

8/2/2010

## BYLAWS OF FRIENDS OF SCHODACK ISLAND STATE PARK, INC.

### ARTICLE I: NAME AND CORPORATE STATUS

The name of this organization is "Friends of Schodack Island State Park, Inc." The organization was incorporated by the filing of a certificate of incorporation under section 402 of the New York State Not-for-Profit Corporation Law on July 9, 2010.

### ARTICLE II: PURPOSE

The purpose of the organization, as set forth in the certificate of incorporation, is to support Schodack Island State Park by: organizing programs and events to help visitors enjoy and appreciate the natural, cultural, historical, and physical resources and recreational opportunities the park offers; providing volunteers for service projects in the park; participating in park planning; providing funds for specific needs and park improvements; and advocating for the general welfare of the park. The organization is organized exclusively for charitable purposes under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

### ARTICLE III: MEMBERSHIP

Section 1. Any person subscribing to the purpose of the Friends of Schodack Island State Park, Inc. and who applies for membership in any classification of membership and tenders the necessary dues shall thereby become a member.

Section 2 Categories of membership shall be as follows:

- a. Individual members.
- b. Senior Citizens - shall be 62 years of age or older.
- c. Student members - shall be under 18 years of age or have valid student identification.
- d. Family members - Family membership shall confer all rights of membership on no more than two adults and their children under the age of 18.
- e. Supporter members - Supporter members shall be individuals paying the supporter membership dues.
- f. Corporate members - Corporate members shall be businesses, professionals, non-profit organizations, or units of government.
- g. Benefactors are the highest level of membership.

### ARTICLE IV: FISCAL POLICIES

Section 1. Fiscal Year: The fiscal year of the organization shall be from January 1 to December 31.

Section 2. Responsibility: No standing or special committee and no officer or member of the Board of Directors or other organizational member shall have the power to incur obligations binding upon this organization except as authorized by the Board of Directors.

Section 3. Dues: Dues for all categories of membership shall be initially determined and approved by the Board of Directors at the organizational meeting and thereafter at the annual meeting.

- Section 4. Payment of Dues: All dues are payable upon receipt of notice. Dues are for one year of membership. Members in arrears for a period of three months will be dropped from membership.
- Section 5. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers and other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- Section 6. The Board of Directors may authorize an annual independent review of the organization's fiscal records.

#### ARTICLE V: OFFICERS

The officers of the organization shall be a President, Vice-President, Treasurer, and Secretary

- Section 1. Nomination: The nominating committee shall present a single slate of proposed officers to the voting membership at least 14 days before the annual meeting. Additional nominations may be made from the floor at the annual meeting.
- Section 2. Election of officers: Officers shall be elected by the general membership at the annual meeting. Officers shall be elected for a term of one year or until their successors have been elected and qualified. Voting shall be by ballot. However, if there is a single slate, it shall be in order to move that the secretary cast the elective ballot of the organization.
- Section 3. Term of office: Officers shall not be elected for more than six consecutive one-year terms.
- Section 4. Vacancies: Vacancies shall be filled by the Board of Directors.
- Section 5. Duties:
- a. President. The President shall supervise the activities of the organization within the scope provided by these by-laws. The President shall preside at all meetings, and shall report annually on the activities of the organization. The president shall establish committees, appoint the members and chairpersons of committees, and delegates not otherwise provided for.
  - b. Vice-President. The Vice-President shall assume the duties of the President in the event of absence, incapacity, or resignation of the president.
  - c. Secretary. The Secretary shall keep the minutes of the meetings of the organization and of the Board of Directors and maintain a list of members, and render an annual report. The Secretary shall also carry on all organizational correspondence as delegated to him or her by the President and shall send out notices of meetings.
  - d. Treasurer. The Treasurer shall be responsible for the safe-keeping of organizational funds, for maintaining adequate financial records, and for preparing

financial statements and reports necessary for the preparation of filings required by federal or state law for tax-exempt and charitable organizations. The treasurer shall deposit all monies received by him or her, including all dues and assessments, in a bank designated by the Board of Directors in the name of "Friends of Schodack Island State Park, Inc." Checks or withdrawals over \$500 shall be signed by the treasurer and countersigned by either the President, the Vice-President, or the Secretary. The treasurer will render an annual financial report. The Treasurer will prepare an annual proposed budget for the first meeting of the Board of Directors following the annual meeting of the organization.

Section 6. Removal of officers. Any officer who fails to attend two consecutive meetings excluding special meetings without notice or fails to execute the duties of office may be removed by a two-thirds vote at any Board of Trustees meeting provided that the officer to be removed is notified of the intention to take such an action at least 21 days prior to the vote on removal.

#### ARTICLE VI: MEETINGS

Section 1. Annual meeting. There shall be an annual meeting of the Organization held on a date to be determined by the Board.

Section 2. Special Meetings. Special meetings may be called by the President or by three members of the Board of Directors.

Section 3. Board of Directors meetings. The Board of Directors shall meet at least quarterly.

Section 4. The Regional Director of the Saratoga/Capital Region of the New York State Office of Parks, Recreation and Historic Preservation or his/her designee shall be invited to all meetings of the organization, including the Annual Meeting, Special Meetings, Board of Directors Meetings, and committee meetings.

Section 5. Quorum.

- a. Executive Committee. Three members of the executive committee shall constitute a quorum.
- b. Board of Directors. Six members of the Board of Directors shall constitute a quorum.
- c. Annual Meeting and Special Meetings. Six members shall constitute a quorum at the Annual Meeting and Special Meetings.

Section 6. Voting. At Board of Directors meetings, voting may be by ballot or voice. A majority of board members present carries the motion.

Section 7. Notification of meetings.

There will be a 14 day notice given to the general membership for the annual meeting. The executive committee may meet on short notice if necessary.

#### ARTICLE VII: BOARD OF DIRECTORS

Section 1. Personnel. The Board of Directors shall consist of the four officers and six other Board members-at-large.

Section 2. Nomination. The nominating committee will present the slate of board members-at-large nominees to the general membership at least 14 days before the annual meeting. Additional nominations may be made from the floor during the meeting.

Section 3. Election and Terms of Board Members. At the first election six Board members-at-large will be elected by the general membership. Two will serve a term of one year; two will be for a term of two years, and two for a term of three years. All subsequent elections will be to fill vacant offices with three-year terms, such that only two Directors-at-large will be replaced during any one election. Board members shall serve until the expiration of their terms or until their successors have been elected and qualified.

Section 4. Removal of Board of Directors Members. Any Director who fails to attend two consecutive meetings, excluding special meetings, without notice or who fails to execute the duties of the office may be removed by a two-thirds vote at any Board of Directors meeting, provided that the Director to be removed is notified of the intention to take such an action at least 21 days prior to the vote on removal.

#### ARTICLE VIII: EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the officers. The duties of the Executive Committee shall be to transact necessary business at the intervals between Board meetings and such other business as may be referred to it.

#### ARTICLE IX: COMMITTEES

Committees may be appointed by the President with the approval of the Board of Directors, which shall designate their powers and the term of the committee's appointment.

#### ARTICLE X: AMENDMENTS

These by-laws may be amended at any meeting of the Board of Directors by two-thirds vote of members present, provided 21 days notice of the proposed amendment is given in writing or by email to the membership. Any provision of these by-laws may be suspended at any meeting by the unanimous vote of those present.

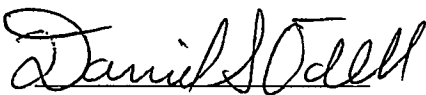
#### ARTICLE XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern this organization in all cases in which they are applicable, and in which they are not inconsistent with the by-laws.

#### ARTICLE XII: DISSOLUTION

Upon the dissolution of the organization, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

I certify that this is a true copy of the BYLAWS of Friends of Schodack Island State Park, Inc. as adopted at a meeting of the Board of Directors on August 2, 2010.



President

Date: August 8, 2010