



BYLAWS of the Saranac River Trail Greenway Board of Directors

ARTICLE I

The Mission, Powers, Fiscal Year, and Officers of the Saranac River Trail Greenway Board of Directors, herein referred to as the SRTG Board (or the “Board”), shall be as stated in these Bylaws.

Mission: To create quality recreational and economic opportunities along the lower Saranac River corridor, in the City of Plattsburgh, the Town of Plattsburgh, the Town of Schuyler Falls and the Town of Saranac, by establishing and developing public multi-use greenway trails and infrastructure that engage and link residents, visitors, business and communities with healthy recreational, environmental, historical and transportation resources.

Objectives:

1. Generate interest and develop actions that implement the Saranac River Trail Greenway system.
2. To seek, receive, and administer grants, gifts, donations, and other forms of support for the benefit of the Greenway and its visitors.
3. Organize resources, both human and material, to carry out the mission of the Saranac River Trail Greenway, Inc.
4. To identify possible trail routing.
5. To link and celebrate the natural, historic and cultural features, parks, green spaces, and the four municipalities along the proposed Saranac River Trail Greenway.
6. To enhance tourism and inter-community cooperation.
7. To encourage the safe and courteous use of the Greenway by all users.
8. To sponsor or undertake any reasonable activity, in keeping with the nature of the site, intended to promote, conserve, or interpret the assets and resources of the Saranac River Trail Greenway for the benefit of the public and posterity.

ARTICLE II – MEMBERSHIP

- A. There shall be seven members of the Board of Directors for the SRTG, and the members shall be appointed as follows: one member each by the governing boards of the Towns of Plattsburgh, Saranac and Schuyler Falls, and the City of Plattsburgh, and three members by the Clinton County Legislature.
- B. The terms of the Board of Directors shall be no more than three years, shall commence on January 1st of the first year of the appointment and shall end on December 31st of the third year of the appointment. Terms shall be staggered by utilizing the following procedure:

- Year I: Clinton County (1st Appointment), City of Plattsburgh, Town of Schuyler Falls
 - Year II: Clinton County (2nd Appointment), Town of Saranac
 - Year III: Clinton County (3rd Appointment), Town of Plattsburgh
- C. The staggering of terms must be preserved so that no more than three board members are scheduled to have their terms expire at any one time.
- D. If a vacancy occurs in the middle of a term, the appointing authority shall appoint a new Director to fill the unexpired term.
- E. There shall be no limit on the number of terms a Director may serve.
- F. If an appointing municipality specifies a term for their appointment to the SRTG, Inc. Board of Directors which does not fit the term available (e.g. the appointment is being made for a timeframe which carries into all or part of a subsequent term, or the appointment is set to end early and would cause a problem for the staggering of terms) then the SRTG Inc. will contact the appointing municipality to request that they amend their appointing resolution to align with the terms outlined in this article.
- G. In the event that **any** Board member sustains three consecutive absences, the Board may contact the absent member and determine whether there is continued interest in serving on the Board. If not, the Board may deem the member to have resigned and shall contact the Appointing Authority to request a new appointment to fill the vacant seat.

ARTICLE III – COMMITTEES

- A. The Board shall appoint such committees as it deems appropriate.

ARTICLE IV – MEETINGS

- A. The Board shall meet at least six times per year.
- B. Special meetings of the Board may be called at any time by the President, or by petition of at least four members of the Board.
- C. The Secretary shall notify members of regular meetings and special meetings at least seven (7) days in advance, unless emergency circumstances exist preventing a full seven days notice. The notice shall include the time, place, and general nature of the business to be transacted.
- D. The annual meeting of the Board will be held in January of each year. Officer elections will be conducted at the annual meeting, and a budget for the upcoming year established.
- E. Meetings shall be conducted in accordance with Open Meetings Law (NY Public Officer’s Law Article 7)

ARTICLE V – OFFICERS

- A. The officers of the Board shall be President, Vice-President, Secretary and Treasurer.

B. The duties of the officers are as follows:

1. The President shall preside at all meetings of the Board. The President shall have the usual powers of supervision and management as they may pertain to the office of President and shall perform such other activities as may be designated by the Board. The President shall sign all contracts upon approval of the Board.
2. The Vice-President shall, in the event of absence, disability, or death of the President, possess all the powers and perform all the duties of the office, until such time as the Board shall formally select one of its members to fill the vacancy. The Vice-President shall also perform such duties as the President may designate.
3. The Secretary shall keep minutes of all meetings of the organization, and shall notify members of upcoming meetings. The secretary shall perform such other functions as may be incidental to the office.
4. The Treasurer shall be the custodian of all monies, shall deposit them in a bank approved by the Board, and shall disburse the same only upon order of the Board. In the event a contract is approved by the Board with a third party to perform bookkeeping functions, the Treasurer shall oversee those functions. The Treasurer shall present financial statements to the Board at their regular meetings, and a year ending account at the annual meeting. The Fiscal Year for the SRTG shall be the calendar year. It shall be the duty of the Treasurer to make sure that all necessary state and federal taxes are filed on time each year for the SRTG Inc.

C. The officers shall be accepted through nomination, acceptance, and election by the board of directors. Officers shall be elected for two-year terms from the membership at the annual meeting of the Board.

D. Board members cannot hold the same office more than **two consecutive** appointments, however, officers shall **continue in office until relieved by their successors.**

ARTICLE VI – QUORUM/VOTING

A quorum of the Board shall consist of at least four of the voting members. Unless otherwise indicated in these bylaws, all actions approved by the Board shall require at least four affirmative votes by Board members at a duly authorized meeting of the Board.

ARTICLE VII – AMENDMENTS

The Bylaws may be amended by at least five members voting on proposals of amendments at a duly notified meeting of the Board. Such proposals for amendment shall be set forth in the notice of the meeting and changes to the amendment dealing with the same subject matter may be proposed from the floor.

ARTICLE VIII - MEETING CONDUCT

Business may be conducted in accordance with “Roberts Rules of Order.”

Approved May 9, 2019