

# **By-Laws For The Friends of Ten Mile River, Inc.**

## **Article I**

### **Name**

This organization shall be known as:

The Friends of Ten Mile River, Inc. It shall be incorporated within the State of New York as a not-for profit, state sales tax exempt organization. Further the organization shall be listed with the Internal Revenue Service of the United States as a 501©3 organization.

## **Article II**

### **Purpose**

The purpose(s) of this organization shall be:

**Section 1.** To provide service to the Ten Mile River Scout Camps, which are owned and operated by The Greater New York Councils of the Boy Scouts of America. Service is to include, but not be limited to, Camp Masters, Camp Inspectors, Camp Staff Volunteers, service projects, and anything else that might benefit Ten Mile River Scout Camps.

**Section 2.** To help preserve the history and heritage of the Ten Mile River Scout Camps.

**Section 3.** To provide a social and fraternal network for those that have and will work and camp at Ten Mile River.

## **Article III**

### **Membership**

Membership shall be open to all individuals interested in the preservation and support of the Ten Mile River Scout Camps.

Section 1. ***Regular Membership*** – criteria for Regular Membership requires a person to be at least 18 years of age, to remit the first time dues amount determined by the Board of Directors, and to be willing to support the purposes of the organization. An active regular member is one who has paid his/her annual dues during the current fiscal year.

Section 2. ***Alternate (Limited Income) Membership***- If a member or prospective member is unable to meet their dues obligations due to financial hardship, the Board of Directors may authorize the Secretary-Treasurer to accept a lesser amount from said member or prospective member. The Board of Directors shall establish guidelines for this situation.

Section 3. **Family Membership** – In cases where a parent (or parents) wishes to become a member along with their minor children, then Family Membership for a dues amount established by the Board of Directors to cover the family would be established. Once the children reach the age of 18 they have to pay Regular Membership dues.

Section 4. **Honorary Membership**- When deemed appropriate, the Board of Directors, upon a majority vote shall grant Honorary Membership. Honorary members will not be required to pay dues, but may do so if they choose to. An Honorary member will have the same rights and privileges as a dues paid active Regular Member.

Section 5. **Life Membership**- Life Membership will be bestowed in the case where a minimum of \$2,000 is donated to the Friends of Ten Mile River, Inc. over a four (4) year period. Once Life Membership is bestowed on a member they will no longer have to pay yearly dues.

## Article IV

### Governing Body

#### Section 1. **Officers**

The officers of the organization shall consist of:

A President, Executive Vice President, Secretary, Treasurer, Newsletter Editor, Webmaster, Activities Chairman, Service Chairman, **Endowment Chairman**, a Permanent Executive Board (composed of founding Friends of Ten Mile River members who held a seat on the original Board of Directors as of the date of adoption of these By-Laws), seven (7) Board of Director At-large members, Permanent Executive Board members may serve as Officers, but may not occupy Board of Directors At-large positions.

The term of office for each officer and Member-At-large of the Board shall be two (2) years . **The** Permanent Executive Board members shall serve for life, unless an individual resigns **or is removed**.

#### Section 2. **Board of Directors**

The Board of Directors shall be composed of the officers, Permanent Executive Board, and Board Members At-large.

#### Section 3. **Nominations and Elections**

The President shall appoint a nominating Committee, based upon the recommendations from the Board of Directors. This shall take place no later than the last day of the fiscal year (May 31<sup>st</sup>). The Nominations Committee Chairperson shall be appointed by the

President. (See Article VII, Section 2) The Committee shall establish a list of candidates for each office based on the eligibility standards established by these By-laws. The slate of candidates must be established no later than December 1<sup>st</sup>.

#### Section 4. **Eligibility for Office in the Organizations:**

Eligibility for the Permanent Executive Board will be that a person was a Founding Member (defined as an individual who helped organize the original body during the summer of 1996) and a member of the original Board of Directors from 1996 up till the adoption and implementation of these By-laws.

Eligibility for President, Executive Vice President, Secretary, Treasurer, Newsletter Editor, Web-master, Activities Chairman, Service Chairman, and Endowment Chairman. will be the person in question must be up to date with dues, be at least twenty-one (21) years of age and have been active within the organization during the past year. Being active is defined as attending or taking part in at least two of the following activities: Camp Inspections or Visitations as part of either a Council or regional team, fundraising and financial development, Camp Master service at Ten Mile River, the production of and distribution of the Newsletter (Red Dot Trails), the maintenance of the Friends of Ten Mile River Web Site, the planning and running of the annual dinner (or similar event), the planning or running or participation in the annual work weekend, assisting with any other activity deemed appropriate by the President and/or Board of Directors, service on Camp Staff at Ten Mile River, any other service to the Boy Scouting movement that is deemed related to the mission of the Friends of Ten Mile River (serving on the GNYC Camping Committee, Wood-badge Staff, Camp School Staff, etc.), attended all Friends of Ten Mile River Board meetings during the past year.

Eligibility for Board Member At-Large will be the same as above, accept that the person must be at least eighteen (18) years of age.

#### Section 5. **Elections and Term of Service**

Officers and Board members shall be elected, based on a simple majority of votes cast by the sitting Board of Directors. Ballots shall be sent out to the membership of the Board of Directors by U.S. Mail or they may be sent by e-mail if a Board Member requests such service, thirty (30) days prior to the Fall Board of Directors meeting (which must take place no later than the last day of the calendar year (December 31).

If Board members can not be present at the Fall meeting but wish to cast a ballot, they must notify the Secretary and submit their ballot by U.S. Mail or e-mail no later than the day of the Fall meeting. The Secretary and the Nominating Committee shall certify the authenticity of those ballots submitted prior to the Fall meeting. Those ballots submitted prior to the Fall meeting must remain in the sealed envelopes they were received in by the Secretary. Ballots received by e-mail prior to the Fall meeting must be printed out and sealed in an envelope not to be opened until the votes are counted. Ballots received prior to the Fall meeting will have any part that identifies who they are from removed prior to

being counted. All ballots shall be counted in front of the entire assembled Board at the Fall meeting and the winners announced so that there is no question as to who has been elected to a position.

Officers and board members' term of service shall commence on the first day of the new fiscal year (June 1<sup>st</sup>).

## Section 6. **Vacancy**

In the event that the President leaves office prior to completing the term of office, the President Elect shall immediately assume the Presidency. When a vacancy occurs in any office, other than the President, other than expiration of the term, the vacancy shall be filled by appointment by the Board of Directors.

## Section 7. **Removal**

Removal of a member of the Board for lack of dues payment and/or lack of involvement, if the Board of Directors determines based on the Secretary-Treasurer's report that a Permanent, Elected, or Appointed member of the Board of Directors has not met their dues obligations within six (6) months of the due date, and/or has not responded to reasonable attempts to collect such dues, and/or has not been responsive to Board communications, and/or has not participated in service projects, and/or fundraising activities, etc.; then the President with a three-quarters (3/4) majority of the Board can authorize that a letter be sent by certified United States Mail to the Board member in question that they have been deemed to have resigned their position on the Board of Directors. Their status will be changed to that of a regular member of the organization pending other instructions.

Removal for acts counter to law or detrimental to the organization, in the event that any member of the Board of Directors acts in such a way as to jeopardize the legal status, reputation of, or financial status of the corporation; any Board member can request an emergency meeting of the Board for the sole purpose of addressing this matter. If it is found that a particular member of the Board acted in such a way as to jeopardize the corporation a motion can be made to remove said individual from the Board of Directors. A unanimous vote of the entire Board would be needed to remove said individual. The Board member in question would be entitled to be present and address the Board prior to a vote. If removal is voted for, it would be immediate. If Board members were unable to attend such an emergency meeting, they would have to cast their vote in writing and have it delivered to the corporate address within ten (10) business days of the emergency meeting.

## **Article V**

### **Dues**

Dues for each year and membership criteria shall be established by the Board of Directors. The fiscal year shall be June 1<sup>st</sup> to May 31st. Dues paid after October 1st shall be applied to membership for the following year. Annual Dues will reviewed each year by the Board of Directors. First time dues will include a Friends of Ten Mile River item as designated by the Board of Directors.

## **Article VI**

### **Meetings**

#### **Section 1. Board of Directors Meetings**

The Board of Directors shall hold two (2) meetings per fiscal year. At least one of these shall be in the fall and must take place no later than the last day of the calendar year (December 31). The Fall meeting shall be in executive session (open only to Board members). The time, place, and physical arrangements shall be determined by the President, Executive Vice President and Secretary taking a consensus of the Board.

A plurality of Board Members present shall constitute a quorum.

#### **Section 2. Additional Meetings**

Other meetings may be scheduled, as determined by a simple majority of the Board of Directors.

#### **Section 3. General Member Meetings**

The annual dinner or similar event and the annual work weekend of the organization shall serve also as general member meetings. The Board of Directors may schedule additional general meetings if events warrant such action.

#### **Section 4. Committee Meetings**

Individual committee meetings shall be the responsibility of each committee chair. Committee's do not necessarily have to hold formal meetings, as long as they discharge their duties and can provide a report to the Board when requested.

#### **Section 5. Notice of Meetings**

All Board of Directors must be notified of all Board meetings by the Secretary or designee. Notification can be by U.S. Mail, e-mail, or phone. A record of notification should be kept by the Secretary to be viewed upon request. Notification should be within a timely manner so as to allow Board members enough time to respond. The same process will be followed for any committee meetings, except it will be the committee chairs responsibility to notify the members of that committee of any meetings. The newsletter and web page shall serve as notification to the general members of any general meetings.

## **Article VII**

### **Committees**

All standing committees shall be appointed at the beginning of each fiscal year by the Board of Directors. [The President shall assign all Members-At-Large to specific committees or areas of responsibility.](#)

#### **Section 1. Executive Committee**

The Executive Committee shall consist of all titled Officers (ex. President, Executive Vice President), but not Board members At-large or Permanent Executive Board members who do not also occupy a titled position.

The primary responsibilities of this committee is to:

Oversee all other committees. Provide a report to the entire Board when requested. Maintain all records. Respond to all inquires from any public or private body. Protect the integrity of the organization.

#### **Section 2. Nominating Committee**

The nominating committee shall consist of the Executive Vice President, Secretary, Service Chairman, at least one (1) member of the Permanent Executive Board (who does not have a titled position), and one (1) Member At-large.

#### **Section 3. Activities Committee**

The Activities Committee shall consist of the Activities Chairman (Committee Chair), Newsletter Editor, Web-master, [Endowment Chairman](#), at least one (1) member of the Permanent Executive Board, and two (2) members At-large.

The primary responsibilities of this committee are:

The annual dinner or substitute event, any additional activities deemed necessary by the Board of Directors.

#### **Section 4. Membership Committee**

The membership committee shall consist of the Executive Vice President, the Secretary, Treasurer, the Service Chairman, the Newsletter Editor, the Web-master, [Endowment Chairman](#), at least one (1) member of the Permanent Executive Board who does not have a titled position, one (1) member At-large. The chairperson of this committee shall be the Secretary-

The primary responsibilities of this committee are:

Maintaining a membership list, recruiting new members and any other duties deemed necessary by the Board of Directors.

#### **Section 5. Finance Committee**

The finance committee shall consist of the President, Secretary, Treasurer, [Endowment Chairman](#), Activities Chairman, at least one (1) member of the Permanent Executive Board who does not have a titled position, and one (1) member At-large. The chairperson of this committee shall be the Treasurer

The primary responsibilities of this committee are:

To maintain accurate financial records, and securing funds and resources for the organization

#### **Section 6. Service Committee**

The service committee shall consist of the Executive Vice President, Service Chairman, Activities Chairman, the Web-Master, at least one (1) member of the Permanent Executive Board who does not hold a titled office, and one (1) At-large member of the Board. The chairperson of this committee shall be the Service Chairman.

The primary responsibilities of this committee are:

To coordinate, organize and carry out the Friends of Ten Mile River, Inc.'s assistance with pre- and post-camp inspections and summer camp visitations, the annual work weekend, and any other service related to the organizations mission.

#### **Section 7. Communications and Technology Committee**

The Communications and Technology Committee shall consist of the Secretary, Treasurer, Newsletter Editor, Web-master, at least one (1) member of the Permanent Executive Board, one (1) member At-large of the Board.

The chairperson of this committee shall be the Newsletter Editor.

The primary responsibilities of this committee are:

To write, publish, print and mail at least three (3) editions of the Friends of Ten Mile River, Inc.'s newsletter- The Red Dot Trails. To produce in conjunction with the needs of any other committee or the Board in general any flyer, notice or publication required to carry out the mission of the organization. To maintain and constantly update the web-site. To maintain the mailing list and email list. To provide all necessary computer software, computer equipment or any other technology to assist with the mission of the organization.

#### **Section 8. Special Committee**

Special and ad-hoc committees may be appointed by the President or the Board as the need arises.

### **Article VIII**

#### **Amendments**

All proposed changes in the bylaws, including an explanation of such changes, must be presented to the full Board of Directors at least thirty (30) days prior to Fall Board meeting.

The bylaws may be amended by a two-thirds (2/3) vote of the Board membership present at the Fall meeting.

### **Article IX**

#### **Dissolution of the Corporation**

This organization may be dissolved at any officially called Board of Directors meeting by written or printed ballots of two thirds of the of the voting members of the Board of Directors present, voting in favor, provided that notice and purpose of such meeting is signed by at least (50) fifty per cent of the Board of Directors. Notice shall have been mailed to each member of the Board of Directors entitled to vote at lest thirty (30)days previous there-to, and shall have been published at least twice in a publication mailed to



all members. Notice of dissolution shall forthwith be filed with the Secretary of The State of New York.

Upon dissolution of The Friends of TMR Inc. the Board of Directors shall satisfy the liabilities and distribute the assets of the organization in accordance with the following priority.

- 1        1        Payment and discharge of all liabilities and obligations of the corporation.
- 2        2        Compliance with all conditions of any tax exemption applicable to the Corporation.
- 3        3        Return, transfer, or conveyance of all assets received and held by the Corporation upon condition that the assets be returned, transferred or conveyed upon dissolution of the corporation.
- 4        4        Transfer or conveyance of all assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purpose, but not held upon condition set forth in paragraph (3) three above, to one or more domestic corporations engaged in activities substantially similar to those of the dissolving corporation, or if applicable, to a receiver to be held for the benefit of the public and for use in accordance with the limitations, or pursuant to a Court Order.
- 5        5        Disposition of all other assets.

## **Article X**

### **Effective Date of these By-laws**

These By-laws shall go into effect fifteen (15) days after  $\frac{3}{4}$  of the Board of Directors as they are composed on or about June 1<sup>st</sup>, 2001, vote to implement said By-laws. This vote shall take place no later than October 30<sup>th</sup>, 2001. The vote may be conducted by U.S. Mail or e-mail. Mailed in votes shall be sent to the corporate address. All votes shall be sent to the Board member serving as the Secretary-Treasurer as of June 1<sup>st</sup>, 2001. The results of the vote shall be made known to the Board of Directors by the Secretary-Treasurer as soon as they are known. These results may be made known to the Board of Directors by U.S. Mail, e-mail or telephone. Immediately upon adoption of these By-laws, a Nominating Committee composed of three (3) members of Board as composed on June 1<sup>st</sup>, 2001 shall be appointed by said Board to nominate a slate of candidates for each office as described in these By-laws. The list of candidates shall be sent to each of the above mentioned Board by November 1<sup>st</sup>, 2001. These candidates shall be voted upon at the 2001 Fall Board meeting as prescribed for in these By-laws. Those elected to officer positions shall take office immediately after the vote so as to ensure a smooth operation of the corporation. This will necessitate that this group of officers will serve less than the two (2) year term of office stated within these By-laws. Copies of these By-laws shall be

distributed to said Board by the Secretary-Treasurer of said Board. Distribution may be by mail, e-mail, or hand delivery. The act of mailing through the United States Postal Service is valid on its face to confirm distribution. Upon adoption of these By-laws, a copy shall be submitted to the Secretary of State of the State of New York. A copy of the adopted By-laws will be posted to the organization's web site as soon as is possible. The Secretary-Treasurer shall maintain the original (along with all Corporation documents) and provide copies upon request.

### **Effective Date of By-law Amendments**

**These by-laws were amended on November 23, 2003 according to the provisions of this document. The positions of Endowment Chairman and Appointed Members-At-Large were properly added and filled according to the provisions of this document. These officers shall serve until end of the current term. Articles III, IV, and VII were amended this date.**

### Effective Date of By-law Amendments

These by-laws were amended on December 10, 2006 according to the provisions of this document. The position of Secretary-Treasurer was eliminated and replaced with the position of Secretary and the position of Treasurer. The position of Fundraising Chairman was eliminated. Articles IV, VI, VII were amended on this date.

### Effective Date of By-law Amendments

These by-laws were amended on December 6, 2008 according to the provisions of this document. The position of Technology Chairman was eliminated and not replaced. Articles IV, VI, VII were amended on this date.

### Effective Date of By-law Amendment

These by-laws were amended on December 4, 2012 according to the provisions of this document. The dues parameters were changed from having different levels of dues to a new structure as established by the Board.

