BYLAWS OF BUCKINGHAM POND CONSERVANCY INC.
(DRAFT for First Annual Meeting 1/31/2010)

ARTICLE 10 . . . . NAME

The name of the Corporation is "Buckingham Pond Conservancy" hereinafter referred to as "The Conservancy."

ARTICLE 15 . . . . MISSION STATEMENT

The mission of the Conservancy is “To coordinate existing resources and identify new resources devoted to protecting, preserving, and enhancing Buckingham Pond and its surrounding green space.”

ARTICLE 20 . . . . PURPOSE

Section 21. The Conservancy shall be a Not for Profit membership corporation formed in Albany, New York for the following purposes:

.1) To preserve and enhance Buckingham Pond and the environs in which it is located,

.3) To encourage understanding of the roles history and ecological balance play in the well-being of the Pond and the surrounding green space,

.4) To aid and assist in the development of projects, plans, research and other activities in cooperation with governmental agencies, academic institutions, civic and community organizations, neighborhood associations and any other appropriate entities for the betterment of the Pond and land adjacent to it.

.5) In furtherance of these purposes the Conservancy shall have all the powers enumerated in Section 202 of the Not for Profit Corporation Law

ARTICLE 30 . . . . MEMBERSHIP

Section 31. Each adult resident of the area within one half mile (0.5 mi) of the pond shall be a “Neighborhood Member” of the Conservancy.

Section 32. Any adult (18+) who contributes dues during the fiscal year shall be a “Voting Member” of the Conservancy for that year.

Section 33. Dues. The annual dues shall be set by the Board of Directors. Dues shall be payable at the beginning of each fiscal year.

Section 34. Membership shall not entitle any member to any interest, property or funds owned or acquired by the Conservancy. Said property or funds shall vest solely in the Conservancy.

ARTICLE 40 . . . . ADMINISTRATION

Section 41. Fiscal responsibility for the Conservancy, including property and funds, shall be vested in the Board of Directors.

ARTICLE 50 . . . . OFFICERS

Section 51. Titles. The officers of the Conservancy shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 52. Duties of Officers

.1) President

The President shall preside at all meetings of the Conservancy and of the Board of Directors; appoint all committees with approval of the Board, except the Nominating Committee, which shall be appointed by the Board, and shall have the power to disperse funds in the absence of the Treasurer. The President may sign and execute with the Secretary or the Treasurer in the name of the Conservancy deeds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution of same shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Conservancy.

.2) Vice President

The Vice President shall, in case of the absence of the President, assume the duties and responsibilities of the President.

.3) Secretary

The Secretary shall keep a proper record of all meetings of the Conservancy and of the Board of Directors, be Custodian of the seal of the Conservancy, be responsible for the preparation and sending out of notices of meetings and shall assist the President with general correspondence.

.4) Treasurer

The Treasurer shall manage the funds and securities of the Conservancy and the deposits of such funds in the name of the Conservancy in such banks or other depositories as shall be designated by the Board of Directors, render a financial report at the meetings of the Board of Directors and membership and such other times as shall be requested by the Board of Directors and in general perform all the duties incident to the office of Treasurer.

.5) All officers shall have such additional duties and responsibilities as assigned by the Board of Directors or, except for the President, by the President.

Section 53. Eligibility. Any Neighborhood Member shall be eligible to serve as an officer of the Conservancy.

Section 53. Vacancies. If a position of an officer shall become vacant it shall be filled by a majority vote of the remaining members of the Board of Directors. Persons selected shall serve until the next Annual Meeting

Section 54. Responsibilities. In extreme circumstances, the elected officers may act on behalf of the Conservancy between meetings of the Board of Directors, subject to the approval of the Board at its next meeting.

ARTICLE 60 . . . . AT LARGE DIRECTORS

Section 61. Number. There shall be three at large directors.

Section 62. Eligibility. Any Neighborhood Member or Voting Member shall be eligible to serve as an at large director of the Conservancy.

Section 63. Vacancies. If a position of an at large director shall become vacant it shall be filled by a majority vote of the remaining members of the Board of Directors. Persons selected shall serve until the next Annual Meeting

ARTICLE 70 . . . . BOARD OF DIRECTORS

Section 71. Members of the Board. The Board of Directors shall consist of the elected officers, the immediate past president, and the at large directors.

Section 72. Meetings. The Board of Directors shall meet a least quarterly. Additional meetings shall be held at the call of the President or upon request to the Secretary by at least three members of the Board of Directors. At least five (5) business days prior to said meeting the Secretary shall send a notice by email with the time and place of any meeting to each Board Member.

Section 73. Quorum. A quorum for the Board of Directors shall consist of a majority of the Board Members.

ARTICLE 80 . . . . NOMINATIONS

A Nominating Committee, consisting of three Voting Members of the Conservancy, who are not members of the Board, shall be appointed by the Board of Directors at least thirty days prior to the Annual Meeting for the purpose of presenting a proposed slate of officers and at large directors. In addition to those members identified by the nominating committee, any conservancy member may submit his or her name to stand for election. Names must be submitted at least fifteen days prior to the annual meeting. The Board of directors shall authenticate the eligibility of each potential candidate. The President will then place the names of eligible candidates in nomination at the Annual Meeting of the Conservancy.

ARTICLE 90 . . . . ELECTION AND TENURE

All officers and at large directors shall be elected at the Annual Meeting of the Conservancy. A majority vote of the Voting Members present shall be necessary to elect. Election shall be by written ballot except upon unanimous consent of the Voting Members present at such meeting. Each officer and Board member shall be elected for a two year term, and shall assume office on the first day of the fiscal year. In the only exception to this provision the first President and first Treasurer shall be elected for three year terms. No officer may serve more than two consecutive terms.

ARTICLE 100 . . . . COMMITTEES

Section 101. Committees. With approval of the Board of Directors the President shall establish committees to further the goals of the Conservancy.

Section 102. Membership. With approval of the Board of Directors the President shall appoint committee members who may be Neighborhood Members or Voting Members.

Section 103. Committee Chair people. All committees shall elect their own chairpersons.

ARTICLE 110 . . . . MEETINGS

Section 111. Annual Meetings. The Annual Meeting for the election of officers and the transaction of other business shall take place during the months of October or November. The time and place shall be designated by the President. Thirty days prior notice of the time and place of such meeting shall be given to the Voting Members by email. If officers are elected prior to the first Annual Meeting their terms shall nonetheless be considered to have started at the time of the aforementioned Annual Meeting.

Section 112. Membership Meetings. Membership meetings of the Conservancy may be called at any time by the President or Vice President.

Section 113. Quorum. A plurality of thirty (30) per cent of the Voting Members of the Conservancy, or 35 Voting Members, whichever is less, shall constitute a quorum.

Section 114. Voting. At any meeting, the Chair of the Membership Committee and the Secretary or, in their absence, Voting Members designated by the President shall compile a list of the Voting Members present prior to a vote. At the discretion of the President, a roll call vote may be taken.

ARTICLE 115 AMENDMENTS

Amendments to these Bylaws may be made by a vote of a two-thirds majority of the Voting Members present, provided written notice of the proposed amendment(s) shall be delivered to each Voting Member thirty days before the date of the meeting at which the vote shall be made.

ARTICLE 120 . . . . FISCAL YEAR

Section 121. Fiscal Year. The Fiscal year shall commence April 1st each year.

ARTICLE 130 . . . . DISSOLUTION

In the event the Conservancy is dissolved, all funds and property shall be donated to Capital District Community Gardens.

ARTICLE 140 . . . . INTERPRETATION OF CONSERVANCY BY-LAWS

In the event of a question or problem arising for the answer or solution of which there is neither a provision nor a precedent, then in such event, the case shall be governed by Robert's Rules of Order.