

CORPORATE BYLAWS



**ADIRONDACK
ASSOCIATION**

OF

TOWNS & VILLAGES

501(c)(3) Not-for-Profit Corporation



ARTICLE

MEMBERS

Section 1 **Membership**

Every Town and Village wholly or partly in the Adirondack Park shall be eligible for membership in Adirondack Association of Towns and Villages, Inc. (AATV) and, upon payment of its annual dues, shall be a Member in good standing.

Section 2 **Associate Membership**

The Board of Directors may allow provisions for non-voting Associate Members. Associate Members are not required to be a Town or a Village wholly or partly in the Adirondack Park, but may be any entity wishing to support AATV. Adirondack Park, but may be any entity wishing to support AATV.

Section 3 **Annual Membership Dues**

For the support of AATV and its activities, the annual membership dues shall be computed by the Board of Directors each year in an equitable manner and on the basis of a formula calculated to produce sufficient revenues to support AATV's annual budget adopted pursuant to Article VI, Section 3 (Annual Budget). Each Member and Associate Member shall be notified prior to September 1ST of the annual membership dues for the following year.

Section 4. **Dues Payable in Advance**

The annual dues of a Member or Associate Member of AATV shall be payable, in advance, to the Treasurer, on or before March 31st of each year.



ARTICLE

MEETINGS of MEMBERS

Section 1 **Representation**

The governing Board of each Member Town or Village shall designate a delegate to represent the Member and may designate an alternate to cast the vote of such Board of the Member Town or Village in the absence of the person so designated.

No person may be designated as a delegate or alternate unless he or she is an elected official. In the absence of such delegation, the Supervisor of the Member Town or the Mayor of the Member Village shall be the delegate.

Section 2 **Annual Meeting**

A meeting of the Members of AATV shall be held annually within the Adirondack Park during the month of December at a time and place to be determined by the Board of Directors.

Section 3 **Elections**

The President and all Directors whose terms have expired shall be elected at the annual meeting of Members. In order to be elected, a candidate must receive a majority vote of the Members voting in person or by proxy. In the event that no candidate for a particular office receives a majority vote of those Members voting, there shall be additional balloting until a candidate is elected by a majority vote.

Section 4 **Special Meetings**

Special meetings of the Members may be called by the President or by a majority of the members of the Board of Directors. The President shall call a special meeting whenever such a meeting is requested by twenty (20) Members in good standing. Such a request shall be evidenced by a written request from the duly designated delegate of the Member Town or Village. The Board of Directors may determine, by a two thirds vote, to call an urgent meeting.

Section 5 **Notice of Meetings**

The President shall give no less than fifteen (15) days' notice of every annual and special meeting of Members to the duly designated delegate of each Member in good standing in writing.

Such notice shall specify the time and place of the meeting and the purpose(s) thereof, and shall be mailed to the delegate of record of each Member at his or her last known address. The Board of Directors shall give no less than seven (7) days' notice of an urgent meeting to the duly designated delegate of each Member in good standing by fax or mail.



Section 6 **Quorum**

Twenty (20) or more duly represented Members in good standing, in person or by proxy, shall constitute a quorum at any meeting of the Members and may transact all business which may regularly come before such meeting. A Member present by proxy shall be deemed present for voting purposes.

Section 7 **Procedure**

The Board of Directors shall determine the order of business for, and the rules applicable to, meetings of the Members.

Section 8 **Voting**

On all questions arising at meetings of Members, each Member in good standing, as determined by the Credentials Committee, shall be entitled to one vote. Such vote shall be cast by the duly designated delegate or alternate of the Member Town or Village, registered and present, either in person or by proxy, at the meeting at which such vote is offered.

The vote on all questions at meetings of Members, including any vote on the election of officers under Article IV hereof, shall be by a voice vote or as otherwise determined by the presiding officer.

All questions shall be decided by majority vote of the Members present in person or by proxy, except as provided in Article IX (Amendment). All Resolutions will be either adopted or defeated, except that minor amendments to any Resolution may be moved from the floor and acted upon.

Section 9 **Voting by Fax or Mail**

Upon an affirmative vote by a majority of the Board of Directors, questions may be presented by fax, mail or email to the Members of record as of the date voted. Upon written or faxed reply by at least (20) Members, the questions will be decided by a majority of those voting. A period of 10 days will be allowed for response.



Section 1 **Directors**

There shall be thirteen (13) Directors, comprised of five (5) Regional Directors, seven (7) At-Large Directors and the President. The number of Directors may be increased or decreased by amendment of these By-laws. No decrease in the number of Directors shall shorten the term of any incumbent Director. No two Directors shall reside in the same Town or Village. Each Director shall be an elected member of the legislative body of the Member Town or Village. No Regional Director or At-Large Director may also concurrently hold the office of President.

Section 2 **Regional Directors**

There shall be one (1) Regional Director from each of the five (5) regions, A through E. Region A shall include all the Member Towns and Villages located in Franklin and Clinton Counties. Region B shall include all the Member Towns and Villages located in Essex County. Region C shall include all the Member Towns and Villages located in Warren, Washington and Saratoga Counties. Region D shall include all the Member Towns and Villages located in Hamilton and Fulton Counties. Region E shall include all the Member Towns and Villages located in Herkimer, Oneida, Lewis and St. Lawrence Counties.

The Regional Director from each region must actually reside in one of the Counties comprising the region. The term of office for each Regional Director shall be two (2) years and shall end in odd numbered years.

Section 3 **At-Large Directors**

There shall be seven (7) At-Large Directors, each of whom must be a resident of any Member Town or Village in any of the five (5) regions. The term of office for each At-Large Director shall be two (2) years and shall end in even numbered years.

Section 4 **Elections and Terms of Directors**

The initial Directors are named in the Certificate of Incorporation and shall hold office until the first annual meeting of Members. Thereafter, Regional Directors shall be elected at each annual meeting of Members held in an odd numbered year in which their terms expire and At-Large Directors shall be elected at each annual meeting of Members held in an even numbered year in which their terms expire. Directors shall serve until their successors are elected and sworn in.



Section 5 **Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring on the Board of Directors due to death, resignation, removal or other cause shall be filled by a majority vote of the Board of Directors. A Director so elected to fill a vacancy shall serve the remaining term of the position filled.

Section 6 **Alternate Regional Directors**

Each Regional Director shall annually appoint an Alternate who shall have the duties and responsibilities of the Director in the absence of the Director and will act on his or her behalf at all meetings of Directors. Alternate Directors shall possess the same qualifications of Regional Director under Article III, Section 2.

Section 7 **Organizational Meetings of Directors**

The new Directors shall meet immediately after the annual election for the purpose of transacting such business as may be deemed appropriate.

Section 8 **Regular Meetings**

Regular meetings of the Directors may be held without notice at such places and times as may be fixed from time to time by Resolution of the Directors.

Section 9 **Special Meetings**

Special meetings of the Directors may be called by the President or by any Director upon written demand of not less than one-fifth (1/5) of the entire Board. Written notice of any special meeting of the Directors shall be mailed to each Director at least five (5) days prior to the meeting. Notice of a special meeting need not be given to any Director who submits a waiver of notice whether before or at the meeting. Only the business specified in the Notice of Special Meeting may be transacted at such a meeting unless the entire Board of Directors is present.

Section 10 **Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any properly called meeting of the Board



Section 11 **Action of the Board**

The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these By-laws for a particular act.

Each Director present shall have one vote. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone or other communication device 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.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Any action to be taken by the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board or Committee consent in writing to the action.

Section 12 **Chairperson**

The President shall preside at meetings of the Board. If the President is not present, a Vice President shall preside. The Secretary of the Corporation shall act as Secretary of the meeting, but, in his or her absence, the presiding officer may appoint any person to act as Secretary of the Meeting.



ARTICLE OFFICERS

Section 1 **Elective Officer**

The President shall be the only elective officer of AATV. The President shall be an elected member of the legislative body of a Member Town or Village. The President shall also hold the office of Director.

Section 2 **Appointed Officers**

The Board of Directors shall annually appoint a Vice President, a First Vice President, a Second Vice President, Treasurer, a Secretary and/or an Executive Director. The Vice Presidents and Treasurer may be a Director.

No two officers, whether elected or appointed, may reside in the same Town or Village.

In the absence of the President, a Vice President will act in his or her place. Such appointed Officers shall serve for a period of one (1) year and shall hold office at the pleasure of the Board of Directors.

If no Executive Director has been appointed, the President shall perform the duties of that office. Neither the President nor any Director may simultaneously hold the appointive office of Executive Director.

Section 3 **Qualifications and Term of President**

The President must be a resident of a Member Town or Village in any of the five regions. The term of office for the President shall be one (1) year.

Section 4 **Vacancies**

Whenever a vacancy occurs or exists in any elective or appointed office, the Board of Directors shall appoint a qualified person to fill the unexpired term.



ARTICLE **DUTIES of OFFICERS**

Section 1 **President**

The President shall preside at all meetings of Members and the Board of Directors. The President shall perform such duties as are usually incumbent upon that officer or as may be directed by the Board of Directors or by Resolution of the Members. In the absence or disability of the President, a Vice President will act in his or her stead.

Section 2 **Treasurer**

The Treasurer shall receive and disburse all moneys and keep an accurate account of all financial transactions of AATV. The Treasurer shall submit to the Board of Directors prior to February 15TH of each year, a report of all receipts and disbursements during the preceding fiscal year, together with the status of all funds. The Treasurer shall furnish, at the expense of AATV, such bond as shall be required by the Board of Directors. The Treasurer shall perform all such other duties as are usually incumbent upon that Officer and such other duties as the Board of Directors may authorize or direct.

Section 3 **Secretary**

The Secretary shall keep minutes of all meetings of the Membership, the Board of Directors and the Board of Directors. The Secretary shall perform all such other duties as are usually incumbent upon that Officer and such other duties as the Board of Directors may authorize or direct.

Section 4 **Executive Director**

The Executive Director shall perform such duties as are usually incumbent upon that officer and such other duties as the Board of Directors may authorize or direct.



ARTICLE

FINANCES

Section 1 **Annual Budget**

By September 1ST of each year the Treasurer shall prepare and submit to the Board of Directors and the Finance Committee a statement of the estimated receipts and disbursements of AATV for the ensuing year, including an estimate of any anticipated fund balances at year end. Such statement shall be in the usual format of a line item budget and shall contain such additional details as the Board of Directors or the Finance Committee may from time to time prescribe.

By September 15TH of each year, the Finance Committee shall adopt a proposed budget for the ensuing fiscal year and place it on file in the office of AATV.

Section 2 **Expenditures**

The funds of AATV shall not be expended for any purpose other than those specified in the budget. All expenditures shall conform to the budgeted amounts for the current fiscal year.

All expenditures shall be approved by the Executive Director, and all expenditures over \$300.00 shall be approved by the Board of Directors.

No committee shall incur any indebtedness or financial liability unless the Board of Directors has adopted a Resolution authorizing the indebtedness or financial liability.

Section 3 **Fiscal Year**

The fiscal year of AATV shall be the calendar.



ARTICLE COMMITTEES

Section 1 Board of Directors

The President and the Directors shall constitute the Board of Directors, and such Board shall direct, manage, and control the affairs of AATV.

Section 2 Resolutions Committee

The Board of Directors shall annually appoint at least three (3) duly qualified representatives of Member Towns and Villages in good standing to serve as members of a "Resolutions Committee" and designate a chairman thereof. The Board of Directors or any Member Town or Village may submit proposed Resolutions to the Resolutions Committee at any time. All proposed Resolutions should be submitted to the Resolutions Committee prior to the December meeting at which the Resolutions will be considered.

Resolutions must be consistent with the statement of purposes in the Corporation's Certificate of Incorporation. No Resolution shall be considered or acted upon at any meeting of Members unless such Resolution has been favorably reported by the Board of Directors or by the Resolutions Committee.

The Resolution will then be subject to approval by majority vote pursuant to Article III, Section 8 (Voting).

Section 3 Nominating Committee

Prior to each annual meeting of AATV, the President shall appoint at least three (3) duly qualified delegates of Member Towns and Villages in good standing to serve as members of a "Nominating Committee" and designate a chairman thereof. It shall be the duty of the Nominating Committee to submit name(s) for consideration for the election of the President and the Directors.

Section 4 Audit Committee

The Board of Directors shall annually appoint at least three (3) duly qualified representatives of Member Towns and Villages in good standing to serve as members of an "Audit Committee" and designate a chairman thereof. It shall be the duty of such Committee to audit the financial books and records of AATV and to report its findings to the Members and, at the direction of the Board of Directors, to make more frequent examination of such books and records as may be necessary.



Section 5 **Credentials Committee**

The Board of Directors shall annually appoint at least three (3) duly qualified representatives of Member Towns and Villages in good standing to serve as members of a "Credentials Committee" and designate a chairman thereof. It shall be the duty of such Committee to determine whether a person is a member in good standing.

Section 6 **Special Committees**

The Board of Directors may appoint such special committees as the Board of Directors may authorize or require or may deem necessary.

Section 7 **Meetings of the Committees**

The Board of Directors shall meet at such time and place as may be designated by the President or any three (3) members thereof, upon not less than two (2) days' notice. Other Committees shall meet at such times and places as the respective Chairman thereof may designate, unless otherwise provided.

ARTICLE MISCELLANEOUS

Section 1 **Miscellaneous**

Words of the masculine gender shall include the feminine.

ARTICLE BYLAW AMENDMENT

Section 1 **Amendment**

These By-laws may be amended according to the following procedure:

- (a) The proposed amendment must first be submitted in writing to the Members fifteen (15) days prior to the meeting of Members and read aloud at such meeting.
- (b) After passage of any such amendment, a revised copy of these



By-Laws shall be posted on the AATV website within sixty (60) days.

ARTICLE OFFICES of the CORPORATION

Section 1 **Corporate Office**

The Board may establish from time to time the location of the principal office of the Corporation and such additional offices of the Corporation as may seem to them expedient.

ARTICLE INDEMNIFICATION

Section **Indemnification**

The Corporation shall, to the fullest extent permitted by law, indemnify any person, made or threatened to be made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director or officer of the Corporation, or of any other corporation which any Director or officer of the Corporation served in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses incurred as a result of such action or proceeding or any appeal therein.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such person, his testator or intestate, may be entitled apart from this By-Law.

ARTICLE EFFECTIVE DATE

These By-Laws shall become effective as of the date of incorporation (July 15, 2009).

Adopted December 6, 2009
Amended June 7, 2010
Amended December 5, 2016

