

AMENDMENTS TO BY-LAWS

2023, ARTICLE IV: Board size increased to 13 members.

2018, ARTICLE IV: Board size increased to 12 members

November 18, 1991, ARTICLE I: Name changed to LAND HERITAGE COALITION OF GLASTONBURY, INC.

BY-LAWS OF RED HILL COALITION, INC.

ARTICLE I – GENERAL:

These By-Laws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of RED HILL COALITION, INC. (sometimes referred to as "the Corporation").

ARTICLE II – OFFICE:

The principal office of the Corporation shall be at such place in Connecticut as the Board of Directors shall from time to time designate.

ARTICLE III – MEMBERS:

Section 1. Membership. Membership in the Corporation shall be available to any person who shall have paid a membership fee of Ten (\$10.00) Dollars. Each individual membership shall be effective for a period of one (1) year commencing on the date of receipt of such payment by the Corporation and terminating twelve (12) months thereafter.

Section 2. Annual Meeting of Members. An annual meeting of the members of RED HILL COALITION, INC. shall be held during the third month after the end of the Corporation's fiscal year as the Board of Directors shall determine, at such place in the State of Connecticut and at such hour as shall be specified in the notice thereof. At each annual meeting, Directors shall be elected by the act of the members.

Section 3. Notice of Member Meetings. A notice in writing of each annual meeting of members shall be given to each member by leaving such notice with such member at his or her residence or usual place of business, or by mailing a copy thereof addressed to such member at his or her last known post office address as last shown on the membership records of the Corporation, postage prepaid, not less than seven (7) days nor more than forty-five (45) days before the date of the meeting. Such notice shall state the place, day and hour of the meeting.

Section 4. Members, Quorum, Adjournment and Manner of Acting.

Those members present in person at any meeting of members or at any adjournment thereof shall constitute a quorum for such meeting. Members may not vote by proxy. A majority of the members present at any meeting may adjourn the meeting from time to time. Any business which could have

been transacted at any meeting of members may be transacted at any adjournment thereof, and it shall not be necessary to give new notice of the adjourned meeting. The affirmative vote of a majority of those members present at any duly held meeting of members shall be the act of the members.

ARTICLE IV - BOARD OF DIRECTORS:

Section 1. Authority and Qualifications. The activities, business, property and affairs of the Corporation shall be under the care and management of its Board of Directors, which may exercise all the powers that may be exercised by the Corporation. The Corporation shall have not more than eight (8) nor less than three (3) directorships. The number of directorships shall be the number fixed by resolution of the membership, or in the absence thereof, shall be the number of Directors elected at the preceding annual meeting of the members. Each Director shall hold office for a term of one (1) year from the time of his or her election and qualification until a successor shall have been duly elected and shall have qualified, or until his or her death, or resignation. Directors need not be residents of the State of Connecticut.

Section 2. Vacancies. Vacancies on the Board of Directors may be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board.

Section 3. Regular and Special Meetings. Regular Meetings of the Board of Directors shall be held at such time and place as designated by the Board of Directors. Special Meetings may be held whenever the President or the majority of the Board may deem it advisable, and a written notice thereof shall be given to each member at least two (2) days prior to such meeting.

Section 4. Waiver of Notice. Whenever notice is required to be given to any person, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, and filed with the Secretary, shall be equivalent to the giving of such notice. If any Board member present at a meeting of the Board does not protest the lack of proper notice prior to or at the commencement of the meeting, he or she shall be deemed to have waived notice of such meeting.

Section 5. Action by the Board of Directors Without a Meeting. If all the members of the Board severally or collectively consent in writing to any action taken or to be taken by the Corporation and the number of such Board members constitutes a quorum for such action, such action shall be valid corporate action. The Secretary shall file such consent or consents with the Minutes of the meetings of the Board.

Section 6. Quorum and Voting Requirements. The majority of the Board shall constitute a quorum for the transaction of business at all meetings of the Board. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Committees. The Board, by resolution adopted by a majority of the Board at a meeting at which a quorum is present, may appoint two (2) or more members to constitute a Committee. Any such Committee shall have and may exercise all authority of the Board as shall be provided in said resolution of the Board.

ARTICLE V – OFFICERS:

Section 1. Titles, Election and Duties. The Officers of the Corporation shall consist of a President, Secretary and Treasurer and such other Officers as the Board may from time to time designate. Any two

offices, except that of President and Secretary, may be filled by the same person. The Board of Directors shall elect the Officers, each of whom shall serve a term of one (1) year and until his or her successor is elected and qualified. The duties of the Officers of the Corporation shall be such as are imposed by these By-Laws and from time to time described by the Board.

Section 2. President. It shall be the duty of the President to be the chief executive officer of the Corporation and he or she shall have general supervision over the business of the Corporation, subject to the control of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. In general the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him or her, or specifically required to be performed by the President by these By-Laws or by the Board.

Section 3. Treasurer. The Treasurer shall have custody of the funds of the Corporation and shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation and shall be subject at all times to the inspection and control of the Board.

Section 4. Secretary. It shall be the duty of the Secretary to act as Secretary of and keep the minutes of all meetings of the Board; to cause to be given notice of all meetings of the Board; and to have charge of the books, records and papers of the Corporation relating to its organization as a Corporation; and in general to perform all the duties as may from time to time be assigned to the Secretary by the Board or by the President.

ARTICLE VI – COMPENSATION:

Neither the Officers, Directors, nor members of the Corporation serving on committees shall receive any salary or compensation for services rendered to the Corporation.

ARTICLE VII – INDEMNIFICATION:

Directors, Officers, employees and agents of the Corporation shall receive indemnification only to the extent required by the Non-stock Corporation Act of the State of Connecticut. The Corporation may procure insurance providing greater indemnification and may share the premium cost with any Director, officer, employee or agent on such basis as may be agreed upon.

ARTICLE VIII - FISCAL YEAR:

The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

ARTICLE IX – AMENDMENTS:

These By-Laws may be altered, amended, added to or repealed by majority vote of all the members of the Board of Directors at any Regular or Special Meeting called for such purpose.

C E R T I F I C A T I O N

I, JULIANNE STEFFENS, PRESIDENT OF RED HILL COALITION, INC.
(the "Corporation"), do hereby certify that the documents attached
hereto are true and complete copies of the By-Laws of the
Corporation and its Certificate of Incorporation. I further
certify that the By-Laws were adopted on December 2, 1985.

Dated at Glastonbury, Connecticut this 3rd day of December,
1985.

RED HILL COALITION, INC.

By *Julianne Steffens*
JULIANNE STEFFENS
Its President
Hereunto Duly Authorized