

Bylaws of the Elizabeth Harding Norton Trust

Article I: Name and Purpose

Section 1.1: Name

The name of this non-profit trust shall be the “Elizabeth Harding Norton Trust” (the “Trust”).

Section 1.2: Authority

The Trust was established on March 15, 1986, upon the execution of the Trust Agreement between the Plainville General Hospital Association, Inc. (the “Donor”) and the persons named in the Trust Agreement as the Trustees (the “Original Trustees”). The Trust Agreement has supremacy over these Bylaws.

Section 1.3: Mission

The Elizabeth Harding Norton Trust is dedicated to enhancing the well-being of the Plainville community and its surrounding areas through charitable, not for profit initiatives focused on education, science, public safety, and cruelty prevention of children and animals. Through its resources and partnerships, the Trust aims to address critical needs, empower individuals and organizations, and foster a thriving community for all.

Article II: Trustees

Section 2.1: Powers

The Board of Trustees shall have all the powers and authority necessary to carry out the purposes of the Trust Agreement and any amendments thereunto and all the powers of a non-profit organization formed under the laws of the State of Connecticut.

Section 2.2: Eligibility and Number

Trustees shall either reside in or primarily work within the Town of Plainville, Connecticut. The Board of Trustees shall consist of no fewer than seven (7) and no more than fifteen (15) Trustees.

Section 2.3: Term

Trustees shall serve for a period of three (3) years, with no limit on the number of terms they may serve consecutively. Terms shall commence on the first day of January and end on the last day of December.

For Trustees serving at the time the Bylaws are first adopted, a staggered term structure shall be implemented as follows:

- a. Five (5) Trustees shall serve a one-year term from January 1, 2025 – December 31, 2025.
- b. Five (5) Trustees shall serve a two-year term from January 1, 2025 – December 31, 2026.
- c. Five (5) Trustees shall serve a three-year term from January 1, 2025 – December 31, 2027.

Upon completion of their initial terms, Trustees shall thereafter serve three-year terms as outlined in this section.

Section 2.4: Nominations and Vacancies

The Membership and Nomination Committee shall be responsible for identifying and recommending eligible candidates for Trustee positions. The Membership and Nomination Committee shall solicit nominations from the community and conduct due diligence to assess candidates' qualifications and alignment with the Trust's mission. Trustees can appoint, by simple majority, a nominee at any regular or special meetings of the Board of Trustees.

In the event of a Trustee vacancy due to resignation, removal, incapacity, or other reasons, the Board of Trustees shall fill the vacancy by appointing a successor Trustee. The Membership and Nomination Committee shall present an eligible candidate for consideration, and the Board of Trustees shall vote, by simple majority, to appoint a replacement Trustee.

Trustees appointed to fill vacancies shall serve the remainder of the unexpired term of the vacating Trustee, after which they may be eligible for reappointment to a full term as outlined in Article II, Section 2.3.

Section 2.5: Resignation

Any Trustee may resign from their position by submitting a written or electronic resignation letter to the Secretary. The resignation shall take effect upon receipt unless otherwise specified in the resignation letter.

Section 2.6: Removal

A Trustee may be removed from their position for just cause by a two-thirds (2/3) majority vote of the remaining Board of Trustees at a regular meeting, including but not limited to misconduct, incapacity, failure to fulfill their duties, and/or three (3) consecutive unexcused absences from regular meetings. The President may excuse an absence either before or after the absence has occurred.

Prior to any vote for removal, the Trustee in question shall be provided by the President written or electronic notice of the proposed removal and the reasons for it. They shall also be given the opportunity to respond and present their case to the Trustees.

Section 2.7: Conflicts of Interest

Trustees shall promptly disclose any potential conflicts of interest regarding transactions or decisions involving the Trust or any of its activities. Any Trustee who has a conflict of interest shall recuse themselves from discussions and abstain from voting on matters related to the conflicting interest.

Trustees shall be required to sign a conflict-of-interest statement on an annual basis. Trustees should disclose conflicts of interest in writing and submit said document to the Secretary by the end of January.

Section 2.8: Compensation

Trustees shall serve without compensation but may be reimbursed for expenses incurred in trust activities by the trust fund.

Section 2.9: Trust Fund

The trust fund is comprised of investment income and donations and is to be used to fulfill the Trust's purpose. The Trust may receive donations in cash or gifts in kind, either with or without restrictions, so long as any restrictions align with the Trust's purpose.

Any use of Trust funds, including payments, reimbursements, and grants, shall be authorized by the Treasurer and at least one other Officer.

Section 2.10: Restrictions

No activity of the Board of Trustees shall support or benefit a private shareholder or individual, a political campaign on behalf of any candidate for public office, or an effort to influence legislation. Trustees shall avoid any action contrary to the Internal Revenue Code's regulations governing tax-exempt 501(c)(3) organizations.

Article IV: Meetings

Section 4.1: Meetings and Notice

The Trust's fiscal and calendar year shall be January 1 to December 31. A minimum of one regular meeting per calendar quarter shall be held unless otherwise agreed upon by a simple majority of the Board of Trustees. The Board of Trustees, at the annual meeting, shall adopt a calendar of regular meetings, which shall include the time, date, and place of those meetings.

Special meetings may be held at the discretion of the President or a simple majority of the Board of Trustees. Notices for special meetings shall be provided by telephone, posted mail, or email at least three (3) days before the announced time, date, and place.

Committee meetings may be held at the discretion of the President or Committee Chair. Notices for committee meetings shall be provided by telephone, posted mail, or email at least three (3) days before the announced time, date, and place.

Trustees may participate in meetings either in person, via teleconference, or through other electronic means, provided they can actively engage in discussions and voting.

Section 4.2: Annual Meeting

The last regular meeting of the Board of Trustees that is held in the last quarter of the calendar year (traditionally in December) shall be designated the annual meeting. The purpose of the annual meeting shall be to elect Officers, adopt a calendar of regular meetings for the upcoming year, award grants, and conduct other business as appropriate for a regular meeting.

Section 4.3: Quorum and Voting

A quorum for Board of Trustees meetings and for the transaction of any business shall consist of a simple majority of Trustees then in office. A quorum for committee meetings and for the transaction of any business shall consist of a simple majority of Trustees assigned to the committee.

Decisions and resolutions shall be made by a simple majority vote of Trustees present at the meeting, except where otherwise specified in these Bylaws. Each Trustee shall have one vote. Proxy voting is not permitted. Trustees cannot vote on behalf of absent Trustees. In the event of a tie vote, the decision or resolution fails.

Section 4.4: Rules of Order

Robert's Rules of Order (current editions) and parliamentary procedure shall be followed in all meetings of the Trust and its committees. Minutes of actions taken and Trustees present at such meetings shall be recorded and maintained.

Article V: Officers

Section 5.1: Structure and Eligibility

Officers of the Board of Trustees shall include a President, a Vice President, a Secretary, a Treasurer, and an Investment Officer. All Officers shall be Trustees and duly elected from among the Trustees. No Trustee shall concurrently hold more than one office.

Section 5.2: Election and Term

Trustees shall nominate and elect Officers each year at the annual meeting. Officers shall serve a term of one (1) year commencing on the first day of January following that annual meeting. Officers shall not serve more than three (3) consecutive years in one Officer position.

Section 5.3: Resignation, Removal, and Vacancy

Any Officer may resign at any time by giving written or electronic notice to the President. In the event of the President's resignation, notice shall be provided to the Board of Trustees. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Any Officer may be removed from their position at any time, with or without cause, by a two-thirds (2/3) majority vote of the Trustees at any regular meeting or special meeting specifically called for that purpose.

In the event of a vacancy in any Officer position, the President shall nominate a Trustee to fill the vacant position. The Board of Trustees shall approve the nomination by a simple majority vote at any regular or special meeting. The appointed Trustee shall serve for the remainder of the unexpired term. If the vacancy occurs in the position of President, the Vice President shall assume the role of Acting President until a new President is elected. The Board of Trustees shall elect a new President at a regular or special meeting not more than 90 days after the vacancy occurs.

Section 5.4: President

The President shall preside at all regular and special meetings of the Board of Trustees, set the agenda for all regular and special meetings, appoint committee members, appoint Officers in the event of a vacancy, establish and dissolve special committees, excuse the absences of Trustees from meetings, exercise general oversight of business, represent the Trust publicly, chair the Executive Committee, and perform such other duties as may be required from time to time. The President may serve as an ex-officio member of all committees and is a voting member of the Board of Trustees.

Section 5.5: Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, oversee the maintenance of membership lists, chair the Membership and Nomination Committee, and perform such other duties as may be required from time to time. Upon disability or absence of the President, the Vice President shall serve as Acting President. The Vice President may serve as an ex-officio member of all committees and is a voting member of the Board of Trustees.

Section 5.6: Secretary

The Secretary shall record the minutes of all regular and special meetings of the Board of Trustees, maintain records of committee meetings, provide for the safe keeping of all official agreements and records, publish notices of special meetings as required in these Bylaws, write grant award letters, maintain conflict-of-interest letters, and perform such other duties as may be required from time to time. The Secretary is a voting member of the Board of Trustees.

Section 5.7: Treasurer

The Treasurer shall oversee all financial matters of the organization, including budgeting, financial planning, and reporting. The Treasurer shall develop and monitor financial policies and procedures, manage banking relationships, provide guidance to the Trustees on financial matters to ensure the Trust's fiscal health and sustainability, chair the Awards Committee, and perform such other duties as may be required from time to time. The Treasurer is a voting member of the Board of Trustees.

Section 5.8: Investment Officer

The Investment Officer is responsible for developing and implementing investment strategies aligned with the Board of Trustees' financial objectives and risk tolerance. The Investment Officers shall monitor the performance of the Trust's investment portfolio, conduct research on investment opportunities, advise the Treasurer on financial decisions, establish and maintain a business relationship with the designated investment advisor, chair the Investment Committee, and perform such other duties as may be required from time to time. The Investment Officer is a voting member of the Board of Trustees.

Article VI: Committees

Section 6.1: Structure and Membership

The Trust's committees include the Executive Committee, the Awards Committee, the Investment Committee, the Membership and Nomination Committee, and any special committees designated by the President.

Each committee, excluding the Executive Committee, must have at least three (3) Trustees, with the Committee Chair counted among them. The Executive Committee comprises the five (5) Officers and is chaired by the President. Committee appointments are made by the President, with input from the Officers, upon Trustees' appointment to the Board of Trustees. With the exception of the Executive Committee, Trustees typically serve on a committee for their entire three (3) year term unless reappointed by the President. Officers will serve on the Executive Committee for as long as they serve in an Officer position. Each Trustee is required to serve on at least one (1) committee.

Section 6.2: Executive Committee

The Executive Committee shall consist of the Officers and have the responsibility to meet on behalf of the Board of Trustees in matters of urgency and/or expediency as determined by the President or at the request of at least three (3) Officers. The Executive Committee may take up other items as required by the Board of Trustees.

Section 6.3: Awards Committee

The Awards Committee shall have the responsibility to review grant funding applications submitted by community organizations and propose suitable recipients to the Board of

Trustees for consideration. Additionally, the Awards Committee shall assess and propose modifications to the application procedure, which may include revisions to the application form, among other aspects.

Section 6.4: Investment Committee

The Investment Committee shall have the responsibility to review the Trust's investment portfolio and advise the Investment Officer, Treasurer, and President on matters related to the Trust's assets, investments, and finances. The committee shall report on the investment status at each regular meeting or as requested by the Board of Trustees.

Section 6.5: Membership and Nomination Committee

The Membership and Nomination Committee shall have the responsibility to identify and encourage others to join the Board of Trustees. Additionally, the committee is responsible for promoting membership, recruiting new members, maintaining the current membership list, maximizing membership engagements, and participating in planning for the annual meeting.

Section 6.6: Special Committees

The President may establish special committees as deemed necessary for the efficient conduct of the business of the Board of Trustees. Such committees should be considered temporary in nature and may be discontinued when no longer necessary.

Article VII: Adoption and Amendment of Bylaws

Section 7.1: Adoption

These Bylaws shall be adopted upon approval by a two-thirds (2/3) majority of the Board of Trustees.

Section 7.2: Amendment

A proposed amendment to these Bylaws shall be introduced at a regular or special Board of Trustees meeting by any two (2) Trustees or by a special committee tasked with reviewing the Bylaws. If a vote on the proposed amendment is to take place, it must occur within a timeframe of no less than seven (7) and no more than 180 days after the introduction of the amendment at a Trust meeting. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Trustees.

Historical Notes

- A. Trust Agreement:** Executed by the Donor and the Original Trustees – March 15, 1986
- B. First Amendment to the Agreement Creating the Elizabeth Harding Norton Trust:**
Adopted by the Trustees – August 6, 2019
- C. Bylaws of the Elizabeth Harding Norton Trust:** Adopted by the Board of Trustees – May 23, 2024