

ByLaws of New York State Wetlands Forum, Inc.

(herein referred to as the "corporation")

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ARTICLE I - OFFICES

The principal office of the corporation shall be in Albany County, New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine and the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are as follows:

- A) To be a non-advocacy organization comprised of individuals and groups with diverse backgrounds, interests and viewpoints regarding wetlands science, use and management.
- B) To improve communications among people interested in wetlands.
- C) To call attention to and objectively discuss local, statewide, regional, national and global wetlands issues, as they relate to New York State.
- D) To improve its members' knowledge and understanding of wetlands.
- E) To make available information about wetlands to its members and the general public.
- F) To facilitate presentation of viewpoints and information and facilitate discussion of all of the issues by bringing Forum members and all wetlands interests together at meetings, through the newsletter and on the corporation's Web site.
- G) Notwithstanding any other provision of this certificate, the corporation is organized exclusively for one or more of the following purposes: Religious, charitable, scientific, testing for public safety, literary, or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.
- H) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

I) In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law.

J) Nothing herein shall authorize the corporation to operate or maintain a library, museum or historical society.

ARTICLE III - MEMBERSHIP

1. Qualifications for Membership

Any person or organization who is interested in furthering the purposes of the corporation may, upon payment of the dues set by the board, become a voting member of the corporation. The board may propose such classes of voting membership or levels of dues as it shall deem desirable. The membership shall have the opportunity to approve or reject the proposed changes by vote at an annual or special meeting.

2. Membership Meetings

a) The annual membership meeting of the corporation shall be held each year on or about March 1.

b) Regular membership meetings of the corporation shall be held at such places and times as may be fixed by the board of directors.

c) Special meetings of the members may be called by the board or may be called by a written petition signed by ten percent (10%) of the members entitled to vote, which petition shall specify the date and month of the meeting, which date shall not be less than two (2), nor more than three (3), months from the date of filing of the petition with the secretary. The secretary shall give notice of said meeting to the members within five (5) days of receipt of the petition, and if the secretary fails to do so, any member who signed such a petition may give such notice. The location of special meetings shall be fixed by the board, or if called by a petition, may be fixed in said petition.

d) The secretary shall cause to be mailed to every member in good standing at each member's address as it appears on the membership roll book of the corporation a notice stating the time and place of any annual, regular or special meeting. Said notice shall be mailed at least ten (10) days, but not more than fifty (50) days, prior to the meeting. If notice is mailed by other than first class mail, it shall be mailed at least thirty (30) days, but not more than sixty (60) days, prior to the meeting.

e) Notice of all meetings shall state the date, time and place of the meeting, and except for the annual meeting, shall state the person or persons calling the meeting. Any member who wishes to add any item to the agenda of the annual meeting must contact the secretary of the organization in writing with the proposed agenda item three days prior to the annual meeting. Notice of a special meeting shall also state, the purpose or purposes for which the meeting is called. No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at such meeting.

f) The presence at any membership meeting of not less than 100 member, or one-tenth of the total number of members entitled to vote, whichever is lesser, in person or by proxy shall constitute a quorum, and shall be necessary to conduct the business of the corporation; however, a lesser number, by majority vote of those present may adjourn the meeting for a period of not more than four weeks from the date originally scheduled and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore defined shall be required at any adjourned meeting.

g) A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of the members upon the request therefore of any member who has given written notice of such request to the corporation at least ten days prior to such meeting.

h) The vote of a majority of those members present in person or by proxy at any meeting of the members shall be necessary for any action to be taken by the members.

i) Any member may waive notice of any meeting in writing. Attendance at a meeting, in person or by proxy without protesting lack of notice prior to the conclusion thereof, shall also constitute waiver of notice.

3. Fixing Record Date

For the purposes of determining the members entitled to notice of any meeting of members or any adjournment thereof, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall be not more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action. If the board shall fail to fix a record date, it shall be considered to be at the close of business on the day before notice is given. All persons appearing on such membership roll on the record date shall be entitled to one vote at the meeting or by proxy. Any person who pays their dues prior to the call to order of the annual meeting shall be eligible to vote at the annual meeting.

4. Proxies

Any member may authorize another person who is a member to act for said member at any meeting by written proxy, which shall be filed with the secretary prior to the start of the meeting for which it is valid. A proxy shall be valid for only one meeting, as specified therein, and any adjournment of said meeting. The board may solicit proxies, to be exercised by any person designated by the board, for any membership meeting, for any purpose deemed desirable by the board, including proxy ballots for the election of directors.

5. Membership Dues

The board shall propose the amount of dues and assessments which shall be necessary to provide sufficient funds to allow the corporation to accomplish its purposes. The membership shall have the opportunity to approve or reject the proposed changes by vote at an annual or special meeting. Members who fail to pay their dues or assessments within thirty (30) days from the time they become due shall be notified by the secretary, and if payment is not made within the next succeeding ninety (90) days of the mailing of such notice shall automatically forfeit all rights and privileges of membership until such time as all overdue dues and assessments are paid in full.

ARTICLE IV - DIRECTORS

1. Management of the Corporation

The corporation shall be managed by the board of directors which shall consist of not less than nine directors, nor more than thirteen. Each director shall be at least eighteen years of age. A director must be a member of the corporation.

2. Election and Term of Directors

a) The terms of the directors shall be staggered, so that approximately one-third of the board is elected each year.

b) The membership shall elect directors to hold office for a term of three years. Each director shall hold office until the expiration date of said term and until a successor has been elected and shall have qualified, as a member in good standing or until the prior resignation or removal of the director. A plurality of the votes cast shall determine the winner(s) of the election.

3. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by vote of the members present at an annual or special meeting. No decrease in number of directors shall shorten the term of any incumbent director.

4. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office., even if less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the director's predecessor.

5. Removal of Directors

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members. In order to remove a director with cause, it must be demonstrated that the actions or in-actions of the director is causing harm to the corporation. If such charges are made orally they shall be recorded in the minutes of the meeting, or if in writing, shall be attached to the minutes. The director in question shall be given the opportunity to appear before the board of directors, or a meeting of the members hear the charges, and defend him/herself: A majority vote of all members of the board of directors or of the members present at a duly called meeting is required to remove said director.

6. Resignation

A director may resign at any time by giving written notice to the board, the chair or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. Quorum of Directors

One-half of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. Action of the Board

a) Unless otherwise required by law or these by-laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. A requirement in these by-laws for a vote of a majority of all of the directors shall mean a vote in favor of the action by a majority of the entire number of directors currently authorized, regardless of absences or vacancies. Each director present shall have one vote.

b) Any action required or permitted to be taken by the board of directors may be taken without a meeting if all the members of the board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board shall be filed with the minutes of the corporation.

c) Any one or more members of the board may participate in a meeting of the board by means of a conference telephone or similar communication equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

d) The directors shall act only as a board, and the individual directors shall have no powers as such.

9. Place and Time of Board Meetings

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. Regular Annual Meeting

The regular annual meeting of the board shall be held immediately following the annual meeting of the members at the place of such annual meeting of the members.

11. Notice of Meetings of the Board, Adjournment

a) Regular meetings of the board may be held, upon at least five (5) days' notice to each director, at such time and place as it shall from time to time determine.

b) Special meetings of the board shall be held upon notice to the directors and may be called by the chair upon three days' notice to each director. Special meetings shall be called by the chair or by the secretary in a like manner upon the written request of at least two directors.

c) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors.

d) Notice of the meeting shall be given either personally, by mail, by telephone or by wire. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting the lack of notice prior thereto. Notice shall be effective as of the date it is mailed or otherwise transmitted.

12. Chair

At all meetings of the board and of the members, the chair, or in the chair's absence, one of the vice-chairs, shall preside. In the absence, of both, a director chosen by the board shall preside.

13. Nominations for Directors

At least ninety (90) days prior to the annual meeting of the corporation the board shall appoint a nominating committee. Said committee shall be appointed, and shall serve, in the manner provided by Article VI of these by-laws. The nominating committee shall nominate a slate of candidates to fill the vacancies on the board. Said slate shall be reported to the secretary and shall be published in the notice of the annual meeting which is sent to the members. The published notice of the annual meeting shall also give members notice that they may make additional nominations by petition. Any such petition shall be in writing, signed by at least ten members, and filed with the secretary no later than 3 days before the meeting. Nominees shall not be nominated for a specific vacancy, but shall run at-large. (As amended by the Board of Directors December 7, 1994 and January 12, 1995).

ARTICLE V - OFFICERS

1. Offices, Election, Term

The board shall elect from among the directors a chair, two vice-chairs, who shall be designated as the first vice-chair and second vice-chair, a secretary and a treasurer, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected to hold office until the next regular annual meeting of the board. Each officer shall hold office for said term and until a successor has been elected and qualified or until the prior resignation or removal of the officer.

2. Removal or Resignation, Filling of Vacancies

Any officer elected by the board to a particular office may be removed from that office by the board with or without cause. Removal of the board member from the office held does not remove the individual from the board. In the event of the death, resignation or removal of an officer, the board shall elect from among the directors a successor to fill the unexpired term of the office. No two offices may be held by the same person, excepting that the same person may serve as both secretary and treasurer.

3. Chair

The chair shall be the chief executive officer of the corporation; shall preside at all meetings of the members and of the board; shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect. The chair shall have such other powers and duties as the board shall prescribe.

4. Vice-Chairs

During the absence or disability of the chair, the first vice-chair shall have all the powers and duties of the chair. In the absence of both the chair and the first vice-chair, the second vice-chair shall have all the powers and duties of the chair. The vice-chairs shall have such other powers and duties as the board shall prescribe.

5. Treasurer

a) The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; shall sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors, which may require that such instruments and shall be countersigned by another person; shall at all reasonable times exhibit the books and accounts to any member of the corporation upon application by said member to the board during ordinary business hours. The treasurer shall have such other powers and duties as the board shall prescribe.

b) At the annual meeting of the members, the treasurer shall present an annual report setting forth in full the financial conditions of the corporation as required by Section 519 of the Not-For-Profit Corporation Law at the end of each fiscal year. The treasurer shall also have an audit of the accounts of the corporation made by a committee appointed by the board, or by an outside auditor hired by the board. A copy or abstract of such audit or report shall be filed, in writing at the next annual meeting of the members, and placed in the minutes.

c) The treasurer shall ensure that all financial reports and returns required by law to be filed by the corporation with state or federal agencies are filed within the time allowed by law.

6. Secretary

The secretary shall keep the minutes of the board of directors and also the minutes of the meetings of the members; shall have the custody of the seal of the corporation, and affix and attest the same to documents when duly authorized by the board of directors; shall attend to the giving and serving of all notices of the corporation; shall have charge of such books and papers as the board of directors may direct; shall attend to such correspondence as may be assigned, and shall perform all the duties of the office. The secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their mailing addresses or place of residence and the year of current dues or membership expiration date. The secretary shall have such other powers and duties as the board shall prescribe.

7. Sureties and Bonds

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of said person's duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into said person's hands.

ARTICLE VI - COMMITTEES

1. Creation and Membership

The board, by resolution adopted by a majority of the entire board, may designate a nominating committee and other such committees as it deems desirable. Each committee shall consist of a chair and two or more other persons who shall be appointed by the board. The chair of any committee may appoint such additional members of the committee as shall be deemed desirable. There may be standing committees and special or temporary committee. Each committee and chair or member thereof shall serve at the pleasure of the board. Committee chairs and members must be members of the corporation, but need not be directors.

2. Powers and Duties

The committees shall have such powers and duties as a majority of the entire board shall prescribe. A committee may act only as a committee and the chair or individual members thereof shall no powers as such unless otherwise authorized by the board.

3. Procedures

The committees shall hold meetings in accordance with the procedures set forth in these by-laws as necessary to accomplish their mission.

ARTICLE VII - INDEMNIFICATION

The corporation may, upon a vote of a majority of the entire board, indemnify its directors and officers, and their executors, administrators, heirs and assigns, against all loss, liability, judgments, fines, amounts paid in settlement and reasonable legal fees and expenses arising from any action or proceeding, or threatened action or proceeding, against said person to the extent permitted by Not-For-Profit Corporation Law Sections 721 and 722, as they may be amended from time to time. The board may purchase insurance for such purpose if it is deemed desirable to do so. The insurance status will be reviewed at the annual meeting.

ARTICLE VIII - FINANCES

A. The board may authorize any officer or officers to enter in to any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

B. Funds of the corporation may be deposited from time to time to the credit of the corporation with the depositories which are selected by the board.

C. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the corporation shall be signed by the designated officer or officers, and in the manner which shall be determined from time to time by resolution of the board. Endorsements for deposit to the credit of the corporation in any of its authorized depositories may be made, without countersignature by an officer of the corporation, or by hand-stamped impression in the name of the corporation.

D. The fiscal year of the corporation shall end on December 31 of each calendar year.

E. Directors and officers shall serve without compensation but reasonable expenses may be paid. No employee of the corporation shall receive any funds from the corporation or any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered to it and reimbursement for expenses incurred in the performance of such services. Employees' salaries, if any, shall be fixed by the board.

ARTICLE IX - CONSTRUCTION

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

ARTICLE X - AMENDMENTS

A. The by-laws may be adopted, amended or repealed by the members.

B. The by-laws may also be adopted, amended or repealed by the board, but any by-law adopted, amended or repealed by the board may be superseded by the members. If any by-law is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members the by-law so adopted, amended or repealed, together with a concise statement of the changes made, and notice of the members' right to supersede the amendment.

C. All by-law adoptions, amendments, or repeals shall require a simple majority vote of the membership.