



Friends of Lasdon Park & Arboretum

Route 35 Katonah, NY 10536

BY-LAWS

OF

THE FRIENDS OF LASDON PARK & ARBORETUM

LASDON PARK & ARBORETUM
SOMERS, NEW YORK

ADOPTED 1992

REVISED 1994

CHANGED and AMENDED 1999

EFFECTIVE _____

ARTICLE I: NAME, PURPOSE, ETC..

Section 1. NAME

The name of the Corporation is THE FRIENDS of LASDON PARK and ARBORETUM, INC.

Section 2. PURPOSES

The Corporation was formed for exclusively charitable purposes, and solely for the benefit of Lasdon Park and Arboretum, to wit:

- * To aid in the sound development of Lasdon Park and Arboretum, operated by the Department of Parks, Recreation and Conservation of the County of Westchester and to contribute to the support, including financial support of Lasdon Park and Arboretum.

- * To encourage and maintain public appreciation of Lasdon Park and Arboretum.

- * To give assistance, including financial assistance to cultural, leisure-time and other programs and projects at Lasdon Park and Arboretum.

Section 3. MANAGEMENT

The Corporation shall be managed by a Board of Directors, hereafter called the Board. The number of Directors shall be fixed by these By-Laws but shall not be less than three.

Section 4. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

Section 5. OFFICES

The principal office of the Corporation shall be Lasdon Park and Arboretum, Somers, New York. The Corporation may maintain such other offices and keep its books, documents and records at such other places as may be designated by the Board or as the operations or affairs of the Corporation may require.

ARTICLE II: MEMBERS

Section 1. Members and Terms of Membership

The membership of the Corporation shall consist of those who have applied for membership and paid their annual dues.

Membership shall last for one year and is renewable upon payment of the current years dues.

Honorary non-voting memberships may be voted by the Board and shall be reviewed annually.

Section 2. Membership Classes, Dues, and Votes

Membership classes and dues shall be:

Individual	\$ 20.00	Sponsor	\$ 100.00
Family	30.00	Patron	250.00
Senior Citizen	15.00	Benefactor	500.00
Supporting	50.00	Hort. Society	150.00

When a vote of the Members is taken:

- * Each adult in the individual membership may cast one vote.
- * In the other membership classes, two adults per membership may cast one vote.

Members who fail to renew their memberships within six months of the mailing of the current years renewal notice may not cast any votes.

Section 3. Meetings of the Members

The Board may schedule regular or special meetings of the Members.

Personal or written notice of each meeting of Members stating place, date and time of the meeting shall be given to each Member at least five days prior to the date of the meeting. Such notice may be given by sending a schedule of meetings to the Members.

An Annual Meeting of Members shall be held at such time and place as shall be fixed by the Board.

ARTICLE II. Members (cont'd)

Section 5. Quorum

Unless otherwise required, ten percent of the voting Members, present in person, shall constitute a quorum for the transaction of business at a meeting of the Members, and any action to be taken by a vote of the Members shall be authorized by a majority of the votes cast.

ARTICLE III. Board of Directors

Section 1. Composition and Qualification

The Board shall consist of no less than three and no more than thirteen voting Members of the Corporation and shall be composed of two classes - A and B - and with seven Directors in Class A and six Directors in Class B.

Section 2. Election and Term of Office

The term of office for each class of Directors shall be two years. The term of office of one class shall expire each year and its successor shall be elected by the Members at the Annual Meeting.

Section 3. Resignations, Removals, and Vacancies

Any Director may resign at any time by written notice to the Board, the President or the Secretary. Any vacancy among the Directors resulting from any cause may be filled for the unexpired portion of the term by a vote of the Board.

Section 4. Meetings of the Board

Personal or written notice of each meeting of the Board stating place, date and time of the meeting shall be given to each Director at least three days prior to the meeting. Such notice may be given by sending a schedule of meetings to the Directors. Special meetings of the Board may be called by the President, by the Secretary, or upon written request of three Directors.

Section 5. Quorum

Unless otherwise required by these By_laws, a majority of the Board, present in person and including a majority of the Officers of the Corporation, shall constitute a quorum for the transaction of business at any meeting of the Board and act of a majority of the Directors present shall be the act of the Board.

Section 6. Annual Meeting of the Members

At the Annual Meeting of Members the Board shall present a report covering the fiscal year that terminated no more than six months prior to the Annual Meeting. The report shall be verified by the President and the Treasurer or by a majority of the Board and shall show the following appropriate detail:

- * Assets and Liabilities
- * Sources and use of Funds
- * Revenue or receipts
- * Expenses and disbursements
- * Number of members

ARTICLE III. Board of Directors (con't)

The Annual Report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

ARTICLE IV. NOMINATION and ELECTION of THE BOARD

Section 1. Nominating Committee

The President, shall, in September of each year, appoint a Nominating Committee consisting of three Corporation Members. This Committee shall with the regular notice of the November and with the notice of the Annual Meeting, mail to members a proposed slate to fill the Board, Class A or Class B, to serve their designated terms and until their successors are elected.

Section 2. Elections

Election of the Board will take place at the Annual Meeting of members and will be by ballot and a plurality shall elect. In the event of a lack of contest in the election of any proposed Board member, a motion from the floor may be entered to instruct the Secretary to cast one ballot, thereby electing the proposed Board.

Section 3. The Board

The Board shall be broken down into two classes - Class A and Class B. The make up of each follows:

Class A shall be made up of the President, Treasurer and five Board Members.

Class B shall be made up of the Vice-President, Secretary and four Board Members.

Each class will serve for a two year term .

Section 4. Resignations, Removals and Vacancies

Any officer may resign by written notice to the Board, the President or the Secretary.

The resignation of the Treasurer shall be accepted only after a full accounting has been approved by the Board. A vacancy in any office resulting from any cause may be filled for the unexpired portion of the term by a vote of the Board.

Section 5. President

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Members and of the Board, and shall be an ex-officio member of all committees.

Section 6. Vice-President

In addition to duties which may be prescribed by the Board, the Vice-President shall, in the absence of the President or in the event the President is unable to serve, perform the duties of the President.

Section 7. Secretary

In addition to the duties which may be prescribed by the Board, the Secretary shall record or cause to be recorded all the proceedings of the meetings of the Members, the Board, and all committees to which a secretary shall not have been appointed and shall see that all notices

ARTICLE IV. NOMINATION and ELECTION of the BOARD (cont'd)

that are required by law and these by-laws are duly given.

The Secretary shall be the custodian of the records and shall see that the books, reports, statements, certificates, and all other documents and records required by law or these by-lawss are properly kept, filed and available.

Section 8. Treasurer

In addition to the duties which may be prescribed by the Board, the Treasurer shall be the chief financial officer of the Corporation, shall be responsible for the receipt, custody and disbursement of the Corporation's funds and other assets, shall be the custodian of the financial records of the Corporation, and shall have charge of the investment of the Corporation's funds and other assets, all subject to the direction and approval of the Board.

Any expenditure in excess of one-thousand dollars (\$ 1000.00) requires the signature of both the President and the Treasurer.

An accurate statement of receipts and disbursements and of the financial status shall be submitted to the Corporation by the Treasurer at regular intervals.

ARTICLE V. COMMITTEES

Section 1. Executive Committee

The Board may create an Executive Committee by resolution adopted by a vote of the Board.

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary and such other officers as the Board deems desirable.

The Executive Committee shall, to the extent provided in the resolution creating the Executive Committee, have the authority of the Board during the intervals between meetings of the Board.

ARTICLE VI. MISCELLANEOUS

Section 1. Amendments of the By-Laws

The By-Laws may be altered or amended at any meeting of the Board by an affirmative vote of two-thirds of those present and voting but no alterations shall be adopted unless the substance and effect of the proposed alterations or amendments shall have been stated in writing in the call for the meeting.

Section 2. Dissolution

The Friends of Lasdon Park and Arboretum may be dissolved by vote of more than two thirds of its members at any Regular Meeting. Upon dissolution, after paying or making provisions to pay all liabilities, the Board shall dispose of all remaining assets to Lasdon Park and Arboretum, Westchester County Parks and Recreation.