



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

friendsofcln.org / camplittlenotch.org

BY-LAWS OF FRIENDS OF CAMP LITTLE NOTCH, INC. A NEW YORK NOT-FOR-PROFIT CORPORATION

As Amended, August 4, 2014

ARTICLE I ORGANIZATION

1.1 Mission:

Providing opportunities for all people to practice living in harmony with nature, each other, and themselves.

1.2 Goals and Objectives:

The corporation's goals and objectives, consistent with these By-Laws and with the Certificate of Incorporation, include, but are not limited to, the following:

- 1.2.1. To operate and support a wilderness camp at the Camp Little Notch property in the Town of Fort Ann, Washington County, New York.
- 1.2.2. To preserve, develop, maintain, and operate the camp's property, facilities, and programming.
- 1.2.3. To provide financial and cultural support and services for the camp, including facilitating fundraising efforts and promotion of the camp.
- 1.2.4. To offer related educational programs, outings, and travel opportunities, at the camp and elsewhere.
- 1.2.5. To Encourage and coordinate activities related to Camp Little Notch, such as programs, reunions, workshops, and the like, to help to preserve the history and heritage of Camp Little Notch.
- 1.2.6. To cooperate with like-minded organizations to achieve said purposes.
- 1.2.7. To engage in any and all lawful activities in furtherance of the foregoing mission, goals and objectives.

1.3 Name:

The name of this organization shall be Friends of Camp Little Notch, Inc. This organization is a Not-for-Profit Corporation organized under the laws of the State of New York, and shall hereinafter be referred to as "Friends of Camp Little Notch."



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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ARTICLE II GENERAL PROVISIONS

2.1 Provision for By-laws:

The following provisions shall constitute the general operating By-laws of Friends of Camp Little Notch, and shall be in lieu of all By-laws previously in force and any previously in force are therefore now repealed.

2.2 References in the By-laws:

Words and phrases specifying or naming any Officer, Director, Board, or Committee of Friends of Camp Little Notch shall be construed as including the lawful successor, or the person or persons having the powers and performing the duties of such Officer, Director, Board, or Committee.

ARTICLE III OFFICES

3.1 Principal Office:

The Principal office of Friends of Camp Little Notch shall be located at 744 Sly Pond Road, Fort Ann, New York 12827. This address may change.

3.2 Other Offices:

Friends of Camp Little Notch may also have offices in other places as the Board of Directors may determine or the business of Friends of Camp Little Notch may require.

ARTICLE IV MEMBERSHIP

4.1 Membership:

Friends of Camp Little Notch shall strive to encourage membership in the organization from interested parties. Membership may be solicited and drawn from past and present visitors, supporters, community partners, employees, campers, and other stakeholders. Although membership can be granted to any person of at least ten (10) years of age, no member under the age of eighteen (18) may be elected to the Board of Directors, and no member under the age of twenty-one (21) may act as an officer. In the event that the Board of Directors determines that a member is in violation of the By-laws, any membership requirements currently in place, or otherwise acts contrary to the general purposes of Friends of Camp Little Notch, membership may be revoked by the Board of Directors. There shall be such classes of membership as the Board shall establish, with the members known in the singular as Member and in the plural as Membership. Individuals may check their current membership status on the organization's website (friendsofcln.org), where a current membership roster is posted. If an individual wishes to dispute their membership status, they may contact the Secretary, who will attempt to resolve the dispute. The Membership year shall run from January 1 to December 31 of each year, with all annual memberships expiring on December 31.



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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4.2 Voting Rights of Members:

All Members may vote on matters that are properly submitted to the Membership, including the election of the Board of Directors, and for actions presented to the Membership. Voting by proxy shall be allowed, as provided for in the Not-for-Profit Corporation Law and these By-laws.

4.3 Meetings of the Members:

Meetings of the Members shall be conducted as follows.

4.3.1 Annual Meeting:

Each year the President shall schedule the Annual Meeting of the Membership after consultation with the Board of Directors. The Annual Meeting shall be held for the purpose of electing the Board of Directors, receiving the Annual Report, summarizing the activities of Friends of Camp Little Notch during the preceding year, holding votes on any actions requiring approval of the Membership, hearing comment by the Membership, and any other business as required by these By-laws.

4.3.2 Regular Meetings:

Regular meetings of the Members may be held at such places and times as may be fixed by the Board of Directors. Meetings may take place by telephone conference call or another method by which all participants may hear and communicate directly with every other participant.

4.3.3 Special Meetings:

Special meetings of the Members may be called by the Board or may be called by a written petition signed by ten percent (10%) of the Members entitled to vote, which petition shall specify the purpose, date, and month of the meeting, which date shall not be less than two (2), nor more than three (3), months from the date of filing of the petition with the Secretary. The Secretary shall give notice of said meeting to the Members within five (5) days of receipt of the petition, and if the Secretary fails to do so, any Member who signed such petition may give such notice. The location of special meetings shall be fixed by the Board, or if called by a petition, may be fixed in said petition. Special meetings may take place by telephone conference call or another method by which all participants may hear and communicate directly with every other participant

4.3.4 Notice:

The Secretary shall cause to be mailed or emailed to every Member in good standing at each Member's address as it appears on the Membership roll book of the corporation a notice stating the time and place of any annual, regular or special meeting. Said notice shall be mailed at least ten (10) days, but not more than fifty (50) days, prior to the meeting. If notice is mailed by other than first class mail or email, it shall be mailed at least thirty (30) days, but not more than sixty (60) days, prior to the meeting. Notice of all meetings shall state the date, time, and place of the meeting, and except for the annual meeting, shall state the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all Members present at such meeting.



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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4.3.5 Quorum:

The presence at any Membership meeting of not less than one hundred (100) Members, or one-tenth (1/10) of the total number of Members entitled to vote, whichever is lesser, in person, via telephone conference call or another method by which all participants may hear and communicate directly with every other participant, or by proxy shall constitute a quorum, and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date originally scheduled and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore defined shall be required at any adjourned meeting.

4.3.6 Membership Roll:

A membership roll showing the list of Members as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of the Members upon the request therefore of any Member who has given written notice of such request to the corporation at least ten (10) days prior to such meeting. Additionally, a current membership roster is maintained on the organization's website, friendsofcln.org.

4.3.7 Required Vote:

The vote of a majority of those Members present in person, via telephone conference call or another method by which all participants may hear and communicate directly with every other participant, or by proxy at any meeting of the Members shall be necessary for any action to be taken by the Members. All persons appearing on such membership roll on the record date, which is set in accord with Section 4.3.9, shall be entitled to one (1) vote at any such meeting.

4.3.8 Waiver of Notice:

Any Member may waive notice of any meeting in writing. Attendance at a meeting, in person, via telephone conference call or another method by which all participants may hear and communicate directly with every other participant, or by proxy, without protesting lack of notice prior to the conclusion thereof, shall also constitute waiver of notice.

4.3.9 Fixing Record Date:

For purposes of determining the Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of Members. This date shall be fixed at the Annual Meeting of the Board. Such date shall be not more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action. If the Board shall fail to fix a record date, it shall be considered to be at the close of business on the day before notice is given. All persons appearing on such membership roll on the record date shall be entitled to one (1) vote at the meeting.

4.3.10 Proxies:

Any Member who will be absent at a Meeting of the Members may authorize another Member to act for the absent Member at any meeting by written proxy, which shall be filed with the Secretary prior to the start of the meeting for which it is valid. A proxy shall be valid for only one (1) meeting, as



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

friendsofcln.org / camplittlenotch.org

specified therein, and any adjournment of said meeting. The Board may solicit proxies, to be exercised by any person designated by the Board, for any Membership meeting, for any purpose deemed desirable by the Board, including proxy ballots for the election of Directors. Proxies may be submitted to the Secretary electronically, provided that the Secretary can reasonably determine that any such proxy authorization was directly submitted by the Member.

4.3.11 Conduct of Meetings:

The latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Members.

4.3.12 Filing:

Any document that these By-laws require to be filed with the Secretary may be sent to the Secretary in any reasonable manner to which the Secretary agrees, including by email. Filing is effective as of the date the Secretary receives the filed document. The Secretary is not required to contact members regarding the status of filed documents. Members are solely responsible for ensuring that the Secretary has received any documents filed by Members.

4.4 Membership Dues:

The Board shall establish such levels and categories of dues for Members as it deems to be necessary to provide sufficient funds to allow the corporation to accomplish its purposes. Members who fail to pay their dues or assessments within thirty (30) days from the time they become due shall automatically forfeit all rights and privileges of membership until such time as all overdue dues and assessments are paid in full.

ARTICLE V BOARD OF DIRECTORS

5.1 Powers:

The business of Friends of Camp Little Notch shall be managed by and under the direction of the Board of Directors, which shall exercise all powers of Friends of Camp Little Notch and do all such lawful acts and things not prohibited by statute, regulation, or by these By-laws. The Board of Directors may delegate management responsibilities to Officers, Committees, or Employees of Friends of Camp Little Notch, as it deems appropriate to ensure the effective functioning of Friends of Camp Little Notch.

5.2 Function:

It shall be the function of the Board to:

5.2.1 Perform any and all duties imposed on it collectively or individually by law and by these By-laws.

5.2.2 Appoint and remove, employ and discharge, and prescribe the duties of all officers, agents, and employees of Friends of Camp Little Notch.



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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5.2.3 Supervise all officers and executive director, except as otherwise provided in these By-laws, of Friends of Camp Little Notch to assure that their duties are performed properly.

5.2.4 Meet at such times and places as required or permitted by these By-laws.

5.2.5 Register their mailing addresses, home phone numbers, and email addresses with the Secretary of Friends of Camp Little Notch. Notices of meetings sent by U.S Mail or electronic mail to them at such addresses shall be valid notices thereof.

5.2.6 Prescribe the duties of any committees.

5.3 Number:

The number of members of the Board of Directors shall not be less than seven (7) and not be more than fifteen (15) unless such numbers are changed by amendment to these By-laws. The number of Directors may be increased or decreased by amendment to the By-laws in accord with Section 9.1, except that only a majority of the Directors, and not a two-thirds (2/3) majority of the Directors, shall be necessary to change the number of Directors.. No decrease in number of Directors shall shorten the term of an incumbent Director.

5.4 Composition and Eligibility:

The Board of Directors shall consist of four (4) Officers—President, Vice President, Secretary, and Treasurer—and up to eleven (11) Directors At-Large. No Member under the age of eighteen (18) may be elected to the Board of Directors. The President and Vice President may not act as employees of Friends of Camp Little Notch for any part of their terms of office.

5.5 Term of Appointment:

Except as otherwise provided for in these By-laws, all directors shall be elected for two-year terms. If duly re-elected or appointed as provided in these By-laws, Directors may serve successive terms, and no term limits are set upon them. The term of appointment begins as of the date of the Annual Meeting of the Board of Directors, the date of which is set in accord with Section 5.9.2 of these By-laws, following an individual's election to the Board. The term of appointment ends as of the date of the Annual Meeting of the Board of Directors following the second Annual Meeting of the Members after the individual's election to the Board.

5.6 Election of Board of Directors:

Members of the Board of Directors shall be elected by the Membership at the Annual Meeting of the Members of Friends of Camp Little Notch. Election of the Board of Directors shall be the last order of business at this meeting. Each Director must be elected by a majority of the votes cast at the meeting.

5.7 Election of Board Officers

Officers of the Board of Directors shall be elected by the Board at the Annual Meeting of the Board of Directors of Friends of Camp Little Notch. Election of Directors shall be the first order of business at this meeting, and elections will proceed in the following order: President, Vice President,



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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Secretary, and Treasurer. Any Directors not elected to an Officer position shall serve as Directors-at-Large. Each Officer must be elected by a majority of the votes cast at the meeting.

5.8 Duties of Officers and Directors:

Members of the Board must attend at least two-thirds (2/3) of the scheduled meetings during each year of their term of appointment, with no more than three (3) unexcused absences each year of their term of appointment. For an absence to be considered excused, it must be reported to the President or Secretary no later than 24 hours after a meeting is held. Members of the Board may attend in person or by telephone conference call or another method by which all participants may hear and communicate directly with every other participant. Additional duties are outlined as follows:

5.8.1 President:

The President shall act as Chair of the Board. The President shall preside over all meetings of the Board and all meetings of the Members, and perform other such duties as required by these By-laws. The President shall represent Friends of Camp Little Notch in an official capacity as appropriate. The President shall oversee the day-to-day management of the business and affairs of Friends of Camp Little Notch and shall operate within the parameters established by the Board as part of Friends of Camp Little Notch's policies and procedures.

5.8.2 Vice President:

The Vice President shall perform all the duties of the President in the absence of a President, or if the President is unable to serve in that capacity, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. If the President resigns, the Vice President shall serve the remainder of the President's term.

5.8.3 Secretary:

The Secretary shall be responsible for issuing all notices as required by these By-laws or directed by the Board. The Secretary shall also be responsible for recording the minutes of the meetings, resolutions, and the results of all votes. The Secretary shall also track board meeting attendance, report board attendance to the full Board every four (4) months, and notify Directors of their resignation via absences in such circumstance. The Secretary shall maintain all records of Friends of Camp Little Notch, except those maintained by the Treasurer as required by these By-laws, so that they are available upon request to parties or persons with a legitimate interest in reviewing them. Additionally, the Secretary shall keep all the annually-submitted Director conflict of interest disclosure statements and any case-specific related party transaction reports, and provide all newly-received and annually-submitted Director conflict of interest disclosure statements and any case-specific related party transaction reports, together with the minutes of any related meetings to the Chair of the Audit and Finance Committees or, if there are no Audit and Finance Committees, to the President of the Board of Directors, in effort to assure that they are properly considered for auditing purposes

5.8.4 Treasurer:

The Treasurer shall be responsible for maintaining records of all corporation financial matters, including but not limited to: membership fees, expenses, expenditures, donations, fundraising,



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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disbursements, and reimbursements. The Treasurer shall also be responsible for ensuring the timely filing of all documents relating to corporate matters as required by law or these By-laws, including the filing of all documents required by the State of New York Attorney General's Office, with particular reference to Section 8.6 of these By-Laws.

5.8.5 Directors At-Large:

The Directors At-Large shall perform duties as determined by the Board. The Directors At-Large shall have full voting privileges and will fill vacancies on the Board as set forth in Section 5.13 of these by-laws. Individual Directors shall have no authority to act on behalf of the Board of Directors or Friends of Camp Little Notch, except as specifically granted by the Board.

5.8.6 Executive Director

The Executive Director shall be appointed by the Board and shall hold office at its pleasure. Friends of Camp Little Notch reserves the right to not employ any Executive Director. The procedures applicable to the election and removal of the elected directors, including terms of office, shall not apply to the Executive Director. If Friends of Camp Little Notch employs an Executive Director, the Executive Director shall have the general management of the affairs, including supervision of employees and agents, of Friends of Camp Little Notch and shall see that all orders and resolutions of the Board are carried into effect and shall have such other powers and duties as the Board shall prescribe. The Executive Director shall attend all meetings of the Board of Directors. If the Executive Director is unable to attend a meeting of the Board, the Executive Director shall notify the President or Secretary 24 hours in advance of the meeting in question. The Executive Director shall attend Executive Committee meetings at the direction of the Executive Committee. The Executive Committee shall meet annually to assess executive compensation and evaluation and make recommendations to the board, in addition to providing advice and counsel to the Executive Director. The Executive Director may not participate in or be present during any deliberations regarding the Executive Director's compensation.

5.9 Board Meetings:

Meetings conducted by the Board of Directors shall conform to the following requirements:

5.9.1 Types of Meetings:

Meetings of the Board of Directors shall be Regular Meetings, an Annual Meeting, and Special Meetings. All meetings shall be held at a place determined by the Board. All meetings may take place by telephone conference call or another method by which all participants may hear and communicate directly with every other participant.

5.9.2 Annual Meeting:

The Annual Meeting of the Board shall be held within one month following the Annual Meeting of the Members. The first order of business at this meeting shall be the election of officers. The second order of business at this meeting shall be fixing the record date in accord with Section 4.3.9. The Board may choose to conduct other business at this meeting.



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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5.9.3 Regular Meetings:

The Board shall hold a minimum of four (4) Regular Meetings per year in order to conduct regular business. Written, personal, or e-mail notice shall be given to each member of the Board at least thirty (30) days in advance of each Regular Meeting.

5.9.4 Special Meetings:

Special Meetings of the Board may be called by any Director. The Director calling a special meeting or the Secretary shall give written notice of any Special Meeting to all Directors at least two (2) days in advance of the date of the Special Meeting. Directors may waive this notice in accord with Section 5.9.7 of these By-laws. The Director calling a special meeting or the Secretary shall send this notice by e-mail to a Director's current email address, or by regular mail to their current address.

5.9.5 Executive Session:

The Board may meet in closed executive session for discussion of matters that are not appropriate for open meeting. Any member of the Board may move to enter an executive session. The Board shall meet in closed executive session whenever a majority of the Directors present at a meeting so determine. All actions of the Board shall be taken in an open meeting.

5.9.6 Content of Notice of Meetings:

For the Annual Meeting and any Regular Meeting, neither the business to be transacted nor the purpose of the Regular Meeting must be specified in the written notice of the meeting. However, in the case of Special Meetings, the purpose or purposes of the meeting shall be described in the written notice.

5.9.7 Waiver of Notice:

Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with these By-laws. The Director may also provide a waiver of notice in writing, which may be provided by electronic mail ("email"). If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature, and given to the Secretary. If by email, the waiver must include information from which it can reasonably be determined that the transmission was authorized by the director.

5.9.8 Quorum and Voting:

At all meetings of the Board of Directors, except as otherwise provided by law, the Certificate of Incorporation, or these By-laws, a quorum shall be required for the transaction of business and shall consist of more than one-half (1/2) of the sitting Directors. The vote of a majority of the Directors present at the time of a vote, provided a quorum is present at such time, shall decide any question that may come before the meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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5.9.9 Conduct of Meetings:

The latest edition of Robert's Rules of Order shall govern the conduct of all meetings. Because the regular parliamentary procedures outlined in Robert's Rules of Order can be cumbersome for smaller groups, the Board shall, whenever possible, conform to the streamlined provisions contained therein for the conduct of board meetings, or the Board may agree to waive them.

5.10 Voting Rights of Directors:

Each Director may cast a single vote on matters before the Board. Directors may abstain from voting on any matter before them.

5.11 Unanimous Written Consent:

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by Directors shall be filed with the minutes of the proceedings. E-mail shall be considered to be a valid form of written consent. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with information from which it can reasonably be determined that the transmission was authorized by the director.

5.12 Telephone, Video, or Online Conferencing:

One or more Directors may participate in a meeting of the Board of Directors or any committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, or communications equipment providing real-time logging of synchronous written communication of all persons (for example, online inter-relay chat). Participation in a meeting by such means shall constitute presence in person at the meeting.

5.13 Vacancies:

Should a vacancy occur on the Board by reason of death, resignation, removal, disqualification, end of term, or other reason, the remaining Directors will continue to act. The remaining Directors may elect any sitting Director to fill any vacant Officer position, unless the sitting Directors are unwilling to fill the vacancy. If no sitting Director is willing to fill a vacancy in an Officer position, the Board shall appoint a willing and capable individual from among the current Members. The Board must ensure that the appointment fulfills the requirements of these By-laws. Any vacancy in the position of Director At-Large may be filled by the Board from among the current members. In the event that a vacancy does not involve an Officer position and does not render the Board composition in violation of these By-laws, the remaining Directors may elect to leave the Board position vacant. Appointments to fill vacant Officer or Director positions shall be filled only until the next Annual Meeting of the Board, at which time officer elections will be conducted according to these By-laws and Directors newly elected at the Annual Meeting of the Members will begin their terms.

5.14 Resignations:

Any Director may resign at any time by giving written notice to the President or Secretary of the Board. The resignation will take effect upon receipt by the President or Secretary. Three (3)



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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unexcused absences per two (2) year term by a Director shall constitute a resignation; absence from more than 1/3 (one-third) of meetings in any twelve month period shall also constitute a resignation. For an absence to be considered excused, it must be reported to the President or Secretary within 24 hours of a meeting. The Secretary shall track absences, and is responsible for reporting board attendance to the full Board every four (4) months. It is the responsibility of the Secretary, in cooperation with the President, to notify any Directors of their resignation via absences.

5.15 Removals:

Except as otherwise provided in these By-laws, a Director may be removed for the following reasons: a violation of these By-laws; unethical conduct; failure to perform the duties of their position as outlined in these By-laws; or other behavior that threatens Friends of Camp Little Notch's ability to function or fulfill its stated purpose. Removal shall require a Special Meeting for the sole purpose of allowing the Director in question to defend or explain the Director's actions; and a two-thirds (2/3) majority of Directors must subsequently vote to remove the Director in question. This provision shall not apply to any Executive Director employed by the Friends of Camp Little Notch, as such individual serves at the pleasure of the Board of Directors, and the employment of an Executive Director may be terminated at any time.

5.16 Compensation of Directors:

Directors shall not receive any compensation for their services as Board Members of Friends of Camp Little Notch. However, Directors may provide service to the organization in another capacity and may receive reasonable reimbursement for such services, subject to the ethical provisions specified in Section 5.17 of these By-laws and applicable requirements of state and federal law. Similarly, Directors may receive reimbursement for reasonable expenses associated with serving on the Board when consistent with Board policy.

5.17 Conflicts of Interest and Related Party Transactions:

Friends of Camp Little Notch takes very seriously potential conflicts of interest and the ethical conduct of its Directors, Officers, and Key Employees. Friends of Camp Little Notch shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers, and key employees act in the best interest of the organization and comply with applicable legal, regulatory, and ethical requirements. The conflicts of interest policy of the organization shall include, at a minimum, the following provisions:

5.17.1 Procedures:

Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate.

5.17.2 Restrictions:

Stipulations that when the Board of Directors, or authorized committee, as appropriate, is considering a real/potential conflicts of interest, the interested parties shall not: (i) be present at, or participate in, any deliberations; (ii) attempt to influence deliberations; and/or (iii) cast a vote on the matter.



Friends of Camp Little Notch

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5.17.3 Definitions:

Definitions of circumstances that could constitute a conflict of interest.

5.17.4 Documentation:

Requirements that the existence and resolution of the conflict be documented in the records of the Corporation, including the minutes of any meeting at which the conflict was discussed or voted upon.

5.17.5 Audit-Related Disclosure:

Protocols to assure the disclosures of all real or potential conflicts of interest are properly forwarded to the Audit Committee or Conflicts of Interest Committee, as appropriate, or if there is no such Audit or Conflicts Committee, to the Board of Directors, or another Committee of the Board, as appropriate.

5.18 Additional Ethical Considerations for Directors:

The Board shall adopt and periodically review a policy concerning conflicts of interest and related party transactions. Directors are discouraged from seeking reimbursement for services provided to Friends of Camp Little Notch outside of their Board responsibilities. However, knowing that Directors may be in a position to provide valuable services to Friends of Camp Little Notch, reasonable reimbursement is allowed, subject to the limitations of state and federal law, and the following provisions:

4.18.1 Prior Approval for Provision of Services:

For a Director to receive reimbursement for services, the services by the Director must be approved by the Board of Directors in advance of the rendering of any such services. Furthermore, the terms of the reimbursement must be specified in the minutes of the meeting at which prior approval is granted. The Director in question shall not vote on his or her own reimbursement for services, and shall not be present for any such votes. This provision applies only to services rendered by Directors and not other individuals or entities.

5.18.1 Monetary Limits:

With respect to reimbursement for services rendered to or on behalf of Friends of Camp Little Notch, no sitting Director may be reimbursed more than fifteen hundred U.S. dollars (US \$1,500) in any single fiscal year without approval of the Membership for reimbursement in excess of this limit.

ARTICLE VI COMMITTEES

6.1 Committees Formed by the Board of Directors:

The Board of Directors may form one or more committees by a resolution passed by a majority of the Directors, and the Board may designate and delegate authority to the Executive Director or to such a committee to manage certain affairs of Friends of Camp Little Notch. However, the designation of such committees and the delegation to any committee of authority shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by law or these By-



Friends of Camp Little Notch

744 Sly Pond Road, Fort Ann, NY 12827

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laws. Committee chairs shall be appointed by the Board. Committee members shall be appointed by the Board or by the Committee Chair. Committee members need not be Directors, but, when possible, Committee Chairs should be Directors. Committees composed only of directors have the ability to bind the Board. Committees that include both directors and non-directors do not have the ability to bind the Board. Committees formed may include, but not be limited to, the following:

6.1.1 Executive Committee: The Board may establish an executive committee which shall consist solely of Directors. The committee, if established, should consist of at least four but no more than six Directors and shall include the President, Vice President, Secretary, and the Treasurer. The duties of the executive committee may consist of resolving concerns that do not require full Board participation and any other matters the full Board may decide. Notes of each meeting shall be kept, and may be presented to the Secretary of the Board for inclusion in the minutes of the next scheduled Board meeting as an addendum.

6.1.2 Audit Committee The Board shall establish an Audit Committee which shall consist solely of Independent Directors. Independent Directors shall be defined as a director who: (i) is not, and has not been within the last three years, an employee of Friends of Camp Little Notch and does not have a relative who is, or has been within the last three years, a key employee of Friends of Camp Little Notch or any affiliate; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from Friends of Camp Little Notch or any affiliate; and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, Friends of Camp Little Notch or any affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

The Audit Committee shall:

1. Oversee accounting and financial reporting processes;
2. Oversee the audit of the corporation's financial statements;
3. Retain an auditor annually;
4. Review audit results with the auditor;
5. Review the scope and planning for the auditor prior to audit;
6. Review material weaknesses, restrictions on scope, significant disagreements, and adequacy of audit processes following the audit;
7. Annually consider the auditor's performance and independence;



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8. Review the corporation's monthly cash-flow statements, financial statements and such other financial records of the corporation as necessary to adequately report to the Board at each Board meeting as to the economical health of the corporation; and

9. Report on the financial status of the corporation at the Annual Meeting of the Members.

6.1.1 Finance Committee:

The Finance Committee shall consist of no less than three Members and shall have responsibility for overseeing the financial state and financial practices of Friends of Camp Little Notch. Members of the Finance Committee shall be appointed by the Board of Directors or the Committee's Chair. The Finance Committee shall report on the financial status of the corporation at the Annual Meeting of the Members.

6.1.3 Nominating and Governance Committee:

The purpose of the Nominating and Governance Committee is to ensure that Board of Directors is comprised of individuals from diverse backgrounds who can bring a variety of skills, experiences, and perspectives to the leadership of the organization. The Nominating and Governance Committee shall consist of no less than three (3) Directors, may include Members, and shall be appointed by the Board of Directors. The Nominating and Governance Committee shall meet with individual Directors before the expiration of their terms to evaluate the Director and discuss possible re-nomination for continued Board membership; interview and nominate potential candidates for election to the Board and recommend a slate of individuals to be considered for election to the Board of Directors. Written documentation of the recommendations of the Nominating and Governance Committee shall be included in the notice sent to Members detailed in section 4.3.4. The Nominating and Governance Committee shall consider organizational values, priorities, and needs in developing their recommendations.

Additionally, the Nominating and Governance Committee shall be responsible for oversight of the organization's governance structure, including but not limited to board orientation, by-law revisions, and promotion of best governance practices.

6.1.4 Other Committees:

The Board may establish other committees or work groups on a temporary basis for the purpose of completing a specific project or task. The Board shall specify the duties or authority of any such committee or work group in through a resolution or committee charter duly approved by the Board.

6.2 Membership-Initiated Committees:

Members of Friends of Camp Little Notch may organize committees as they see a need. However, such a committee may not take any action on behalf of or represent Friends of Camp Little Notch without a resolution of the Board designating a committee or specific members of that committee as an agent or agents of Friends of Camp Little Notch and expressly limiting the scope of that agency as appropriate. Informal committees organized by the membership are free to meet, prepare proposals or other written materials, and seek information relevant to Friends of Camp Little Notch's stated purposes.



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ARTICLE VII INDEMNIFICATION

7.1 Standards for Indemnification:

Unless expressly prohibited by law, Friends of Camp Little Notch shall indemnify any Director or Officer, his or her heirs, successors, or assigns, made or threatened to be made, a party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative), by reason of the fact that such person is or was a Director, Officer, Employee, or Agent of Friends of Camp Little Notch or serves or served any other enterprise at the request of Friends of Camp Little Notch (all of such persons being subsequently referred to in these By-laws as a “Corporate Functionary”), against all expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Friends of Camp Little Notch and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable to Friends of Camp Little Notch. The Corporation shall provide indemnification in connection with an action or proceeding (or part of) initiated by a Director or officer of the Board only if such action or proceeding (or part thereof) was authorized by the Board.

7.2 Authorization Requirements:

Any indemnification under this Section shall be made by Friends of Camp Little Notch only as authorized in the specific case upon a determination that indemnification of the Corporate Functionary is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section. Such determination shall be made by the Board of Directors by a majority vote of a quorum of disinterested Directors or, if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

7.3 Extent of Indemnification:

The rights of indemnification provided for in this Section shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or as a matter of law or otherwise, and shall inure to the benefit of the Corporate Functionary’s estate, heirs, executors, and administrators. If this Article VII or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, Friends of Camp Little Notch shall nevertheless indemnify each Corporate Functionary to the full extent permitted by any applicable portion of this Section that shall not have been invalidated.

7.4 Insurance Option:

Friends of Camp Little Notch may purchase and maintain insurance on behalf of any Corporate Functionary against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not Friends of Camp Little Notch would have the power to indemnify him against such liability under the provisions of this Section.



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7.5 Availability and Interpretation:

To the extent permitted under applicable law, the rights of indemnification provided in this Article VII, (a) shall be available with respect to events occurring prior to the adoption of this Article VII; (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment; (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or officer of the Board (or, if applicable, at the sole discretion of the testator or intestate of such Director or officer of the Board seeking such rights), on the basis of applicable law in effect at the time such rights are claimed; and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or officer of the Board for whom such rights are sought were parties to a separate written agreement.

7.6 Other Rights:

The rights provided in this Article shall not be deemed exclusive of any other rights to which any Officer or Director or other person may now or later be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board of Directors, or an agreement providing for such indemnification, the creation of such other rights being expressly authorized here. Without limiting the generality of the foregoing, the rights of indemnification provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Officer or Director or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred or in connection with in whole or in part.

7.7 Severability:

If this Article or any part shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available to the Friends of Camp Little Notch.

ARTICLE VIII CORPORATE FINANCE

8.1 Corporate Funds:

The funds of the corporation shall be deposited in its name with such banks, trust companies, brokerage firms, or other depositories as the Board may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the corporation shall be signed by such officer or officers of the Board, agent or agents, employee or employees as the Board from time to time may designate. No officers of the Board, agents or employees of the corporation, alone or with others, shall have the power to make any checks, notes, drafts, or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this section.

8.2 Investment of Endowment:



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The Board may contract with any independent investment advisor, investment counsel or manager, of a national or insured state bank or trust company to advise the Board in investment and reinvestment of the endowment fund or other funds of the corporation or to provide security custodial services. The Board is further authorized to pay reasonable compensation for such investment advisory, management, or security custodial services. Each such contract shall provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days notice.

8.3 Agents:

The Board may employ and pay the reasonable compensation of accountants, legal counsel, and other professional and clerical help as it may deem necessary and proper.

8.4 Fiscal Year:

The fiscal year of the corporation shall end on December 31st in each year unless otherwise provided by the Board of Directors.

8.5 Loans to Directors and Officers:

No loans shall be made by the corporation to its Directors or Officers.

8.6 Audit:

The books and financial records of the Corporation shall be audited by an independent accountant's audit report and financial statements with accompanying notes if total support and revenue exceeds \$500,000.

The books and financial records of the Corporation shall be audited by an independent accountant's review report and financial statements with accompanying notes if total support and revenue exceeds \$250,000 and is less than \$500,000.

The books and financial records of the Corporation shall be reviewed by the Audit Committee if total support and revenue is less than \$250,000.

The Treasurer shall submit all documents required by any state authority, including the New York State Attorney General's Office, and the Charities Bureau thereof, in a timely fashion.

ARTICLE IX REVISIONS OF THE BY-LAWS

9.1 Amendments to the By-laws:

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by the Members acting at a duly called meeting, or by an affirmative vote of two-thirds (2/3) of the Directors, except that, in accord with Section 5.3 of these By-laws, a majority of the Directors, and not a two-thirds (2/3) majority of the Directors, shall be necessary to change the number of Directors. The Members shall be notified of any amendment adopted by the Board. However, at least fourteen (14) days' notice shall be given to Directors of the intention to alter, amend, repeal, or to adopt new By-laws at such meetings. Such notification shall conform to the provisions of Article



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V of these By-laws. If the amendment of these By-laws is submitted to the Members at a duly called meeting, at least fourteen (14) days' notice shall be given to the Members of the intention to alter, amend, repeal, or adopt new By-laws at such a meeting. Such notification shall conform to the provisions of Article IV of these By-laws.

9.2 Review of the By-laws:

These By-laws shall, as a matter of course, be reviewed every three (3) years before the Annual Meeting of the Membership, beginning in 2014.

Adopted by the Board of Friends of Camp Little Notch, this 4th day of August, 2014.

President

Vice President

Treasurer

Secretary