

Bylaws
of the
Butternut Valley Alliance, Inc.

April 2016

Article I. Name. The name of this organization shall be the Butternut Valley Alliance, Inc., hereinafter referred to as the "BVA."

Article II. Purpose.

1. The BVA wants to preserve, protect, and defend the Butternut Valley for our and future generations.

2. The BVA encourages the preservation and protection of the Valley's environmental quality, its farming community, its cultural heritage, its economic viability, and its open spaces, and promote the economic viability and village charms of the entire watershed.

3. To meet these goals, the BVA encourages the citizens of the Valley to work together. More specifically, the BVA:

- conducts educational programs to inform and raise consciousness concerning these goals;
- encourages participatory community planning;
- promotes communication among individuals, governments, and citizen groups to generate grassroots policymaking and leadership;
- supports and assist existing, issue compatible groups, organizations, and committees;
- explores the best use of public and private resources to reach our goals;
- studies individual and community needs with regard to environmentally sustainable housing and advocate for the fulfillment of these needs;
- conducts research on responsible economic development, that will preserve the largely rural and agricultural character of the Valley and create a future in the Valley for our children; and
- studies ways to support localization of production of food and other essentials.

Article III. Construction. If there is any conflict between the provision of the certificate of incorporation and the bylaws, provisions of the certificate of incorporation shall govern.

Article IV. Powers. Subject to the provisions of this constitution, the BVA shall have full power and authority to perform any lawful acts and to exercise any rights not otherwise limited by law.

Article V. Financial Limit. No part of the net earnings of the BVA shall inure to the benefit of, or be distributable to, any member, officer, or any other private person. All of the assets and net earnings of the BVA shall be used to further the above-stated purpose.

Article VI. Activities. The activities of BVA shall be undertaken primarily to promote the common good and general welfare of the Butternut Valley community, in a

manner that is consistent with the above-stated purpose. The BVA's activities shall include community outreach, education, lobbying, and the like, all for the above-stated purpose.

Article VII. General Limits. The BVA shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or such statutory provision that may supercede said section 501(c)(3)). Similarly, the Association shall refuse or renounce all grants, gifts, devises, bequests and legacies, the acceptance of which would cause it to be treated as other than charitable organization duly qualified under 501(c)(3) of the Internal Revenue Code (or such statutory provision that may supercede said section 501(c)(3)).

Article VIII. Membership.

1. Membership is open to all persons who request membership, who subscribe to the above-stated purpose of the BVA, and who share the above-stated values of the BVA. Membership shall be contingent upon payment of such membership dues as may be established by the Board of directors.

2. All members shall be entitled to one vote each at the meetings of the Association, and may vote in person or by proxy or, if an organization or company, by a representative or by proxy. Any member shall be eligible to hold office in or be a director of the Association.

Article IX. Organization and Governance.

1. The BVA shall have four officers: a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, and shall be managed by a Board of Directors.

2. The Chairperson shall be responsible for calling and chairing Board of Directors Meetings as well as General Meetings, appointing an interim Vice-Chairperson, Secretary, or Treasurer in the event of vacancies, and shall have such other powers as may be set forth in the by-laws or as may be granted by a majority vote of those present at a business meeting. The Chairperson shall be elected by the General Membership at an Organizational Meeting for a term of two years but can be recalled by a vote of the membership at a General Meeting.

3. The Vice-Chairperson shall be responsible for chairing Board of Directors Meetings and General Meetings in the absence of the chairperson and otherwise for assisting the Chairperson. The Vice-Chairperson shall serve as interim Chairperson in the event of a vacancy in the position of Chairperson. The Vice-Chairperson shall be elected by the General Membership at an Organizational Meeting for a term of two years, of which only one year shall run concurrently with the term of the Chairperson. The Vice-Chairperson can be recalled by a vote of the membership at

a General Meeting.

4. The Secretary shall record meeting notes and perform such other duties as are customarily performed by an association secretary. The Secretary shall be elected by the General Membership at an Organizational Meeting for a term of two years, which shall run concurrently with the term of the Chairperson. The Secretary can be recalled by a vote of the membership at a General Meeting.

5. The Treasurer shall receive and account for receipts and expenditures and perform such other duties as are customarily performed by an association treasurer. The Treasurer shall be elected by the General Membership at an Organizational Meeting for a term of two years, which shall run concurrently with the term of the Vice-Chairperson. The Treasurer can be recalled by a vote of the membership at a business meeting.

6. The Board of Directors shall consist of the four officers and up to eleven other members elected by the General Membership at an Organizational Meeting. The Board of Directors shall develop strategy and policy for the BVA and shall provide direction and oversight of the BVA and its officers and committees. The Board of Directors shall have the right to overrule, countermand, or veto any decision by any officer or committee of the BVA. Each of the non-officer members shall be elected for a term of two years. The terms of the non-officer members shall be staggered. Each of the non-officer members can be recalled by a vote of the membership at a business meeting.

7. The business of the BVA shall be conducted at General Meetings, to be announced to the membership in advance and to be open to all members in good standing. Such business meetings shall be held at least once per calendar year. Conduct of a General Meeting requires a quorum, which means the presence of at least ten members.

8. One General Meeting per calendar year shall be an Organizational Meeting at which election of officers or non-officer members of the Board of Directors shall take place.

9. Between General Meetings, the business of the BVA shall be carried out at meetings of the Board of Directors, which meetings may be actual or virtual. Conduct of a Board of Directors requires a quorum, which means the presence of at least five members.

10. The activities of the BVA shall be carried out primarily by such administrative and operations committees as the BVA may endorse.

Article X. Indemnification.

1. The Association shall indemnify its directors and officers against judgments, fines,

amounts paid in settlement and reasonable expenses and costs, including attorney fees, in connection with any claim asserted against the director, officer and employee by action in court or otherwise, by reason of the fact that such person was a director or officer of the corporation and acting in good faith for a purpose with such person reasonably believed to be in the best interest of the Association, and not unlawful.

2. Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 of the Not-for-Profit Corporation Law, and as permitted by such laws, the corporation may provide additional indemnification pursuant to: an agreement, action of the Board of Directors, or by provision of these bylaws.

3. Sections 1 and 2 of this article shall be exclusive and shall include, by implication, any and all rights and remedies available to the Association, the directors, officers and employees by statute or otherwise.

Article XI. Formation and Termination. This BVA has been in existence since August 2008. These bylaws, however, shall formally take effect upon approval of two-thirds of the members present at a General Meeting, at least one week prior to which notice that the bylaws would be put up for a vote of approval is provided to the full membership. Unless sooner terminated as provided in any By-laws as may be adopted, the existence of this organization shall terminate when fewer than ten regular members of this organization are living.

Article XII. Dissolution. Upon the dissolution of this organization, after paying or making provisions for all its obligations and liabilities, all of the assets of this organization shall be distributed by the officers to an organization that is organized and operated exclusively for promotion of the social welfare and that at the time qualifies as an exempt organization under section 501(c)(3) of the U.S. Internal Revenue Code (or such statutory provision that may supercede said section 501(c)(3)). Any such assets not so disposed of shall be distributed, by the order of any New York Court with jurisdiction.

Article XIII. Amendment. These bylaws may not be amended except by the vote of a two-thirds majority of the members present at a General Meeting, at least one week prior to which notice that such amendment would be put up for a vote of approval was provided to the full membership.

Adopted and effective on the 15th day of March, 2009 by vote of 2/3 of the members present at a General Meeting conducted on said date.

Last Amended: April 16, 2016.