

CONSTITUTION AND BYLAWS of FRIENDS OF SARATOGA SPA STATE PARK, INC.

Revised March 2026

ARTICLE I: NAME

The name of this organization shall be Friends of Saratoga Spa State Park, Inc.

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 and the Memorandum of Agreement (MOA) with the New York Office of Parks, Recreation and Historic Preservation (OPRHP).

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any person, family, or organization subscribing to the purposes of the Friends of Saratoga Spa State Park who applies for membership and pays the required dues shall become a member.

Section 2: Non-Voting Status

Membership shall be non-voting, except for the election of Directors-at-Large at the Annual Meeting. All other corporate powers and governance authority shall be exercised by the Board of Directors.

Section 3: Membership Categories

Individual
Household
Student/Senior

Section 4: Dues

Dues for each category shall be determined by the Board of Directors.

Section 5: Payment of Dues

All dues shall be payable upon receipt of notice. Membership shall remain in effect for one (1) year from the date of payment.

ARTICLE IV: FISCAL POLICIES

Section 1: Fiscal Year

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

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: Expenditure Limits

The Treasurer may disburse funds for expenditures that are included within the duly approved annual budget. Any non-budgeted expenditure in excess of Two Hundred Fifty Dollars (\$250) shall require prior approval of the Board of Directors, which approval may be granted at a duly convened meeting or by electronic vote in accordance with Article VII of these Bylaws.

Section 4: Banking

Funds received shall be deposited in a bank approved by the Board of Directors. All withdrawals shall be signed by the Treasurer and countersigned by the President. Electronic disbursements may be made in accordance with financial controls approved by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall consist of the four (4) Officers, and at least three (3), but not to exceed five (5) Directors-at-Large.

Section 2: Term of Office

Directors-at-Large shall serve a term of two (2) years and may continue to serve until a successor is qualified and elected. Terms shall be staggered, to the extent practicable, as determined by the Board, to promote continuity of governance.

Section 3: Duties

The Board of Directors shall conduct the business and affairs of the organization in accordance with these Bylaws.

Section 4: Quorum

A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting.

Section 5: Removal

Any Director who fails to attend two (2) consecutive meetings without notice or fails to execute the duties of office may be removed by a two-thirds vote of the Board, provided the Director is notified in writing at least two (2) weeks prior to the vote.

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. The President shall appoint the members of the 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. The Vice-President shall also oversee the committees of the organization and report on their activities directly to the President.

Secretary: The Secretary shall keep the minutes of all meetings of the organization. The Secretary shall distribute the minutes of all meetings to the members of the Board of Directors within ten (10) days following the meeting. Such minutes shall be subject to approval by the Board at the next regular meeting. The Secretary shall also carry on all organizational correspondence as delegated by the President.

Treasurer: The Treasurer shall be responsible for the safekeeping of organizational funds and for maintaining adequate financial records. The Treasurer shall collect all fees and deposit all funds received by the organization in a bank approved by the Board of Directors. The Treasurer shall render an annual financial report, prepare a proposed budget for the upcoming year, and provide a financial report at each scheduled Board meeting.

Section 2: Term of Office

Officers shall be elected for one-year terms and may serve no more than two (2) consecutive terms; however, an Officer may continue to serve until a successor is qualified and elected. If no successor is elected, the incumbent Officer may continue to serve until a successor is qualified.

Section 3: Nominations

A Nominating Committee, consisting of at least three (3) members, shall be appointed by the President and approved by the Board of Directors no later than sixty (60) days prior to the Annual Meeting. The Committee shall present a single slate of proposed Officers to the Board of Directors, and a slate of proposed Directors-at-Large to the membership at least two (2) weeks before the Annual Meeting. Members may submit comments on the proposed slates to the Secretary during this two-week period for Board consideration. There shall be no nominations from the floor at the meeting at which the election is held. Write-in ballots shall not be permitted.

Section 4: Election of Officers and Directors-at-Large

The membership in attendance at the Annual Meeting shall elect the Directors-at-Large. Immediately following the membership vote, the Board of Directors (including newly elected Directors-at-Large) shall convene to elect the Officers from the proposed slate. Voting shall be by ballot; however, if there is a single slate, the election may be conducted by voice vote.

Section 5: Vacancies

The Board of Directors shall fill vacancies by appointment. The immediate Past President may serve in an advisory, non-voting capacity to the Board of Directors at the invitation of the President or the Board.

ARTICLE VII: MEETINGS

Section 1: Annual Meeting

There shall be an Annual Meeting of the organization to be held during the fourth quarter of the fiscal year. This meeting shall be open to all members. Business shall be conducted by the Board of Directors. The President's annual report and the Treasurer's financial report shall be presented, and elections shall take place for Directors-at-Large and Officers for the upcoming term.

Section 2: Regular Meetings

The Board of Directors shall conduct regular monthly meetings on the third Tuesday of each month, unless otherwise determined by the Board. Regular meetings shall be open to members, except as otherwise determined by the Board for purposes of executive session. The Board may, by majority vote, reschedule or cancel a meeting due to holidays, lack of business, or unforeseen circumstances, provided one-week notice is given to the Board.

Section 3: Special Meetings

Special meetings may be called by the President or any three (3) Board members with at least forty-eight (48) hours' notice to the Board.

Section 4: Advisors

The Park Manager and/or a designated Park 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: Voting

Each member of the Board of Directors (Officers and Directors-at-Large) in attendance shall have one (1) vote on any motion proposed. Motions may be conducted electronically. Such motions shall require a majority vote of the entire Board to pass, with a response window within forty-eight (48) hours. Notice is deemed given when sent to the Director's official email address on file.

Section 6: Member Quorum

For the Annual Meeting and any Special Meeting of the membership, the members present and in good standing shall constitute a quorum for the purpose of electing Directors-at-Large.

ARTICLE VIII: COMMITTEES

Section 1: Establishment of Committees

The Board of Directors may establish standing and special or temporary committees as it deems necessary to carry out the purposes of the organization. The Board shall define the duties, composition, and duration of all committees.

Section 2: Appointment and Authority

Committee chairs shall be appointed by the President with the approval of the Board of Directors, unless otherwise directed by the Board. Committees shall report to the Board and shall have only such authority as delegated by the Board.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the Board members present and voting, provided that a quorum is present and the proposed amendment has been submitted in writing to all Board members at least two (2) weeks prior to the meeting.

ARTICLE X: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and consistent with the Bylaws.

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 in accordance with applicable provisions of the current Memorandum of Agreement (MOA) with the New York State Office of Parks, Recreation and Historic Preservation (OPRHP).

RECORD OF REVISIONS

Adopted 1999
Revised December 2021
Revised January 2023
Revised March 2026