

BY-LAWS

**ASSOCIATION FOR CONSERVATION OF RECREATIONAL
AND
NATURAL SPACES, INC.**

ARTICLE I - THE CORPORATION

1.1. Name. The name of the Corporation shall be: ASSOCIATION FOR CONSERVATION OF RECREATIONAL AND NATURAL SPACES, INC. (the "Corporation").

1.2. Offices. The principal office of the Corporation shall be in the County of Genesee, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

1.3. Purposes. The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time.

1.4. Mission. The mission of the Corporation is to support Genesee County Parks by connecting people with nature through outdoor learning, exploration and fun, or as may be amended from time to time.

ARTICLE II - MEMBERSHIP

2.1 Membership. Membership is open to any and all persons interested in participating in the goals of the Corporation. Persons shall become members upon paying the dues specified by the Board of Directors, except that the Supervisor of the Genesee County Parks and the Interpretive Center Educator will be ex-officio members, but shall not be required to pay dues.

2.2 Classification of Membership and Dues: The Board of Directors shall establish membership and dues classifications.

2.3 Rights of Membership: No member shall have any right to, or interest in, the property or assets of the Corporation. Members in good standing shall have one vote in person with the exception of the ex-officio members who are nonvoting members. Members will be kept informed of activities through mailings, printed media, by phone or by e-mail.

ARTICLE III - BOARD OF DIRECTORS

3.1. Number of Directors. The Board of Directors shall consist of not less than five (5) or more than nine (9) members, elected by the general membership at the annual or special meeting called for that purpose. Included in the total number of directors shall be the President, who shall act as Chairman of the Board of Directors, a President-Elect, a Secretary, and a Treasurer. The exact number of directors within that range shall be determined by the Board of Directors, provided that no reduction in the number of directors shall shorten or end the term of any director then in office. The Interpretive Center Educator and the Genesee County Parks Supervisor or his/her designee shall be ex-officio nonvoting members of the Board of Directors, and shall not be counted in the total number of members of the Board.

Section 3.2 Election and Term of Directors.

(a) The initial directors shall be the persons named in the Certificate of Incorporation, who shall serve until the organizational meeting of the Corporation. At the organizational meeting, the initial directors shall nominate and elect additional directors as desired by them. All such directors shall serve until the first annual meeting of the Corporation. Thereafter the Board of Directors of the Corporation shall be elected at the annual meeting of the members. The election shall be decided by a majority of the votes of the members present in person or by proxy.

(b) The President shall appoint a Nominating Committee consisting of at least two members, at least one of whom shall be from the Board of Directors. The Nominating Committee shall recommend a slate of names for Board of Directors at the annual meeting of the members from the floor.

(c) All directors elected at an annual meeting shall serve a term of one (1) year and until their successors are duly elected and qualified.

Section 3.3. Removal. Individuals who serve on the Board of Directors of the Corporation may be removed from the Board for cause at any time by vote of a majority of the entire Board of Directors of the Corporation at any regular or special meeting of the Board, provided that such action is referenced in the notice of the meeting.

Section 3.4. Resignation. A director may resign at any time by giving written notice to the Chair or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.5. Vacancies and Newly Created Directorships.

(a) Vacancies on the Board for any reason may be filled by the Board of Directors at any regular or special meeting. A director elected to fill a vacancy shall serve until the next annual meeting of the Corporation and until his or her successor is duly elected and qualified.

(b) Newly created directorships shall be filled in the manner prescribed for those directorships at the time they are created.

Section 3.6. Regular Meetings of the Board. Regular meetings of the Board of Directors may be held without notice at such time and place as the Board shall from time to time determine..

Section 3.7. Special Meetings of the Board. Special meetings of the Board of Directors may be called at any time by the President or by written request of at least three members of the Board. Any such written request shall state the purpose(s) of the meeting. Notice of each special meeting shall be given in person, by telephone, by facsimile or by e-mail to each director at least three (3) days before the date of such special meeting. The notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice, or related thereto, shall be transacted at the special meeting.

Section 3.8. Waiver of Notice. Notice of any meeting of the Board need not be given to any director who submits a waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 3.9. Quorum of Directors.

(a) The presence in person of a majority of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business, except as otherwise provided by law or the Corporation's Certificate of Incorporation or these By-laws.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to a later date, not more than ten (10) days later, and the Secretary shall give written notice of the adjournment and the date of the subsequent meeting at least three (3) days before the subsequent meeting date to all directors.

Section 3.10. Action by the Board.

(a) Each director shall be entitled to one vote on each matter properly submitted to the directors for action at any meeting of the Board, except that the ex-officio members shall have no voting privileges. Unless otherwise required by law or provided in the Corporation's Certificate of Incorporation or these By-laws, the vote of a majority of directors present at the time of the vote at a duly convened meeting, provided that a quorum is then present, shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all directors or the committee members, as applicable, consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the directors or committee members shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more directors, or committee members, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 3.11. Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in his or her role as director, but directors shall be reimbursed for reasonable expenses incurred in the performance of Corporation duties.

Section 3.12. Property Rights of Directors. No director of the Corporation shall, by reason of that position, have any rights to or interests in the property or assets of the Corporation.

ARTICLE IV - MEETINGS OF MEMBERS

Section 4.1 Annual Meeting of Members. The annual meeting of the general membership of the Corporation shall be held in the month of May unless otherwise specified by resolution of the Board of Directors.

Section 4.2 Special Meetings. Special meetings of the members may be called by the President at any time.

Section 4.3 Notice of Meetings. Written notice of the annual meeting and any special meeting of members shall be given personally, by first class mail or by electronic mail to each member at least ten (10) days in advance of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Notice will be considered given as follows:

- (a) if personally, upon receipt by the member;

(b) if mailed, when deposited in the United States Mail, with postage prepaid, directed to the member at the member's current address of record as it appears on the list of members; or,

(c) if sent by electronic mail, when forwarded to the electronic mail address, as it appears on the list of members, except that any such notice will not be considered properly delivered if the Corporation is:

(i) unable to deliver two (2)-consecutive notices to the designated electronic mail address, or

(ii) is otherwise made aware that notice cannot be delivered to the member by electronic mail.

Section 4.4 Quorum. At any meeting of the members, a quorum shall consist of the greater of five members, one of whom shall be an officer, or members holding one-tenth of the total number of votes entitled to be cast at that meeting. If less than a quorum is present at any meeting, the meeting shall be adjourned to a time and place determined by those present.

Section 4.5 Annual Report.

(a) At the annual meeting of the Members, the President shall present an annual report to the members with a summary of the activities of the Corporation during the preceding year.

(b) The annual report shall be filed with the minutes of the annual meeting.

ARTICLE V - OFFICERS

Section 5.1 Designation of and Election of Officers.

(a) The officers of the Corporation shall be a President, President-Elect, Treasurer, Assistant Treasurer, Secretary, Membership Specialist and such other officers as the Board may deem necessary or advisable. The officers shall be elected by the Board of Directors from among the directors.

(b) Except when an officer resigns, is removed, becomes disabled, or when a new position is created, such officers shall succeed the incumbent officers whose terms of office expire that year and hold office for a period of one (1) year or until their successors shall have been duly elected and qualified.

(c) Any officer may be removed by a majority of the entire Board at any time, with or without cause.

(d) Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by such officer, and the acceptance of the resignation shall not be necessary to make it effective.

(e) Any vacancy occurring in an office of the Corporation prior to the scheduled expiration of its term may be filled at any regular or special meeting of the Board. An individual elected to fill any such vacancy shall serve until the next annual meeting of the Corporation and until his or her successor shall have been duly elected and qualified.

(f) Except for the offices of President and Secretary, any two or more offices may be held by the same person.

Section 5.2 The President.

The President shall prepare agendas for all meetings of the Board of Directors and preside at such meetings; shall preside over all member meetings; shall be an ex-officio member of all committees; and shall deliver at the annual meeting a report on the activities and achievements of the preceding year and objectives for the coming year. The President will serve a 2 year term and will automatically continue as a director for the second year of his or her term.

Section 5.3 The President-Elect.

The President-Elect shall perform the duties of the President during the absence of the President, and shall have such other duties as may be assigned by the President or the Board. The President-Elect shall succeed the President at the end of the President's term. The President -Elect will automatically continue as a director for the beginning of his or her term as President.

Section 5.4 The Treasurer.

The Treasurer shall oversee the deposit and disbursement of all monies and securities, in a bank designated by the Board; shall disburse funds in accordance with the budget approved by the Board of Directors; shall sign checks; shall submit a monthly Treasurer's Report to the Board of Directors and shall submit to the Board and to the annual meeting of the Corporation, an annual report of the income, expenditures, liabilities and assets of the Corporation for the preceding fiscal year.

Section 5.5 The Assistant Treasurer.

The Assistant Treasurer will assist the Treasurer as the Treasurer requests and will review the books and records of the Corporation with the Treasurer prior to the Treasurer's report to the annual meeting, and one time at the end of each calendar year.

Section 5.6 The Secretary.

The Secretary shall take and preserve minutes of all Corporation and Board of Directors meetings; and shall perform other duties assigned by the Board.

Section 5.7 Membership Specialist.

The Membership Specialist will serve as the liaison between the members and Corporation and Board of Directors, maintain a list of current members, and solicit renewal and new memberships; and shall perform other duties assigned by the Board.

ARTICLE VI - COMMITTEES

Section 6.1 Appointment of Committees.

Committees may include committees of the Board and committees of the Corporation, and shall consist of three (3) or more committee members. Committees of the Corporation may include individuals who are not directors and are advisory in nature and cannot under any circumstances take actions that bind the Board and/or the Corporation. Committees of the Board shall be comprised solely of at least three (3) voting Directors elected by majority vote of the entire Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action within statutory limitations that would legally bind the Board and/or the Corporation.. Except as otherwise provided in these By-laws, the chairs and all members of these committees shall be appointed by the President . Committee members may be removed by the Board with or without cause at any time. Vacancies may be filled by the President, subject to approval by the Board, at any regular or special meeting of the Board. Committee members appointed to fill vacancies shall serve until the next annual meeting and until their successors are appointed and qualified.

Section 6.2 Committee Meetings.

At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the committee members present at a duly organized committee meeting shall constitute the action of the committee. Each committee shall promptly submit minutes of its meetings to the Secretary of the Corporation. Except as otherwise prescribed in these By-laws or as required by the Board, committees shall meet with such frequency as is necessary, in their discretion, to accomplish their purposes.

Section 6.3 Executive Committee

(a) By vote of a majority of the entire Board of Directors, the Board may create an Executive Committee of the Board. The Executive Committee shall consist of the President, the President-Elect, the Treasurer and the Secretary.

(b) Between meetings of the Board of Directors, and to the extent permitted by law, the Executive Committee shall possess the powers of the Board with respect to managing and conducting the affairs of the Corporation, subject to such instructions as may be imposed from time to time by the Board.

(c) The President of the Corporation shall serve as Chair of the Executive Committee. The Executive Committee shall meet as deemed necessary or advisable by the President, the Committee or the Board. The President shall call a meeting of the Executive Committee within fourteen (14) days of receipt of a written request by at least two (2) members of the Executive Committee; provided that such request states the purpose of the meeting. The Executive Committee shall report its actions to the next regular meeting of the Board or at any special meeting called for that purpose. The activities of the Executive Committee shall be deemed to have been ratified by the Board following such report unless affirmatively overruled or modified by resolution of the Board.

Section 6.4 Nominating Committee

The Nominating Committee shall be a special committee charged with the responsibility of submitting (at the annual meeting of the members or as otherwise needed to fill vacancies) nominations for the Board of Directors. The Nominating Committee shall consist of three members, one of whom is a member of the Board, appointed by the President. At the meeting for election of directors, the Chair of the presiding Nominating Committee will present a slate of directors and ask if there are any other nominations from the floor. If there are no further nominations, the membership shall be asked to approve the proposed slate of directors.

Section 6.5 Limitations on Committees

Contrary provisions notwithstanding, no committee shall have authority as to the following matters: (i) election of directors; (ii) the filling of vacancies in the Board of Directors or in any committee; (iii) the fixing of compensation of the directors for serving on the Board or on any committee; (iv) the change, amendment or repeal of the Certificate of Incorporation or By-Laws or the adoption of new By-Laws; (v) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (vi) the election or removal of officers and directors; (vii) the approval of a merger or plan of dissolution; (viii) 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 Corporation.

ARTICLE VII - INDEMNIFICATION

Section 7.1 Indemnification.

(a) To the fullest extent authorized or permitted by the provisions of the New York Not-for-Profit Corporation Law, or by any amendment thereof or other statutory provisions authorizing or permitting such indemnification adopted after the date hereof, and subject only to the exclusions set forth in Section 1(b) below, the Corporation shall hold harmless and indemnify any person, his testator or intestate against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees and costs of investigation, actually and reasonably incurred in any action or proceeding or any appeal therein in which that person is made or threatened to be made a party (including an action, proceeding or appeal therefrom by or in the right of the Corporation to procure a judgment in its favor) whether civil, criminal or investigatory, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which that person served in any capacity at the request of the Corporation, by reason of

the fact that he was a director or officer of the Corporation or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity.

(b) No indemnification shall be made to or on behalf of any person if a judgment or other final adjudication adverse to that person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled. Furthermore, no indemnification pursuant to Section 1 hereof shall be made by the Corporation (i) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful, or (ii) with respect to any proceeding or settlement not authorized or consented to by the Corporation.

Section 7.2 Continuation of Indemnity.

All agreements and obligations of the Corporation pursuant to this Article shall continue during the period the person is a director or officer of the Corporation (or serves any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation) and shall continue thereafter so long as the person shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that the person was a director or officer of the Corporation or serving in any other capacity referred to herein.

Section 7.3 Notification and Defense of Claim.

Promptly after receipt of notice of the commencement of any action, suit or proceeding, a person seeking indemnification pursuant to this Article shall notify the Corporation of the commencement thereof, but the omission so to notify the Corporation will not relieve it from any liability which it may have to the person otherwise than under this Article. The Corporation will be entitled to participate therein at its own expense in any such action, suit or proceeding as to which the person notifies the Corporation, Except as otherwise provided below, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to the person seeking indemnification. After notice from the Corporation to that person of its election so to assume the defense thereof, the Corporation will not be liable to the person under this Article for any legal or other expenses subsequently incurred by the person in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The person seeking indemnification shall have the right to employ his counsel in such action, suit or proceeding, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of that person unless (A) the employment of such counsel has been authorized by the Corporation, (B) the person has reasonably concluded that there may be a conflict of interest between the Corporation and that person and the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation as to which a person seeking indemnification shall have made the conclusion provided in (B) of the preceding sentence.

Section 7.4 Advancement and Repayment of Expenses.

All expenses reasonably incurred by a person entitled to indemnification under this Article in connection with a threatened or pending proceeding covered by this Article shall be promptly advanced or reimbursed by the Corporation upon receipt of written demand and an undertaking by that person to reimburse the Corporation for all reasonable expenses paid by the Corporation in defending the proceeding or advanced to the person in accordance with the preceding section in the event and only to the extent that it shall be ultimately determined that the person is not entitled to be indemnified by the Corporation for such expenses under the provisions of the New York Not-for-Profit Corporation Law, the Corporation's Certificate of Incorporation or this Article.

Section 7.5 Procedure for Indemnification.

The Board of Directors shall make the determinations with respect to indemnification pursuant to Section 1 of this Article in accordance with the requirements of New York Not-for-Profit Corporation Law Sections 723 and 724.

Section 7.6 Contractual Article.

This Article shall be deemed to constitute a contract between the Corporation and each person who may be entitled to indemnification hereunder, who serves in such capacity at any time this Article is in effect. No repeal or amendment of this Article shall reduce the indemnification of any person pursuant to this Article except with respect to events occurring 30 days thereafter provided that prior written notice of the repeal or amendment is given to that person. No amendment of the New York Not-for-Profit Corporation Law shall reduce the indemnification under this Article with respect to any event occurring or allegedly occurring prior to the effective date of such repeal or amendment.

Section 7.7 Insurance.

The Corporation may purchase and maintain insurance to enable the Corporation to indemnify any person eligible to be indemnified under this Article within the limits permitted by law.

Section 7.8 Non-Exclusivity.

The indemnification provided by this Article shall not be exclusive of any other rights which may be granted by or pursuant to any statute, corporate charter, by-law, resolution, direction or agreement. To the fullest extent permitted by law, the Corporation is authorized to enter into agreement with any such person providing him additional rights to indemnification or advancement of expenses.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX - RULES OF ORDER AND BYLAW AMENDMENTS

Section 9.1 Rules of Order.

If there is a conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern. All questions of government and procedure for which no provision is made in the Certificate of Incorporation or in the By-Laws and not addressed in the New York Not-for-Profit Corporation Law shall be decided under the authority contained in ROBERT'S RULES OF ORDER.

Section 9.2 By-law Amendments.

These By-laws may be amended, repealed or adopted by an affirmative vote of a majority of those members at any annual or special meeting of members, provided that notice of such proposed action has been incorporated in the notice of the meeting.

ARTICLE X - DISSOLUTION

Section 10.1 Distribution of Assets.

In the event of the dissolution of the Corporation, all remaining property or assets of the Corporation, after the proper payment of all debts and liabilities of the Corporation and expenses thereof, shall be distributed pursuant to a plan of distribution duly adopted, subject to the approval of a Justice of the Supreme Court of the State of New York or the Attorney General of New York, exclusively for one or more of the charitable or educational purposes of the Corporation to one or more organizations (including, without limitation, governmental bodies) which shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations

thereunder, and which is engaged in activities substantially similar to those of the Corporation, or as otherwise ordered .

ARTICLE XI - MISCELLANEOUS

Section 11.1 Execution of Contracts.

The Board of Directors, except as otherwise provided herein, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws or policy adopted by the Board of Directors, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 11.2 Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 11.3 Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution or policy of the Board of Directors or as required by these By-laws.

Section 11.4 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

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amended October 2007
amended May 25, 2010
amended May 22, 2012
amended May 28, 2019
Amended July 28, 2020
Amended Sept. 18, 2021