

**BY-LAWS**  
**of**  
**ADIRONDACK RECREATIONAL TRAIL ADVOCATES**

**ARTICLE I: NAME AND OFFICE**

Section 1. NAME. The name of the corporation is Adirondack Recreational Trail Advocates.

Section 2. OFFICE. The office of the corporation shall be located within the County of Franklin, State of New York, at an address to be established by resolution of the Board of Directors.

Section 2. OFFICIAL ADDRESS. The official mailing address of the Corporation shall be PO Box 1081, Saranac Lake, NY 12983.

**ARTICLE II: PURPOSES**

The purposes for which the Corporation is organized are as stated in the Certificate of Incorporation, filed with the New York State Department of State on February 7, 2012, or as may be hereafter amended.

**ARTICLE III: BOARD OF DIRECTORS**

Section 1. MANAGEMENT OF THE CORPORATION. The Board of Directors shall have full power over the affairs of the Corporation.

Section 2. ELECTION AND TERM. The number of Directors shall not be less than 3 or more than 13 until changed by amendment of the by-laws. Directors shall be elected to 3-year terms at each annual meeting of the Board. Vacancies on the Board may be filled at any regular meeting by a vote of the Directors. The terms shall be arranged so that approximately one-third (1/3) of the total Directors shall come up for election each year. Directors shall hold office until the expiration of the term for which they were elected and until their successor has been elected.

Section 3. RESIGNATION AND REMOVAL . Any Director may resign by giving written notice to the Board or any officer thereof. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office. Any Director may be removed, with cause, at any time.

Section 4. REGULAR MEETINGS. Regular meetings of the Directors shall be held at least quarterly. Written notice of time, date, and place of any regular meeting shall be given to every Director by mailing or e-mailing a copy thereof to each Director, not less than 5 days before such meeting.

Section 5. SPECIAL MEETINGS. Special meetings of the Directors may be called at any time by the Chair or by any Director upon written request by two other Directors. Written notice of time, date, and place of any special meeting shall be given to every Director by mailing or e-mailing a copy thereof to each Director not less than 3 days before such meeting, except in case of an emergency, in which case telephone notification may be used.

Section 6. QUORUM. A majority of the Directors serving at any given time constitutes a quorum of the Board for the transaction of business. 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 the act of the Board, unless a greater number is required by law or by these by-laws. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given to all Directors who were present at the time of the meeting, and to all other Directors.

Section 7. VOTING. At any meeting of the Board, each Director present in person or by proxy shall be entitled to one vote.

Section 8. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors of the Board shall individually or collectively consent in writing, by email, or by telephone (only if subsequently consented to in writing), to such action. A reasonable attempt shall be made to poll all Directors. Only members of the Executive Committee shall conduct such canvassing. Such consent or consents shall have the same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board. In the event of such a non-meeting vote, the Chair shall create a written record recording such vote for presentation at the next Board meeting. Whenever feasible, all such votes shall be ratified at the next regular Board meeting

Section 9. RIGHTS OF INSPECTION. Every Director, upon written request to the Secretary, shall have the right at any reasonable time, while in the presence of an officer of the Corporation, to inspect and copy all Books, records and documents of every kind and to inspect the real and other property owned by the Corporation.

Section 10. FEES AND COMPENSATION. Directors shall not receive any salary for their services as Directors. However, reasonable expenses incurred while attending external meetings, conferences and seminars relating to official Corporation business, and expenses related to Corporation projects may be reimbursed if approved by the Board.

Section 11. SELF-DEALING TRANSACTIONS. The Board shall not approve a self-dealing transaction except in accordance with this section. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest, or a transaction between the Corporation and one or more of its Directors, or a transaction involving the Corporation and any person related in a material financial way whatsoever to one or more of its Directors. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interest of and is fair and reasonable to the Corporation, and after a reasonable

investigation has determined that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Directors' interest in the transaction, and by a vote of the majority of the Directors then in office, without counting the vote(s) of the interested Director(s).

Section 12. CONSULTANTS. The Board may request individuals who are providing professional services relating to the purposes of the Corporation to serve as consultants to the Board. Such individuals may be invited to attend Corporation meetings at the pleasure of the Board.

Section 13. RESPONSIBILITIES. Subject to the limitations of the Certificate of Incorporation and these by-laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or 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 responsibilities of the Board of Directors are:

To conduct, manage, and supervise the affairs and activities of the Corporation in an efficient and timely way.

To establish the by-laws and any other rules, regulations, policies and procedures governing the activities of the Corporation.

To select and remove any employee, agent or representative of the Corporation.

To approve the addition, election, or replacement of any Officer.

To approve contracts, agreements, or any other legal documents with policy or fiscal implications.

To authorize any Director, officer, employee, agent or representative to enter into any contract or other agreement on behalf of the Corporation

To approve the Corporation's annual budget prior to the start of the new fiscal year.

To set an annual schedule of Board meetings, including the Annual Meeting.

To delegate, when necessary, to Officers or other Directors specific responsibilities that are not stated in the by-laws.

To authorize the borrowing of money or the incurring of indebtedness for Corporation purposes.

To accept any contribution, gift, bequest, or devise for Corporation purposes.

To assign duties to any standing or special committee as necessary.

## **ARTICLE IV: OFFICERS**

Section 1. OFFICERS. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer.

Section 2. ELECTION. The officers of the Corporation shall be elected by majority vote of the Directors at the Annual Meeting for terms of one year and shall serve at the pleasure of the Board. They shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Officers shall not serve more than five consecutive one-year terms.

Section 3. ADDITIONAL OFFICES. The Board may create additional offices by amendment of the by-laws and may then elect Directors to fill such offices.

Section 4. REMOVAL AND RESIGNATION. Any officer may resign, or be removed by a two-thirds vote of all current Directors, at any time. Any such removal or resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in an office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these by-laws for regular election to such office, provided that such vacancies may be filled at any regular or special meeting.

Section 6. CHAIR. As chief executive officer of the Corporation, the Chair is responsible for the efficient operation of the Corporation. This shall include performance of or timely delegation to the Vice-Chair or other officer the following duties:

Chairs board meetings and meetings of the Executive Committee.

Facilitates the orderly transaction of Corporation business and the attainment of Corporation purposes, including the proper functioning of standing committees. Signs policy and fiscal documents with prior authorization from the Board of Directors.

Signs routine administrative documents such as tax forms, reports on behalf of the Corporation Board, and letters relating to fund raising and similar activities.

Is the principal representative of the Corporation at public functions.

Seeks, obtains, and transmits regular reports from Corporation committees.

Sets overall Corporation priorities, including short-term and long-term goals, with other members of the Board.

Performs other duties at the request of the Board of Directors.

Section 7. VICE-CHAIR. The Vice-Chair:

Performs all of the Chair's duties in the absence of the Chair, or if necessary fills in for any one of the other officers should an officer be unavailable for whatever reason.

Performs other duties at the request of the Board of Directors, or as delegated by the President.

Section 8. TREASURER. The Treasurer:

Is the chief financial officer of the Corporation.

Maintains the Corporation's financial records.

Prepares checks and certain tax and other fiscal documents.

Presents a balance sheet and income statement to the Board at each of its regular meetings.

Presents to the Board according to an approved schedule, fiscal reports and statements as required by the Board.

Prepares as necessary reports on the status of "public support" received by the Corporation, as specified by the Internal Revenue Code for not-for-profit organizations.

Monitors IRS rules and regulations for their impact on the Corporation.

Functions as Corporation comptroller and maintains a fiduciary role to protect and preserve Corporation assets to the satisfaction of the Board.

Provides assistance and expertise, as requested, to any newly elected Treasurer.

Performs other duties at the request of the Board of Directors.

Section 9. SECRETARY. The Secretary:

Maintains Corporation records other than financial ones, but including minutes of all meetings.

Conducts the Corporation's day-to-day business correspondence, including the timely distribution of materials to the Directors and members.

Maintains Corporation mailing lists and distributes copies of them to Committee Chairs and Directors, when needed.

Performs other duties at the request of the Board of Directors.

Mails or emails notices of meetings of the Executive Committee and Board meetings.

Prepares and distributes in a timely manner the minutes of the Executive Committee and Board meetings.

Performs other duties at the request of the Board of Directors.

## **ARTICLE V: COMMITTEES**

Section 1. EXECUTIVE COMMITTEE. The four elected officers shall constitute an Executive Committee.

Section 2. OTHER COMMITTEES. The Board of Directors may create, modify or abolish additional committees in the implementation of the purposes of the Corporation.

## **ARTICLE VI: DISSOLUTION**

Section 1. DISSOLUTION. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

## **ARTICLE VII: AMENDMENTS**

Section 1. AMENDMENT OF BY-LAWS. These by-laws may be amended by the approval of the Board, by a vote of the majority plus one of the entire Board, at any meeting duly called pursuant to the by-laws, provided that the amendment has been submitted in writing or by e-mail to each Director at least 10 days prior to the meeting.

## **ARTICLE VIII: INDEMNIFICATION**

Section 1. INDEMNIFICATION. To the maximum extent now or hereafter permitted by New York State Law, the Corporation shall indemnify its currently acting and its former Directors and any Director who serves or has served, at the request of the Corporation as Director, officer, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation shall indemnify its currently acting and its former officers to the same extent that it indemnifies its currently acting and its former Directors, and may indemnify its currently acting and its former officers to such further extent as is consistent with law. The Corporation may indemnify its employees and agents and to the extent determined by the Board of Directors. The Corporation may also advance expenses, to the extent permitted by New York State Law, to persons referred to above.

Section 2. INSURANCE. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII.

## **ARTICLE IX: GENERAL PROHIBITIONS**

Section 1. FINANCIAL PROHIBITIONS. The Corporation shall not be operated for profit. No part of the assets of the Corporation shall inure to the private benefit of any Director. The Corporation shall not make any part of its services available on a preferential basis to any Director. The Corporation shall not make any purchase of securities or any other property for more than adequate consideration to any Director, employee, agent or representative. The Corporation shall not sell any assets for less than adequate consideration to any Director, employee, agent or representative.

Section 2. POLITICAL INVOLVEMENT. The Corporation shall not participate in political campaigns on behalf of any candidates for public office.

Section 3. CONFLICT OF INTEREST. Directors shall be sensitive to potential conflicts of interest. Should a conflict of interest arise, Directors(s) shall inform the Board of such conflict and abstain from participating in discussion and voting.

*ADOPTED at a meeting of the organization, held on March 9, 2012.*