

FINAL DRAFT: a/o 01-18-17

**HISTORIC HUDSON-HOOSIC RIVERS
PARTNERSHIP BY-LAWS**

Revised: Feb. ____, 2017

ARTICLE I –
NAME, LOCATION,
AUTHORITY, AND PURPOSE

Section I – Name and Location

The name of the Corporation is Historic Hudson- Hoosic Rivers Partnership, hereafter referred to as the “**Partnership**” or “**Corporation.**” The Corporation is a membership organization, governed by its Board of Directors, established in the New York State Department of Environmental Conservation as a body corporate and public, pursuant to New York Environmental Conservation Law, Article 42, as revised. The principal office of the Corporation shall be located in the State of New York at a location within the “Reserve” (as defined below), as determined by the Board of Directors (“**Board**”) in its discretion, from time to time.

Section 2 – Authority

The Partnership shall have authority to pursue its Purpose (as defined below) within the region or area referred to as Historic Hudson-Hoosic Rivers Partnership Reserve (“**Reserve**”), which encompasses the counties of Rensselaer, Saratoga, and Washington, and includes the Town of Cambridge, Village of Cambridge, Town of Corinth, Village of Corinth, Town of Easton, Town of Fort Edward, Village of Fort Edward, Town of Greenwich, Village of Greenwich, Town of Halfmoon, Town of Hoosick, Village of Hoosick Falls, Village of Hudson Falls, Town of Kingsbury, City of Mechanicville, Town of Moreau, Town of Northumberland, Town of Pittstown, Town of Saratoga, Town of Schaghticoke, Village of Schaghticoke, Village of Schuylerville, Village

of South Glens Falls, Town of Stillwater, Village of Stillwater, Village of Valley Falls, Village of Victory, Town of Waterford, Village of Waterford, Town of White Creek. Towns are to be represented by their supervisors; villages are represented by their mayors; and the city of Mechanicville is represented by its supervisor and mayor. See, NYS EnCon Law § 42-0101(2) and (3)

Section 3 – Purpose

Within the Reserve, the Partnership will pursue matters including, but not limited to, collaborative agriculture and open space protection, tourism development, revitalization of main streets, recreational development, as well as protection and interpretation of natural and cultural heritage. (“**Purpose**”).

The Partnership shall operate within a cooperative framework for building and expanding existing public and private initiatives to fully realize within the Reserve the natural, scenic, recreational, and economic potential for the people of the Region, the State, and the Nation.

The Partnership’s mission is to preserve, enhance, and develop the historic, agricultural, scenic, natural, and recreational resources and significant waterways within the Partnership Reserve.

Section 4 – Fiscal Year

The fiscal year of the Partnership shall be January 1 through December 31 (calendar year).

ARTICLE II –

MEMBERSHIP

Section 1 – Membership Structure

The Membership of the Corporation shall have four (4) categories. Members shall have no voting rights except the right to vote for the election of the Board of Directors, which is the governing body of Partnership. Election of Directors shall occur at a Board

Meeting held in November or December, to which Members shall be given notice (“**Annual Meeting**”). Three of the four member categories are entitled to vote for Directors and one category shall be non-voting. The categories are as follows:

Member Categories:

- a. **Municipal-Official Members:** Officials of the municipalities within the Reserve shall be eligible to become Municipal-Official Members of the Partnership, subject to the membership procedures established by the Board. Towns are to be represented by their supervisor; villages are to be represented by their mayor; and the City of Mechanicville is to be represented by its supervisor and mayor.

A Municipal-Official Member may designate an alternate to speak in the place of the Municipal-Official Member during discussion at any Board or Annual Meeting with respect to the business of the Partnership, and a Municipal-Official Member may invite any number of representatives of the municipality to attend and participate in discussions at Board Meetings and Annual Meetings; however, each Municipal-Official Member shall have only one vote in the election of Directors at the Annual Meeting.

- b. **Appointed Members:** There shall be six (6) Appointed Members as follows: two (2) appointed by the Governor, two (2) appointed by the Temporary President of the Senate, and two (2) appointed by the Speaker of the Assembly. Of the six Appointed Members, two (2) shall be residents of Saratoga County, two (2) of Washington County, and two (2) of Rensselaer County. Each Appointed Member shall have one vote in the election of Directors at the Annual Meeting. Each Appointed Member shall serve for a four-year term or until another appointment is made by the respective State Officials.

- c. **Affiliated Members:** An organization located within the Reserve, that ascribes to a mission which is compatible with the Purpose of the Partnership

may be eligible to become an member of the Partnership (**Affiliated Member**), subject to the membership procedures established from time to time by the Board and after being approved by a majority vote of the Board. Any number of representatives of an Affiliated Member organization may attend and participate at Board Meetings and Annual Meetings; however, each Affiliated Member organization shall have only one vote in the election of Directors at the Annual Meeting.

Deleted: ("Affiliated Organization"),

- d. **State Commissioner Members:** The Commissioner of the Department of Environmental Conservation, the Commissioner of Agriculture and Markets, and the Commissioner of the Office of Parks, Recreation, and Historic Preservation shall be State Commissioner Members of the Partnership and may designate an alternate to attend Board Meetings and Annual Meetings to act in the place of the Commissioner with respect to the business of the Partnership. State Commissioner Members are non-voting members of the Partnership, have no vote in the election of Directors at the Annual Meetings, and are not eligible to serve as a Director of the Partnership.

Section 2 – Annual Meeting

The Board shall call a Board Meeting in November or December for the purpose of casting votes for the election of Directors ("Annual Meeting"). The Board Chairperson shall call the Annual Meeting, upon a 30-day notice to Members, and shall preside over the Annual Meeting. Each eligible voting Member shall receive one vote, as prescribed in Article II, Section 1, of these By-Laws.

Section 3 – Annual Meeting Quorum

A quorum at an Annual Meeting shall be met if the Board of Directors has a quorum.

ARTICLE III-

BOARD of DIRECTORS

Section 1 – Board Structure and Eligibility

The number of voting Directors which shall constitute the Board shall be not more than eleven (11) and not less than nine (9) as established by the Board, from time to time. Up to two (2) Directors may be Affiliated Members.

Section 2 – Election and Terms of Directors

- a. Election of new Directors or election of current Directors to consecutive terms shall occur at an Annual Meeting. Directors will be elected by a majority vote of Members present at the Annual Meeting. Current Directors are eligible to cast a vote. Elected Directors will assume responsibilities on the following January 1st. The term of each Director of the Board shall be three (3) years. Terms will be “staggered.” There shall be no limit to the number of consecutive terms a Director may serve.
- b. Any Director may resign at any time by notifying the Chairperson or Secretary of the Partnership in writing. Resignation shall take effect at the time of delivery or at the time therein specified. A Director may be removed from the Board by an affirmative two-thirds vote of Directors present at a Board Meeting. Notice of the proposed removal will be given with notice of the Board Meeting. The Director involved will be given the opportunity to be present and to be heard at the meeting at which removal is considered.
- c. In the event of a Director’s death, resignation, or termination, the Board may appoint a Director to serve until the next Annual Meeting.

Section 4– Powers and Authority of the Board

The business of the Partnership is to be governed by the Board, which shall make decisions and take actions it deems necessary for the proper conduct of the Partnership. The Board shall have the following power and authority, among others:

- a. to adopt and use a seal;

- b. to appoint and remove officers, agents and employers and determine their qualifications, duties and compensation;
- c. to acquire, hold and dispose of real property, to construct or cause to be constructed necessary facilities, including paths and trails, visitor education centers, and related parking areas within the reserve;
- d. to retain or employ consultants, private consultants and independent contractors;
- e. to ask local legislative bodies within the reserve to appropriate and pay over to the partnership monies to be expended by the Partnership;
- f. to make a request from any department, board, bureau, commission or other state agency such cooperation and assistance, services, and data that will enable the Partnership to perform its duties;
- g. to manage the Historic Hudson-Hoosic Rivers Fund, along with joint custody of the State Comptroller and Commissioner of Taxation and Finance;
- h. to make and execute contracts and all other instruments necessary for the exercise of its powers and duties;

Section 4 – Board Meetings

- a) Board Meetings may be held at any place and time as the Board may determine, from time to time. Meetings may be called at any time by the Chairperson of the Board or shall be called upon written request of three (3) or more Directors or six (6) or more Members.
- b) All Members of the Partnership shall be welcome at all Board Meetings to attend and participate. Notice of the time and place of each Board Meeting, together with a written agenda, shall be communicated to each Director and Partnership Member in a manner approved by the Board, from time to time.
- c) By pre-arrangement, and with due notice and as established by the Board, from time to time, a Director may attend a Board meeting using teleconferencing facilities, and such attendance shall meet quorum requirement. The number of times each year that any individual Director uses this method may be limited by the Board, from time to time.

Section 8 – Board Quorum - Voting

A quorum of Directors at Board Meetings shall be a majority of current Directors. A majority vote of those Directors present, as long as there is a quorum, is necessary to carry a motion or conduct business at a Board Meeting or Annual Meeting, unless otherwise specified in these By-Laws.

ARTICLE IV –
OFFICERS OF THE BOARD

Section 1 – Eligibility

An Officer must be a member of the Board.

Section 2 – Election and Terms of Board Officers

Officers of the Board, including a Chairperson, Vice Chairperson, Secretary, and Treasurer, shall be elected by the Board for a two-year term at the Annual Meeting which is to be held in November or December each year. Officers will assume their duties the following first day of January.

Section 5 – Powers and Duties of Officers of the Board

- a. The Chairperson will preside at all Board Meetings and Annual Meetings. The Chairperson will perform all duties usually incident of the office.
- b. The Vice Chairperson will have such powers of the Chairperson and will perform the duties of Chairperson in the absence of the Chairperson.
- c. The Secretary will keep or cause to be kept the minutes of all Board and Annual Membership Meetings and will perform all the duties customarily incident to the office of Secretary.
- d. The Treasurer will perform all duties incident to the position of Treasurer and will keep or cause to be kept accurate accounts of receipts and disbursements of the Partnership, and will deposit or cause to deposit all

monies in designated accounts, and at each Board Meeting and whenever else required by the Board will render a statement of Partnership accounts, .

ARTICLE V –

COMMITTEES and AD HOC WORK GROUPS

The Board shall establish the following standing Committees: an Executive Committee and a Finance - Audit Committee. In addition, from time to time, the Board may appoint temporary *ad hoc* **Work Groups** for a limited duration, to address specific projects or issues.

Section 1 – Executive Committee

The Executive Committee shall be comprised of all of the Officers of the Board. The Chairperson of the Board shall serve as the Chairperson of the Executive Committee. The Executive Committee shall have and may exercise all of the powers of the Board when the Board is not in session, provided that the Executive Committee shall be at all times accountable to and subject to the control of the Board, and provided further that the Executive Committee shall have no authority as to the following:

- a. removal of Directors;
- b. filling Board, Committee, or Work Group vacancies;
- c. amendment or repeal of these Bylaws or the adoption of new Bylaws; and
- d. amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 2 – Finance -Audit Committee

The Finance- Audit Committee shall formulate financial policies for review and approval by the Board; shall formulate an annual Budget containing a proposed yearly expenditures and estimated revenues for each fiscal year of the Corporation for approval by the Board; and shall be authorized to undertake what is necessary to keep the

Corporation in compliance with federal and state statutes and regulations relevant to the Corporation, and as directed by the Board.

Section 3 – Ad Hoc Work Groups

At the discretion of the Board, individual projects or functions of the Partnership, as they arise during the year, may be assigned to an *ad hoc* **Work Group** formed to work on that particular project with the objective that when the assigned function is accomplished or terminated the Work Group is to be dissolved. Partnership Members and non-member volunteers may be assigned to Work Groups.

Article VI

CONFLICTS OF INTEREST and

WHISTLE BLOWER POLICIES

The Corporation shall institute Ethics, Financial Auditing, Conflict of Interest and Whistle Blower Policies and Procedures in furtherance these By-Laws, compliance of which shall be implemented or caused to be implemented by the Board of Directors, including the annual certification by each Directors of the Board.

ARTICLE VII –

AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Directors present at any duly called Board Meeting. Notice of the Meeting, detailing the proposed amendment, must be given to Directors and Members one month prior to the Board Meeting at which action is to be taken on a proposed amendment.

Revised [insert Date]

- **Historic Hudson-Hoosic
Rivers Partnership
Board of Directors**