

BY-LAWS of the FRIENDS OF TACONIC STATE PARK – Enacted at the Inaugural Annual Meeting of the Friends of Taconic State Park, July 30, 2009

Article I: Name and Purpose

Section 1: The name of this association shall be the “Friends of Taconic State Park “ (FTSP)

Section 2: This association (FTSP) recognizes and affirms that Taconic State Park is a vital part of our region, and should be protected and preserved.

The purpose of FTSP shall be:

- 1) To promote recreational, historical, educational, and cultural activities and foster an awareness of Taconic State Park in our region..
- 2) To enhance and strengthen our region through activities which highlight and preserve Taconic State Parks resources and heritage.
- 3) To be a voice for the preservation of Taconic State Park by acting as a liaison with governmental bodies and with institutions, schools, and businesses in and around our region, and with other regional and community groups on common concerns.
- 4) To advocate for maintenance and improvements of Taconic State Park.

Section 3: FTSP is and shall remain a non-profit organization and no Part of the net earnings thereof shall inure to any individual member.

Section 4: FTSP shall not endorse or align itself with any political party or candidate for public office.

Article II: Memberships

Section 1: The membership of FTSP shall consist of every natural person 18 years of age or older who is eligible, and has paid the annual dues.

Section 2: Dues of FTSP shall be established annually by the Board of Directors.

Section 3: Questions concerning eligibility and/or appeals for membership shall be presented to and decided by the Board of Directors.

Article III: Government

Section 1: FTSP shall be governed by a Board of Directors, which may take action in the name of the association.

Section 2: The Board of Directors shall consist of a President, Vice-President, Secretary, treasurer, and three (3) Directors elected by the membership at an annual meeting.

Section 3: A simple majority of the Board of Directors shall constitute a quorum for doing business. Each member of the Board shall be entitled to one vote.

Section 4: To be eligible for elected office, a person must be a member of FTSP.

Section 5: Board of Directors members shall serve without compensation.

Section 6: The powers and duties of the Board of Directors shall include:

- a) The establishment and execution of policy for FTSP.
- b) The interpretation of the By-Laws.
- c) The approval of expenditures of FTSP’s funds.
- d) The appointment of all standing and other committees or chairpersons thereof. This power may be delegated to the President. Committees shall derive their direction from the Board of Directors.
- e) The filling of vacancies on the Board of Directors until the next Annual meeting.

Section 7: The President shall preside at all meetings of FTSP, and of the Board of Directors, and shall performs such duties as directed by the Board of Directors.

Section 8: The Vice President shall perform all duties as may be assigned by the President or Board of Directors and shall be the presiding officer in the absence of the President.

Section 9: The Secretary shall be the official custodian of all records of FTSP except membership and financial records and shall keep the minutes of FTSP

and of the Board of Directors. The Secretary may delegate authority for correspondence in the name of FTSP and for required notices, and shall keep records of all such correspondence and notices.

Section 10: The Treasurer shall keep and be responsible for all funds of FTSP and shall maintain the membership records. All funds shall be deposited in an account in the name of FTSP, and shall be withdrawn only by the Treasurer or the President. All monies received shall be immediately delivered to the Treasurer, for which he/she shall give a receipt, and all bills shall be paid by the Treasurer. The Treasurer and President shall be authorized to sign checks. Checks under \$500.00 will require one signature; checks in the amount of \$500.00 or greater shall require two (2) signatures. The Treasurer shall provide regular reports of all transactions and prepare financial statements as directed by the Board of Directors.

Section 11: In cases where an officer or director is accused of conduct hurtful to FTSP, grossly inconsistent with the By-Laws, or inconsistent with the purposes for which FTSP was organized, the officer or director may be removed from office by the affirmative vote of four (4) members of the Board of Directors. The accused officer or director shall not have a vote in such an instance.

Section 12: The first officers of FTSP shall be elected by persons present at an organizational meeting. Thereafter, officers and directors shall be elected at the annual membership meeting as provided herein.

Article IV: Meetings

Section 1: The Annual Membership Meeting of FTSP in each year shall be held during the month of July on the particular day, hour, and place determined and designated by the Board of Directors. Written or e-mail notice of the Annual Membership Meeting shall be given at least thirty (30) days prior to the meeting.

Section 2: Special meetings of the membership for any purpose may be called:
a) by the President, or in the President's absence, the Vice-President, or
b) by the Secretary upon written request of four (4) members. Upon receipt of such a valid request, the Secretary shall schedule a meeting within thirty (30) days. Notice of all special meetings shall be given at least two (2) days before such meeting.

Section 3: A majority of those members present shall constitute a quorum for the transaction of business at any regular meeting or special meeting of the membership.

Section 4: At each meeting of the membership, each member shall be entitled to one vote and decisions shall be made by simple majority vote. There shall be no cumulative or proxy voting.

Article V. Fiscal Year

Section 1: The fiscal year of FTSP shall end on December 31.

Article VI. Procedure

Section 1: Roberts' Rules of Order Newly Revised shall govern the proceedings of all annual, regular, and special meetings of FTSP and the Board in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws or the special rules of FTSP.

Article VII. Amendments

Section 1: These By-Laws may be amended by a simple majority of FTSP at a regular or special meeting. Such By-Law changes must be recommended by a simple majority vote of the Board and the membership.

Article VIII. Dissolution

Section 1: In the event that FTSP becomes inactive or dissolves, all monies in the general fund shall be distributed to a tax-exempt, community-oriented institution or organization approved by the majority of FTSP members at the time of dissolution.