

BYLAWS OF THE ROE JAN WATERSHED COMMUNITY, INC.

Adopted by Resolution of the Corporation's Board of Directors on September ____, 2018

ARTICLE I. NAME; MISSION; AND SCOPE

Section 1.01 Name. The Corporation's name shall be the Roe Jan Watershed Community, Inc., hereinafter referred to as the "Corporation."

Section 1.02 Mission. The mission of the Corporation is to protect, conserve and enhance the watershed of the Roeliff Jansen Kill and its ecological, recreational and historic resources, through citizen-science, education, and advocacy. The Roeliff Jansen Kill and its watershed are located primarily in southern Columbia County, New York, flowing through the towns of Hillsdale, Copake, Ancram, Gallatin, Clermont, Livingston and Germantown, plus parts of northern Dutchess County in the towns of Pine Plains and Milan, and an area in western Massachusetts, centering on Bash Bish Falls State Park in the Berkshire County town of Mt. Washington.

Section 1.03 Scope. Subject to limitations provided by law or the Corporation's Articles of Incorporation, these Bylaws ("Bylaws"), as amended from time to time, shall contain the provisions for regulation and management of the affairs of the Corporation. All references herein to the "Act" or the "Articles of Incorporation" shall be construed to mean the New York Not-for-Profit Corporation Law or the Articles of Incorporation of the Corporation, respectively, as they may be amended from time to time.

ARTICLE II. BOARD OF DIRECTORS

Section 2.01 Function. The Corporation has no members within the meaning of the Act. The Board of Directors ("Board") shall be responsible for all business and charitable affairs of the Corporation, and shall perform all duties necessary for the internal and external operation of the Corporation. The Board shall make all rules, regulations, and policies that are necessary to govern the affairs of the Corporation, and such rules, regulations, and policies shall be consistent with the Act and these Bylaws. The Board shall have the power to employ staff and consultants, authorize expenditures, and approve of personnel policies, as necessary.

Section 2.02 Composition. Individual members of the Board ("Directors") shall be chosen to represent the varied interests and areas of expertise and competency that are relevant to the mission and activities of the Corporation. The Board shall consist of no less than three (3) and no more than fifteen (15) Directors. The officers of the Corporation may be members of the Board. From time to time, the Directors may, by amendment of these Bylaws, expand or decrease the number of seats on the Board provided any decrease in the size of the Board does not fall below three (3) Directors.

Section 2.03 Election. New Directors may be nominated by any Director or member of the public. Such nominations shall be of individuals who are supportive of the mission of the Corporation, and be made in writing and accepted at any time during the calendar year. New Directors shall be elected by the affirmative vote of a majority of the Board during a duly held meeting, except that no Director shall vote for his or her own election. Notwithstanding the foregoing, no person shall be eligible for election to the Board who receives a salary, wages, or other compensation from the Corporation, other than reimbursement for expenses incurred on behalf of the Corporation.

Section 2.04 Terms. Each Director shall be elected for a term of three (3) years, with the exception of the inaugural Board, for which one-third of the Board shall be elected for a one-year term, one-third of the Board shall be elected for a two-year term, and one-third of the Board shall be elected for a three year term. Terms shall begin on January 1 and end on December 31. Each Director shall have the option to serve for up to three (3) consecutive three-year terms, subject to the affirmative vote of a majority of the Board at the first duly held meeting of the calendar year. No Director shall serve more than three (3) consecutive three-year terms. A Director who does not to seek to renew his or her term, or who has served three consecutive terms, may continue to hold his or her office until a successor shall be duly elected and takes office.

Section 2.05 Compensation. No compensation shall be paid to any Director for serving as a member of the Board, except that, by resolution of the Board, Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation.

Section 2.06 Vacancy. A vacancy in any Director or Officer position, because of death, resignation, removal, disqualification, or otherwise, may be filled by an affirmative vote of a majority of the Board for the unexpired portion of the term.

Section 2.07 Removal. A Director may be removed from the Board, for cause, by an affirmative vote of a majority vote of the entire Board at a duly called meeting, provided that at least seven (7) days notice of such meeting, stating that a proposal to remove such Director will be an item on the agenda, shall be given to each Director.

ARTICLE III. MEETINGS OF DIRECTORS

Section 3.01 Frequency and Attendance. There shall be no fewer than two (2) scheduled in-person Board meetings annually. Each Director shall be required to attend a minimum of one (1) such regularly scheduled in-person meetings during each calendar year, though they may attend by phone or video conference call. Participation by such means shall constitute presence in person at a meeting, provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon all specific actions to be taken by the Board.

Section 3.02 Notice. A meeting notice shall be provided to each Director at least seven (7) days in advance of a meeting of the Board by any acceptable means of notification accorded by

law. Should a meeting be called for which the notice requirements cannot be met, best efforts shall be made to provide reasonable notice to each Director. Notwithstanding the foregoing, notice need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice. If written, the waiver must be executed by the Director by either signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the waiver must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 3.03 Quorum. A majority of the incumbent Directors present at a meeting of the Board shall constitute a quorum for the transaction of business of the Corporation. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, notice of which shall be provided to each Director.

Section 3.04 Voting. A vote will be required for any corporate action involving funds greater than \$100, changes to Bylaws, changes to the Board, or any other action for which two or more Directors request a vote. Each Director shall have one vote. Except where otherwise required by law, or these Bylaws, the affirmative vote of a majority of the Board of Directors, at a meeting at which a quorum is present, shall be sufficient for any action.

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. Such consent may be by written or electronic means. If written, the consent must be executed by the Director either by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the Directors' consents thereto shall be filed with the minutes of the proceedings of the Board.

Section 3.05 Special Meetings. Any Director may call a special meeting of the Corporation, for any reason whatsoever, with notice provided to each Director at least seven (7) days in advance thereof, by any legally acceptable means of notification. Should a special meeting be called for which the notice requirements cannot be met, best efforts shall be made to provide reasonable notice to each Director.

Section 3.06 Voting In Special Circumstances. Notwithstanding anything in these Bylaws to the contrary:

A. Authorization for the purchase of real estate by the Corporation which, once effectuated, would constitute all or substantially all of the assets of the Corporation, shall require an affirmative vote of two-thirds (2/3) of the entire Board.

B. Authorization for the sale, mortgage, lease, exchange or disposal of all or substantially all of the assets of the Corporation, shall require an affirmative vote of two-thirds (2/3) of the entire Board. Such authorization shall be in addition to any applicable requirement

under the Act mandating preapproval by the office of the Attorney General of the State of New York, the supreme court in the judicial district, or the county court of the county where the Corporation has its office or principal place of carrying out its purpose identified in Article I above.

Section 3.07 Reporting At Annual Meeting. The President and Treasurer shall present at the Annual Meeting of the Board a report, verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting;
- (2) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

This Annual Report of the Directors shall be filed with the records of the Corporation and either a copy or an abstract thereof shall be entered in the minutes of the proceedings of the Annual Meeting of the Board.

ARTICLE IV. OFFICERS

Section 4.01 Composition. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and/or any such other officers as the Board may in its discretion determine. Any two or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Treasurer.

Section 4.02 Function. The President shall be the chief executive officer of the Corporation and shall preside over all meetings of the Board. The President shall prepare meeting agendas and shall have all powers and responsibilities ordinarily incident to the office and shall perform such other duties as may be assigned from time to time by the Board.

The Vice President shall preside at Board meetings in the absence of the President, and shall assist the President in the execution of the duties of the office of President.

The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, shall supervise all funds and securities of the Corporation, and shall deposit all such funds and securities in the name and to the credit of the Corporation in such bank or banks, trust companies or other depositories as

shall be selected by the Board. The Treasurer shall make such reports as may be required by the Board, these Bylaws or the Act, and shall have such other powers and shall perform such other duties as may be assigned from time to time by the Board.

The Secretary shall be responsible for maintaining the records of the Corporation. The Secretary shall keep the minutes of all meetings of the Board in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served, including meeting notices, agendas and draft minutes; the Secretary shall keep a current list of the Corporation's Directors and Officers, their residence addresses and other contact information; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board to have such custody.

Section 4.03 Election. Officers shall be nominated and elected by the affirmative vote of a majority of the Board at its Annual Meeting during the first duly held meeting of the calendar year.

Section 4.04 Terms. The term of office of each Officer shall extend to the next Annual Meeting and until the Officer's successor is elected and qualified, or until his or her earlier death, resignation or removal.

Section 4.05 Vacancy. A vacancy in any elective office may be filled by the Directors of the Corporation at any meeting.

Section 4.06 Removal. Any elected officer may be removed at any time, with or without cause and with or without notice, by an affirmative vote of the majority of the Directors.

ARTICLE V. COMMITTEES

Section 5.01 Executive Committee. There may be an Executive Committee of the Board, consisting of the officers of the Corporation and not less than three (3) other Directors. Executive Committee members shall be elected by the Board. Each member of the Executive Committee shall be elected to serve until his or her successor shall have been elected and shall have qualified, or until such member's earlier death, resignation or removal. Any member may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. The Executive Committee shall meet at the call of the President or of any two (2) members. Written notice of each meeting of the Executive Committee, stating the place, day and the hour of the meeting and the purposes thereof, shall be given by or at the direction of the President, the Secretary or other persons calling the meeting, to each member of the Executive Committee, at least seven (7) days before the meeting. During the intervals between meetings of the Board, the Executive Committee shall have authority to exercise all of the powers of the Board in the management and direction of the affairs of the Corporation which are not specifically re-

quired by law or by these Bylaws to be exercised by the full Board, but it shall have no power to dispose of any substantial part of the assets of the Corporation. Committee members may attend by phone or video conference call, provided that all persons participating in the meeting can hear each other at the same time and each Committee member can participate in all matters before the Committee, including, without limitation, the ability to propose, object to, and vote upon all specific actions to be taken by the Committee. The presence of a majority of the members of the Executive Committee shall constitute a quorum.

Section 5.02 Other Committees. The Board may from time to time, by vote, create such other committees for the purpose of advising the Board, the officers and employees of the Corporation, in such matters as the Board may deem advisable. Any such committee shall include a minimum of three (3) Directors. A majority of the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have sole power to change the members of any committee at any time, to fill vacancies, and to discharge any such committee, either with or without cause, at any time.

Section 5.03 Jurisdiction. The Board shall have full power to settle any question as to the jurisdiction of any committee.

Section 5.04 Reports. The Board may require a report of any committee at any time.

ARTICLE VI. CONFLICTS OF INTEREST

Section 6.01 Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 6.02 Disclosure of Conflicts of Interest. A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article VIII was used.

Section 6.03 Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract

or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 6.04 Validity of Actions. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such director's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee authorizing such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director or officer should neither be present at the meeting nor vote on the contract or transaction.

Section 6.05 Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions regarding the conflict will be determined. The Chairman shall be responsible for determining the proper way for the Corporation to handle Corporation decisions involving unresolved employee conflicts of interest. In making such determinations, the Chairman of the Board may consult with legal counsel.

The Chairman shall report to the Board at least annually concerning employee conflicts of interest that have been disclosed, and contracts and transactions involving employee conflicts that the Chairman has approved.

**ARTICLE VII.
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, by a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a Director, officer, or employee of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in such action or proceeding, except that the mandatory indemnification required by this section shall not apply (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements, arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation. The foregoing shall not obligate the Corporation to purchase directors' and officers' liability insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board.

**ARTICLE VIII.
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE IX.
DISSOLUTION**

In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after the payment and satisfaction of its liabilities shall be distributed, subject to the Act and other laws of the State of New York, to one or more organizations as shall at the time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE X.
AMENDMENT OF BYLAWS**

The Board may from time to time adopt, amend, or repeal all or any of these Bylaws for this Corporation, by a two-thirds vote, at a regular or special meeting. Notice of an action to adopt, amend, or repeal any or all of the Bylaws must be provided by electronic or written communication at least seven (7) days prior to any meeting where such action is on the agenda.