

## **Article I. Name and Offices and Property of the Corporation**

### **Section 1.01 Name**

The Corporation shall be known as the Rensselaer Plateau Alliance, Inc. (RPA/ the RPA)

### **Section 1.02 Principal Office**

The principal office of the RPA shall be in the County of Rensselaer, State of New York

### **Section 1.03 Property**

All property received by the RPA, whether by gift, bequest, devise or otherwise, shall be used exclusively to promote, carry on and further the purposes, objectives and activities set forth in the Certificate of Incorporation of the Corporation and Article II of these by-laws.

## **Article II. Purposes and Goals**

### **Section 2.01 Purposes**

This Corporation has been formed for the purpose of promoting and facilitating the conservation and/or protection of the land of the Rensselaer Plateau and surrounding region. The Rensselaer Plateau is a distinct upland forested region of approximately 118,000 acres in Rensselaer County and is the fifth largest contiguous forest in New York State.

### **Section 2.02 Goals**

The strategic goals of the RPA were amended and adopted in 2014 to include:

1. To conserve unbroken forests and ecologically important areas of the Rensselaer Plateau region; and
2. To expand education, outreach and communication to increase awareness of the Plateau region's valuable benefits.

## **Article III. Membership**

### **Section 3.01 Members**

Members are individuals or organizations that work with and support the efforts of RPA. RPA is not a membership organization in that its members do not have governing authority.

### **Section 3.02 Qualifications**

Any person, firm, corporation or organization that agrees with the purposes and goals of this Corporation may become a member of this organization by meeting the qualifications for one of the classes of membership outlined below.

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### Section 3.03 Classes of Members

#### (a) Participating Member

- (i) A Participating Member is an active volunteer participant of a committee, sub-committee or special workgroup recognized or established by the RPA. A Participating Member can chair, co-chair, make motions and vote, if needed, on recommendations of such committee, sub-committee or special workgroup to be submitted to the RPA Board of Directors for consideration and/or action. To become a Participating Member a person must:
  - a) Be appointed by the RPA Board of Directors or attend 2 regular meetings of a committee, sub-committee or special workgroup in a 6 month period; support the vision, mission and strategic goals of the RPA; and express an interest in becoming a Participating Member.
- (ii) To maintain status and privileges as a Participating Member the member must after the first year of membership:
  - a) Attend at least 50% of committee, sub-committee or special workgroup meetings or log an average of 3 hours of volunteer time per month or a combination of both.
- (iii) It is recommended that Participating Members make an annual financial contribution to RPA.

#### (b) Alliance Member

- (i) An Alliance Member is an organization that shares an interest in the conservation of the Rensselaer Plateau and supports the vision, mission and strategic goals of the RPA. To become an Alliance Member, the organization must make a request in writing and be voted on by a majority of the Board of Directors at a regular meeting. An Alliance Member may send designated representatives to regular meetings.
- (ii) It is recommended that Alliance Members make an annual financial contribution to RPA.
- (iii) A designee of an Alliance Member may become a Participating Member or Director by meeting those requirements outlined in Section 3.02 (a) or 4.01 (iii).

#### (c) Supporting Member

- (i) A Supporting Member is a non-participating member who makes an annual membership contribution.
- (ii) Supporting members are recognized by levels of support as defined by the Board of Directors.

### Section 3.04 Duration of Membership for Supporting Members

Supporting Members shall attain membership for a period of one (1) year. The beginning date of membership shall be the anniversary date of the Supporting Member's financial contribution.

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**Section 3.05 Termination**

Any member may withdraw from the Corporation at any time with no refund of contribution by sending a written statement of resignation to the Corporation.

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## Article IV. The Board of Directors and Advisory Boards

### Section 4.01 Board of Directors

- (i) The Corporation shall be operated by a Board of Directors (the Board), the number of which shall be no less than five (5) or more than twenty-five (25).
- (ii) Subject to the provisions of the laws of this state and any limitations in the Certificate of Incorporation and these by-laws relating to action required or permitted to be taken or approved by the governing body of this Corporation, the activities, affairs and property of this Corporation shall be conducted and managed, and all corporate powers shall be exercised by and under the direction of, the Board. The Board may delegate the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have full power to adopt rules and regulations governing the Corporation, to borrow money and to incur indebtedness for the purposes of the Corporation, and full authority with respect to the distribution and payments of the monies received by the Corporation.
- (iii) Only individual persons may be Directors. To become a Director a person must be of the age of majority in this state and:
  - a) Express an interest in becoming a Director by completing an application; support the vision, mission and strategic goals of the RPA, agree to “*Board Expectations for Directors*” guidelines, and volunteer for a minimum of six hours on RPA related activities or committee work..
  - b) Be voted in as a Director by a majority of those Directors present at a regular meeting of the Board.
  - c) To maintain status and voting privileges the Director must after the first year of membership, unless otherwise excused by the President, attend at least 9 regular meetings each year and be active in at least one committee, sub-committee or special workgroup.
- (iv) Duties: It shall be the duty of the Directors to:
  - a) Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these by-laws;
  - b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, prescribe the duties and fix the compensation, if any, of all Officers, Directors, agents and employees of the Corporation;
  - c) Supervise all Officers, Directors, agents and employees of the Corporation to assure that their duties are performed properly;
  - d) Meet at such times and places as required by these by-laws.

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- (v) All Directors must maintain an annual financial contribution of their choice.
- (vi) **SELECTION AND TERM OF OFFICE:** Directors shall be elected to 3-year terms at a regular meeting of the Board by majority vote. For purposes of determining length of term only, all Directors' terms shall begin at the first annual meeting of the Board following their election, regardless of date of election. Directors shall not serve more than 3 consecutive 3-year terms of the Board unless such term is extended by 2/3 vote of the Board. A Director who has previously served on the Board may be nominated and elected to serve again after a one-year absence from service. The terms of Directors shall be staggered such that 1/3 shall expire during any calendar year.
- (vii) **DIRECTORS SERVING PRIOR TO THE 2016 BY-LAW AMENDMENTS:** For the purposes of limiting the terms of Directors, Directors at the time of the 2016 by-law amendments shall not reach the limit of their term tenure until 3 consecutive terms have been served after Dec 31, 2016.
- (viii) **VACANCIES:** Any vacancy in the Board arising at any time for any reason, including resignation and the authorization of an increase in the number of Directors, may be filled by the Board by majority vote. The Board may also appoint new Directors at any time, so long as the total number of Directors does not exceed the maximum number authorized by these bylaws. Each Director so elected shall hold office until the next annual election and/or until his or her successor is duly selected.
- (ix) A Director may take a leave of absence for up to one year with a written request and maintain Director status upon their return.

### **Section 4.02      Removal**

Any Director or Officer whose actions hinder or undermine the purposes and goals of this Corporation, who has failed to execute the duties of office or who has been convicted of a crime may be removed as a Director or Officer by a 2/3 vote of the Board of Directors at a Regular or Special Meeting provided that the Director or Officer to be removed and members of the Board of Directors are notified of the intention to take such action at least two weeks prior to the vote on removal.

### **Section 4.03      Advisory Boards**

The Board of Directors may create and appoint one or more Advisory Boards consisting of such number of persons as may be appointed thereto from time to time by the Board of Directors. The function of the Advisory Boards shall be to counsel the Board of Directors and the membership of the Corporation. Members of the Advisory Boards need not be Members of the Corporation. Members of the Advisory Boards shall serve at the pleasure of the Board of Directors.

## **Article V. Officers**

### **Section 5.01      Officers, Election, Term, Executive Committee**

The Board of Directors shall elect a President, a Vice President, a Treasurer and a Secretary, and appoint a representative as Counsel, to serve two year terms and have such duties, powers and functions as hereinafter provided. Elections shall be by a majority vote of such Directors present at a meeting held immediately

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following the annual Corporation meeting and at such other times as may be necessary to fill vacancies or remove Officers. Officers may serve consecutive terms except as their tenure is limited. The President, Vice-President, Secretary, Treasurer and Counsel shall constitute the Executive Committee.

### **Section 5.02 President**

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall preside at all meetings of the Members, shall have and exercise general charge and supervision of the affairs of the Corporation and shall have such other powers and duties as may be assigned to him or her by the Board. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute to some Officer or agent of the Corporation. An employee of the Corporation shall in no instance serve as the President of the Board.

### **Section 5.03 Vice President**

At the request of the President, or in the absence or disability of the President, the Vice-President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

### **Section 5.04 Treasurer**

The Treasurer is the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

### **Section 5.05 Secretary**

The Secretary shall be responsible for the minutes of all meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these By-laws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the by-laws, or which may be assigned by the Board of Directors.

## **Article VI. Corporate Staff**

### **Section 6.01 Executive Director**

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, supervise all staff members unless otherwise directed by the Board, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. With approval from the Board, the Executive Director may sign,

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with the President, Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these bylaws, or by statute to some Officer or agent of the Corporation. No Officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ex-officio member of all committees, but may not be a voting member of any Committees of the Board.

### **Article VII. Committees**

#### **Section 7.01 Committees of the Board:**

Committees of the Board shall have at least three (3) members, and, for voting purposes, shall be comprised solely of Independent Directors as defined under the laws of this state. Each Committee of the Board shall have a designated Chairperson who shall have responsibility for scheduling and conduct of such committee meetings.

#### **Section 7.02 Executive Committee:**

The Executive Committee is a Committee of the Board consisting of four or more members of the Board. All Officers of the Corporation shall be members of this committee. The Executive Committee shall act for the Board of Directors during the period between meetings and shall exercise all powers of the Board except any which have been expressly reserved to the Board of Directors by these Bylaws or by resolution of the Board of Directors. The Executive Committee shall take action by majority vote in a meeting or telephone conference, or by unanimous written (including e-mail and facsimile) consent. Any action taken by the Executive Committee shall be immediately reported to the Board of Directors and either ratified or rescinded at the next subsequent meeting of the Board of Directors.

#### **Section 7.03 Finance Committee:**

A Finance Committee consisting of at least the President, Treasurer, and one additional Director shall meet at least bi-annually to advise the board on the financial condition of the Corporation. A non-voting advisor with financial background may be designated to serve on the Finance Committee.

#### **Section 7.04 Committee, sub-committee or special workgroups**

The Board of Directors shall establish and dissolve, at their discretion, such committees, sub-committees or special workgroups as may, from time to time, be necessary to accomplish the purpose and goals of the Corporation. A list of such committees, sub-committees and special workgroups, including membership shall be maintained by the Board and updated at least annually.

## **Article VIII. Meetings**

### **Section 8.01 Annual Meetings**

The Annual Meeting of the Corporation shall be held at such time and place within the County of Rensselaer as may be designated by the Board of Directors. A written notice of such annual meeting shall be sent by e-mail or first class mail to each Member at least ten (10) days prior to such meeting.

### **Section 8.02 Regular Meetings**

The Board of Directors shall conduct business at regular monthly meetings which shall be held at such time and place within Rensselaer County as may be designated by the Board of Directors. Five (5) days' notice shall be required if a change is made from the regular monthly schedule.

### **Section 8.03 Special Meetings**

Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings at least three (3) days' prior to such meeting and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting.

### **Section 8.04 Committee, Sub-Committee or Special Workgroup Meetings**

Persons authorized to call meetings of committees, sub-committees or special workgroups shall provide notice of the time and location of such meetings at least three (3) days' prior to such meeting and state the purpose thereof. Meetings of the Executive Committee and such other committees, sub-committees or special workgroups shall be conducted consistent with section 8.05 and 8.06 with a designated Chairperson and recording secretary, and a majority vote of participants on motions and recommendations to be submitted to the board of directors for consideration and/or action.

### **Section 8.05 Quorums**

A minimum of 50% of the Directors of the Board constitutes a quorum of the Board for the transaction of business at a regular or special meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number is required by law, or by other requirements set forth in these bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, as long as any action taken is approved by at least a majority of the required quorum for such meeting.

A quorum at a regularly scheduled meeting of the Executive Committee shall consist of at least 50% of the Officers of the Board.

### **Section 8.06 Alternate participation for quorum**

Unless otherwise specified in these by-laws or required by law, the use of telephone or computer-based conference calls will be allowed for establishment of a quorum.

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### **Section 8.07 Board action without a meeting**

An act or decision of the Board may be made by e-mail vote only by unanimous documented written consent.

### **Section 8.08 Action of the Board**

Unless otherwise specified in these By-laws or required by law, the affirmative vote of a majority of the Directors present at the time of the vote, pursuant to Section 8.05 and 8.06, shall be the act of the Board. Abstentions are tallied as negative votes. Each Director present shall have one vote. The acquisition or disposition of any property shall require the vote of a majority of the entire board, notwithstanding Section 8.05 and 8.06.

### **Section 8.09 Conduct of Meetings**

Meetings of the Board shall be presided over by the President of the Board or, in his or her absence, the Vice President of the Board, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, or, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Certificate of Incorporation, these by-laws, or with provisions of law.

### **Section 8.10 Manner of Voting**

At all meetings, questions shall be determined by a majority vote of the members present, pursuant to Section 8.05 and 8.06. In the case of a tie vote the President shall cast an additional deciding vote.

## **Article IX. Indemnification**

### **Section 9.01 Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

### **Section 9.02 Indemnification by Corporation or Directors**

The Directors of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

### **Section 9.03 Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any person who is or was a Member, Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **Article X. Income**

The Corporation is authorized to consider the acceptance of property, both real and personal, from the following sources: donations, contracts, grants, bequests, devises and such fund-raising activities as may be approved by the Board of Directors.

## **Article XI. Construction**

If there be any conflict between provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

## **Article XII. Distribution, Review and Amendments**

### **Section 12.01 Distribution**

A copy of the by-laws must be provided to all Directors.

### **Section 12.02 Review**

By-laws must be reviewed by the Executive Committee at least every three years with recommendations for amendments submitted to the Board of Directors for consideration.

### **Section 12.03 Amendments**

These by-laws may be amended by the Directors present in person at any regular or special meeting provided at least twenty five (25) days notice of the proposed amendment shall have been duly given.