

Adopted January 21, 2017

**AMENDED AND RESTATED B Y - L A W S**  
**OF**  
**PARKS & TRAILS NEW YORK, INC.**

ARTICLE I

Membership

Section 1. No Members. Parks & Trails New York, Inc. (hereinafter called the “Corporation”) is a charitable corporation, as such term is defined in the New York Not-for-Profit Corporation Law, without members.

ARTICLE II

Directors

Section 1. Number and Qualifications. The board of directors (“Board”) shall be composed of at least fourteen (14) directors and a maximum twenty-nine (29) directors. The number of directors may be increased or decreased by the Board at any time by a vote of the majority of the entire Board, however, the number of directors constituting the entire Board shall never be less than three (3) directors. No decrease in the number of directors shall shorten the term of any incumbent director. Any vacancy created by an increase in the number of directors shall be filled as provided in Section 5 hereof. Directors must be at least eighteen years of age.

Section 2. Election and Tenure. The directors of the Corporation to be elected, except as otherwise provided by law or these by-laws, shall be elected by a plurality of the votes cast at a meeting of the Board. The election of directors to the Board at meetings of the Board

shall be staggered and divided into three (3) classes so that approximately one-third of the director's terms will expire each year. To establish each director's class, the term of each director shall be calculated as if the term had commenced on July 1 of the calendar year in which the director was elected to the Board. Each director will serve a three (3) year term that will commence on the date of the meeting of the Board at which the director was elected. A director shall only serve on the Board for three (3) successive three (3) year terms.

Section 3. Resignation. Any director of the Corporation may resign at any time by giving his or her resignation to any officer of the Corporation. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 4. Removal. Any or all of the elected directors may be removed for cause by a vote of a majority of the Board present at any meeting, provided, that the proposed action was referred to in the notice for such meeting. Failure to attend three (3) consecutive Board meetings shall constitute an example of cause.

Section 5. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the Board for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum may exist. A director elected to fill a vacancy shall be elected to hold office until the next meeting at which the election of directors is in the regular order of business, and until a successor is elected or appointed and qualified.

Section 6. Compensation. No director as such shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his or her expenses, except pursuant to authorization of the Board. This section shall not preclude any director from serving the Corporation in any other capacity or from receiving compensation

for such services and reimbursement for his or her related expenses, provided, that no such director who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such director's compensation. Notwithstanding the foregoing, nothing in this section shall prohibit the Board or an authorized committee thereof from requesting that a director who may benefit from such compensation present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto.

Section 7. Meetings of Directors. Meetings of the Board shall be held at such times and at such places as may be determined by action of the Board or in the absence of such action by any two directors, the Chair or the Executive Director pursuant to such notice as is required by Section 8 hereof. The Board shall meet at least three (3) times each year, one of which shall be the annual meeting of the Board, which such meeting shall be held in the spring of each year. All meetings of the Board shall be governed by Roberts' Rules of order. The use of proxies or substitutes at such meetings is prohibited.

Section 8. Notice of Meetings of Board of Directors.

(a) Notice of the time and place of each meeting of the Board shall be given by the Chair, the Executive Director or the Secretary, or by the two directors calling the same to each director not less than seven (7) nor more than thirty (30) days before the meeting by (i) mailing the notice, postage prepaid, addressed, to each director at his or her residence or usual place of business, (ii) by facsimile or (iii) by electronic-mail or (2) not less than one (1) day before the meeting by delivering the notice to each director personally by telephone.

(b) If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the director at his or her address as it appears in the record of directors or to

such other address as the director may specify to the Secretary of the Corporation in writing from time to time. If sent by facsimile, notice is given when the sender transmits it to the director's facsimile number as it appears in the record of directors or to such other facsimile number as the director may specify to the Secretary of the Corporation. If sent electronically, notice is given when the sender transmits it to the director's electronic address as it appears in the record of directors or to such other address as the director may specify to the Secretary of the Corporation. If personally by telephone, notice is given when the sender speaks with the director directly or leaves the director a message in a voice mail box or with another person at the telephone number as it appears in the record of directors or such other telephone number as the director may specify to the Secretary of the Corporation.

Section 9. Waiver of Notice of Meeting. Notice of a meeting of the Board or a committee thereof need not be given to any director who submits a waiver of notice, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The attendance of any director at a meeting of the Board or a committee thereof without protesting prior thereto or at its commencement the lack of notice to him or her shall constitute a waiver of notice. The meeting shall be duly called and held if notice is given to, or is waived by, all absent directors.

Section 10. Quorum. At all meetings of the Board, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the

transaction of business and shall consist of not less than one-third of the entire Board, and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

Section 11. Procedure. The order of business and all other matters of procedure at every meeting of directors may be determined by the presiding officer. Section 13.

Section 12. Committees of the Board.

(a) The Board, by resolution or resolutions adopted by a majority of the entire Board, will designate from among its directors an Executive Committee, which shall be a committee of the Board, and may designate other committees of the Board, each consisting of three (3) or more directors. Each committee of the Board shall serve at the pleasure of the Board and shall have to the extent provided for in such resolutions, the certificate of incorporation or these by-laws, all of the authority of the Board; provided, however, that no committee shall have authority over the following matters (1) the filling of vacancies in the Board or in any committee; (2) the fixing of compensation of the directors for serving on the Board or on any committee; (3) the amendment or repeal of these by-laws or the adoption of new by-laws; (4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (5) the election or removal of officers and directors; (6) the approval of a merger or plan of dissolution; (7) 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 a corporation or, if there are no members entitled to vote, the authorization of such transaction; and (8) the approval of amendments to the certificate of incorporation. Members of committees other than the Executive

Committee and any other committee of the Board may include natural persons who are not directors.

(b) The Board may designate one or more directors as alternate members of a committee, who may replace any absent member or members at any meeting of such committee.

(c) Committees other than committees of the board shall be committees of the corporation. Such committees of the corporation shall be elected or appointed in the same manner as officers of the corporation, but no such committee shall have the authority to bind the Board. Each committee of the Corporation shall serve at the pleasure of the Board. Committees of the Corporation may include, without limitation, a Governance Committee, a Development Committee, a Program/Advocacy Committee and a Finance Committee.

(d) The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request.

Section 13. Executive Committee. The Executive Committee shall consist of the officers, the Chair, and the chairs of each committee plus other directors that the Chair may appoint on a need to need basis. The Executive Committee, when the Board is not in session, shall have all the authority of the Board, except as otherwise provided by law, and except that the Committee shall not make final determinations of the Corporation's policy. The Executive Committee may make interim determinations of policy until full Board approval may be obtained. The Executive Committee serves at the pleasure of the Board. All acts done and power and authority conferred by the Executive Committee from time to time within the scope of its authority is, and may be deemed to be, and may be specified as being an act under the authority of the Board.

Section 14. Annual Report. The Board shall keep a fair record of all of the transactions of the Corporation, a report of which, prepared in accordance with the provisions of

the New York Not-For-Profit Corporation Law, shall be presented at each annual meeting of the Board. The report shall be filed in the Corporation's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of directors.

Section 15. Action Without A Meeting. 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 to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the committee.

Section 16. Meetings by Conference Telephone or Electronic Video Screen Communication. Any one or more members of the Board or any committee who is not physically present at a meeting of the Board or committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication, as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board or committee including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at a meeting.

Section 17. Audit Oversight.

(a) If at any time the Corporation is required to file an independent certified public accountant's audit report with the attorney general pursuant to Section 172-b(1) of the New York Executive Law (or such successor provision thereto), the Board, or a designated audit committee of the Board comprised solely of independent directors, shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements in accordance with the requirements of this section. The Board or designated audit committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

(b) If for any fiscal year the Corporation is required to file an independent certified public accountant's audit report with the attorney general pursuant to Section 172-b(1) of the New York Executive Law (or such successor provision thereto) and the Corporation, in the prior fiscal year, had or, in the current fiscal year, reasonably expects to have annual revenue in excess of \$1 million, the Board, or a designated audit committee of the Board comprised solely of independent directors, shall, in addition to those duties set forth in paragraph (a) of this section: (1) review with the independent auditor the scope and planning of the audit prior to the audit's commencement; (2) upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes; (3) annually consider the performance and independence of the independent auditor; and (4) if the duties required by this section are performed by an audit committee, report on the committee's activities to the Board.



(c) The Board or designated audit committee of the Board shall oversee the adoption of, implementation of, and compliance with any conflict of interest policy or whistleblower policy adopted by the Corporation if this function is not otherwise performed by another committee of the Board comprised solely of independent directors.

(d) If the Corporation controls a group of corporations, the Board or designated audit committee of the Board of the controlling corporation may perform the duties required by this section for one or more of the controlled corporations.

(e) Only independent directors may participate in any Board or committee deliberations or voting relating to matters set forth in this section.

(f) For purposes of these by-laws, an independent director shall have the meaning ascribed to such term in New York Not-for-Profit Corporation Law, as may be amended from time to time.

### ARTICLE III

#### Officers

Section 1. Officers. The officers of the Corporation shall be elected by the Board and may include: a Chair, a Vice Chair, a Secretary, a Treasurer, and such additional officers as the Board may deem desirable. Such officers and any additional officers shall exercise such powers and perform such duties as set forth in this Article and as usually pertain to their respective offices or as are properly delegated or assigned to them from time to time by the Board.

Section 2. Term of Office. The officers of the Corporation, unless otherwise determined by the directors, shall hold office for two (2) year terms and until their successors are elected and have qualified. Each officer's two (2) year term will commence on July 1 of the year such officer was elected. An officer shall only serve for two (2) successive two (2) year terms.

Any officer may be removed at any time with or without cause by the Board. Vacancies in any office shall be filled by the Board. A term of service as an officer of the Corporation shall be exempt from being counted as part of the director's ordinary term of service.

Section 3. The Chair. The Chair shall be the principal volunteer executive officer of the Corporation and shall in general supervise all of the business and affairs of the Board. The Chair shall preside at all meetings of the Board at which the Chair is present. The Chair, the Secretary or any other proper officer of the Corporation authorized by the Board may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board, by these by-laws or by statute to some other officer of the Corporation. The Chair is the sole member of the Board who can speak on behalf of the Corporation unless the Chair and/or the Board have otherwise delegated that authority or authority is granted otherwise within these by-laws. In general, the Chair shall perform all duties as may be prescribed by the Board from time to time. The Chair may assign duties to other officers of the Corporation. No employee of the Corporation shall serve as Chair or hold any other title with similar responsibilities, except to the extent permitted under the New York Not-for-Profit Corporation Law.

Section 4. The Vice Chair. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. In the event that neither the Chair nor the Vice Chair can perform assigned duties, the Board shall appoint a Chair Pro Tempore. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair and/or the Board.

Section 5. The Secretary. The Secretary shall ensure that the minutes of the meetings of the Board and the committees of the Board and the Corporation are recorded and maintained in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Corporation. The Secretary shall keep a register of the post office address, telephone number and, where appropriate, electronic address of each member of the Board. In addition, the Secretary shall notify directors on the Board of their election to office and appointments of individuals to committees of the Board or the Corporation and keep a record of the transactions of the Corporation. The Secretary may delegate recording and other duties as he/she may deem appropriate. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair and/or the Board.

Section 6. The Treasurer. The Treasurer shall be responsible for the supervision of the overall finances of the Corporation, including an account of all monies and assets received or expended by the Corporation and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board in a format prescribed by the Board and shall serve as the Board's liaison with the independent auditor. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 7. Officers Holding Two or More Offices. Any two or more of the above-mentioned offices, except those of Chair and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 8. Temporary Transfer of Powers and Duties. In case of the absence or illness of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate and assign, for the time being, the powers and duties of any officer to any other officer or to any director.

Section 9. Compensation. The compensation of all officers, if any, shall be fixed by the Board or a committee thereof, provided, that no such officer who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such officer's compensation. Notwithstanding the foregoing, nothing in this section shall prohibit the Board or an authorized committee thereof from requesting that an officer who may benefit from such compensation present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto. The compensation of other employees shall be fixed by the Chair or other officers or employees, subject to any limitations prescribed by the Board or a committee thereof.

#### ARTICLE IV

##### Executive Director

The Board shall employ an Executive Director who shall serve in a non-voting, ex-officio capacity to the Board and committees of the Board and the Corporation. The Executive Director shall be responsible for effectuating the purposes of the Corporation and ensuring proper and compliant implementation of Board policies and directives. The Executive Director is responsible for the day-to-day affairs of the Corporation, including the hiring, supervising,

evaluation and lawful termination of employees. The Executive Director is the principal staff support person for the Board and works to protect and safeguard the fiduciary obligations of the Board and the Corporation. The Executive Director also shall establish up-to-date job descriptions for each employee job title in accordance with the budget approved by the Board and regulatory/contractual requirements. Although serving in ex-officio capacity to the Board, the Executive Director serves at the pleasure of the Board. The Board and any of its committees have the authority to meet without the Executive Director being invited or present. The Executive Director shall perform all other such duties as assigned by the Board and established in the Board-approved job description or by employment contract, including certain recording and record keeping duties ordinarily performed by the Secretary.

## ARTICLE V

### Advisory Council

The Board shall provide for the creation of an Advisory Council comprised of persons who can make notable contributions to the Corporation and its mission.

## ARTICLE VI

### Indemnification

The Corporation shall indemnify each person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the Corporation, or, while a director or officer, serves or served, at the request of the Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against

judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her 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 or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided, further, that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall advance or promptly reimburse any director or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon request by or on behalf of such person and receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

## ARTICLE VII

### Dissolution

Section 1. Vote. The Corporation may be dissolved by a two-thirds vote of the Board following a dissolution plan submitted by the Board, pursuant to the New York Not-for-Profit Corporation Law.

Section 2. Residual Assets. Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit organization(s), having a purpose related to those purposes of this Corporation.

## ARTICLE VIII

### Miscellaneous

Section 1. Form of Seal. The seal of the Corporation shall be in such form as the directors shall determine.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of each calendar year unless otherwise provided by the Board.

Section 3. Amendment. These by-laws may be added to, amended, or repealed either by at least two-thirds of the directors present at any regular meeting or any special meeting, if at least seven (7) days' written notice is given of intention to add to, alter, amend or repeal at such meeting.