

Friends of Carnwath Farms Historic Site and Park

BYLAWS

Revised: 2/17/2025

Article I: Name and Purpose

Name:

The name of the organization shall be Friends of Carnwath Farms Historic Site and Park, a non-profit corporation incorporated in the State of New York.

Mission: The Friends is a volunteer not-for-profit organization created exclusively for public awareness, stewardship, fundraising, and passive recreation for Carnwath Farms Historic Site and Park for community members, other park stakeholders and visitors.

Vision: The Friends' vision is first to support the site as a community park and to make way for a twin role as a heritage tourism destination, while maintaining the rural and historical character of the farm.

Article II: Membership

1. **Membership Eligibility:**

Any person dedicated to the purposes of the organization and who completes a membership form may become a member of the Friends.

2. **Rights of Members:**

Members shall have the right to attend meetings, participate in committees, and vote on matters as outlined in these bylaws.

3. **Dues:**

Members pay a suggested annual donation of \$25 per individual, \$40 per household or \$10 for seniors, students and veterans, subject to change as determined by the Board of Directors. No person shall be denied membership due to financial constraints.

Article III: Board of Directors

1. **General Powers:**

The Board of Directors shall oversee and manage the business and affairs of the organization.

2. **Number and Composition:**

The Board shall consist of at least three (3) but not more than twelve (12) directors. Directors must be 18 years or older.

3. **Election and Term:**

Directors shall be elected at the annual meeting held in the Spring of each year by a majority vote of the members, or by the sitting Board if no members. Each director shall serve a term of two (2) years with the possibility of reelection.

4. **Duties:** Willing and able to devote time to the organization. Attends and helps to organize and promote meetings and events. Chair or co-chair at least one committee. Proactively engages with the Board, Committees, and the public. Helps recruit new members to the organization.
5. **Conflicts of Interests:** All Board members are expected to report any perceived and actual conflicts of interest to the Board, as soon as they arise. Board members must receive and sign the Conflicts of Interest form annually.
6. **Ethics:** All Board members are expected to sign and follow the Code of Ethics, with annual signatures.
7. **Resignation and Removal:**
A director may resign at any time by giving written notice to the Board. A director may be removed for cause by a majority vote of the remaining directors.
8. **Vacancies:**
The President shall interview candidates for temporary appointments until the next formal election. Vacancies on the Board may be filled by a majority vote of the remaining directors. A director-appointed Board Member shall serve for the unexpired term of their predecessor.

Article IV: Officers

1. **Officers and Duties:**
The officers of the organization shall include a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may create additional officer positions as needed.
 - **President:** The President shall preside over all Board meetings, ensure effective action by the Board, and act as the primary spokesperson for the organization. Duties include creating meeting agenda, preside over Board and member meetings, approve official correspondences, liaise to the Town of Wappinger Board & Supervisor.
 - **Vice-President:** The Vice-President shall perform the duties of the President in their absence.
 - **Secretary:** The Secretary shall maintain minutes of all meetings and ensure proper record-keeping in accordance with the Document Retention Policy. The secretary will also draft official correspondence for approval of the President.
 - **Treasurer:** The Treasurer oversees the financial management of the organization, including budgeting and reporting to the Board. Collects dues and donations and deposits at bank. Prepares the annual income expense budget and year-end financial report to Board and members and presents at the annual board meeting. Pays bills as approved by the Board of Directors. Keeps financial records in keeping with the Document Retention Policy.

2. **Committees:** All Committees must meet at least quarterly and record and retain minutes of all meetings in accordance with the Document Retention Policy.

Audit Committee: Is responsible for overseeing the reliability of the Friends' financial reporting, including the effectiveness of internal control over financial reporting, reviewing, and discussing the annual financial statements to determine whether they are complete and consistent with operational and other information known to the committee members.

Communication: The Communication Committee shall maintain a presence of the Friends on social media and in the community.

Garden: Researches and proposes improvements to established garden areas. Organizes gardening days.

Membership: Organizes member drives and maintains contact list of current and past members.

Restoration & Maintenance: Regularly walks the park to perceive issues, makes suggestions to the Board.

Park History: Researches and maintains park history. Where possible shares information with the Board and the public.

Education Committee: Creates materials to help educate the public about the park and to establish an initial ambassador program.

Park Navigation Committee: Researches and makes suggestions on how to make the park more accessible.

Other Committees shall be established as directed by the board.

3. **Election and Term of Office:**

Officers shall be elected by the Board of Directors and serve for two (2) years. An officer may serve consecutive terms if reelected.

4. **Resignation and Removal:**

Officers may resign at any time by written notice to the Board. Any officer may be removed by a majority vote of the Board whenever the best interests of the organization would be served.

Article V: Meetings

1. **Annual Meeting:**

The annual meeting of the organization shall be held on the Spring Board Meeting of each year. Notice of the time and place of the meeting shall be sent at least thirty (30) days in advance.

2. **Regular Meetings:**

Regular meetings of the Board shall be held at least quarterly at a location determined by the Board. The calendar set for a year's meetings will be established by the board at the first board meeting of each calendar year.

3. **Quorum:**

A quorum shall consist of a majority of the directors. No business shall be conducted without a quorum present.

4. **Voting:**

Each director shall have one vote. A majority of the votes cast at a meeting where a quorum is present shall determine the outcome of any matter. If needed, directors may vote by telephone or another electronic medium.

5. **Special Meetings:**

The Board has the right to call for Special Meetings in addition to scheduled meetings as needed to complete business. A Special Meeting can be added by the President or Interim President or by a Board vote.

Article VI: Committees

1. **Standing and Special Committees:**

The Board may establish standing or special committees as needed. Each committee shall have a chairperson appointed by the Board and may include non-Board members, including but not limited to other stakeholders at the Farm.

2. **Committee Authority:**

Committees shall have the authority granted by the Board but cannot take actions reserved for the full Board.

Article VII: Fiscal Management

1. **Fiscal Year:**

The fiscal year of the organization shall begin on January 1 and end on December 31.

2. **Financial Oversight:**

The Treasurer shall ensure that appropriate financial records are maintained and that an annual financial report is presented to the Board. External audits may be conducted as required by the IRS, NYS or Board policy.

3. **Contracts and Funds:**

The Board of Directors must authorize any contract or financial transaction involving organization funds with the exception of Board Officers who may elect to complete transactions under the amount of \$50.00 without prior Board Approval. Such expenditures will be followed by notifying the Treasurer, included in financial reports and discussed at the Board Meeting following. All expenses must have a receipt that should be given to the Treasurer within 3 months of the purchase.

Article VIII: Amendments

1. Amendment Procedure:

These bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment is provided to each director at least seven days prior to the meeting.

Article IX: Dissolution

1. Dissolution:

Upon dissolution of the organization, any remaining assets shall be distributed to the non-profit corporation The Sports Museum of Dutchess County. If that organization is no longer in existence, funds will go to the Town of Wappingers for charitable or educational purposes, in accordance with Section 501(c)(3) of the Internal Revenue Code and New York State law.