

**1. Name and Location**

- 1.1. Name. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of New York, is New Land Trust, Inc. (hereinafter "Corporation").
- 1.2. Location. The principal office of this Corporation shall be situated in the State of New York at 236 Plumadore Road, Saranac NY 12981 or such other place as may be designated by resolution of the Board of Directors.

**2. Purpose**

- 2.1. General Mission. The Corporation is organized exclusively for charitable, educational, and scientific purposes or within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(3). To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of New York.
- 2.2. Specific Purposes.
  - a. Preservation. To conserve, in perpetuity, the land (known as parcel 225.-1-4.3 located in the Town of Saranac, County of Clinton, State of New York) to preserve open spaces, forested areas, historical and cultural sites; to enhance biodiversity and wildlife habitat;
  - b. Education. To provide a location for educational and charitable activities to interested individuals and groups for the enhancement of knowledge about the natural environment, sustainable practices and technologies, environmental protection and stewardship, and conservation ethics.
  - c. Recreation. To provide a location for recreational activities to interested individuals and groups for the enhancement of physical and mental health, social and community connections, youth development, local economic development, and environmental citizenship.
  - d. Collaboration. To work with other individuals and groups to encourage and further the mission of the Corporation.

**3. Membership**

- 3.1. Membership. The Corporation shall have no members other than the persons elected or appointed as members of the Board of Directors, who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock nonprofit corporation.
- 3.2. Dues. There shall be no dues or assessments imposed upon or required by members of this Corporation.
- 3.3. Supporters. All persons who support the purposes of the Corporation

**4. Board of Directors, Officers, Staff**

- 4.1. Powers. The Board of Directors shall manage the property and business of the Corporation. The Directors may do anything that is not prohibited by law, the Certificate of Incorporation, or these Bylaws.

- 4.2. Qualifications and Selection. Any individual committed to the vision and mission of the Corporation may become a member subject to nomination and approval by the Board of Directors.
- 4.3. Number of Directors, Quorum, and Voting. There shall be no fewer than three (3) nor more than twelve (12) Directors on the Board, and the number of Directors at any time between that minimum and maximum shall be the number prescribed by the Directors. A quorum shall consist of at least 2/3 members of the Board, each entitled to have one (1) vote. Proxy and email voting by Directors is not prohibited.
- 4.4. Ex Officio Director. An additional independent Director may be appointed by the Board of Directors based on the corporations needs for expertise on specific issues.
- 4.5. Term of Office. The term in office for each Director shall be one (1) year, with annual reelection by the Board of Directors.
- 4.6. Removal and Resignation. A Director may be removed an any time by a two-thirds vote of the Board, and at a meeting specified for that purpose. A Director may resign at any time by delivering notice to any member of the Board of Directors.
- 4.7. Officers. The Board shall appoint a Executive Director, Treasurer, and Secretary. The Board may also elect other officers whenever they determine it to be necessary. Officers shall be elected from among the Corporation's Directors.
  - a. Executive Director shall be responsible for establishing the agenda, preside at all meetings of the Board and shall be in charge of and direct the business of the Corporation under the control of the Board.
  - b. Treasurer. The Treasurer shall have care and custody of and be responsible for the fund of the Corporation, shall keep the fiscal accounts and general ledger of the Corporation, including an account of all monies received or paid out, and shall deposit all money of the Corporation to banks or depositories designated by the Board.
  - c. Secretary. The Secretary shall keep the minutes of the meetings of Directors and shall give notice of these meetings when notice is required. The Secretary shall keep all the books, records, and papers of the Corporation except those kept by the Treasurer or another person authorized to keep them by resolution of the Board.

**5. Meetings and Committees**

- 5.1. Meetings of the Board of Directors. By resolution, the Board of Directors shall establish the date, time, and location of meetings of the Board, to include, but not limited to participation in telephone or similar electronic methods of communication.
- 5.2. Attendance. Meetings of the Board of Directors is open to all interested individuals or groups.
- 5.3. Committees. The Board may create committees as needed; all committees of the Corporation shall be approved by the Board and shall be comprised of at least one (1) Board Member and members/supporters as designated by the Board.
- 5.4. Special Meetings. An annual meeting of the Board of Directors shall be held in July, or at such time as designated by the Board, to include a report about Corporation activities and to solicit of feedback from Corporation Supporters.

- 5.5. Action without a Meeting. A majority of the Officers of the Corporation or 25% of the Directors can propose an action without a meeting provided all Directors are informed of the proposed action without a meeting by written notice delivered personally, sent by mail or electronically to the address of each Director. The duly proposed action without a meeting may be taken if a waiver of meeting and consent in writing, setting forth the action so taken, is signed by a quorum of Directors that would be necessary to authorize or take action at a meeting at which all Directors were present and voting, and filed with the minutes of the Corporation. Prompt notice of the action taken without a meeting shall be given to those Directors who have not consented in writing.
- 5.6. Executive Session. As stated in 5.5 above.
- 5.7. Notice of Meetings. Notice of date, time, and location shall be given verbally or in writing at least ten (10) days before the meeting.

**6. Funding, Donations, Contracts, Finances, Indemnification, and Related Matters**

- 6.1. Funding. The Corporation is a non-profit, community-supported entity organized for the purposes of Preservation, Education, and Recreation, and funded by, but not limited to, donations, grants, government funding, program fees, and rent.
- 6.2. The Board of Directors, and approved agents, are authorized to solicit and receive gifts from individuals and organizations, accumulate funds for the capital programs of the corporation, expend the principal or income or both in carrying out the purposes of the corporation by the employment of personnel, the purchase of equipment, material, and supplies, the purchase or lease of real estate, or by any other means proper and desirable for the accomplishment of such purposes.
- 6.3. The Board of Directors, and approved agents, are authorized to conduct such other activities and programs in the furtherance of the foregoing purposes as may be carried on by the corporation.
- 6.4. Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- 6.5. Compensation. The Corporation shall not pay any compensation to Directors for services rendered as Director to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with the policies approved by the Board.
- 6.6. Indemnification. The Corporation shall indemnify its Directors and Officers against legal expenses, judgments, fines, or settlements actually and reasonably incurred by them in defending an actual or threatened claim brought against them by reason that such person was serving as a Director or Officer of the Corporation, to the extent provided by law. The Corporation shall purchase and maintain insurance to protect the Board or any person serving at the request of the Corporation against liability incurred in such capacity.

**7. Amendment of Corporation Bylaws**

- 7.1. Amendment. These Bylaws may be amended at any time by the affirmative vote of a majority of the Directors voting at a meeting of the Board of Directors at which a quorum is present, provided, however, that no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)3 of the Internal Revenue Code of 1986, as amended. Notice of any meeting at which the Bylaws are to be amended must state that amendment is the purpose or one of the purposes of the meeting, and shall include the text of, or a description of, the proposed amendment.
- 7.2. Record of Changes. Whenever these Bylaws are amended or repealed, that action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating those changes.

Adopted as the Bylaws of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

Executive Director \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_

Board Member \_\_\_\_\_

Board Member \_\_\_\_\_

Board Member \_\_\_\_\_

Board Member \_\_\_\_\_