

**BY-LAWS OF
WALKILL RIVER SCHOOL (CORP OR INC)**
(A Not-For-Profit Corporation)

ARTICLE I - OFFICES

- 1 Offices.** The office of the Corporation shall be located in Orange County, New York. The Corporation may also maintain offices at such other places in the State as the Board of Directors may from time to time approve for the Corporation if required.

ARTICLE II - PURPOSE

- 2 Purpose.** The Wallkill River School, (Inc. Or Corp.) is a regional member based organization established for the purpose of teaching and facilitating creative and professional development for artist and art students in combination with community and cultural activism. The objectives for which this organization is formed are:

- 2.01 Adhering to the tradition of preserving the regional landscape established by the well known Hudson River School, where painters with environmental concerns set out to capture and preserve the regional landscapes through their paintings;
- 2.02 Promoting and supporting a regional based art movement that combines plein air (French for outdoors) painting with environmental activism to save small farms, historic sites and open spaces;
- 2.03 Foster a connection between artists, the community and the land that sustains us;
- 2.04 Provide classes, educational opportunities and programs, scholarships, peer critiques, support and guidance for creative and professional development of member and non-member artist;
- 2.05 Host, promote and support art shows, events, programs, artist generated special projects and educational or artistic opportunities for artists, students and audiences and also encourage creative work in the arts and cultural activities and promote public interest therein;
- 2.06 Seek local, regional and national assistance and funding to support the organization, its programs and activities.
- 2.07 Rent, own, operate and maintain an art gallery or galleries for promotion, exhibition and sale of art works and as a place to hold workshops, demonstrations of art techniques and classes.

ARTICLE III - MEMBERS

- 3 Criteria for Membership.** Membership in this organization shall be open and available to any person interested in promoting the arts in the Orange County region, subject to the approval of the Board of Directors. Membership is not limited to Orange County residents. Eligibility and qualifications for membership, and the manner of and admission into membership may be amended from time to time by the vote of the Members and shall be attached to these By-Laws and deemed to be part hereof.

- 3.01 Membership Application. Each Member shall complete a Membership Application, the form of which shall be established from time to time by the Board of Directors.
- 3.02 Evidence of Membership. Each Member and their contact information will be entered onto the membership roll of the corporation. The membership roll shall indicate the class of membership and clearly indicate which members are entitled to vote. Each member is responsible for providing updated contact information to the organization. Membership is not transferable. Membership will terminate upon death, resignation, expulsion, expiration of a term of membership or dissolution or liquidation of the Corporation.
- 3.03 Benefits, Dues, Costs and Fees. The benefits of Membership shall be established by the Board of Directors and may be amended from time to time by the Board.
- a. The annual Membership Dues shall be established by the Board on a yearly basis.
 - b. Annual Membership Dues shall be payable January first (1/1) of each year, or as coincides with the beginning of the Membership Year, or as otherwise determined by the Board and noticed to the Members.
 - c. Fees and other costs shall be determined from time to time by the Board.
 - d. A current list of Benefits and Costs shall be maintained at the office of the corporation and made available upon request.
 - e. Members contributions of time, effort and material will be considered non-deductible donations unless there is a written determination of the donation value made by the organization.
 - f. Reimbursement for actual expenditures or compensation for non-donated work and/or services must be by mutual agreement made ahead of time and for any amount over \$500.00 the agreement must be in writing.
- 3.04 Membership year. The member ship year will run from January first (1/1) to December thirty-first (12/31) of each year.
- 3.05 Classes of Members. There shall be the following classes of Members:
- a. General Members. Each Member shall complete a Membership Application, the form of which shall be established from time to time by the Board of Directors. Each Member shall pay all required dues and fees as set forth on the Schedule of Dues and Fees to be established and posted by the Board of Directors. Each Member shall be entitled to cast one (1) vote at Member meetings unless noted otherwise.
 - i. Any firm, corporation or organization that becomes a member is entitled to only the benefits of a single membership and shall have only one vote to be cast by an individual officially designated to represent the entity.
 - b. Patrons. Patrons shall be community spirited individuals, corporation or organizations who wish to support the Wallkill River School and its artistic and cultural activities

without becoming General Members. Patrons shall be non-voting members. Patrons are required to attend, support and/or promote Walkkill River School functions and activities.

- i. From the Patron members a Counsel of Patrons will be selected by the Board of Directors.
 - ii. The Counsel of Patrons shall be part of the Advisory Board and are to provide community, business and organizational mentorship to this organization and the Board may consult with them on general community and cultural activities that this organization may wish to be involved with supporting or associated with in some manner.
 - c. Honorary Members. The membership may confer Honorary Membership on an individual that has made exceptional contributions to this organization or artistic or cultural activities in the region, state or nation. Honorary Members shall be selected by vote of the Members from nominations provided by the Board of Directors
 - d. Lifetime Members. The membership may confer Lifetime Membership on an individual that is or has been a member of this Organization and has made exceptional contributions to this organization, the promotion of the visual arts and support and guidance of art and artists in the Regional area. Lifetime Members shall be selected by vote of the Members from nominations provided by the Board of Directors. The criteria for lifetime membership shall be established by the Board. Lifetime members shall not be required to pay general membership dues.
- 3.06 Removal of Members. Members may be expelled for cause by a 2/3 vote of the Board of Directors, when there is a quorum of not less than a majority of the Board present at the meeting at which such action is taken. The Board must give a member notice of any charges levied against him and an opportunity to respond to them before the Board may expel such member. A Member may be expelled without cause upon a majority vote of the Members.
- 3.07 Annual Meeting. The Annual Meeting of Members of the Corporation shall be held during the month of October or November of each year on such date as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation.
- 3.08 Special Meetings. Special Meetings of members may be called by the President or a majority of the Board of Directors and held on such date or dates as may be fixed by the Board of Directors of the Corporation. The Board will be required to call a Special Meetings upon receipt of the written request of twenty percent (20%) of the Members. If the written request of the Members does not specify a date and time then the Board must proceed to notice and hold the requested meeting within 45 days of receipt of the written request.
- 3.09 Place of Meetings. Any Annual or Special Meeting of Members may be held at such place within Orange County as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation in this State.

- 3.10 Notice. Written notice stating the place, day and hour of the meeting shall be given to all members entitled to vote at such meeting. Notices of any special meeting shall also include the persons calling the meeting.
- a. Notice shall be given either personally, by electronic email or by first class mail not less than 10 days nor more than 45 days before the date of the meeting to each Member at their address as it appears on the records of the members of the Corporation. If mailed, such notice is given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office.
 - b. Whenever a meeting of Members is adjourned, it shall not be necessary to provide any notice of the time and place of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided.
 - c. Notice of a meeting need not be given to any Member who submits a signed Waiver of Notice before or after the meeting. The attendance of any Member in person or by proxy at the meeting shall constitute a waiver of notice by such Member. Any notice of meeting to Members relating to amendments to the By-Laws or the Certificate of Incorporation, shall set forth the proposed amendments.
- 3.11 Quorum of Members. A quorum shall consist of thirty-three percent (33%) of the Members entitled to vote present in person or by proxy. Once a quorum is present it is not broken by the subsequent withdrawal of any members. When a quorum is present at any adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.
- 3.12 Proxies. Every member entitled to vote at a meeting of members may authorize another person to act by written proxy. Every proxy must be in writing, signed by the Member and provided to the Board (or in the absence of the Board a chairman appointed to run the meeting) at or before the commencement of the meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy.
- 3.13 Record Date. For the purpose of determining members entitled to vote at any meeting of the members or any adjournment the Board shall fix a date as the record date for determining the number of qualified Members, based on the official membership roll, not more than 60 nor less than 3 days before the Notice of Meeting is sent. The official membership roll, certified by the Corporate Secretary shall be available at member meetings. In the event no record date is fixed, the record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business three days prior to the day on which notice is given.
- 3.14 Inspectors of Election. The presiding officer of the meeting may appoint inspectors. Each appointed inspector shall faithfully agree to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate

all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote with fairness to all Members.

- 3.15 Order of Business. The order of business at the annual meeting of members shall be as follows (providing that in the absence of any objection, the presiding officer may vary the order of business at his or her discretion):
- (a) Roll call;
 - (b) Reading notice and proof of mailing;
 - (c) Reading of the last preceding meeting;
 - (d) Report of President;
 - (e) Report of Secretary;
 - (f) Report of Treasurer;
 - (g) Report of Standing Committees;
 - (h) Election of Directors;
 - (i) Old business;
 - (j) New business;
 - (k) Adjournment.

ARTICLE IV - BOARD OF DIRECTORS

- 4 Board of Directors.** The Corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of those persons appointed by the Incorporators, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, Directors shall be elected to hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal.
- 4.01 Qualifications of Directors. Each director shall be at least 18 years of age and a Member in good standing for at least one (1) year or qualifying credentials/experience for position. Board Members must be regionally located so as to be available to attend meetings and fulfill Board responsibilities.
- 4.02 Number of Directors. The initial Board of Directors shall consist of fourteen persons. Thereafter, the number of Directors constituting the entire Board shall not be less than seven nor more than 15. The number of Directors may be increased or decreased by action of the Members or the Board of Directors, provided that any action by the Board of Directors for an increase or decrease shall require the vote of a 75% of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.
- 4.03 Nominations for Election. It shall be the duty of the Board to find a sufficient number of candidates for the annual election to fill the open positions. Additional nominations may be made by written petition of ten percent (10%) of the members delivered to the Secretary of the Corporation by April first or at least 60 days prior to the annual meeting.
- 4.04 Term. The Directors shall be divided into three groups of nearly equal numbers as possible. At the first Annual Meeting the terms of the first elected Board shall be staggered over three years so that the term of one third (1/3) of the board seats shall expire each year. The Members receiving the highest number of voting will fill the longest terms. There after at each

successive Annual Meeting Directors shall be elected and serve for a term of three years. The purpose of the staggered terms is to provide continuity and provide that only one third (or as close to that number as possible) shall be up for election in any given year. If required the term of office for any seat up for election may be less than three years in order to preserve the staggered groups of Directors as equal as possible.

- 4.05 Removal. Any Director may be removed with or without cause by vote of the members of the Corporation. The Board of Directors upon the vote of 2/3 of the Board may remove any director for cause upon the following conditions: 1) only at any special meeting of the Board called for that purpose; 2) only after the Board provides the Director notice of any charges levied and; 3) provides an opportunity to respond at a hearing before the Board.
- a. Failure to attend three consecutive regular scheduled meetings or four consecutive meetings shall, in the Board sole discretion, be grounds for removal.
 - b. Any Director may take a temporary leave of absence of no longer than ninety (90) days within anyone year period by filing written notice with the Secretary. An extension of the Leave of Absence time period beyond ninety days shall require approval of the Board in order not to count as absenteeism. A Director on leave of absence shall not be included when determining a quorum or when counting votes.
- 4.06 Resignation. A Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.
- 4.07 Vacancies. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of the predecessor.
- 4.08 Board Meetings. Meetings of the Board shall be held at the official place of business or as the Board may from time to time fix or as shall be specified in the notice of Meeting.
- a. There shall be a minimum of four scheduled board meetings with one meeting held each quarter and these meeting shall be scheduled at the first Board meeting held after the annual election. No notice shall be required for the quarterly meetings of the Board.
 - b. Special Meetings of the Board shall be held at such time and place as shall be fixed by the Board of Directors from time to time or by the person or persons calling the special meeting.
 - i. Special meetings may be called by or at the direction of the, the President, or by a third of the directors then in office.
 - ii. Notice of time and place of each special meeting of the Board of Directors shall be emailed, facsimile or by telephone to each Director at least seven days before

the day on which the meeting is to be held, provided, however that if such notice is for a special meeting requiring prompt action, such notice may be sent to him or her at such address by telegram or cablegram or facsimile transmission or by telephone, not less than forty-eight hours before the time at which such meeting is to be held. The requirement for furnishing notice of a meeting may be waived by any Director and shall be waived by any director who attends the meeting.

iii. Emergency action required by the Board shall be allowed without a meeting by polling the Board by telephone or email.

- 4.09 Quorum at Board Meetings. Except as otherwise required, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place.
- 4.10 Action by the Board (Voting). Except as otherwise required, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time, shall be the act of the Board.
- a. 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 in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
 - b. Any one or more members of the Board or a committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
 - c. Proxies are not allowed to represent Board Members at Board Meetings.
- 4.11 Powers and Duties. The Corporation shall have, but not be limited to, the following Powers and Duties:
- a. The Corporation may levy initiation fees, dues, assessments on its voting and non-voting members. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.
 - b. Management of the property of the Organization.

- c. Determine administrative policies.
- d. Ability to employ necessary staff and other help and services.
- e. Enter into agreements, service contracts and authorize expenditures.
- f. Schedule and set programs including classes, projects, special programs and events.
- g. Provide artistic and educational opportunities and scholarships.
- h. Schedule, host, promote and support art shows, events, classes, programs and artist generated special projects.
- i. Schedule, host, promote and support fund-raising for the organization and for supported organizations, farms, historic sites and open spaces.
- j. Apply for and administer grants, contributions and funds in support of the organization and its activities.
- k. Provide an annual financial statement prepared by a certified public accountant acceptable to the Board and provide an audited financial statement when deemed necessary but at least every 5 years.
- l. Prepare an annual budget and determine financial policies.
- m. Take all necessary and proper steps to carry out the purposes of this Organization.
- n. Be fiduciary responsible and act in the best interest of the organization. All Board Members should avoid any Conflicts of Interest and fully disclose any such conflicts of interest when they arise. A Board Member shall abstain from voting or attempting to influence the vote on any matter before the Board that is a Conflict of Interest.

ARTICLE V - OFFICERS

5 Officers of the Corporation. The Board of Directors may elect or appoint a Chairperson of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, a Treasurer, one or more Assistant Secretaries or Treasurers, or such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that the offices of the of the President and Secretary shall not be held by the same person.

5.01 Term. Each officer shall hold office until and until their successor has been duly elected and qualifies.

5.02 Chairperson. The Chairperson shall preside at all meetings of the Members and the Board of Directors. If there is no Chairperson or in the Chairperson's absence, the President shall preside and, if there is no President or in the President's absence, any other Director chosen by the Board, shall preside.

- 5.03 President. The President shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. The President shall perform such other duties as shall from time to time be assigned to them by the Board of Directors.
- 5.04 Vice-President. In the absence or disability of the President of the Corporation, the Vice-President or, if there be more than one, the Executive Vice-President shall perform all the duties of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.
- 5.05 The Secretary. The Secretary shall attend all meetings of the members, the Board of Directors, and of the executive committee, and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings. The Secretary shall be responsible that all notice are given in accordance with these By-Laws, shall be custodian of the Corporate records and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee.
- 5.06 Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit or cause to be deposited said funds in the name and to the credit of the Corporation in such bank accounts at such depositories as the Board of Directors may from time to time determine. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board, taking proper vouchers for the disbursements, and shall render to the president and directors at the annual meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Corporation. If required by the Board, the Treasurer shall deliver to the President of the Corporation, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the treasurer and belonging to the corporation. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; authorize checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and signed by the President or other officer designated by the Board.
- 5.07 The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary.
- 5.08 The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.
- 5.09 The Registrar. The Board may appoint a Registrar who shall keep a register of the post office, email addresses and telephone numbers of each member. The Registrar shall issue annual membership cards, if any and shall notify Members of their election to office or their appointment to committees and keep a record of the individuals on the Boards and Committees.

- 5.10 Removal. Any officer elected by the Board may be removed by the Board with or without cause; however, any officer elected by the Members or a class of Members, may be removed with or without cause, only by the vote of the Members or of the class of Members.

ARTICLE VI - COMMITTEES

- 6 Committees of the Corporation.** The Board of Directors shall designate an Executive Committee. The Board of Directors may also designate standing committees. Each standing committee shall contain at least one member of the Board and standing committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.
- 6.01 Executive Committee. The Executive Committee shall consist of five Directors of the Corporation including the President, the Vice-President(s), the Treasurer and the Secretary. The Board may also choose to elect additional at-large Directors to the Executive Committee.
- a. The Executive Committee shall meet monthly. The Executive Committee may also meet at other times at the call of the President or in the President's absence the Vice President.
 - b. In the intervals between the Board meetings the Executive Committee shall have and exercise all powers of the Board in the management of the business affairs and property of the Corporation. The Executive Committee shall oversee the business and affairs of the Organization to ensure it maintains good business practices. The Executive Committee shall also be responsible for ensuring the Organization engages in strategic planning and adheres to the mission statement and purposes of the Organization.
 - c. A majority of the members of the Executive Committee shall constitute a quorum.
 - d. All actions of the Executive Committee shall be reported in a timely manner to the board of Directors.

ARTICLE VII - BOARD OF ADVISORS

- 7 Counsel of Patrons.** The Board of Directors may appoint, from time to time, any number of persons as advisors to the Corporation, to act either singly or as a committee or committees.
- 7.01 Each such advisor shall hold office at the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine. To promote diversity of the Board of Advisors and to further the organization purpose, the Board of Directors shall attempt to appoint at least one member from the following groups: one farmer, one public servant and one community leader.
- 7.02 No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.
- 7.03 The Advisory Board shall meet as requested and required by the Board but at least once a year.

ARTICLE VIII - MISCELLANEOUS

8 General.

- 8.01 The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these Bylaws and all minutes of meeting of the Boards of Directors, or any committee thereof, of the Members, as well as a list or record containing the names and address of all members.
- 8.02 The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
- 8.03 The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE IX - CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE X - INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, except in relation to matters where such person shall have been adjudged to have breached their duty to the Corporation by acting in a criminal or fraudulent manner.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended, altered, or repealed, and new Bylaws may be made, by the Members of the Corporation entitled to vote in the election of directors at a special meeting of the members called for the purpose of amending these Bylaws provided that any notice of such meeting include the proposed amendment, alteration or repeal of these Bylaws.

ARTICLE XII - DISSOLUTION

The Organization may be dissolved by a affirmative vote of sixty-six percent of the Membership present at any meeting of the Membership called for that purpose. Upon Dissolution of the Organization, any residual assets shall be donated to a not-for-profit organization(s) with similar purposes as those of this Organization or as similar as can be found within the region.