

I HEREBY CERTIFY THAT THESE BY-LAWS WERE DULY
ADOPTED ON NOVEMBER 5, 1985.

June Cook, President

CHELMSFORD LAND CONSERVATION TRUST, INC.

BY-LAWS

ARTICLE I

General Provisions

Section 1. Name. The name of the corporation shall be
CHELMSFORD LAND CONSERVATION TRUST, INC.

Section 2. Location. The principal office of the
corporation shall initially be located at the place set forth
in the Articles of Organization of the corporation. The
directors may establish other offices and places of business
in Massachusetts or elsewhere.

Section 3. Fiscal Year. Except as from time to time
otherwise determined by the directors, the fiscal year of the
corporation shall end on the 31st day of December of each
year.

ARTICLE II

Members

Section 1. Members. Any individual shall be eligible
to apply for election as a member of the corporation.
Applications for membership shall be filed with the Clerk of
the corporation. Membership shall become effective upon
election as a member by the Directors and upon payment of the
minimum annual dues for members as from time to time

established by vote of the Directors. Each member shall continue to be a member so long as he shall have paid his annual dues for the then-current fiscal year of the corporation. The Directors shall from time to time fix annual dues and may establish classifications of members based upon annual dues paid; however, each member shall have one vote on all matters at meetings of members of the corporation.

Section 2. Meetings of Members. The annual meeting of the members of the corporation shall be held on the third Tuesday in May in each year (or on the next business day if that day is a legal holiday) at such time and place as the directors may determine. Special meetings of the members may be called at any time by the President or the Board of Directors and shall be called by the Clerk upon the written request of three or more members. Notice of the annual meeting and any special meeting setting forth the date, time, and place of any such meeting shall be mailed to all members not less than seven (7) days prior to the date thereof, such notice, in the case of any special meeting, to contain a description of the general nature of the business to be transacted.

Section 3. Action at Meetings. At all meetings of the members the vote of each member must be cast in person unless the Board of Directors shall determine that proxies shall be solicited with respect to a particular meeting, in which event members may vote either in person or by written proxy dated not more than six (6) months before the meeting named

therein. Proxies shall be filed with the clerk of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. Eleven (11) members present at any meeting of the members shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present or represented by proxy shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these By-Laws.

ARTICLE III

Directors

Section 1. Powers. The business and property of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization, or these By-Laws.

Section 2. Election. A Board of Directors of such number, not less than five (5) nor more than fifteen (15), as shall be fixed by the members, shall be elected by the members at the annual meeting or at a special meeting in lieu

of the annual meeting. Directors shall serve for a term of three (3) years; provided that the initial Directors elected by the members shall include one-third to be elected for a term of one (1) year, one-third to be elected for a term of two (2) years, and one-third to be elected for a term of three (3) years. Each Director shall serve until his successor is elected and qualified. A Director may succeed himself as Director. No Director shall receive any compensation for his services as Director. Any vacancy in the Board may be filled by the Directors by majority vote, the Director so chosen to serve until the next annual meeting, at which a Director shall be elected for the balance of the term of the Director whose vacancy was so filled.

Section 3. Resignation and Removal. Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office by the affirmative vote of a majority of the members present at any special meeting of the members called for this purpose at which a quorum of the members entitled to vote is present.

Section 4. Meetings. Regular meetings of the Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. A regular meeting of the Directors shall be held on the same day as the annual meeting

of the members or the special meeting held in lieu thereof, immediately following such meeting of the members. Special meetings of the Directors may be held at any time and place designated in a call by the President, or the Treasurer, or two (2) or more Directors.

Section 5. Notice of Special Meetings. Notice of all special meetings of the Directors shall be given to each Director by the Clerk or, in case of the death, absence, incapacity, or refusal of the Clerk, by the officer or one of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone or telegram sent to his business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to his business or home address and postmarked at least forty-eight (48) hours in advance of the meeting. Except as required by law and these By-Laws as a condition to the removal of a Director, notice of a special meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a Director or an officer.

Section 6. Quorum. At any meeting of the Directors five (5) Directors shall constitute a quorum for the transaction of business, but a lesser number may without

further notice adjourn the meeting to any other time.

Section 7. Action at Meetings. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these By-Laws.

Section 8. Action by Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Non-Voting Directors. The Directors may create classes of non-voting directorship and membership such as honorary directors, honorary members, associate directors, friends, and the like and may elect persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons such responsibilities, duties, and privileges as the Directors determine. Persons elected to such classes of membership shall not be Directors or members for the purposes of these By-Laws and shall have no votes at any meetings of the Directors or members.

Section 10. Committees. The Board of Directors may from time to time appoint such committees as the Board may deem desirable to report to the Board and to advise and assist it in the conduct of the affairs of the corporation. Such committees may be continuing or temporary, shall act under the supervision of the Board, and shall act with

respect to such general or special matters at the Board may from time to time determine. Members of committees may be removed at any time by the Board, and any committee may be terminated at any time by the Board. Committees may include one or more members entitled to vote who are not Directors, but the Chairman of each committee shall be a Director.

Section 11. Ex Officio Directors. If any person holding the office of Chairman, President, Vice President, Treasurer, or Clerk of the corporation is not also an elected Director of the corporation, each such person shall also be ex officio a Director of the corporation and shall have full voting rights as such, and shall be counted in determining the existence of a quorum at any meeting of Directors, notwithstanding any ineligibility of any such person under the provisions of Section 2 of this Article III of these By-Laws. All Directors ex officio shall be in addition to the number of Directors hereinbefore provided.

ARTICLE IV

Officers

Section 1. Officers. The officers of the corporation shall consist of a President, a Treasurer, a Clerk, and such other officers as the Directors may determine.

Section 2. Election. The President, Treasurer, and Clerk shall be elected annually by the Directors at their first regular meeting following the annual meeting of the members. Any other officers determined necessary or desirable by the Directors may be elected by the Directors.

Any two (2) or more offices may be held by the same person, provided that the President and the Clerk shall not be the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization, or these By-Laws, all officers shall hold office until the first regular meeting of the Directors following the annual meeting of the members and thereafter until their respective successors are chosen and qualified.

Section 3. Resignation and Removal. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors, and said notice shall contain a statement of the causes assigned for such proposed removal.

Section 4. President. The President shall have such powers and duties as are usually incident to his office and as may be vested in him by these By-Laws or by the Directors.

Section 5. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation

and shall keep full and accurate books of account. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide, and shall render a statement of the financial affairs of the corporation at each annual meeting of the members and to the Directors and President upon request. He shall have such other powers and duties as are usually incident to his office and as may be vested in him by these By-Laws or from time to time designated by the Directors.

Section 6. Clerk. The Clerk shall give such notices of meetings of members and Directors as are required by these By-Laws and shall keep a record of all the meetings of members and Directors. He shall have such other powers and duties as are usually incident to his office and as may be vested in him by these By-Laws or by the Directors. In the absence of the Clerk from any meeting of members or Directors, a temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

ARTICLE V

Indemnification of Directors and Officers

Section 1. Indemnification. The corporation shall indemnify each Director, officer, employee, and other agent and each person who formerly served in such capacity and each person who serves or may have served at the request of the corporation as a Director, officer, employee, or other agent of another organization in which this corporation has an

interest against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any action, suit, or proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director, officer, employee, or other agent of the corporation, or, at its request, of any such other organization, whether or not he is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or to be liable for gross negligence or willful malfeasance; provided, that, in the event of a settlement of any such action, suit, or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by written opinion of independent legal counsel that the Directors, officer, employee, or other agent to be indemnified did not commit a breach of duty owed to the corporation and only if a majority of disinterested Directors approves the settlement and indemnification as being in the best interests of the corporation. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt by the corporation of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not

entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this Section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

ARTICLE VI

Miscellaneous Provisions

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer, except as the Directors may generally or in particular cases otherwise determine.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding inconsistent provisions of the Articles of Organization, certificate of incorporation, charter, special act of incorporation, constitution, by-laws, resolutions, or votes of the corporation.

Section 2. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of and appoint any person or persons (with or without power of substitution) to act as

proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporate Records. The original or attested copies of the Articles of Organization, By-Laws, and records of all meetings of incorporators and members shall be kept in Massachusetts at the principal office of the corporation or of the Clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 4. Definitions. All references in these By-Laws to the Articles of Organization and to these By-Laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the corporation as amended and in effect from time to time.

ARTICLE VII

Amendment of By-Laws

Section 1. Amendment. These By-Laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the members, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. A majority of the Directors in office may also amend or repeal these By-Laws, except that no amendment or repeal may be made by the Directors which changes the date of the annual meeting of

members, or which alters the provisions of these By-Laws with respect to removal of Directors, indemnification of Directors and officers, or the procedure for amendment of these By-Laws, or which by law or the Articles of Organization requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amendment, or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all members entitled to vote, and any By-Law adopted by the Directors may be amended or repealed by the members.