

OCTOBER 2019

**By-Laws
of
North Shore Wildlife Sanctuary, Inc.**

Article I – Name of Organization

The name of the organization is North Shore Wildlife Sanctuary, Inc.

Article II – Objective

North Shore Wildlife Sanctuary, Inc. is a non-profit corporation organized under the laws of the State of New York.

The objectives of the corporation include:

- preservation, or aiding in the preservation, of all types of wild nature including natural areas, beaches, objects, flora and fauna, and biotic communities on land, in wetlands, and in open water.
- establishing bird and game sanctuaries, nature reserves, or other protected areas to be used for scientific, educational, and aesthetic purposes.
- engaging in or promoting the study of plant and animal communities as they exist in a state of wild nature.
- promoting education in the fields of nature preservation and conservation.
- sponsoring and carrying on any demonstration or educational project in any of the foregoing areas.

Article III – Directors and Voting Members, Meetings, Notices, Memberships, Quorums

1. Directors and Voting Members

- a. The voting membership of the corporation shall consist of not less than nine (9) nor more than twenty-five (25) persons; the first voting members of the corporation shall be those persons who are named in the Certificate of Incorporation as the persons constituting the Board of Directors; the election of any person to the Board of Directors shall likewise be an admission to voting membership in the corporation.
- b. The number of Directors at any given time will normally be determined when the Board of Directors elects directors and officers at the Annual Meeting. Candidates for election to the Board will be submitted to the Executive Committee by the Nominating Committee. The Executive Committee will review the candidates and, upon approval by a majority of the Executive Committee, submit those deemed appropriate to the Board of Directors for consideration/election at the Annual Meeting. The formal election of candidates will follow the affirmation of Directors and Officers.
- c. The Executive Committee may consider candidates submitted by the Nominating Committee for election as Directors at any time during the year and, upon approval by a majority of the Executive Committee, submit those deemed appropriate to the Board of Directors for immediate election via proxy.
- d. Candidates nominated for election to the Board of Directors must receive a majority of votes from the current Board of Directors in order to become active members of the Board of Directors.
- e. No one shall continue to be a voting member of the corporation after ceasing to be a Director thereof.

2. Annual Meetings

- a. The Director-Members of the corporation shall meet annually for the election of Directors and Officers and for the transaction of such other business as may properly come before the meeting.
- b. The Executive Committee will set the date, time, and location of the Annual Meeting. Meetings may be held at such place within or without the State of New York, in the month of October, at such time as may be designated in the notice.
- c. The annual meeting of the Board of Director-Members shall be construed also to be the Annual Meeting of the voting members of the corporation for all purposes for which an annual meeting of the members may be required by the statutes of the State of New York.

3. Other meetings

- a. Meetings of the Director-Members may be called by the President for any purpose or purposes.

4. Notices

- a. Written notice of the time, place, and purpose of any meeting shall be served personally or by mail to all Director-Members not less than one week before the meeting and, if mailed, such notice shall be directed to each Director-Member at their address as it shall appear on the records of the corporation.
- b. Director-Members who are unable to attend any meeting will be offered the option of completing and submitting proxies which will designate the current Officers to vote in their stead.
- c. Any action which may be taken at any Annual or Special Meeting of the Board of Directors may be taken at such meeting without notice and without the lapse of any period of time if such notice is waived in writing by every Director.

5. Non-voting Memberships

- a. In addition to the membership defined in Article 3.1, the Board of Directors has the power to define and approve additional classes of non-voting membership. Such non-voting memberships might be based on contributions made to the corporation (in cash, in services, in property, in securities, or in other value).

6. Quorums

- a. At any meeting of the Director-Members not less than one-half (50%) of the current Director-Members shall constitute a quorum.

Article IV – Directors

1. The management and control of the affairs of the corporation shall be vested in the Board of Directors which shall control and manage the property and affairs of the corporation and shall fix its policies.
2. The Board of Directors shall exercise such powers and authorities with respect to the receipt by the corporation of any property. Such property may be real, personal, or mixed. Receipt of such property may be realized by devise, bequest, gift, grant, or otherwise. Such property shall be held by the corporation or disposed of in furtherance of the purposes, aims, and objectives of the corporation as set forth in the certificate of incorporation and these By-Laws.

Article V – Officers

1. The officers of the corporation shall be a President, as many as two Vice-Presidents, a Secretary, a Treasurer, and Legal Counsel.
 - a. Officers shall be elected at the Annual Meeting of Director-Members.
 - b. Officers shall hold their position for one year and/or until their successors are elected and qualify.
 - c. Any officer may be removed from office by a majority vote of the Board of Director-Members.
2. The corporation may have such other officers, agents, and employees as shall be determined at any annual or special meeting of the Board of Director-Members and such officers, agents, and employees shall be appointed by the Board.
3. President
 - a. The President of the corporation or, in the absence of the President the Vice-President, shall preside at all meetings of members and of the Board of Director-Members and shall perform the duties usually devolving upon a presiding officer.
 - b. The President shall see that all orders and resolutions of the Board of Director-Members are carried into effect.
4. Vice President
 - a. A Vice President, in the absence of the President at any meeting, may perform the duties and exercise the powers of the President and shall perform such other duties as may be imposed upon his office by resolution passed at any annual or special meeting of the Board of Director-Members.
5. Secretary
 - a. The Secretary shall attend all meetings of the Board of Director-Members.
 - b. The Secretary shall record all resolutions, votes, and the minutes of all proceedings in a book to be kept for that purpose.
 - c. The Secretary shall cause to be given notice of all meetings of Director-Members.
 - d. The Secretary shall keep in safe custody the seal of the corporation and, when authorized by the Director-Members, shall affix it to any instrument requiring the corporate seal.

6. Treasurer

- a. The Treasurer shall be responsible for the safe custody of all funds and securities of the corporation.
- b. The Treasurer shall keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation.
- c. The Treasurer shall deposit all moneys and other valuable effects and property in the name and to the credit of the corporation in such depositories as may be designated by the Board of Director-Members.
- d. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Director-Members, taking proper vouchers and receipts for such disbursements, and shall render to the President and Director-Members whenever they may require it an account of all transactions enacted by the Treasurer.
- e. All checks and notes of the corporation shall be signed by such Officer(s) as the Directors may from time to time designate provided that, at all times, any check or note in excess of \$10,000 shall require the signature of two Officers.
- f. The Investment Committee shall define the process of administering and managing the Investment Account including the selection of custodian, the purchase and sale of securities, and sector allocation of securities in the account.
- g. The Investment Committee shall cause any custodian of the Investment Account to present regular reports regarding the status of the account to the Treasurer and the Legal-Counsel.
- h. The Investment Committee shall initiate any transfer of funds out of the Investment Account. Any transfer of funds out of the Investment Account shall be approved by the Treasurer and reported to the Executive Committee.
- i. The Treasurer shall, if required by the Board of Director-Members, give a bond in a sum and with one or more sureties satisfactory to the Board of Director-Members, conditioned upon the faithful performance of the duties of the office and for the restoration to the corporation in the case of death, resignation, retirement, or removal from office of all books, papers, vouchers, receipts, money, and other property of whatever kind in possession or control of the Treasurer belonging to the corporation.

7. Legal-Counsel

- a. The Legal-Counsel shall be responsible for the management, maintenance, and supervision of licenses, permits, registrations, and other requirements necessary to allow the corporation to continue its existence in accordance with the statutes of the State of New York.
- b. The Legal-Counsel shall be responsible for the negotiation and/or review of contracts including the settlement of any disputes or lawsuits.
- c. The Legal-Counsel shall be the primary liaison with any governmental authorities including regulatory, villages, townships, county, state, and others which have interactions with the corporation.
- d. The Legal-Counsel shall have custody of all corporate records and archives.

8. Executive Committee

- a. There shall be an Executive Committee consisting of the principal officers (President, Vice President(s), Secretary, Treasurer, Legal-Counsel).
- b. The President and the Treasurer shall hold only those titles and serve only in those defined capacities.
- c. The other principal officers may hold 2 titles (i.e. Vice President/Counsel, Secretary/Counsel, etc.).
- d. In addition, the President may nominate up to three additional members to serve for a period of one year. These additional officers must be current members of the Board of Directors and their appointment to the Executive Committee must be approved by a majority of the principal officers.
- e. The Executive Committee shall have the power to consider initiatives and policies but the approval and implementation of such initiatives and policies will be contingent upon the approval by vote of the Board of Director-Members as defined in these By-Laws.
- f. All committees approved at the Annual Meeting of the Board of Director-Members or created at any special meeting will report to the Executive Committee.

Article VI – Vacancies

If the office of any Officer or Director-Member becomes vacant for any reason, such vacancy shall be filled by a majority vote of the remaining Director-Members at a special meeting properly called for that purpose.

Article VII – The Seal

The seal of the corporation shall be circular in form and shall bear the name of the corporation, the words “New York”, and the year of incorporation.

Article VII – Amendments

These By-Laws, or any portion of them, may be altered, amended, or repealed by an affirmative vote of a majority of the current Director-Members at any annual or special meeting properly called provided that notice of intention to amend the By-Laws shall have been contained in the notice of meeting.