

**BYLAWS
OF**

HARTLAND LAND TRUST, INC.

Article I: Name and Applicable Law

Section 1.1 Name. The name by which the Corporation shall be known is Hartland Land Trust, Inc. (the "Corporation").

Section 1.2 Applicable Laws - The Corporation is a nonstock corporation organized and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. seq. of the Connecticut General Statutes and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Article II: Membership

Section 2.1. Non-Voting. The Corporation shall have one class of members, who shall not have the right to vote.

Section 2.2. Qualifications. Any individual committed to the vision and mission of the Corporation may become a member subject to any application procedure and/or membership fees that may be determined by the Board of Directors.

Section 2.3. Annual Meeting. The annual meeting of the members shall be held in June of each year at a time and place determined by the Board of Directors or the President. The Board of Directors shall present an Annual Report to the members which shall include the accomplishments of the previous year and plans for the coming year.

Article III: Directors

Section 3.1. Powers. The Directors shall manage the property and business of the Corporation. The Directors may do anything that is not prohibited by law, the Certificate of Incorporation, or these Bylaws.

Section 3.2. Number. There shall be no fewer than seven (7) nor more than seventeen (17) Directors on the Board, and the number of Directors at any time between that minimum and maximum shall be the number prescribed by the Directors, or if no number was prescribed, the number of Directors elected at the last annual meeting together with any additional Directors elected at any regular or special meeting of the Board. The total number of Directors includes voting ex officio directors, if any.

Section 3.3. Election and Term of Office. As provided in the Certificate of Incorporation, the Board of Directors shall be a staggered Board, divided into three (3) groups, with the initial Directors appointed for the terms set forth in the minutes of the Directors' Organizational Meeting. Thereafter, at each Annual Meeting of the Board of Directors, the Directors shall elect or re-elect Directors to

replace those Directors whose terms are expiring, each Director thereafter to serve a term of 3 years and until his or her successor is elected. No Director may serve more than two full consecutive terms without an intervening year off the Board.

Section 3.4. Ex Officio Director. The First Selectman of the Town of Hartland, or his or her designee, shall be a non-voting ex officio member of the Board of Directors, who shall not count towards a quorum of the Board.

Section 3.5. Removal. A Director may be removed from office at any time by a two-thirds vote of the Board. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 3.6. Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date. If a Director is absent from three (3) consecutive meetings of the Board without being excused by the Board, that Director shall be deemed to have resigned.

Section 3.7. Newly Created Directorships and Vacancies. Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, shall be filled by the Board. Such vacancy shall be filled for the unexpired portion of the term, if applicable.

Section 3.8. Annual Meetings. The annual meeting of the Board of Directors shall be held each year in June for election of Directors and officers and for the transaction of such other business as may properly come before the meeting. However, if the annual meeting is not, or cannot be held at that time, it may be called at any other time as a special meeting of the Board.

Section 3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held whenever and wherever the Board of Directors may specify by resolution. No notice of regular meetings need be given, but if no resolution is in effect, regular meetings shall be called in the same manner as a Special Meeting of the Board.

Section 3.10. Special Meetings. Special meetings of the Board may be called by the President. Any two (2) directors may request in writing that the President call a special meeting of the Board. If the President does not call a meeting within five (5) days of the request, the Directors making the request may call the meeting. At least two (2) days notice of a Special Meeting called by any party shall be given to each Director on the Board and shall state the purpose or purposes for which the meeting is called. Notice can be given personally, by telephone, by email, by mail or by private courier. Notice need not be given to any Director who attends the meeting or who waives notice in a writing executed and filed with the Secretary of the Corporation either before or after the meeting. The Secretary shall file this waiver with the records of the meeting.

Section 3.11. Quorum and Voting Requirements. A quorum shall consist of at least a majority of the number of Directors in office immediately before the meeting begins. The affirmative vote of a

majority of directors voting at a meeting at which a quorum is present shall be required for every action by the Board unless a greater proportion of Directors' votes are required by the Certificate of Incorporation, these Bylaws or by the Connecticut Revised Nonstock Corporation Act.

Section 3.12. Voting. At all meetings of the Board, each Director is entitled to have one (1) vote. Proxy and email voting by Directors is not permitted.

Section 3.13. Transaction of Business by Telephone. Any one or more Directors may participate in any meeting of the Board through the use of telephone or similar communications equipment, provided everyone at the meeting can hear every other person participating in the meeting. A Director who participates by telephone as described in this paragraph shall be treated as attending the meeting for all purposes.

Section 3.14. Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each Director signs a written consent describing the action taken or to be taken and delivers it to the Corporation. Action taken under this section is the act of the Board when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken pursuant to the consent is to be effective. A consent signed under this section has the effect of an action taken at a meeting of the Board of Directors and may be described as such in any document. The Secretary shall file these consents with the minutes of the meetings of the Board.

Section 3.15. Agreement to Electronic Signatures. As permitted by Connecticut General Statutes Section 1-260 et seq. (known as the "Connecticut Uniform Electronic Transactions Act" or "CUETA") the Directors agree, by acceptance of their directorships in the Corporation, that the signatures of the Directors required either for a unanimous consent of the Directors pursuant to Section 3.14 above or for any other purposes relating in any way to the Corporation, may be accomplished by an "electronic signature" as that term is defined in Section 1-267(7) of CUETA. The Board of Directors may from time to time adopt procedures for the use of electronic signatures in these circumstances.

Section 3.16. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered as Director to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by the Board.

Section 3.17. Indemnification and Reimbursement. The Corporation shall be bound by and comply with the provisions of Sections 33-1116 through 1124 of the Connecticut General Statutes regarding indemnification of directors, officers and agents of the Corporation, as described in more detail in the Corporation's Certificate of Incorporation.

Article IV. Committees

Section 4.1 Committees. The Board of Directors may create one or more committees and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office

when the action is taken. To the extent specified by the Board of Directors, each committee may exercise the power of the Board, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees, (ii) adopt, amend or repeal these Bylaws, (iii) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation, or approve a proposal to dissolve the Corporation, or (iv) exercise any other authority prohibited by law.

Section 4.2. Committee Rules. Sections 3.9, 3.10, 3.11, 3.12, 3.13, 3.14 and 3.15 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 4.3. Service on Committees. Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut General Statutes.

Article V. Officers

Section 5.1. Title, Election and Duties. The Board shall elect a President, Treasurer, and a Secretary. The Board may also elect a Vice President or other officers whenever they determine that these or other officers are desirable. The duties of each officer shall be the duties prescribed by these Bylaws and those prescribed by the Board. Officers shall be elected from among the Corporation's Directors.

Section 5.2. Term of Office and Removal. Each officer shall serve for a term of one (1) year and thereafter until his or her successor is elected and qualified. All officers shall be appointed at the annual meeting of the Board, or at any other meeting of the Board as the Board may determine. The Board may remove any officer at any time, with or without cause, and without notice or a hearing. The Board shall fill vacancies among officers.

Section 5.3. Resignation. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors, the President, or the Secretary of the Corporation.

Section 5.4. President. The President shall preside at all meetings of the Board and shall be in charge of and direct the business of the Corporation under the control of the Board.

Section 5.5. Vice President. The Vice President, if any, shall assist the President in the performance of the President's duties and shall carry out the duties of the President whenever the President is unable to perform them.

Section 5.6. Treasurer. The Treasurer shall have the care and custody of and be responsible for the funds of the Corporation, shall keep the fiscal accounts and general ledger of the Corporation, including an account of all moneys received or paid out, and shall deposit all money of the Corporation to

banks or depositories designated by the Board. Whenever required by the Board, the Treasurer shall make reports to the Board on the financial condition of the Corporation and shall exhibit the books and accounts to any Officer or Director of the Corporation. The financial statements shall be deposited at the principal office of the Corporation and kept there for at least ten years. Upon request of the Board, the Treasurer will provide these statements to an outside auditor for verification before presentment. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation, for collection only, to the credit of the Corporation, in the banks and depositories designated by the Board. The Treasurer shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation.

Section 5.7. Secretary. The Secretary shall keep the minutes of the meetings of directors and shall give notice of these meetings when notice is required. The Secretary shall keep all the books, records and papers of the corporation except those kept by the Treasurer or another person authorized to keep them by resolution of the Board.

Article VI. Conflicts of Interest

Section 6.1. Conflicts of Interest. The Corporation shall adopt procedures to assure that any potential "Directors' Conflicting Interest Transaction" as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential "Excess Benefit Transaction" involving a "Disqualified Person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors of the Corporation as provided in Sections 33-1129 and 33-1130 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service.

Section 6.2. Policies. The Board shall adopt a conflict of interest policy, and review it at least annually. The policy shall prohibit violation of the above state and federal statutes and regulations.

Article VII. Amendments

Section 7.1. Amendments. These Bylaws may be amended at any time by the affirmative vote of a majority of the Directors voting at a meeting of the Board of Directors at which a quorum is present, provided, however, that no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notice of any meeting at which the Bylaws are to be amended must state that amendment is the purpose or one of the purposes of the meeting, and shall include the text of, or a description of, the proposed amendment.

Section 7.2. Record of Changes. Whenever these Bylaws are amended or repealed, that action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating those changes.

Article VIII. Miscellaneous

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall end on December 31.

Section 8.2. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.3. 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.

Section 8.4. Gifts. The Board of Directors 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.

Section 8.5. Books and Records. The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation; the minutes of the proceedings of the the Board of Directors and any committee of the Corporation; and a current list of the Directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Adopted as the Initial Bylaws of the Corporation this ____ day of _____, 2006.

Secretary