

**Friends of the Forest Preserve, Inc.**

**P.O. Box 9247**

**Niskayuna, NY 12309**

**By-Laws**

**Article 1**

**Name**

1.1 The corporate name is Friends of the Forest Preserve, Inc.

1.2 The corporation may do business as (DBA) Adirondack Wild, or Adirondack Wild: Friends of the Forest Preserve.

1.3 Corporate Status: The corporation is a non-stock, not-for-profit corporation incorporated in New York State, organized and operated exclusively for charitable and educational purposes under IRS 501 c 3 status.

**Article II**

**Mission Statement**

2.1 The mission of Friends of the Forest Preserve, Inc. is to advance New York's "forever wild" legacy and Forest Preserve policies in the Adirondack and Catskill Parks, and promote public and private land stewardship that is consistent with wild land values through education, advocacy and research.

**Article III**

**Board of Directors**

3.1 There shall be a Board of Directors of no more than fifteen and no fewer than three members. The Board shall be the governing body of the organization and shall appoint one of their members as Chair. The Chair shall conduct regular and special meetings of the organization. The Chair shall recommend a slate of candidates to serve as Directors in place of those whose terms are expiring and to fill vacancies as

may exist, subject to Board approval. The Directors shall serve a term of three years.

3.2 Board members may be subject to removal if they have three unexcused absences from properly noticed meetings within a one-year period. The removal vote will be by majority vote of the Board. Board members and Officers may also be removed with or without cause, by a vote of two-thirds of the Board present at a special meeting called for that purpose.

3.3 The Board shall have the power and duty to:

- (a) Adopt an annual budget
- (b) Fill any vacancy on the board
- (c) Elect officers
- (d) Appoint necessary committees
- (e) Appoint management staff, including an Executive Director, who may be referred to as “Managing Partner”, and to conduct their evaluation and determine compensation. The Executive Director is responsible for hiring staff, conducting their evaluation, and recommending their compensation, subject to Board approval.
- (f) Appoint delegates to represent the organization before any body or organization, public or private, regarding any matter in which the corporation is interested.
- (g) At the annual meeting the Board shall make reports of the corporation’s activities in the preceding year, and make recommendations for the future.

3.4 The Board of Directors shall:

- (a) Regularly attend Director Meetings.
- (b) Support the corporate efforts and programs, and support the corporation to the degree they are able financially.
- (c) Actively seek new Board members, donors and supporters of the corporation.
- (d) Serve on committees as appointed.

## **Article IV**

### **Officers**

4.1 The elected officers shall be a Chair; Treasurer; and Secretary. This group shall also comprise the Executive Committee, which may also consist of other Directors approved by the Board. Officers shall be elected by the Board at the annual meeting for a term of two years, or until replaced. The Chair shall preside at all meetings of the organization, serve as Chair of the Executive Committee, and shall appoint the Chair of each Committee. The Chair shall exercise the usual functions of a presiding officer. The Chair shall sign, or shall authorize a delegate to sign all written contracts and obligations of the organization.

4.2 The Secretary shall have the powers and perform the duties of the Chair in his or her absence.

4.3 The Secretary shall notify the members of meetings of the organization where a quorum is required of the Board of Directors, and shall keep the minutes of such meetings. The Secretary shall perform such other duties as may be assigned by the Chair.

4.4 The Treasurer shall have oversight of the financial affairs of the organization and shall provide periodic reports to the Board and Partners. He or she shall ensure an audit is commissioned and presented on an annual basis to the board; and perform such other duties as may be assigned by the Chair.

4.5 Any vacancy in the office of Chair, Secretary or Treasurer may be filled by a vote of two-thirds of the Board present at a special meeting called for that purpose.

## **Article V**

### **Committees**

5.1 The following are established as Standing Committees of the Board:

1. Executive

## 2. Finance and Development.

The Chair may establish additional program committees for specific purposes subject to approval by the Board.

5.2 The Executive Committee shall act for the Board between meetings of the Board, and report its actions at the next board meeting.

5.3 The Finance Committee shall be responsible for an annual audit of the books and accounts of the Treasurer, produce a written report and perform other duties enumerated in Article VI.

## **Article VI**

### **Finances**

6.1 The fiscal year of the organization shall commence on July 1 of each year, and end on June 30 of the succeeding year.

6.2 All checks or other orders for the payment of money or other evidence of indebtedness of the organization shall be signed by the designated individual or individuals in the manner which shall be determined by the Board.

6.3 The accounts of the organization shall be audited each year by an independent certified public accountant.

6.4 Compensation:

(a) Directors shall serve without compensation but reasonable expenses may be paid.

(b) Employees of the organization shall not receive any funds from the corporation except reasonable compensation for services rendered to it and reimbursement for expenses incurred in the performance of such services.

6.5 Investments: The funds of the organization may be retained in whole or in part in cash or be invested and reinvested from time to time in such property including stocks, bonds or other securities as the Board may deem desirable.

## **Article VII**

### **Meetings**

7.1 An Annual meeting of the organization shall be held on such date and at such time and place as the Board may designate. Special meetings may be called by the Chair upon request of the majority of the members of the Board.

7.2 Regular meetings of the board may be held at such times as the Board may designate. Notice of all meetings shall be given not less than two weeks prior to all members of the Board. Notice may be given by means of electronic communication, and meetings may be attended by telephone conference call, video or other means of live, real-time communication.

7.3 The Chair may convene the Executive Committee as necessary between regular meetings of the Board.

7.4 Quorum: A quorum shall be the attendance of a majority of those Directors currently serving, one of whom must be the Chair or Secretary

## **Article VIII**

### **Indemnification**

8.1 The Corporation may, to the fullest extent of the law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she was a Director, Officer, employee or agent of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. The board may purchase insurance for such purpose.

## **Article IX**

### **Rules of Order**

9.1 Although it is the intention of the Board to operate as informally as possible, Robert's Rules of Order, as amended, will govern all matters before the Board for action.

## **Article X**

### **Official Records**

10.1 The Official Records of the Corporation will be maintained and retained in written form or other format as appropriate.

## **Article XI**

### **Dissolution**

11.1 The Corporation may be dissolved by a two-thirds vote of the Board. Upon dissolution, the Board of Directors shall, after satisfying all lawful liabilities of the Corporation, dispose of all remaining assets of the Corporation to an organization of similar purpose having designation under Sec.501 c 3 of the U.S. Internal Revenue Code. In the event of dissolution, no Officer or Board member shall be entitled to any distribution of the remaining Corporate property or proceeds thereof.

## **Article XII**

### **Amendments**

12.1 These By-laws may be amended at any meeting of the Board, the notice of which includes the proposed By-law changes, by a vote of two-thirds of those in attendance.

**These By-laws were duly adopted by the Corporation on September 30, 2025.**