

## ADIRONDACK ARCHITECTURAL HERITAGE

1790 Main Street, Civic Center, Suite 37  
Keeseville, NY 12944

### BYLAWS

#### ARTICLE I

##### Name

Section 1. **Name.** The name of the Corporation shall be Adirondack Architectural Heritage (referred to in these bylaws as the "Corporation").

#### ARTICLE II

##### Purposes

Section 1. **Purposes.** The purposes of the Corporation shall be the same as those set forth in its Certificate of Incorporation, to wit:

- (a) To enhance public understanding and appreciation of the architectural and historical resources of the Adirondack Park.
- (b) To facilitate mutual support among organizations and individuals working to protect the architectural and historical resources of the Adirondack Park.
- (c) To seek solutions for endangered historical and architectural resources of the Adirondack Park.

Section 2. **Territory.** The "Blue Line" boundary of the Adirondack Park will delineate the organization's geographic focus. However, this should be considered a flexible limit, for example, in cases where a township crosses the Blue Line.

Section 3. **Prohibited activities.** The prohibited activities of the organization shall be the same as those prohibited in its Certificate of Incorporation.

#### ARTICLE III

##### Membership

Section 1. **Membership.** Membership in the Corporation shall be open to all individuals and organizations who share an interest in historic preservation in the Adirondack Park.

Section 2. **Dues.** The Board shall establish dues for various levels of membership.

#### ARTICLE IV

##### Annual Meeting

Section 1. **Annual Meeting.** The Corporation shall hold an annual membership meeting at a time and place to be fixed by the Board, for the purpose of considering reports on activities, programs and finances, of electing board members, and of conducting any other pertinent business.

Section 2. **Notice of Meetings.** Notice of time, place and purpose of the annual meetings shall be given by mail to each member of the Corporation not less than 20 nor more than 60 days before the meeting.

Section 3. **Quorum.** At any meeting of members, a majority of current members or twenty members, whichever is less, shall constitute a quorum.

Section 4. **Nominations.** At the first meeting of the Board following the annual meeting, the president, with the concurrence of the Board, shall appoint a nominating committee of not less than three members of the Corporation to present nominations for Board members to be acted upon at the annual meeting and for elected officers to be acted upon at the first Board meeting following the annual meeting. Nominees for office shall be members of the Board. The consent of the nominee shall be obtained before his name is presented.

Section 5. **Voting.** At every meeting of the members, each member present shall be entitled to one vote. All elections and all questions before any such meetings shall be decided by a majority vote of the members present at any meeting at which there is a quorum present unless otherwise provided in these bylaws.

Section 6. **Vacancies.** The Board of Directors may appoint a person to fill any vacancy in the Board. A person so appointed shall serve only until the next annual meeting, but shall be eligible for nomination and election for the remainder, if any, of the term thereafter.

Section 7. **Special Meetings.** Special meetings of the membership may be called at any time by the President or by a majority of ten members of the Board of Directors and must be called by the President upon receipt of the written request of twenty-five members of the Corporation. Notice of time, place and purpose of the meeting shall be given to each member not less than ten days nor more than thirty days before the meeting.

## ARTICLE V Board of Directors

Section 1. **Function and Composition.** The Board of Directors shall be responsible for the business and affairs of the Corporation. The Board shall consist of not less than 10 nor more than 25 board members, all of whom shall be members of the Corporation.

Section 2. **Election.** Beginning with the first annual meeting after incorporation, the directors shall be elected at a meeting of the members of the Corporation for a term of three years and shall serve for such term and until the election and qualification of their successors, except for providing for the filling of vacancies. The initial directors' terms shall be for one, two or three years so as to provide three approximately equal annual classes with staggered terms.

Section 3. **Term of Office.** Directors shall be elected to three (3) year terms and may serve two (2) consecutive three (3) year terms. A Director who has served two (2) consecutive three (3) year terms will be eligible for re-election to the Board of Directors after one (1) year has elapsed following the expiration of the second consecutive term of office.

Section 4. **Regular meetings.** Regular meetings of the Board of Directors shall be held according to a schedule determined by the Board.

Section 5. **Special Meetings.** Special meetings of the Board of Directors may be called by the President and must be called by the President or Secretary on written request of a majority of the Board.

Section 6. **Notice of Meetings.** Notice of all meetings of the Board shall be sent to its members at least ten days before the meeting.

Section 7. **Quorum.** At all meetings of the Board of Directors, six of its members or one third, whichever is more, shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the board. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting until such time as a quorum is present.

Section 8. **Executive Committee.** There shall be an Executive Committee, which shall consist of not more than six members of the board of directors. Executive Committee members shall be designated by the Board.

Section 9. **Action Without a Meeting.** Any action by the Board of Directors may be taken without a meeting if all the members of the Board consent to such action in writing. Such consent as may be made on an interim basis shall be referred to the full Board of Directors for ratification in a meeting or by mail vote.

Section 10. **Compensation.** No board member, officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

Section 11. **Attendance.** Directors are expected to attend meetings of the Board and any Director who fails to attend four consecutive meetings without adequate excuse will be presumed to have resigned. Board members may participate in meetings via conference call if a majority of the members physically present at the meeting concur.

Section 12. **Removal.** A Director may be dismissed from the Board by a vote of eighty percent of the entire Board, not including said member who shall not vote on the matter of his own removal.

## ARTICLE VI Officers

Section 1. **Title and Number.** The elected officers of the Corporation shall be a President, Vice President, Treasurer and Secretary. In addition, the Board of Directors may appoint non-elected officers as it deems appropriate for the conduct of Corporation's activities.

Section 2. **Election.** Election of officers shall take place at the first Board meeting following the second annual meeting and every two years thereafter. Officers shall be elected by a majority vote of the Board members present at said meeting.

Section 3. **Term.** The officers shall serve for a period of two years or until their successors are elected and qualify.

Section 4. **President.** The President of the Board shall preside at meetings of the membership and of the Board of Directors and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors and by the by-laws. He shall, by and with the consent and approval of the Board of Directors, have power to appoint committees, assign staff, and delegate responsibilities and authority so as to further the purposes of the Corporation.

Section 5. **Vice President.** In the absence of the President, the Vice President of the Board shall preside at meetings and fulfill other Presidential duties, as needed. More than one Vice President may be elected and a Vice President may act as President elect during the last year of the President's term.

Section 6. **Secretary.** The Secretary shall keep an accurate record of all meetings of the members and the Board and shall perform such other duties as from time to time may be prescribed by the Board.

Section 7. **Treasurer.** The Treasurer shall be responsible for all funds and financial records of the Corporation, subject to such regulations as may be imposed by the Board of Directors.

Section 8. **Removal.** Officers may be removed from office by vote of two-thirds of the members of the Board of Directors.

Section 9. **Vacancies.** The Board of Directors may elect a person to fill any vacancy among the elected officers. A person so elected shall serve only until the next Board meeting at which officers are elected, but shall be eligible for nomination and re-election for subsequent terms.

## ARTICLE VII Advisory Council

Section 1. **Number and Manner of Election.** Persons who have served as Directors or officers or staff of the Corporation or other persons who have particular expertise and interests of value to the Corporation may be elected to the Advisory Council upon recommendation of the Board Development Committee. The number of persons to serve on the Advisory Council shall be recommended by the Board Development Committee and fixed by the Board of Directors.

Section 2. **Term of Office.** Persons to serve on the Advisory Council shall be elected for terms of three (3) years.

Section 3. **Duties and Functions.** Members of the Advisory Council regularly receive minutes of Board meetings. They shall be appointed to committees where their particular expertise will be helpful. They shall be invited to attend meetings of the Board of Directors as nonvoting participants and may be assigned individual tasks by the President or the Board of Directors.

## ARTICLE VIII Miscellaneous Provisions

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December each year.

Section 2. **Conduct of Meetings.** The conduct of meetings shall be governed by Roberts' Rules of Order as revised unless such procedures are contrary to the procedures outlined by these by-laws in which case these by-laws shall govern.

Section 3. **Execution of Checks, etc.** All checks, drafts, notes and orders for the payment of money shall be signed by such officers or agents as the Board of Directors from time to time may designate.

## ARTICLE IX Amendments

Section 1. These bylaws may be amended at any meeting of the members of the Corporation at which a quorum is present by a majority vote of all the members of the Corporation present in person, provided that the proposed amendments be inserted in the notice of such meeting.