

By-Laws

Historic Saratoga-Washington on the Hudson Partnership

(As adopted on November 29, 2007)

Article I

Purpose

The implementation of Historic Saratoga-Washington on the Hudson Partnership established pursuant to article 42 of the NYS Environmental Conservation Law.

Article II

Board of Directors

Section 1: Powers and Numbers. The affairs and activities of the Historic Saratoga-Washington on the Hudson Partnership (hereinafter referred to as the "partnership") shall be managed and its powers exercised by the Board of Directors. The Board of Directors shall be composed of: the following ex-officio municipal officials who have submitted an intention to participate in the partnership to the NYS Commissioner of Environmental Conservation: the supervisor of the town of Saratoga, the supervisor of the town of Fort Edward, the supervisor of the town of Greenwich, the supervisor of the town of Easton, the supervisor of the town of Stillwater, the supervisor of the town of Northumberland,, the supervisor of the town of Halfmoon, the supervisor of the town of Schuylerville, the mayor of the village of Fort Edward, the mayor of the village of Greenwich, the Mayor of the village of Greenwich, the mayor of the city of Mechanicville, and the mayor of the village of Waterford; six voting appointment members pursuant to section 42-0103 of the NYS Environmental Conservation law and, three ex-officio, non-voting members who shall be the commissioners of the NYS Department of Environmental Conservation, the NYS Department of Agriculture and Markets and the NYS Office of Parks, Recreation and Historic Preservation. The aforementioned municipal officials shall be voting members. Ex-officio members of the partnership may designate through notice to the secretary a representative to attend, in his or her place, meetings of the partnership and to act in his or her behalf at such meetings and with respect to business of the partnership.

Section 2: Election and Term of Office: The term of office for appointed members shall be four years from the date of appointment. An appointee may serve beyond the expiration of his or her term until a replacement has been appointed.

Section 3: Resignations: Any appointee may resign from office at any time. Such resignation should be made in writing, and shall take effect at the time specified therein, and if the time is not specified, at the time of its receipt by the Chairperson of the Board. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 4: Meetings: Meetings of the Board may be held at any place as the Board may determine. Special meetings of the Board shall be held whenever called by a majority of the partnership.

Section 5: Quorum and Voting: Twelve members of the board shall constitute a quorum for the transaction of business or of any specified item of business. The vote of a majority of voting members present at the time of the vote, if a quorum is present at such time, shall be the act of the partnership. If at any meeting there shall be less than a quorum present, the members of the board present may adjourn the meeting until a quorum is obtained. Persons may be considered present at a meeting if joining by phone or by videoconference.

Section 6: Action by the Board: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing, email response, or voice vote via telephone (duly recorded) to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7: Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda shall be mailed, emailed, or faxed to each Director in advance of the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally or by telephone, no less than twenty-four hours before the meeting.

Article III

Officers, Employees and Agents

Section 1: Number and Qualifications: The Officers of the Board shall be a Chairperson, Vice Chairperson, a Secretary, a Treasurer and other offices, if any, including more Vice Chairpersons, as the partnership may appoint.

Section 2: Election and Term of Office: The Officers of the Board of Directors shall be elected at the annual meeting of the Board of Directors. Each such Officer shall serve until the next scheduled election of Directors.

Section 3: Employees and Other Agents: A municipal participant in the partnership and/or a duly organized association on behalf of the board may hire employees, providing there is a written contract and description of responsibilities.

Section 4: Removal: Any office, employee or agent of the Board may be removed with or without cause by a vote of the majority of the entire Board of Directors. Contracts may be ended with 30 days notice between parties.

Section 5: Vacancies: In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6: Chairperson Powers and Duties: The Chairperson shall preside at all meetings of the members and of the Board of Directors. The Chairperson shall have general supervision of the partnership, and shall keep the Board of Directors fully informed about such activities. The Chairperson shall perform all duties usually incident to the office of Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7: Vice-Chairperson: Powers and Duties: The Vice Chairperson(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the Chairperson, the Vice Chairperson(s), in the order designated by the Board of Directors, shall perform the duties of the Chairperson.

Section 8: Secretary Powers and Duties: The Secretary shall keep the minutes of all meetings of the Board of Directors. He or she shall be responsible for giving and serving of all notices of the Board and shall perform all the duties customarily incident to the office of Secretary, and shall perform such other duties as may be assigned by the Board of Directors.

Section 9: Treasurer: Powers and Duties: The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the partnership, and shall deposit or cause to be deposited all moneys in designated accounts. At each regular meeting of the Board and whenever else required by the Board of Directors, he or she shall render a statement of partnership accounts including the stewardship fund. He or she shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall serve as Treasurer on the Executive Committee.

Article IV

Committees

Committees of the Board: The Board may, by resolution adopted by the majority, establish and appoint Executive and other standing committees. The Chairperson of the Board of Directors shall appoint the chairperson of each committee. Each committee so appointed shall consist of one or more Directors, and may include additional members not on the Board of Directors. To the extent provided in the resolution establishing it, each committee shall have the authority of the Board of Directors except as to the following matters:

- a. The filling of vacancies on the Board of any committee;
- b. The amendment or repeal of the by-laws or the adoption of new by-laws;
- c. The amendment or repeal of any resolution of the Board, which by its terms shall not be amendable or repealable.

Minutes of standing committee meetings shall be provided to the entire Board of Directors.

Section 1: Executive Committee: The Officers of the Executive Committee shall consist of the board chairperson, a vice-chairperson, secretary and treasurer. The Executive

Committee shall have the authority of the Board of Directors in regard to the following matters:

- a. Implementing the policies of the Board of Directors,
- b. Creating special sub committees to further the goals of the partnership,
- c. Working on special projects as appropriate, and
- d. Communicating with Saratoga and Washington counties and with state agencies.

Section 2: Stewardship Plan Committee: The chairman of the Board of Directors shall appoint a chair for a stewardship plan committee who serves on the Board of Directors. The chair of this committee may seek volunteers to advise the Board of Directors and to implement recommended actions in the preparation of the stewardship plan.

Section 3: Nominating Committee: The chairman of the Board of Directors shall appoint a chair for the committee who will serve on the Board of Directors and the Nominating Committee. The chair shall seek volunteers to advise the Board of Directors and to prepare a slate of nominations for directors and officers.

Article V

Fiscal Year

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

Article VI

Amendment

These by-laws may be amended or repealed by the affirmative vote of a majority of the Board of Directors at any meeting of the partnership, or at a meeting called for the purpose of altering these by-laws, providing notice of the proposed alteration has been include in the notice of meeting.