

The Burlington Land Trust

Founded in 1989, the Burlington Land Trust is a non-profit organization funded by membership dues and donations. The Land Trust is a mechanism for protecting threatened land resources.

Land Trusts work with individuals, businesses, and all levels of government, sharing a common objective of land preservation through acquisition, donation or conservation easement. Land Trusts also work cooperatively with other organizations including the Nature Conservancy and the Trust for Public Lands to further ensure the donor's intent to conserve undeveloped land.

The Burlington Land Trust is the proud owner of the 43-acre **Martha Brower Nature Preserve**. Established in 2001 by Martha's husband Mike, who, together with his late wife, loved and owned the land for 50 years. His gift to us is a gift to all the people of Burlington. It contains a large pond and a section of the Tunxis Trail, which includes the beautiful and challenging *Mile of Ledges* and *Tory Den*.

The Burlington Land Trust owns 11 acres of land that abuts the Taine Mountain Preserve. These two parcels were donated by Jennifer Ventres.

The Burlington Land Trust owns a conservation easement of 12.39 acres off Punch Brook Road that abuts The Taine Mountain Preserve. The easement was donated to the BLT by an anonymous donor.

The Burlington Land Trust is entrusted with stewardship over two parcels totaling 200 acres. The 187-acre **Taine Mountain Preserve** is owned by The Nature Conservancy. The Preserve was established in 1976 with a 100-acre donation from the Dunning Family and an 87-acre purchase from Mockford Washer. The preserve straddles either side of Taine Mountain road and extends down to Punch Brook Road. The southwest side contains part of the Tunxis Trail and has three access points to **Perry's Lookout**. The northeast portion does not have marked trails.

The 13-acre **Wildcat Preserve** is a conservation easement owned by the town of Burlington and managed by the Land Trust. This is a rocky, wooded, ridge, bisected by a stream and landlocked with the Nassahegan Forest to the north. Since it exists as a conservation easement, there is no public access.

In addition to land preservation, The Burlington Land Trust is committed to educating the community. The Land Trust Collection at the Burlington Public Library contains a variety of books, pamphlets and videos on conservation, science and the natural world. Also at the library are backpacks donated by the BLT, which contain field guides, binoculars, and other items for family hikes. We also lend support to the Eco-Action Club at Lewis Mills High School by offering a directorship to a student and line item support in our budget.

The Burlington Land Trust is committed to working with other like-minded organizations, town & local government as well as developers and landowners to preserve the rural nature of our community. We do not oppose development. We advocate smart and sustainable growth

The following is intended to guide rather than limit the actions of the **Burlington Land Trust**.

Overview:

- ❑ Each proposal will be evaluated on its own merits after careful investigation of the property, its resources and public impact.
- ❑ The Board of Directors will review and decide on all acquisitions or dispositions and review each on a case by case basis.

Basic Criteria for Initial Land Acquisition

Initial land acquisitions *may* have much to do with building the Burlington Land Trust's reputation and credibility in the community. The following criteria should be used for our first acquisitions and future dealings with marginal projects:

- ❑ The project is consistent with the Land Trust's purposes.
- ❑ The project will not be an unreasonable drain on the Land Trust's financial and human resources.
- ❑ No ethical or public image problems are involved.
- ❑ It initiates or serves as a precedent that leads to additional land protection.

Criteria for Land Acquisition

- ❑ Provides open space valuable to our community due to its proximity to developing areas or prominent position as perceived by the people of Burlington.
- ❑ Buffers, adds to, or otherwise protects or improves already protected areas including state forest and water company lands.
- ❑ Land that is significant for aquifer protection.
- ❑ Land that is important to passive recreation including protection of the Tunxis Trail.
- ❑ Is under probable threat from future development.
- ❑ Is of sufficient size to provide public benefit with its resource values likely to remain intact, even if adjacent properties are developed.
- ❑ Sets a precedent for resource and open space protection in Burlington.

Criteria Against Acquisition

- ❑ The property's values are primarily scenic but are not readily accessible to the general public.
- ❑ There is reason to believe the property would be difficult to manage and/or would be an unreasonable drain on the Land Trust's financial and human resources.
- ❑ The property is found to be irreparably contaminated.
- ❑ Ethical or public image problems exist in association with the acceptance of this project.

Conservation Easements

A conservation easement (or conservation restriction) is a legal agreement between a landowner and a land trust or government agency that permanently limits uses of the land in order to protect its conservation values. It allows you to continue to own and use your land and to sell it or pass it on to heirs.

When you donate a conservation easement to a land trust, you give up some of the rights associated with the land. For example, you might give up the right to build additional structures, while retaining the right to grow crops. Future owners also will be bound by the easement's terms. The land trust is responsible for making sure the easement's terms are followed.

Conservation easements offer great flexibility. An easement on property containing rare wildlife habitat might prohibit any development, for example, while one on a farm might allow continued farming and the building of additional agricultural structures. An easement may apply to just a portion of the property, and need not require public access.

A landowner sometimes sells a conservation easement, but usually easements are donated. If the donation benefits the public by permanently protecting important conservation resources and meets other federal tax code requirements--it can qualify as a tax-deductible charitable donation. The amount of the donation is the difference between the land's value with the easement and its value without the easement.

Placing an easement on your property may also result in property tax savings.

Perhaps most important, a conservation easement can be essential for passing land on to the next generation. By removing the land's development potential, the easement lowers its market value, which in turn lowers estate tax. Whether the easement is donated during life or by will, it can make a critical difference in the heirs' ability to keep the land intact.

Land Donation

Donating land for conservation purposes is truly one of the finest legacies a person can leave to future generations. It may be the best conservation strategy for you if you do not wish to pass the land on to heirs; own property you no longer use; own highly appreciated property; have substantial real estate holdings and wish to reduce estate tax burdens; or would like to be relieved of the responsibility of managing and caring for land.

Donating land releases you from the responsibility of managing the land and can provide substantial income tax deductions and estate tax benefits (while avoiding any capital gains taxes that would have resulted from selling the property). Most important, if the land is donated because of its conservation value, it will be protected. (Although our focus here is on conservation land, commercial and residential properties can also be donated to a land trust, with the understanding that the organization will sell the land to support its conservation work.)

Donating a remainder interest in land

An outright donation is not the only way to give land. You can continue to live on the land by donating a remainder interest and retaining a reserved life estate. In this arrangement, you donate the property during your lifetime, but continue to live on and use the property. When you die (or sooner if you choose), the land trust gains full title and control over the property.

By donating a remainder interest, you can continue to enjoy your land and may be eligible for an income tax deduction when the gift is made. The deduction is based on the fair market value of the donated property less the expected value of the reserved life estate.

Donating land by will

If you want to own and control your land during your lifetime, but assure its protection after your death, you can donate it by will. You should make sure the chosen recipient is willing and able to receive the gift.

Land donations that establish a life income

If you have land you would like to protect by donating it to a land trust, but need to receive income during your lifetime, you might use a **charitable gift annuity**. In a charitable gift annuity, you agree to transfer certain property to a charity, and the charity agrees to make regular annuity payments to one or two beneficiaries you specify for life.

Your gift of land usually qualifies for a charitable income tax deduction at the time of the gift, based on the value of the land less the expected value of the annuity payments.

Another option for donating property and receiving regular income is a **charitable remainder unitrust**. You place the land in a trust, first putting a conservation easement on it if it is to be protected. Then the trustee sells the land and invests the net proceeds from the sale. One or more beneficiaries you specify receive payments each year for a fixed term or for life, then the trustee turns the remaining funds in the trust over to the land trust.

The gift qualifies for a charitable income tax deduction when the land is put in the trust, based on the value of the land less the expected value of the payments.

Charitable gift annuities and charitable remainder unitrusts are most useful for highly appreciated land, the sale of which would incur high capital gains tax.

Bargain Sale of Land

Because real estate is expensive and we must raise funds for land purchases from our membership, purchasing land is not our general practice. However, in some instances, the Land Trust will purchase properties with exceptional conservation values. When we do decide to purchase land, we negotiate on a voluntary basis with the landowner for either a "fair market" price or a "bargain sale" price.

If you need to realize some immediate income from selling your land, yet would like the property to go to a land trust, a bargain sale might be the answer. In a bargain sale, you sell the land to a land trust for less than its fair market value. This not only makes it more affordable for the land trust, but offers several benefits to you: it provides cash, avoids some capital gains tax, and entitles you to a charitable income tax deduction based on the difference between the land's fair market value and its sale price.

BYLAWS OF THE BURLINGTON LAND TRUST, INC.

(Amended to March 23, 1995)

Article I -- Membership

Section 1. Qualifications. All persons who support the purposes of the organization are eligible to become members upon approval of the Board of Directors and payment of dues. Upon payment of annual dues, an eligible member shall be and remain a member for a period of one (1) year, together with a grace period of one (1) month thereafter. If dues for the following year are not paid prior to the expiration of the grace period, such member's membership shall lapse unless specifically excused by the Board.

Section 2. Dues. Annual dues for each of the following categories of membership shall be:

Regular	\$ 10.00
Sponsor	\$ 50.00
Life	\$1,000.00 (lump sum paid once)

Persons paying \$50.00 in dues during 1989 will be Charter members, so long as they continue to meet the obligations of membership for four (4) years thereafter.

Section 3. Annual Meeting. The annual meeting of the members for election of directors and transaction of any other proper business shall be in Burlington, Connecticut, in March or April of each year.

The time and place shall be set by the Board of Directors or the President.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by at least fifteen members of the corporation entitled to vote and filed with the Secretary.

Section 5. Voting. At any meeting of the members, the members present shall constitute a quorum. There shall be no vote by proxy. Each member shall have one vote. The affirmative vote of a majority of voting members present shall be required for the transaction of any business at any meeting.

Section 6. Notice. Not fewer than twelve days before each meeting, notice shall be given to all members setting forth the date, time, and place of any such meeting, and describing the nature of the business to be transacted.

Article II -- Board of Directors

Section 1. General Powers. The property, affairs and activities of the corporation shall be managed by a Board of Directors consisting of no fewer than six nor more than fifteen persons as may be initially determined by the Incorporators and may thereafter be determined at

annual meetings of the members. The powers of the Board shall include the authority to accept, transfer and encumber property and interests in property and the authority to retain any necessary staff or contractors. A vote of two-Thirds (2/3) of the Board of Directors is required to amend the certificate of incorporation or to effect fundamental changes in the corporation.

Section 2. Election. Initially, the incorporators shall elect nine (9) Directors, for one, two and three year terms in equal proportions. Thereafter, Directors shall be elected by the members at the Annual Meeting for a term of three years each and until a successor is elected and qualified. Directors are eligible for re-election.

Section 3. Vacancies. Should a vacancy occur, the remaining directors may elect a successor for the remainder of the vacant term.

Section 4. Removal. Any officer or director may be removed by affirmative vote of two-thirds of the current directors for failure to participate, non-performance of duties or other cause deemed sufficient by the Board.

Section 5. Call and Notice. The Board of Directors shall meet on call by the President or on written request filed with the Secretary by four or more directors. The Secretary shall give reasonable notice to each director of the time, place and date for each meeting.

Section 6. Annual Meeting. The Annual Meeting of directors shall follow immediately the Annual Meeting of the members.

Section 7. Quorum and Voting. A quorum shall consist of a majority of directors. Unless otherwise specified in these bylaws, majority vote will prevail on all matters. There shall be no voting by proxy.

Article III -- Officers and Committees

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. The President and Vice-President shall be Directors. All officers shall be elected by the Board of Directors at the Annual Meeting. Should an office become vacant, the position shall be filled at a Special Meeting of the Board of Directors. Each officer shall serve a one year term and until a successor is elected and qualified. The Board may from time to time appoint such other officers it deems necessary. Officers are eligible for re-election.

Section 2. Powers and Duties. The officers shall have such powers and duties as are customarily incident to their respective offices, and, in addition, such powers and duties as the directors may confer or designate.

Section 3. Executive Committee. The Board of Directors shall elect an Executive Committee consisting of the officers and one other director. The Executive Committee shall act for the Board of Directors between Board meetings and shall exercise all powers of the Board except any which have been expressly reserved by Board resolution. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each meeting.

Section 4. Committees. The Board of Directors may appoint such other committees as it deems necessary to fulfill the purposes of the corporation. The Board may authorize committees to exercise any powers of the Board.

Section 5. Nominating Committee. Before the Annual Meeting, the President shall appoint a committee of three members, at least one of whom is a director, to nominate candidates for officers and directors.

Article IV -- Financial Affairs

Section 1. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.

Section 2. Bank Accounts. The funds of the corporation shall be deposited in one or more banks as designated by the Board of Directors.

All checks shall be signed by such officer or officers as the Board may from time to time designate.

Article V -- Amendments

These Bylaws may be amended by a two-thirds vote of the voting members present at any meeting, provided that notice of the subject matter of the proposed amendment has been given to all members at least twelve (12) days in advance of the meeting.

---END OF BYLAWS---

**CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION**

61-27 REV. 10-69

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

For office use only
ACCOUNT NO.
INITIALS

The undersigned incorporator(s) hereby form(s) a corporation under the Nonstock Corporation Act of the State of Connecticut:

1. The name of the corporation is The Burlington Land Trust, Inc.
2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:

A. To promote for the benefit of the general public the preservation of natural resources principally in, but not limited to, the Town of Burlington. These resources shall be land and water resources, and the plant and animal life thereon. The resources include aquifers, wetlands, bogs, and watercourses, unique scenic and natural sites such as forestland and farmland.

B. To promote the scientific study of and education regarding natural resources.

C. To use all properties held or controlled by the corporation and the net earnings thereof for the benefit of the general public and for charitable, educational, passive recreational, conservation, scientific and historical purposes.

(2D) is located on attached sheet.)

3. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

4. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows: (If the corporation is to have no members, or only members not entitled to vote, so state.)

The corporation shall have one class of membership with equal voting rights. The Board of Directors shall approve members under the procedures specified in the Bylaws and may establish membership categories with different dues requirements. Members shall elect directors, but may not vote on amendments to the certificate of incorporation or on fundamental changes in the corporation.

5. (6.) - Other provisions:

See Attached.

Dated at Burlington this _____ day of April, 1989

I/We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

This certificate of incorporation must be signed by one or more incorporators.

NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR (Print or Type)
1.	2.	3.
SIGNED (Incorporator)	SIGNED (Incorporator)	SIGNED (Incorporator)
1.	2.	3.

FOR OFFICE USE ONLY	FRANCHISE FEE	FILING FEE	CERTIFICATION FEE	TOTAL FEES
	\$	\$	\$	\$
	SIGNED (For Secretary of the State)			
	CERTIFIED COPY SENT ON (Date)		INITIALS	
	TO			
CARD	LIST	PROOF		

(2D)

To foster cooperation with the Board of Selectmen, the Planning and Zoning Commission, Inland Wetlands and Watercourses Commission, and any other public body of the Town, State of Connecticut, or U.S. Government, or private entities, in pursuit of the purposes and objectives of the corporation.

5. The corporation shall be authorized to acquire by gift, devise, bequest, lease, purchase or otherwise real and personal property both tangible and intangible, and interests therein, with or without restriction of use in accordance with the corporate purposes; to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation and not for pecuniary profit. The Corporation's acquisitions may include, but are not limited to: Ownership in fee simple, leaseholds, easements, conservation easements, scenic easements, rights-of-way, riparian rights, options, first refusals, mortgages and other interests in real property.

6. No part of the earnings of the corporation nor any share of the distribution of any corporate assets on dissolution of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, except for reasonable compensation paid for services rendered to, or for, the corporation affecting one or more of its purposes. The corporation shall not be affiliated with any local, state or national political party; the corporation shall not intervene in, or participate in, any campaign on behalf of any candidate for any public office. The corporation shall not conduct or support any activities not permitted by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations or under Section 170 (c)(2) of such Code and its Regulations.

7. This corporation shall exist in perpetuity. However, in the event of dissolution of the corporation or termination of its corporate existence, all assets shall be offered for transfer by gift, without payment of any kind, to one or more corporate organizations with comparable purposes and objectives, such organizations which are exempt at the time of distribution under Section 501 (c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may be amended. Any corporation succeeding to title to property or interest in property of The Burlington Land Trust, Inc., shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the purposes of The Burlington Land Trust, Inc.

8. The corporation shall not:

(a) distribute its income at such time and in such manner as to be subject to tax under Section 4942 of the Internal Revenue Code, or

(b) engage in any act of self-dealing, retain any excess business holdings,

SECRETARY OF STATE

invest any amount in such manner as to jeopardize the carrying out of its exempt purposes, or make any taxable expenditures, including expenditures for lobbying activities, as these terms are defined in Sections 4941-4945 of the Internal Revenue Code.

STATE OF CONNECTICUT
SECRETARY OF THE STATE
30 TRINITY STREET
HARTFORD, CT 06106

The Burlington Land Trust, Inc.

1. Name of Corporation

2. The Certificate of Incorporation is: (Check One)

- A. Amended only, pursuant to Conn. Gen. Stat. §33 - 473.
- B. Amended and restated, pursuant to Conn. Gen. Stat. §33 - 474(c).
- C. Restated only, pursuant to Conn. Gen. Stat. §33 - 474(a).

(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed).

See attached.

- D. Restated and superseded pursuant to Conn. Gen. Stat. §33 - 474(d).
(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed).

(If 2A is checked, go to 5 to complete this certificate. If 2B or 2C is checked, complete 3A or 3B. If 2D is checked, complete 4)

3. (Check one)

- A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 to complete this certificate).
- B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4, if true, and go to 5 to complete this Certificate).

4. (Check, if true)

- This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supercedes such Certificate of Incorporation.

"RESOLVED:

That the Certificate of Incorporation is hereby amended by adding the following Paragraph 9:

9.(a) The Corporation shall indemnify, to the fullest extent permitted under the laws of the State of Connecticut, including but not limited to, Section 89 of the Revised Non-Stock Corporation Act, 1996 Conn. Acts 256, all officers, directors, committee members, employees, and agents of the Corporation.

(b) Directors shall not be liable to the Corporation or to third parties except as provided under Section 20(b)(4) of the Revised Non-Stock Corporation Act, 1996 Conn. Acts 256, and as otherwise provided by law."

Amendment to Bylaws

Article II, Section 3, Amended to read as follows:

"Vacancies - Should a vacancy occur, the remaining directors may elect a successor to serve until the next meeting of members at which directors are elected."

Article III, Section 5, Amended to read as follows:

"Nominating Committee - Before the annual meeting, the President shall appoint a committee of three (3) members, at least two (2) of whom shall be directors, to nominate candidates for officers and directors."