



**BYLAWS
of the
NAWAKWA
OUTDOOR ASSOCIATION
OF NEW YORK, INC.**

Approved _____ 2023

ARTICLE I: NAME

The name of this organization is: Nawakwa Outdoor Association of New York, Inc. (NOANY).

ARTICLE II: OBJECTIVES

The objectives of NOANY are to promote and engage in outdoor, educational, and recreational activities such as hiking, camping, boating, and trail building and maintenance; to support conservation and environmental programs and goals; to operate NOANY and Camp Nawakwa in Harriman State Park for the benefit of all members.

ARTICLE III: MEMBERSHIP

Section 1.

- A. A member is an adult, 18 years of age or older, who has completed the Qualifying, Orientation, and Safety Activities requirements (as defined in the Handbook for Applicants) and who has been reviewed and confirmed by the Board of Directors (BOD). Such a member is also referred to as a Key-holder or Nawakwan.
- B. The Board of Directors (BOD) shall have the authority to determine the Qualifying, Orientation, and Safety Activities requirements, and their details, which shall be set forth in a Handbook for Applicants. In addition, the BOD shall have the authority to determine other requirements for maintaining NOANY membership.

Section 2.

- A. To become a member, an adult, 18 years of age or older, shall submit a written application form along with the application fee to the Membership Committee. Such individuals are considered to be “applicants”
- B. Upon an applicant’s completion of the Qualifying, Orientation, and Safety Activities requirements and any other requirements established by the BOD, the Membership Committee will refer the applicant to the BOD. The determination of membership status shall be made by the BOD.

Section 3. Members are granted all rights and privileges of NOANY as set forth herein and otherwise determined by the BOD. Members shall have access to the books and records of NOANY to the extent required by New York Not-for-Profit Corporation Law Section 621 and also as otherwise authorized by the BOD.

Section 4. Termination of membership in NOANY shall occur when:

- A. A person fails to pay the annual membership fee in a timely manner as determined by the BOD;
or
- B. An action is approved by the BOD as specified in Section 5 below.

Section 5. By a vote of two-thirds of the full BOD, a member may be suspended or terminated from NOANY membership for violation of the Bylaws or policies established by the BOD, or for conduct prejudicial to the best interests of NOANY. The BOD shall present charges in writing against such member and offer the member an opportunity for a hearing before the BOD before suspending or terminating them.

ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

Section 1. The Board of Directors (BOD or Board) shall consist of four officers and seven directors. All BOD members must be members in good standing of NOANY.

- A. A majority of the BOD shall constitute a quorum. Only directors and officers may vote at BOD meetings.
- B. Decisions by the BOD shall require a majority vote of the BOD members present at a meeting, unless these Bylaws require a vote by a greater percentage. When any BOD member is present at a meeting but is not present at the time of a vote due to a conflict of interest or related party transaction, they shall be determined to be present at the time of the vote.

Section 2. The four officers shall be the Chair, Vice-Chair, Secretary, and Treasurer. The duties of the Officers shall include, but are not limited to, the following:

- A. The Chair shall be the Executive Officer of NOANY and shall preside at all meetings of NOANY and the BOD. The Chair, with the consent of the BOD, shall appoint and remove committee chairs as necessary for the efficient administration of NOANY.
- B. The Vice-Chair shall assume the duties of the Chair in the event of the absence, resignation, death, or disability of the Chair.
- C. The Secretary shall keep the minutes of all meetings of NOANY's members and of the BOD, attend to the correspondence of NOANY, and oversee the NOANY membership roster. The Secretary's records shall be available for inspection by the BOD and to the members to the extent required by law. When directed to do so by the BOD, the Secretary shall furnish copies of any resolutions and transcripts of the minutes of the BOD, duly certified under his/her hand, to such persons as may be designated by the BOD. The Secretary shall revise and update the Bylaws as a result of changes approved by the members pursuant to Article XI.
- D. The Treasurer shall keep reasonably complete books of account, which shall be available for inspection by the BOD. In the event that no member can be found for the Treasurer's position, the BOD can vote to employ a non-member, preferably a CPA or an experienced accountant or bookkeeper, to fulfill this role. In such a case, the Treasurer would not be a member of the BOD, and shall report directly to the BOD.
 - a) The Treasurer shall be the custodian of all monies and assets of NOANY, as well as of all securities, insurance policies, leases, and other instruments of NOANY, which shall be kept in a safe deposit vault to be selected by the BOD.
 - b) The Treasurer shall ensure that all required annual reports are filed with the Internal Revenue Service and State of New York.
 - c) In the event of the absence or disability of the Treasurer, the BOD shall appoint a temporary custodian of all monies, securities, insurance policies, leases, and instruments of NOANY. This appointee shall have access to the safe deposit box.
 - d) All checks, and other evidence of withdrawal of funds drawn on NOANY funds, shall be signed by the Treasurer, or, in the event of the Treasurer's absence or disability, by one other of the two Signatories who have been so authorized by the BOD.
 - e) Any member, officer, director, or committee collecting NOANY funds shall remit them to the Treasurer promptly.

- f) At each regular meeting of the BOD the Treasurer shall present a statement of cash receipts and disbursements for the period from the first of the fiscal year to the end of the month preceding the month during which such meeting is held.
- g) The Treasurer will present a financial report at the Annual Meeting of the members.

Section 3. The BOD shall have final authority over:

- A. NOANY finances, including budgets and approval of reasonable expenditures, as well as unbudgeted expenditures up to \$25,000.00.
- B. The approval of the formation or dissolution of temporary committees.
- C. The policies and procedures with respect to NOANY's property, Camp Nawakwa, and all other activities of NOANY.
- D. The authorization of any audits of NOANY's books.

Section 4. Notwithstanding Section 3, paragraph A, of this Article The BOD shall have authority to approve any expenditures necessary to prevent permanent destruction or irreparable damage to Camp Nawakwa's real property in the event that Acts of God, including, but not limited to, fire, storms, or blizzards, threaten to cause permanent and irreparable damage to Camp Nawakwa's real property if immediate repairs were not promptly performed.

ARTICLE V: STANDING AND TEMPORARY COMMITTEES

Section 1: The following committees are deemed Standing Committees which are representative of the core programs and activities of NOANY:

- A. Membership Committee
- B. Camp Committee
- C. Conservation Committee
- D. Environmental Education Committee
- E. Trails Committee
- F. Hikes and Outings Committee
- G. Hosting Committee
- H. Activities Committee
- I. Archives Committee

Section 2: Temporary Committees may be created by the BOD for a limited period to accomplish a specific purpose (e.g., the Nominating Committee), and must be approved by a majority vote of the BOD.

Section 3. A member of the BOD may be a member or chair of any committee. Committee Chairs are invited to attend all meetings of the BOD.

Section 4. The BOD shall provide each standing committee chair with the mission and scope of the committee. The chair of a standing committee may present to the BOD recommendations for changes or additions.

ARTICLE VI: MEETINGS

Section 1. Board of Directors Meetings

- A . The BOD shall hold at least six regular meetings per year.
- B . Special BOD meetings may be called by the Chair upon giving five days' electronic notice to all Board members.
- C . All regular and special meetings of the BOD shall be held in Manhattan, New York City, unless a majority of the Board decides otherwise.
- D . Meetings may be held in person, by teleconference, or virtually. Meetings held by teleconference or virtually must meet the requirements for full participation of each participant as set forth in New York Not-for-Profit Corporation Law Section 708(c).
- E . One meeting of the BOD during the calendar year shall be designated as an open meeting for all NOANY members.

Section 2. Annual Meeting of the Membership

- A. There shall be an Annual Meeting of the membership which shall be held in accordance with the New York Not-for-Profit Corporation Law.
- B. The BOD shall set the time and place of such a meeting.
- C. Proxies can be used at the Annual Meeting.
- D. At the annual meeting the BOD shall present an annual report as required by New York Not-for-Profit Corporation Law Section 519.

Section 3. Special Meetings of the Membership

- A. A special meeting of the membership may be called by the Chair, by a majority vote of the BOD, or by a petition, submitted to the Secretary of the BOD, containing signatures of at least 10% of the members of NOANY in good standing.
- B. Proxies can be used at all special membership meetings.

Section 4. All actions at any membership or BOD meeting shall be by motion or resolution, duly moved and seconded, and approved by a majority of those voting, unless these Bylaws require a vote by a different percentage.

Section 5. Notice of all meetings of the members shall be provided to all members and shall contain the information required by New York Not-for-Profit Corporation Law Section 605(a). If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty days nor more than sixty days before such date.

Section 6.

- A. A quorum for the transaction of business at any BOD meeting shall be a majority of the BOD.
- B. A quorum for the transaction of business at any annual or special meeting of the membership shall consist of ten percent of the total NOANY members.

ARTICLE VII: ELECTIONS; TERMS OF OFFICE; VACANCIES

Section 1. On or about July 1st the BOD shall appoint a Nominating Committee of three people, none of

whom shall be a member of the BOD. Also, three Inspectors, who are NOANY members who are not officers, directors, or candidates for such positions, shall be appointed by the BOD prior to the election.

Section 2. Members may nominate candidates for the BOD by filing a petition signed by at least five percent of the members. The August issue of the NOANY newsletter shall contain a nominating form. The form shall also be available on the NOANY website. In order for a nomination to be included on the ballot, the Nominating Committee chair must receive the completed form by September 1st.

Section 3. The Nominating Committee shall recruit one or more candidates for each position to be filled. No member of the Nominating Committee shall be designated to serve as a candidate for any position. The Nominating Committee shall then prepare the election ballot containing the nominations by both the Committee and by petition, and also allowing space for write-in candidates. The list of candidates to be voted on shall be published in the October newsletter and on the NOANY website at least 14 days before the Annual Meeting.

Section 4. Elections will take place at the October Annual Meeting of the members, at a time and place determined by the BOD. As per the New York Not-For-Profit Corporation Law, "Directors shall be elected by a plurality of the votes cast at a meeting of the members entitled to vote in the election." Officers shall also be elected by a plurality of the votes cast at a meeting of the members entitled to vote in the election.

Section 5. In addition to publishing the list of candidates in the October newsletter and the notice of the meeting, official notice of the Annual Meeting will be given to all members. This official notice will indicate the time and place of voting. Members who attend the meeting may vote in person. In-person voting will use anonymous paper ballots.

Section 6. Those members who come to vote in person shall sign in and their names shall be checked against the official roster of NOANY members in good standing. The appointed Inspectors shall oversee the sign-in process and the official list of voting members. A Proxy Form which is sent in will be disregarded if the same member then votes in person at the meeting.

Section 7. Tallying will follow the close of voting. Both the in-person votes and the proxy votes will be counted. After the accurate count is certified by the Tally Committee, the results will be announced. Election results will be posted on the NOANY website and will also be published in the next newsletter.

Section 8. The terms of Officers and Directors shall be two years, and continue until their successor has been elected and takes office, and shall usually begin on January 1st. Officers and Directors shall be eligible for re-election.

Section 9: If an elected Board member or officer resigns or dies, the Board may appoint, by majority vote, a successor to fill the vacancy for the remainder of the term.

Section 10. Unless excused by the Chair or by the BOD, absence of any Officer or Director for three successive regular meetings of the BOD shall be deemed to be a resignation and the office shall be deemed to be vacant. A successor shall be appointed in the manner specified above.

ARTICLE VIII: MEMBER PETITIONS

Section 1. Notice of any BOD resolution passed with respect to any extraordinary expenditure over \$25,000 (except for a resolution passed under Article IV, Section 4), shall be mailed/e-mailed to the members within thirty days of passage. If within four weeks of mailing such notice, a petition signed by five percent of the members is received by the Secretary requesting a referendum on any such resolution, the BOD shall call a special meeting of the membership as per Article 6, Section 3, at which the members may vote to approve or disapprove the resolution.

Section 2. Five percent of the members may, at any time, petition the BOD to pass a resolution, which resolution shall be set out in full in the petition. Such petition shall be sent to the Secretary. The proposed resolution shall be voted on by the BOD at its next regular meeting following the receipt of the petition.

Section 3. All such petitions for resolutions affecting the Bylaws of NOANY shall be referred to the Bylaws Committee, if any exists, for study and evaluation.

Section 4. Notice of referendum results shall be given to the members as soon as practicable and will be included in the next issue of the newsletter and published on NOANY's website.

ARTICLE IX: FINANCES

Section 1. NOANY's fiscal (accounting) year is the calendar year.

Section 2. The finances of NOANY shall be classified into general funds and funds created for specific purposes. The accounts shall be kept in such a way as to reflect fairly the income and expenses. Additional funds for specific purposes may be created when deemed necessary or desirable by resolution of the BOD.

Section 3. Appropriation from one fund to another fund shall be made only by resolution of the BOD.

Section 4. The surplus funds of NOANY may be invested, consistent with the "prudent person" rule of New York Not-for-Profit Corporation Law Section 717.

ARTICLE X: PROPERTY

Title to all real and personal property of NOANY shall be vested in NOANY. Deeds, conveyances, and leases which have been authorized by NOANY and all contracts and other instruments which have been authorized by the BOD, subject to the provisions of Article VIII of these Bylaws, shall be signed by the Chair and countersigned by the Secretary, or by the Treasurer if the Treasurer is a NOANY member.

ARTICLE XI: AMMENDMENTS

Section 1. The text of any proposed amendments to the Certificate of Incorporation or to the Bylaws shall be referred to the Bylaws Committee, if any, for study, evaluation, action, and referral to the BOD. All actions by the Bylaws Committee, if any, are reviewable by the BOD. The Board must approve any

proposed amendments to the Bylaws or to the Certificate of Incorporation by a two-thirds majority of the entire Board. All approved changes must be submitted to a vote by NOANY members at a duly called meeting or other method authorized under the law and will become effective immediately after approval by the majority of NOANY members voting provided that at least ten percent of the NOANY members voted.

Section 2. NOANY members reserve and retain the right to amend or repeal the existing Bylaws or to enact new Bylaws.

ARTICLE XII: TRANSITION

As per Article XI, Section 1, these Bylaws shall take effect upon approval of the membership, at which time the prior Bylaws of NOANY shall be of no further force and effect. All officers and directors as of said effective date shall remain in office until the expiration of their current terms.