

# **FRIENDS OF SARATOGA SPA STATE PARK**

## **CONSTITUTION AND BYLAWS**

### **ARTICLE I NAME**

The formal name of this organization shall be the Friends of Saratoga Spa State Park; located in the city of Saratoga Springs, New York.

### **ARTICLE II PURPOSE**

The purpose of this organization shall be to support and promote the programs and activities of Saratoga Spa State Park as authorized by the provisions of the certificate of incorporation.

### **ARTICLE III MEMBERSHIP**

Any person, family or organization subscribing to the purposes of the Friends of Saratoga Spa State Park who apply for membership in any classification of membership and tender the necessary donation shall thereby become a member.

### **ARTICLE IV FISCAL POLICIES**

#### **Section 1. Fiscal Year**

The fiscal year shall be from January 1st to December 31st.

#### **Section 2. Responsibility**

No committee (standing or other) and no officer or member of the Board of Directors or other organizational member shall have the power to incur obligations binding upon this organization except as authorized by the Board of Directors.

#### **Section 3. Membership Categories**

- Individual
- Family
- Student/Senior Citizens
- Corporate
- Organization.

#### **Section 4. Donor Categories**

- Corporate
- Patron
- Sustaining
- Honorary Membership (conferred by Board of Directors)
- Memorial Grants

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### Section 5. Fees

Fees for all membership categories shall be determined by the Board of Directors at the annual meeting.

### Section 6 Payment of Fees

All memberships are payable upon receipt of notice.

## ARTICLE V: BOARD OF DIRECTORS

The Board of Directors shall consist of the four officers, the immediate Past President, at least six, but not to exceed twelve Directors-at-Large.

### Section 1. Term of Office

Directors-at-Large will serve a term of three years.

### Section 2. Rotation of Directors

At the first election, six Directors-at-Large will be elected. Two will serve a term of one year, two will serve a term of two years, and two will serve a term of three years. All subsequent elections will fill vacant offices with three-year terms, such that only two Directors-at-Large Will be replaced during any one election.

### Section 3. Removal of a Director

Any Director who fails to attend two consecutive meetings without notice or fails to execute the duties of office may be removed by a two-thirds vote at any Directors meeting, provided that the Director(s) to be removed is (are) notified of the intention to take such action at least two weeks prior to the vote on removal.

### Section 4. Duties

The Board of Directors shall conduct the business of the organization consistent with the bylaws as stated in Article I

## ARTICLE VI: OFFICERS

The officers of the organization shall be a President, Vice-President, Secretary and Treasurer.

### Section 1 Duties

- President - The president shall supervise the activities of the organization within the scope provided by these bylaws. The president shall preside at all meetings and report annually on the activities of the organization. He/she shall appoint the members of

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committees and delegates not otherwise provided for in this document. The Board of Directors shall confirm all such appointments.

- Vice-President - The vice-president shall assume the duties of the president in the event of absence, incapacity, or resignation of the president.

- Secretary - The secretary shall keep the minutes of all meetings of the organization, maintain a list of members and submit information to the president for preparation of the annual report. The secretary shall also carry on all organizational correspondence as delegated to him/her by the president and shall send out notices of meetings.
- Treasurer - The Treasurer shall be responsible for the safe-keeping of organizational funds and for maintaining adequate financial records. He/she shall collect all fees and deposit all moneys received by the organization with a reliable bank, in the name of Friends of Saratoga Spa State Park. Moneys received shall be deposited in a bank approved by the Board of Directors and withdrawals shall be signed by the treasurer and counter-signed by the president. The treasurer will render an annual financial report and prepare an proposed budget for the upcoming year. He/she will prepare a financial report for each scheduled Board of Directors meeting.

#### Section 2 Term of Office

Officers will be elected for a term of one calendar year. They shall not be elected more than two consecutive terms.

#### Section 3 Nominations

The Nominating Committee shall present a single slate of proposed officers to the voting membership at least two weeks before the annual meeting. Additional nominations may be made from the floor at the annual meeting.

#### Section. Election of Officers

Voting shall be by written ballot. However, if there is a single slate, it shall be in order to move that the secretary cast the elective ballot of the organization.

#### Section 5 Vacancies

The Board of Directors shall fill vacancies by appointment.

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### ARTICLE VII MEETINGS

#### Section. Annual Meeting

There shall be an annual meeting of the organization on [ to be determined] . This meeting will be open to all members. Business will be conducted by the Board of Directors. The president's annual report, and the treasurer's financial report and proposed budget will be presented, and voting on next year's officers will take place.

#### Section 2.. Regular Meetings

The Board of Directors shall conduct meetings on the third Tuesday of the month.

#### Section 3. Special Meetings

Special meetings may be called by the president and/or any three members of the Board of Directors with a minimum of one week notice to the membership.

#### Section -/. Advisors

The Park Manager and/or his/her representative(s) shall be invited to every regular meeting. Non-members may be invited to any meeting to advise the Board of Directors as needed.

#### Section 5. Quorum

Two-thirds of the members of the Board of Directors shall constitute a quorum at any meeting.

#### Section 6. Voting

Each Board of Director in attendance may cast one ballot on any motion proposed.

### ARTICLE VIII STANDING COMMITTEES

The organization shall have the following standing committees:

#### Section 1 Membership Committee

The Membership Committee will be responsible for inviting and welcoming new members. It will also generate notification of membership renewal and will maintain a current membership list.

#### Section 2 Education Committee

The Education Committee will develop and conduct learning activities for the members and/or for the general public.

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#### Section 3 Ways and Means Committee

The Ways and Means Committee shall plan special events and fund raising activities.

#### Section. Public Relations Committee

The Public Relations Committee shall be responsible for planning and producing publications and other materials concerning the organization's aims. Publications Will be sent to the Park Manager for prompt review and approval.

#### Section 5 Nominating Committee

The Board of Directors shall appoint a Nominating Committee consisting of three members which will present a slate of nominees to all members two (2) weeks prior to the annual meeting.

#### Section 6 Special Committees

Special committees may be appointed by the president with the approval of the Board of Directors.

### ARTICLE IX AMENDMENTS

These by-laws may be amended by any member at any annual meeting of the organization by two-thirds vote of those in attendance. The proposed amendment must be given in writing to the membership two weeks prior to the annual meeting.

#### ARTICLE X PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern this organization in all cases in which they are applicable and consistent with the by-laws.

#### ARTICLE XI DISSOLUTION

In the event of dissolution of the organization, all assets shall be distributed for the benefit of Saratoga Spa State Park programs with the advice of the Park Manager and Park Interpreter and subject to the approval of the Board of Directors.