received by the trustee or officer for serving the Corporation during the year of the violation if such breach did not (1) involve a knowing and culpable violation of law by the trustee or officer, (2) enable the trustee or an officer, as defined in Connecticut General Statutes Section 33-1116(2), to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the trustee or officer of the Corporation under circumstances in which the trustee or officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the trustee's or officer's duty to the Corporation.

Section 2. Indemnification of Trustees and Officers. The Corporation shall indemnify each trustee and officer of the Corporation for liability, as defined in Connecticut General Statutes Section 33-1116, as the same maybe amended from time to time, to any person for any action taken, or any failure to take any action, as a trustee or officer, except liability that (1) involved a knowing and culpable violation of law by the trustee or officer, (2) enabled the trustee or officer, as defined in Connecticut General Statutes Section 33-1116, to receive an improper personal economic gain, (3) showed a lack of good faith and a conscious disregard for the duty of the trustee or officer of the Corporation under circumstances in which the trustee 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 trustee's or officer's duty to the Corporation.

Section 3. Intention. The Corporation shall further indemnify each trustee, officer, employee and agent of the Corporation, from liability at any time incurred as a direct or indirect result of or in the course of, that party's position with the Corporation or that party's direct or indirect service to the Corporation, in such capacity, in any such event to the fullest extent that is permitted under applicable law.

Section 4. 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 applicable law, as determined by the Board.

ARTICLE XIII

COMMERCIAL OR PERSONAL USE OF NAME PROHIBITED

Members of the Corporation and Interested Persons are prohibited from using the name "West Hill Pond Association, Inc." for commercial or personal use or benefit.

ARTICLE XIV

AMENDMENTS

These Bylaws and the Certificate of Incorporation of the Corporation may be amended at any meeting of the Board by a vote of the majority of the trustees then in office.