

## Amended and Restated Bylaws

### Article I Name and Purpose

**Section 1. Name; Formation.** The name of this organization is "*New York State Ranger School Alumni Association, Inc.*" (the "**Association**"). The Association was incorporated on December 1, 1960. The Association was preceded by the New York State Ranger School Alumni Association, founded on August 25, 1928.

**Section 2. Purposes.** The purposes of the Association shall be those purposes set forth in the Certificate of Incorporation of the Association.

**Section 3. Organization.** The Association shall be formed as a charitable New York not-for-profit corporation and will maintain Section 501(c)(3) tax status under the Internal Revenue Code of 1986, as amended (the "**Code**").

### Article II Membership

**Section 1. Eligibility.** All persons having the qualifications set forth in Section 3 hereof and who are interested in the Ranger School of the State University of New York College of Environmental Science and Forestry (the "**College**") shall be eligible for membership.

**Section 2. Admittance.** All persons who are eligible shall be admitted to membership by action of the Board of Directors.

#### **Section 3. Membership; Fees.**

a. There shall be two classes of membership: Active Members and Inactive Members, and collectively, the "**Members**".

- i. **Active Members** are those persons (A) whose annual dues are paid in full or otherwise waived by the Corporation and (B) (1) who have attended at least one continuous semester at the Ranger School of the College; (2) who have attended at least two months at the Ranger School of the College and are approved by the Board of Directors to be admitted as a Member of the Corporation; (3) who have served the Ranger School of the College with distinction, have maintained active interest in the Association and are approved by the Board of Directors to be admitted as a Member of the Association; or (4) are past and present faculty of the Ranger School of the College.

ii. **Inactive Members** are those persons listed in subsections (B)(1)-(4) above, but whose current annual dues are not paid in full or otherwise waived by the Association.

b. Only Active Members shall have the right to vote, hold office, participate in the transaction of Association business and all other privileges secured or determined appropriate by the Association, including but not limited to, the use of alumni facilities.

c. The Board of Directors shall determine and approve the amount of the annual dues of the Members each year. Notwithstanding the foregoing, any person that is an Active Member and has reached their 50th class anniversary as an alumni of the Ranger School of the College shall have his or her membership dues waived for the remainder of their lifetime.

**Section 4. Honorary Membership.** The Board of Directors may nominate persons to be admitted as honorary members of the Association ("**Honorary Members**"). Honorary Members are those persons who do not meet the requirements of Active Membership but have a long-standing connection to the mission and purpose of the Ranger School of the College and the Association. Honorary Members shall not be entitled to vote or hold office.

### **Article III** **Meetings of the Members**

**Section 1. Annual Meeting.** The annual meeting of the Members of the Association shall be held during the month of August each year at the time and place to be stated in the notice of such annual meeting of the Members for the purpose of electing the Board of Directors, electing the officers and the transaction of such other business as may properly come before the meeting.

**Section 2. Notice of Annual Meeting of Members.** Notice of the time, place and purposes of such annual meeting shall be served either personally, by mail, by facsimile or by electronic mail upon each Member of the Association entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the meeting.

**Section 3. Special Meetings of Members.** Special meetings of Members shall be held at the office of the Association in St. Lawrence County, New York, or at such other place within the County of St. Lawrence, State of New York, as may from time to time be designated in the call for and notice of the meeting and may be called at any time by the President or by a majority of the Board of Directors.

**Section 4. Notice of Special Meetings.** Notice of the time, place and purposes of every special meeting of the Members shall be served either personally, by mail, by facsimile or by electronic mail upon each Member of the Association entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days before the date of such meeting.

**Section 5. Quorum; Act.** At all annual and special meetings of the Members there shall be present at least fifty (50) Active Members of the Association entitled to vote at such meeting, either in person or by proxy (given by mail or electronically), in order to constitute a quorum for the transaction of business but less than a quorum may adjourn such meeting from time to time without notice until a quorum is present. An affirmative vote (in person or by proxy) of a majority of the Active Members present shall be an act of the Members.

**Section 6. Waiver.** Notice of meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be given by mail or electronically. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

#### **Article IV** **The Board of Directors**

**Section 1. Management.** The management and control of the business, affairs and property of the Association shall be vested in the Board of Directors (the "**Board**" or the "**Board of Directors**"). The Board of Directors of the Association shall have the general management of the affairs, property and business of the Association and subject to these bylaws may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. It shall ensure that the Association adheres to the fundamental and basic purposes of the Association as expressed in the Certificate of Incorporation and these Bylaws. It shall have the power to remove officers, appoint and discharge agents and employees.

#### **Section 2. Number and Qualification.**

a. There shall be between three (3) and twenty-one (21) directors. The Board shall consist of (a) the *ex-officio* directors set forth in Article IV, Section 3 ("**Ex-Officio Directors**"), and (b) no more than fifteen (15) Active Members, a majority of whom shall be alumni of the Ranger School of the College ("**At-Large Directors**").

b. Unless otherwise authorized by the Board of Directors, all At-Large Directors shall be required to reside within reasonable distance of Wanakena, New York.

c. No member of the Campus Council of the College may serve as a member of the Board of Directors.

d. Notwithstanding the foregoing in no event shall a majority (greater than 50%) of the Directors be made up of faculty, staff or students of the College.

#### **Section 3. Ex-Officio.**

a. The President, Vice President, Secretary, Treasurer, Properties Manager and immediate Past-President shall be *ex-officio* voting members of the Board.

b. The Director of the Ranger School of the College (or his/her designee), the President of the College (or his/her designee), the Campus Development Officer (or his/her designee), and the College Director of Alumni Relations (or his/her designee) shall be *ex-officio* voting members of the Board. The following Directors in this Section 3(b) shall be ineligible to serve as President of the Association.

**Section 4. Election and Term.** The At-Large Directors shall be elected by the Active Members at the annual meeting. The At-Large Directors shall serve for a term of

three (3) years or until their successors are duly elected and qualified. The Ex-Officio Directors shall serve for the term of their office.

**Section 5. Resignation.** A director may resign at any time by giving written notice to the President or Secretary of the Association. Such notice may be given by mail or electronically. Unless otherwise specified in the notice, the resignation shall be effective when received by the President or Secretary of the Association.

**Section 6. Removal.** Any director may be removed with or without cause by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

**Section 7. Vacancies.** A vacancy on the Board between election periods may be filled by appointment of the President with the approval of the majority of the Board of Directors. The appointment shall serve until the next annual meeting at which elections are held.

#### **Section 8. Responsibilities.**

a. Prior to becoming a Board member and annually thereafter, each Board member shall complete a Disclosure Form in compliance with the Association's Conflict of Interest Policy.

b. Each director shall be required to attend at least two (2) meetings of the Board of Directors each year. In the event a director is unable to attend a meeting, he/she must inform the President as soon as possible prior to the meeting. Failure to fulfill the attendance requirements set forth in this Section 8, without a valid excuse, may result in removal.

### **Article V** **Meetings of the Board of Directors**

**Section 1. Annual Meeting.** The annual meeting of the Board of Directors shall be held during the month of October each year, following the annual meeting of the Members, at the time and place to be stated in the notice, for the transaction of such business as may properly come before the meeting.

**Section 2. Regular Meetings.** Regular meetings of the Board shall be called by the President at least two (2) times per year, at such time and place as may be determined by resolution of the Board of Directors. Any business may be transacted at any regular meeting.

**Section 3. Special Meetings.** Special Board Meetings may be called by the President or upon the written request of five (5) directors. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

**Section 5. Notice.** Notice of each Board meeting shall be given to each director not less than ten (10) nor more than fifty (50) days prior to the date of the meeting. Such notice shall specify the place, day, and time of the meeting, and may be given personally, by mail, or by electronic mail to the address appearing on the books of the Association. Notice of a

meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be given by mail or electronically.

**Section 6. Quorum.** At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business but less than a quorum may adjourn such meeting from time to time without further notice until a quorum is present.

**Section 7. Action; Unanimous Written Consent.** The vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote, due to a Conflict of Interest or Related Party Transaction (as such terms are defined in the Association's Conflict of Interest Policy) shall be determined to be present at the time of the vote. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be given by mail or electronically.

**Section 8. Presence at Meetings.** Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

## **Article VI** **Officers**

**Section 1. Generally.** No employee of the Association, the Ranger School of the College or the College shall serve as an officer.

**Section 2. Officers.** The officers of the Association may consist of a President, Vice President, Secretary, Treasurer, Properties Manager and immediate Past-President and such other officers as the Board of Directors may from time to time appoint. Any two (2) offices, except those of President and Secretary, may be held by the same person.

**Section 3. Election and Term.** All officers shall be elected by the Active Members and shall be elected at the annual meeting of the Members and the Board of Directors from among those persons submitted by the Nominating Committee. The officers so elected shall hold office for three (3) years and until their successors are elected. No officer shall serve more than two (2) consecutive terms, three (3) year terms, unless otherwise determined by the Board of Directors after reasonable consideration of the facts and circumstances surrounding such decision. If a vacancy occurs among the officers, such vacancy shall be filled for the unexpired term by the Board of Directors.

**Section 4. Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Such resignation shall take

effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein.

**Section 5. Removal of Officers.** Any officer may be removed for any reason, or without reason, from office by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

**Section 6. Compensation.** The officers of the Association shall serve without compensation. No person who may benefit from any compensation paid by, or on behalf of, the Association may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation; provided that nothing in this Article VI, Section 6 shall prohibit the Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto.

## **Article VII** **Duties of Officers**

**Section 1. President.** The President shall be the Chair of the Board of Directors and shall preside at all meetings of the Members and Board of Directors, and shall appoint such committees as he or she or the Board of Directors shall consider expedient or necessary. The President shall act as *ex-officio* member of all Committees of the Board. The President shall have general management of the affairs of the Association subject to the approval of the Board of Directors and shall perform all other duties incidental to the office of President.

**Section 2. Vice Presidents.** In the absence of the President, the Vice President shall perform the duties of President, and when so acting, shall have all the powers and be subject to all of the responsibilities of the office of President. The Vice President, or if there shall be more than one, the Vice President shall have such powers and perform such duties and functions as the Board of Directors may prescribe.

**Section 3. Secretary.** The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Members and Board of Directors and shall attend to the giving and waiving of all notices of the Association. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as the Board of Directors may determine from time to time.

**Section 4. Treasurer.** The Treasurer shall have care and custody of all receipts, monies and securities of the Association and shall deposit the same in the name of the Association in such banking institution or institutions as the Board of Directors may designate, and shall disburse funds of the Association as ordered and authorized by the Board of Directors. The Treasurer shall keep regular accounts of the receipts and disbursements and shall deliver a report of the same at regular meetings of the Members and Board of Directors.

**Section 5. Properties Manager.** The Properties Manager shall be responsible for the scheduling and organization of projects for the Annual Spring Clean-up Weekend,

overseeing the maintenance of property, coordinating other projects adopted by the Association and reviewing and drafting policies for use of the property.

## **Article VIII** **Committees**

**Section 1. Committees of the Board.** The President may, subject to approval of the Board, create Committees of the Board. Committees of the Board must have at least three (3) members of the Board of Directors and shall have the authority to bind the Board of Directors if authorized by the Board. The Board of Directors shall appoint the members of such Committees of the Board, except that in the case of the Executive Committee or similar committee, the appointment shall be made by a majority of the entire Board (provided that in the case of a Board of thirty members or more, the appointment shall be made by at least three-quarters of the directors present at the time of the vote, if a quorum is present at that time). Committees of the Board shall include the Executive Committee, Nominating Committee, Finance Committee and Audit Committee.

**Section 2. Committees of the Association.** Additional committees may be created and appointed by the President with the consent of the Board of Directors as needed for special purposes. These committees may include members of the Board as well as members of the community that have related expertise. Committees of the Association shall have no authority to bind the Board. Committees of the Corporation shall include the Alumni Properties and Projects Committee, Reunion Committee, Recruitment Committee, Archive Committee and Social Media Committee.

**Section 3. Committee Limitations.** No committee of any kind shall have authority as to the following matters:

- a. The submission to members of any action requiring members' approval under the N-PCL.
- b. The filling of vacancies in the Board of Directors or in any committee.
- c. The fixing of compensation of the directors for serving on the board or on any committee.
- d. The amendment or repeal of the by-laws or the adoption of new by-laws.
- e. The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.
- f. The election or removal of officers and directors.
- g. The approval of a merger or plan of dissolution.
- h. The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Association.
- i. The approval of amendments to the Certificate of Incorporation.

#### **Section 4. Audit Committee.**

a. In the event the Association elects or is required by law to have an Audit Committee, the directors who qualify as Independent Directors within the meaning of Section 102(21) of the N-PCL shall be considered to serve as members of the Audit Committee. The Audit Committee shall have the duty of: (i) overseeing the accounting and financial reporting process of the Association; (ii) overseeing the audit of the Association; (iii) annually retaining or renewing the retention of an Independent Auditor; (iv) reviewing and approving the results of the audit; and (v) in the event the Association shall reach certain revenue thresholds, performing other acts as prescribed by the N-PCL, specifically, to: (1) review with the Independent Auditor the scope and planning of the audit prior to the audit's commencement; (2) upon completion of the audit, review and discuss with the Independent Auditor: (A) any material risks and weaknesses in internal controls identified by the auditor, (B) any restrictions on the scope of the auditor's activities or access to requested information, (C) any significant disagreements between the auditor and management, and (D) the adequacy of the Association's accounting and financial reporting processes; (3) annually consider the performance and independence of the Independent Auditor; and (4) report on the committee's activities to the Board.

b. The Audit Committee shall oversee the adoption, implementation of, and compliance with the Conflict of Interest Policy and Whistleblower Policy adopted by the Association if this function is not otherwise performed by another committee of the Board comprised solely of Independent Directors.

c. Nothing contained in this Section 4 shall prohibit the Audit Committee or Independent Directors of the Board (as the case may be) from requesting that a person with an interest in the matter present information as background or answer questions prior to deliberations or voting relating thereto.

d. The Treasurer shall be prohibited from serving on the Audit Committee.

### **Article IX** **Fiscal Management**

**Section 1. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 2. Books and Records.** The books, records and accounts of the Association shall be kept under direction of the Treasurer of the Association according to generally accepted accounting practices.

### **Article X** **Indemnity**

**Section 1. Right to Indemnification.** To the extent and in the manner permitted by law, the Association shall indemnify (a) any person made a party to an action or proceeding by or in the right of the Association to procure a judgment in its favor, by reason of the fact that he, his or her testator or intestate, is or was a director, officer or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to

have breached his or her duty to the Association, and (b) any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Association of any type or kind, domestic or foreign, any director, officer or employee of the Association served in any capacity at the request of the Association, by reason of the fact that he, his or her testator or intestate was a director, officer or employee of the Association, or served such other Association in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or she reasonably believed to be in the interests of the Association and, in criminal action or proceedings, in addition had no reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Advancement of Expenses.** Expenses incurred by a director, officer or employee in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article X may be paid by the Association in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director, officer or employee to repay such advance in case such director, officer or employee is ultimately found not to be entitled to indemnification as authorized by this Article X, and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the director, officer or employee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Association makes any advance payment of expenses hereunder.

**Section 3. Availability and Interpretation.** To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article X (a) shall be available with respect to events occurring prior to the adoption of this Article X, (b) shall continue to exist after any rescission or restrictive amendment of this Article X 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, officer or employee (or, if applicable, at the sole discretion of the testator or intestate of such director, officer or employee 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 Association and the director, officer or employee for whom such rights are sought were parties to a separate written agreement.

**Section 4. Other Rights.** The rights of indemnification and to the advancement of expenses provided in this Article X shall not be deemed exclusive of any other rights to which any director, officer or employee of the Association or other person may now or hereafter be otherwise entitled, whether contained in the Association's Certificate of Incorporation, these bylaws, a resolution of the Board of Directors, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article X shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director, officer or employee of the Association or other person in any action or proceeding to have assessed or allowed in his or

her favor, against the Association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

**Section 5. Severability.** If this Article X or any part hereof 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 X shall remain fully enforceable. Any payments made pursuant to this Article X shall be made only out of funds legally available therefore.

**Article XI**  
**Volunteers and/or Staff**

**Section 1. Office Manager.** The Association shall utilize the services of an Office Manager. The Office Manager shall maintain the alumni records, generally provide assistance to the officers of the Association and the Board of Directors and may perform such other duties as prescribed by the President or the Board of Directors. The Office Manager shall serve at the pleasure of the Board of Directors.

**Section 2. Editor of Alumni News.** The Association shall utilize the services of an Editor of Alumni News. The Editor of Alumni News shall be responsible for the publication of the alumni newsletter. The Editor of Alumni News shall serve at the pleasure of the Board of Directors.

**Article XII**  
**Prohibition Against Sharing in**  
**Corporate Earnings and Dissolution**

**Section 1. No Private Inurement.** No director, officer or employee of or member of a committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors.

**Section 2. Distribution Upon Dissolution.** No member, director, officer or employee of or member of a committee of or person connected with the Association, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. All Members of the Association and members of the Board of Directors of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in accordance with the Certificate of Incorporation.

**Article XIII**  
**Exempt Activities**

Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt

under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they may exist or as they may hereafter be amended.

**Article XIV**  
**Miscellaneous**

**Section 1. Rules.** Roberts Rules of Order (Current Edition) shall govern all meetings.

**Section 2. Policies.** Policies may be needed for proper operation of the Association. All policies must be approved at a Board meeting (quorum being present). Any proposed policy shall have been delivered (in person, by mail or electronic mail) to all members of the Board at least thirty (30) days prior to said meeting for consideration.

**Article XV**  
**Amendments**

a. These bylaws may be amended, added to or altered or repealed or new Bylaws may be adopted at any meeting of the Board of Directors by (i) a vote of at least two-thirds of all the directors, a quorum of the Board being present; provided that notice of the proposed action to be considered and acted upon and stating the nature thereof, is inserted in the notice or waiver of notice of said meeting; and (ii) a vote of at least two-thirds of all the Members, a quorum of the Members being present; provided that notice of the proposed action to be considered and acted upon and stating the nature thereof, is inserted in the notice or waiver of notice of said meeting.

b. Such notice must be delivered (in person, by mail or electronic mail) to all Members at least thirty (30) days prior to such meeting.

**Article XVI**  
**Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.