

**BYLAWS OF
Friends of Lake Williams, Inc.**

A STATE OF CONNECTICUT NONSTOCK CORPORATION

The nature of activities to be conducted and the purposes to be promoted or carried out by the Corporation, are to engage in any or all acts in which a nonstock nonprofit corporation organized under the Connecticut Revised Nonstock Corporation Act may engage and operate exclusively for one or more of those purposes specified in Section 501 (c) (3) of the Internal Revenue Code (as from time to time may be amended), specifically including the preservation and protection of Lake Williams, Lebanon, Connecticut for environmental and recreational purposes.

ARTICLE ONE

OFFICES

The principal office of the Corporation shall be located at 48 Patterson Way, Berlin, CT 06037. The Corporation may have such other offices, either within or without the State of Connecticut, as the Board of Directors may determine from time to time.

ARTICLE TWO

MEMBERS

2.1 - Classes of Members. There shall be one (1) class of members. The qualifications for membership shall be any person who is 18 years of age or older, subscribes to the mission of the Friends of Lake Williams, Inc. (FLW) and pays required dues.

2.2 - Election of Members. Any person interested in becoming a member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the Corporation. Each application shall be considered by the Board of Directors at its regular meeting, or at any special meeting of the Board, and approved or disapproved by an affirmative vote of the majority of the directors present at the meeting. Applicants whose applications are so approved shall become members of the Corporation on payment of the required dues.

2.3 - Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

2.4 - Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

2.5 - Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.6 - Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

2.7 - Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE THREE

MEETINGS OF MEMBERS

3.1 - Annual Meeting. An annual meeting of the members shall be held on the second Saturday in the month of June in each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Connecticut, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

3.2 - Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third (1/3) of the members having voting rights.

3.3 - Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than 5 nor more than 60 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

3.4 - Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

3.5 - Quorum. 15 members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.6 - Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. No proxy shall be valid after 60 days from the date of its execution, unless otherwise provided in the proxy.

ARTICLE FOUR

BOARD OF DIRECTORS

4.1 - General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Connecticut.

4.2 - Number, Tenure, and Qualifications. The number of directors shall be at least three (3) and no more than fifteen (15). Directors shall be elected at the annual meeting of members, and the term of office of each director after the initial formative period shall be three years and until the election and qualification of his/her successor.

4.3 - Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this Bylaw immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

4.4 - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors, and shall be held at the principal office of the Corporation or at such other place as the directors may determine.

4.5 - Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) working days previously thereto by written notice delivered personally or sent by mail or fax or telegram to each director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.6 - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.7 - Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.8 - Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office. Each such appointment by the Board shall be subject to the approval or

disapproval of the members at the next annual meeting of the members.

4.9 - Compensation. Directors as such shall not receive any stated salaries for their services.

4.10 - Voting by Mail. In the event an issue arises and a meeting of the Board is not feasible, a vote on any issue may be taken by mail.

ARTICLE FIVE

OFFICERS

5.1 - Officers. The officers of the Corporation shall be a president, one (1) or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

5.2 - Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualifies.

5.3 - Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.4 - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 - Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of

Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

ARTICLE SIX

COMMITTEES

6.1 - Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him/her by law.

6.3 - Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

7.1 - Contracts. Contracts over \$500 shall be approved by the vote of the members present at a members' meeting. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

7.2 - Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation. The signatories shall not be related.

7.3 - Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 - Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE EIGHT

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE NINE

FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of July in each year, and end at midnight on the 30th day of June the following year.

ARTICLE TEN

DUES

10.1 - Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members, and shall give appropriate notice to the members.

10.2 - Payment of Dues. Dues shall be payable in advance on the first day of July in each year. Dues of a new member shall not be prorated.

10.3 - Default and Termination of Membership. When any member is in default in the payment of dues for a period of 2 months from the beginning of the period for which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors as provided hereinabove.

ARTICLE ELEVEN

SEAL

The Board of Directors shall provide a corporate seal, which shall be: Friends of Lake Williams, Inc.

ARTICLE TWELVE

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds affirmative vote of the members present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting.

ATTEST:

Secretary

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