

By-Laws of  
**The Old Stone House of Hasbrouck, Inc.**

Adopted February 21, 2011

**Article One - Organization**

The name of the Corporation is The Old Stone House of Hasbrouck, Inc. Having been formed under Section 402 of the Not-for-Profit Corporation Law of New York State, The Old Stone House of Hasbrouck, Inc. will have its offices located within the hamlet of Hasbrouck, Town of Fallsburg, County of Sullivan, State of New York.

**Article Two - Mission**

The Old Stone House of Hasbrouck, Inc. is a not-for-profit corporation comprised of community and civic-minded volunteers who are involved in implementing programs, projects and activities in the hamlet of Hasbrouck and the surrounding area aimed at improving the quality of life of residents and visitors, as well as engaging in activities designed to beautify and enhance Hasbrouck's overall appearance.

**Article Three - Board of Directors**

The Board of Directors shall consist of a minimum of three members. The Directors shall each be elected by a simple majority vote of Members, as defined in Article Five below, at a Meeting, as defined in Article Six below, for a term of two years, and individuals assuming an unexpired term shall preside until the next ensuing election. A Director may resign at any time from the Board, and a replacement shall be chosen by a simple majority vote of the Board of Directors.

The Board of Directors shall have general power to control and manage the affairs and properties of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in accordance with the laws of the State of New York.

All members of the Board shall be voting members and they shall each have one vote. A simple majority of the entire Board shall constitute a quorum for the conduct of business.

**Article Four - Executive Committee**

The Board of Directors shall at its own discretion appoint an Executive Committee. The Executive Committee shall consist of three officers, to wit, a President, a Secretary, and a Treasurer.

The **President** shall preside at all meetings of the Board of Directors and shall generally supervise the affairs of the Corporation. Two signatures shall be required on all checks, and the President shall be one of the individuals authorized to sign checks.

The **Secretary** shall supervise the recording of minutes of all meetings of the Corporation, and shall maintain all records required for the management of the Corporation. Two signatures shall be required on all checks, and the Secretary shall be one of the individuals authorized to sign checks.

The **Treasurer** shall keep or cause to be kept complete and accurate accounts of the receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation into an account of the Corporation. Two signatures shall be required on all checks and the Treasurer shall be one of the individuals authorized to sign checks.

### **Article Five - Membership/Dues**

Membership in The Old Stone House of Hasbrouck, Inc. shall be open to all persons who express an interest in improving the quality of life in Hasbrouck through beautification and clean-up activities and other beneficial endeavors in which the Corporation may become involved. Requirements for membership in the Corporation, and rules regarding payment of any dues or fees associated with membership, shall be determined by the Board of Directors. Members may vote, by simple majority of those present for such a vote, to elect the Board of Directors, with each Member present having one vote.

### **Article Six - Meetings**

The Board of Directors shall meet once a month on the third Monday of each month, or at such other time and on such other schedule as may be determined by the Board of Directors in consultation with Members, and meetings shall be open to all Members and the general public. Public notice shall be given in a timely manner as to the time and place of meetings. An annual report of the activities of the Corporation shall be compiled in July, or such other time as the Board may determine, and made available to Members and the community at large.

### **Article Seven - Standing and Special Committees**

The Board of Directors may from time to time appoint Standing and Special Committees, as the Board deems necessary, and the Board shall devolve to those Committees whatever task, structure and authority the Board in its sole discretion may determine. Committee chairpersons shall be appointed by the President with the approval of the Board, and they and other Committee members shall serve until replaced, or until their mandated task is completed, or until their resignations.

### **Article Eight - Compensation/Salaries**

The Board of Directors and the Executive Committee shall serve without compensation. Directors may submit reasonable and pre-approved Corporation-related expenses for reimbursement by the Treasurer, to be approved by resolution of the Board. At such time that paid staff are required to help operate the Corporation, the Board of Directors shall establish hiring procedures, employment practices and salaries.

### **Article Nine - Political Activity**

The Corporation shall not endorse any candidate for public office, nor shall any Director or member of the Executive Committee endorse a candidate for public office on behalf of, or in the name of, the Corporation. The Corporation, its Directors, and/or its Executive Committee may, however, express views and take positions on public issues deemed to be of vital importance to the Corporation. All political and/or lobbying activity on behalf of the Corporation shall be performed in compliance with IRS rules and applicable laws regulating 501(c)3 corporations. Nothing in this Article shall prevent individuals, on their own behalfs and in their own names, from expressing their personal political views and/or endorsing political candidates for public office.

### **Article Ten - Non-Discrimination**

Nothing in these By-Laws shall permit discrimination for any purpose, or in any manner whatsoever, whether by decision, action or inaction, based on race, religion, national origin, age, sex, and/or sexual orientation.

### **Article Eleven - Amendments**

These By-Laws or any part thereof may be altered, amended, or repealed at any meeting of the Board of Directors by the vote of a simple majority of the entire Board of Directors, provided that notice of intent to change the By-Laws, with full and complete details of the changes to be voted upon, shall have been sent to each Board member at least ten (10) days prior to that meeting.

### **Article Twelve - Dissolution of Corporation**

In the event that The Old Stone House of Hasbrouck, Inc. should dissolve itself and cease to exist as a corporation, all monies and other valuable properties held by the Corporation shall be transferred to another corporation, agency or legal entity which has been granted not-for-profit 501(c)3 status.

### Revision History

February 21, 2011 - Adopted by a unanimous vote.