**Bylaws**

Friends of Grafton Lakes State Park

PO Box 163, Grafton NY

**ARTICLE I: NAME**

The formal name of this organization shall be *Friends of Grafton Lakes State Park*; located in Grafton, New York. (“The Organization”)

**ARTICLE II: PURPOSE**

The purpose for which this organization is formed is to support and promote the environmental education programs and other activities of Grafton Lakes State Park as authorized by provisions of the certificate of incorporation.

Definition: Environmental Education. Environmental education is defined here as the utilization of the natural environment (i.e., forests, fields, streams and lakes) as a resource for learning about and developing an understanding and appreciation for the natural world that is so important to our survival on planet Earth. It may include but is not restricted to nature study, astronomy, trail riding, hiking, biking, cross-country skiing, snowshoeing, fishing, canoeing, kayaking, bird watching, pursuit of graphic arts (i.e., drawing, painting, photography), etc.

**ARTICLE III: MEMBERSHIP**

Any person, family or organization subscribing to the purposes of the *Friends of Grafton Lakes State Park* and who applies for membership in any classification of membership and who donates time, and/or pays a membership fee shall thereby become a member.

**ARTICLE IV: FISCAL POLICIES**

Section 1. Fiscal year

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

Section 2. Responsibility

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

Section 3. Membership Categories

 A. Individual

 B. Family

 C. Student/Senior Citizens

 D. Organization

Section 4. Donor Categories

 E. Corporate

 F. Patrons

 G. Sustaining

 H. Honorary membership (conferred by Board of Directors)

 I. Memorial Grants

Section 5. Fees

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

Section 6: Petty Cash

A petty cash box may be kept in the park office. The petty cash may be used for any expenditure amount to be determined by the Board of Directors that appears in an approved annual budget, as long as a receipt for the purchase is filed with the Treasurer.

Section 7: Debit/Visa Check Card

Any debit cards (or prepaid credit cards) issued to the Friends shall be held by the officers. Approved expenditures from the budget may be charged to these cards by any of the officers or their designee.

**ARTICLE V: BOARD OF DIRECTORS**

The Board of Directors shall consist of the four officer positions, the immediate Past President, and at least three but not to exceed eighteen Directors-at-Large.

Section 1. Term of Office

 Directors-at-large will each serve a term of three years.

Section 2. Rotation of Directors

 At the first election up to six Directors-at-Large will be elected. Two will be for a term of one year, two will be for a term of two years and two will be for a term of three years. All subsequent elections will be to fill vacant Director-at-Large positions with three year terms, unless a one or two year term for some candidates is necessary to ensure that only one-third of the Directors-at-Large are scheduled to be replaced or reelected 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 2/3 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. Vacancies

 The Board of Directors shall fill vacancies by appointment, valid until the next annual meeting.

Section 5. Duties

 The Board of Directors shall conduct the business of the organization consistent with the bylaws as stated in the Article II: Purpose.

**ARTICLE VI: OFFICERS**

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

Section 1. Duties

1. 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 shall report annually on the activities of the Organization. They shall appoint the members of both standing and ad hoc committees; a volunteer coordinator and social media coordinator if so appointed; and other delegates not otherwise provided for in this document. The Board of Directors shall confirm all such appointments. The President or designee shall send out notices of meetings. The President or designee shall file the required legal documents (e.g. IRS 990N and CHAR5000) to maintain the Organization’s 501(c)(3) status.
2. 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 serve as the parliamentarian, and be familiar with and conduct an annual review of the by-laws.
3. Secretary. The Secretary shall keep the minutes of all the meetings of the Organization, maintain a list of members and the non-financial records of the organization, and submit information to the President for writing the annual report. The Secretary shall also carry on all organizational correspondence as delegated to them by the President.
4. Treasurer. The Treasurer shall be responsible for the safe-keeping of organizational funds and for maintaining adequate financial records. They shall collect all fees and deposit all monies received by the Organization with a reliable financial institution, in the name of *Friends of Grafton Lakes State Park*. Monies received shall be deposited in a financial institution approved by the Board of Directors and withdrawals shall be signed by the Treasurer and any other officer designated by the Board. The Treasurer will produce and deliver an annual financial report. They will prepare an updated financial report for each scheduled Board of Directors meeting. The Treasurer will be responsible for preparing financial information, including any required tax documents, by the required date.

Section 2. Term of office

 Officers will be elected for a term of two calendar years. The President shall not be elected for more than two consecutive terms (total of four (4) years). The Vice President, Secretary, and Treasurer may serve more than two consecutive terms.

Section 3. Nominations

 The Nominating Committee (see below Article 8 section 4) 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 4. Election of Officers

 Voting shall be by secret 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.

**ARTICLE VII: MEETINGS**

Section 1. Annual Meeting

 There shall be an annual meeting of the Organization in November on a date designated by the Board of Directors. This meeting will be open to all members. Business will be conducted by the Board of Directors. At this time the President's annual report, Treasurer's financial report and proposed budget, and voting on new directors and officers will take place.

Section 2. Regular Meetings

 The Board of Directors shall conduct meetings during February, May, August and November (annual meeting) on dates designated 2 weeks prior by the Board of Directors. These meetings will also be open to all members. The Board of Directors and regular members may participate in the annual meeting via phone or an online platform.

Section 3. Special Meetings

 a) Special meetings, to authorize the Organization’s involvement in proposed Grafton Lakes State Park programs and/or expenditures not in the approved budget, may be called by the President and/or any three members of the Board of Directors with a one week notice to the Board of Directors or a vote via email to approve these expenditures. (Note: per NY State regulations, electronic votes by the Boards of Directors of non-profit organizations must be unanimous and recorded to be valid.)

b) Special meetings to address major projects, organizational decisions, and/or expenditures not in the approved budget may be called by the President and/or any three members of the Board of Directors with a two week notice to the membership. These meetings must be in-person, or else held via a video or audio conference call, announced at least seven (7) days before the meeting, and be open to and accessible to the membership. Voting on organizational decisions or expenditures of funds can can be held via email. ( Note:per NY State regulations, electronic voting by the Boards of Directors of non-profit organizations.

Section 4. Advisors

 The Park Manager and/or their 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

 A simple majority of the current Board members.

Section 6. Voting

 Each Board of Director and any other member in good standing in attendance may cast one ballot on any question brought up for a vote at a regular meeting.

**ARTICLE VIII: STANDING COMMITTEES**

The Organization shall have the following standing committees:

Section 1. Governance and Finance Committee

This committee will be responsible for maintaining the bylaws and developing and maintaining other policies and procedures of the organization; board recruitment, interviews, and training; fundraising; assistance to the Treasurer in the preparation of the annual budget. The committee shall also be responsible for preparing grant proposals and administering, executing, or overseeing any grants issued to the organization. The President and Treasurer shall serve as ex-officio members of this committee.

Section 2. Events and Activities Committee

This committee will be responsible for developing an annual calendar of events, including both social and educationally oriented activities and volunteer oriented events, in coordination with the park staff, for the members and for the general public. They may also reach out to external organizations in partnership in developing these events and activities. The Vice President shall serve as an ex-officio member of the committee.

Section 3. Membership and Volunteers Committee

This committee will be responsible for membership recruitment and renewals; producing and maintaining both print and digital materials concerning the Organization's goals. This shall include material instrumental to member recruitment and renewal, as well as conveying information of value to the members. Upon request of the Secretary, the committee shall also assist the Secretary in processing new memberships, renewals, and maintaining a current membership list. The committee shall also discuss policies as related to the development of park volunteers in conjunction with the appointed Volunteer Coordinator, if any. The Secretary, and Volunteer Coordinator and Social Media Coordinator, if any, shall serve as ex-officio members of the committee.

Section 4. Nominating Committee

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

Section 5. Friends of Cherry Plain State Park

Until it chooses to establish itself as a separate organization, the Friends of Cherry Plain State Park shall operate as a committee of the Friends of Grafton Lakes State Park (The Organization). The head of the Friends of Cherry Plain State Park must be voted in as a Director-at-Large of the Organization, and report on its activities, in person or via communication, at the Board meetings of the Organization. The Secretary and Treasurer shall work with the head of the Friends of Cherry Plain State Park to ensure that membership revenues resulting from memberships submitted on the behalf of the Friends of Cherry Plain State Park are fairly apportioned to the committee, with due consideration for fixed expenditures of the Organization that benefits both entities.

Being a committee of the Organization, the Friends of Cherry Plain State Park shall abide by the bylaws, policies, and procedures of the organization. Should any planned activity raise issues of possible liabilities to the Organization, or any disagreements arise, such activities shall be discussed at a regular meeting of the Organization, and where necessary, subject to a vote.

Section 6. Ad Hoc Committees

 Ad Hoc Committees may be appointed by the President, as confirmed by the Board of Directors.

Section 7. Special Appointments

The President, with the approval of the Board of Directors, may appoint a Director or a member in good standing to specified roles within the organization.. Such appointed individuals shall report to and serve as a member of a designated committee, or report to a specific Officer or Director, as specified in the terms of the appointment.

**ARTICLE IX: AMENDMENTS**

These by-laws may be amended by any member at any regular meeting of the Organization by two-thirds vote of those in attendance. Two (2) week notice prior to the regularmeeting of the proposed amendment must be given in writing to the membership.

**ARTICLE X: PARLIMENTARY AUTHORITY**

Robert's Rules of Order shall govern this Organization in all cases in which they are applicable and in which they are not inconsistent with the by-laws.

**ARTICLE XI: DISSOLUTION**

In the event of dissolution of the Organization all assets shall be distributed for the benefit of the Grafton Lakes State Park Environmental Education Program with the advice of the Park Manager and Park Interpreter and subject to the approval of the Board of Directors. Assets in the Helen Ellet Fund shall be designated for the Fire Tower.

Revised March 24, 2023 (draft)

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Adopted: May 7, 2015