

# FRIENDS OF THE GENESEE VALLEY GREENWAY, INC. BY-LAWS

## Article 1 – NAME

The name of this organization shall be Friends of the Genesee Valley Greenway, Inc., hereafter known as the Friends. The Friends, originally formed as a Type B Corporation, will now be known as a Charitable Corporation.

## Article II – MISSION

The mission of the Friends is to assist in the development, protection, promotion, and maintenance of New York's Genesee Valley Greenway State Park in accordance with guidelines established in the OPRHP Genesee Valley Greenway Management Plan and to support and promote other non-motorized recreational opportunities for the general public along the Genesee Valley Greenway.

## Article III – OBJECTIVE

In accord with its mission, the Friends has the following objectives:

1. To organize resources, both human and material, to carry out the mission of the Friends.
2. The historic preservation and interpretation of the Genesee Valley Canal and its successor, the Pennsylvania Railroad, Rochester Division.
3. To participate in the acquisition and holding of any property or easements necessary for the accomplishment of the organizational mission.
4. To link historic canal and railroad features, parks, green spaces and the communities along the route.
5. To enhance tourism and inter-community cooperation.
6. To encourage the safe and courteous use of the Greenway by all participants.

## Article IV – MEMBERSHIP

Section 1. Qualifications: Any person who supports the mission of the Friends may apply for membership. A person who pays the amount determined by the Board of Directors in support of the Friends activities shall be a member of the Friends for one year. Corporations, joint stock associations, unincorporated associations and partnerships may be members of the Friends and the term "person" wherever used in these by-laws shall be deemed to include any organization as well as individuals.

Section 2 – Classes Of Membership: The Board may establish classes of membership in recognition of varying degrees of interest and contribution to the purposes of the Friends and may prescribe the qualifications for membership in each class and may accord privileges attendant upon the membership.

Section 3 – Dues: Such annual dues as may be prescribed from time to time by the Board shall be paid by all members except such as may be elected by the Board to membership in a class or classes of membership expressly exempted from this requirement.

Section 4 – Termination of Membership: A member may voluntarily resign, a membership shall terminate for non-payment of dues or debt, or a membership may be terminated for cause: *(See Article IVX, Section 2.b)*

## Article V-BOARD OF DIRECTORS

Section I – Directors: The Board of Directors, hereafter known as the Board, shall be members of the Friends as described in Article IV and shall have full voting privileges. The Board shall consist of from 8 to 15 members elected as described in Article IX

Section 2 – Terms: Members of the Board shall serve a term of ~~two (2)~~ **three (3)** years, commencing January 1 after being elected to the Board, and may be re-elected to the Board in subsequent elections.

Section 3 – Organizational Meeting and Executive Officers: The January meeting of the Board of Directors shall be an organizational meeting with the Board electing the Executive Officers from within the Board. The election of each Executive Officer shall require a majority vote of the entire Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 4 – Authority: The Board has all those powers granted by these by-laws., and also general authority not inconsistent herewith to formulate the program and administer the affairs of the Friends.

Section 5 – Structure: The President shall preside at all meetings of the Friends and the Board. In the absence of the President, or his/her inability to act, his/her duties shall be performed by the Vice President. In the event tht neither can perform, the Board shall appoint a President Pro Tempore.

## Article VI – EXECUTIVE OFFICERS

Section 1 – The Executive Officers of the Friends shall be President, Vice President, Secretary and Treasurer. These officers shall be Independent Directors of the Board elected to these positions for one-year

Section 2 – The Executive Officers (no less than three (3) in number) shall serve as the Executive Committee , providing day-to-day management of the Friends and implementing the programs and strategies of the organization as agreed to by

the Board of Directors (See Article VIII, Sections 1, 2, 3 and 4). Should an Executive Director position be created and filled, as per Article VII, the Executive Officers shall provide oversight of the day-to-day management of the Friends. Implementing programs and strategies of the organization would remain the responsibility of the Executive Officers.  
Section 3 – The Vice President, Secretary and Treasurer shall report directly to the President.  
Section 4 - The President shall report to the Board of Directors.

#### **Article VII – EXECUTIVE DIRECTOR**

Section 1 – The Board of Directors may create and fill the position of Executive Director if members of the Board deem that this action is in the best interest of the Friends.

Section 2 – The Executive Director shall be appointed by a ~~majority~~ *two-thirds* vote of the entire Board.

Section 3 - The Executive Director may receive monetary compensation for performance of the duties and responsibilities contained in the job description approved by the Board of Directors. Any compensation will be defined by a written contract between the Board and Executive Director.

#### **Article VIII – DUTIES AND RESPONSIBILITIES**

Section 1 – President: The President shall provide leadership to the Board and serve as liaison between the Board and Executive Director. The duties of the President shall include:

- a) Serving as Chair of the Board of Directors and the Executive Committee
- b) Presiding at general business meetings, at Board meetings and at meetings of the Executive Committee
- c) Administering these by-laws and any such rules or regulations of the organization that the Board shall adopt or as required by regulation and/or law.
- d) Setting the agenda for all Board, Executive Committee and General meetings after consultation with all participants and the Executive Director.
- e) Acting as the organization's liaison and official representative to the public.
- f) Establishing and maintaining ties with other community organizations of similar interest.

Section 2 – Vice President: The Vice President shall have such powers and perform such duties as usually pertain to such office or as are properly required of him/her by the Board of Directors or President. In the absence or disability of the President, the Vice President shall assume the duties and the power of the President..

Section 3 – Secretary: The Secretary shall record the proceedings of all meetings of the Membership, Board of Directors and Executive Committee. The duties of the Secretary shall include:

- a) Sending copies of meeting minutes to each member of the Board/Executive Committee in a timely manner
- b) Issuing notices of all meetings of the membership, Executive Committee and of the Board where notices of such meetings are required by law or these by-laws, except if this responsibility has been assigned to another (ie: an Executive Director)
- c) Performing such other duties as usually pertain to such office or as are properly required of him/her by the Board of Directors or President.

Section 4 – Treasurer: The Treasurer shall receive and have custody of all funds received by the Friends and conduct all financial transactions for the organization, under the direction of the Board. The duties of the Treasurer shall include:

- a) Maintaining accurate records of all monies received and disbursed.
- b) Disbursing monies only upon presentation of a supporting voucher certified in such manner as the Board or Executive Committee shall direct.
- c) Submitting financial reports at all regular Board meetings and at the annual meeting of the membership.
- d) Submitting a proposed annual budget to the Board.
- e) Monitoring the tax status of the Friends and filing tax returns as required by law
- f) Arranging *a* periodic independent review of the financial books, records and transactions of the Friends. Reviews shall occur whenever a new Treasurer assumes office or when requested by the Board. Results of this review shall be submitted to the Board.
- g) Performing such other duties as usually pertain to such office or as are properly required of him/her by the Board or the President.

Section 5 – Board of Directors: The Board shall set policy and provide leadership for achieving the mission. The duties of the Board *shall* include but are not limited to:

- a) Devising and carrying into execution such measures as it deems proper and expedient to promote the objectives of the Friends and to best protect the interests and welfare of the members.
- b) Developing long-range strategic plans that will provide future growth for the Friends.
- c) Approving the budget for the incoming fiscal year by the end of the fourth quarter.
- d) Advising the President in the conduct of office
- e) Presenting the Annual Report of the Board to the membership at the annual meeting Appointing members to fill vacancies on the Board and Nominating Committee between elections.
- f) Suspension of officers or removal of Directors from the Board for cause.
- g) Revoking membership in the Friends for cause.

- h) Appointing an Executive Director.

## **Article IX - ELECTIONS**

Section 1 – Eligibility: All individuals who are members of the Friends are eligible to serve as Directors provided they express willingness to serve if elected.

Section 2 - Board of Directors: ~~At large~~ Directors of the Board shall serve a term of three (3) years with a minimum of three (3) Directors being elected each year to terms commencing on January 1 of the new year. Except for 2015, a minimum of four (4) Directors shall be elected to two-year terms and four (4) Directors shall be elected to three year terms by the membership at the annual meeting. Any additional Directors shall be elected to terms that maintain a balance of three or more Directors to be elected each year within the 8 to 15 Directors allowed on the Board. Directors, including Executive Officers, may be elected to successive terms.

Section 3. Nominating Committee (an Ad Hoc Committee)– The Nominating Committee shall serve during the calendar year and consist of from three (3) to five (5) members of the Friends representing the broad geographical nature of the Greenway. The Committee shall include one (1) Director and be appointed by the Board no later than April of each year. No member may be a candidate for the board in the coming elections. All members may serve consecutive terms, but the Committee must include at least one (1) member who is new to the Committee each year.

Section 4. Nominations by the Nominating Committee: The Nominating Committee shall prepare nominations for vacancies on the Board of Directors. Information on the nomination process, the names of those on the Nominating Committee and the names of the nominees being put forth by this committee shall be sent to all members no later than twenty (20) days prior to the annual meeting. The Committee shall formally submit this list of nominees to the membership at the annual meeting of the Friends.

Section 5. Other Nominations: Nominations may be made by any member, and should be sent in writing to any member of the Nominating Committee. A written nomination must include a statement, signed by the nominee, indicating his/her willingness to be nominated and the signatures of five (5) members who agree to the nomination. Nominations are officially open sixty (60) days prior to the annual meeting and are officially closed thirty (30) days prior to the annual meeting. The date of written nominations shall be determined by postmark. No nominations may be made from the floor at the annual meeting.

Section 6. Voting: The Nominating Committee shall prepare a ballot listing all candidates for Board vacancies. This ballot shall be distributed to each member in writing or by electronic means at least twenty (20) days in advance of the annual meeting. Proxy votes shall be allowed if ballots are returned to the Nominating Committee at least seven (7) days prior to the Annual Meeting. The Committee shall tally the proxy votes, combine these with votes from members in attendance at the Annual Meeting, and announce the results.

Section 7. Vacancies: Any elected position on ~~the either~~ the that becomes vacant during a term shall be filled by a majority vote of the entire Board. The appointed members shall serve the remainder of the original term and may be nominated and elected to successive terms as provided in this Article. If the term completed is more than 50% of the original term, it shall be considered a full term as stated in Section 2 of this Article

## **Article X – COMMITTEES**

Section 1. Committees of the Board: The Committees of the Board shall be the Executive and Finance Committees. These committees shall each consist of three (3) or more Independent Directors. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The Finance Committee shall be elected by the Board and include the Treasurer.

Section 2. Committees of the Corporation (the Friends): These will be known as Ad Hoc committees and may be appointed by the President or the Executive Committee, subject to the ratification by the Board, to fulfill special tasks when deemed appropriate. Upon completion of tasks, these committees shall be dissolved. The Nominating Committee is an Ad Hoc Committee. Potential additional Ad Hoc Committees include: Membership, Communications, Development, Heritage, and Legal.

Section 3. Committee Chairs The President shall serve as the Chair of the Executive Committee and the Financial Committee shall elect a Chair from within that Committee. As soon as practicable, after the organizational meeting of the Board, the President shall, subject to the Board's approval, appoint the chairpersons for any Ad Hoc Committees. The Chair of each Ad Hoc committee shall be a member of the Friends as described in Article III

Section 4. Membership: The Executive and Finance Committee members are elected. Ad Hoc committee members shall be selected by the respective committee Chairs. All committee members shall be members of the Friends and each committee shall include at least one member of the Board. -A list of the proposed members of each committee shall be submitted to the President by the Chair in a timely manner, and confirmed by the Board of Directors.

Section 5. Structure: The structure of the committees (excluding the Executive Committee) shall be determined by the respective committee Chairs so as to best facilitate the duties of these committees.

Section 6. Limitations/Accountability: No committee, other than the Executive Committee, shall have power to obligate the Friends in any manner without the approval of the Board of Directors. All committees shall be accountable to the Board

and shall report to the Board when asked by the President. Each chair shall submit a written report to the President at the annual meeting of the Friends.

Section 7. Vacancies: Except for the Executive, and ~~Nominating~~ Finance Committees, the various committee chairs shall recommend people to fill vacancies in their memberships. The President shall be notified of such changes in membership which are then subject to approval by the Board of Directors.

Section 8. Duties and Responsibilities:

a.) Executive Committee: All actions of the Executive committee shall be submitted at the next Board meeting for its approval. The Executive Committee cannot modify any action take by the Board. The duties and responsibilities of the Executive Committee are:

1. Plan and organize all business activities of the Friends.
2. Approve all communications prior to distribution to the general membership.
3. Develop and approve the agenda for all general business meetings.
4. Maintain accurate records of all volunteer hours worked in each area of responsibility and report these hours to the Finance Committee for reporting purposes.

b) Finance Committee: The Finance Committee administers all financial activities of the Friends. The duties and responsibilities of the Finance Committee are:

1. Maintain and oversee the budget of the Friends, with the approval of the Board.
2. Monitor the financial status of the Friends and make a quarterly report of same to the Executive Committee
3. Prepare a written annual financial report, to be submitted to the Board for approval at the annual business meeting.
4. Manage the receipt of membership dues
5. Manage all accounts of the Friends.
6. Collect and maintain records of all volunteer hours from the Board and all committees.
7. Prepare the annual tax return of the Friends.
8. Review the budgets of all committees and advise the respective committees and the Board on same.
9. Assist with arrangements for periodic review of the financial books, records and transactions of the Friends.

c) Nominating & Other Ad Hoc Committees:

1. Nominating Committee - See Article IX, Sections 3, 4, 5 & 6
2. Maintain accurate records of all volunteer hours worked in each area of responsibility and report these hours to the Finance Committee for reporting purposes

## **Article XI – QUORUM AND VOTING**

Section 1. Board of Directors

- a) Except as otherwise provided by law or these by-laws, a majority of the entire Board shall be present to constitute a quorum at any meeting of the Board.
- b) Except as otherwise provided by law or these by-laws, and if a quorum be present, a majority of the Board present and voting in person at a meeting of the Board shall decide any question that may come before the meeting
- c) The purchase, sale, mortgage or lease of real property shall require the approval of two-thirds of the entire Board.
- d) A vote may be completed electronically as long as it is unanimous. Any abstention or negative vote shall require that the issue be voted upon at a meeting of the Board.

Section 2. The Friends

- a) Except as otherwise provide by law or these by-laws, 10% of the membership or 35 members *present*, whichever is fewer, shall constitute a quorum at any meeting of the Friends, including the Annual Meeting.
- b) Except as otherwise provided in these bylaws, and if a quorum be present, a majority of the members present and voting ~~in person~~ at a meeting of the Friends shall decide any question that may come before the membership.
- c) Each member shall be entitled to one vote; provided, however, that the Directors may, by resolution fix a day not more than thirty (30) days prior to the day of holding a meeting of the members, as the day of which the membership shall be determined for the purpose of voting at such a meeting

## **ARTICLE XII – MEETINGS**

Section 1. Board of Directors:

- a) Regular Meetings: The Board shall meet *at least* four times each year. The time and place of these meetings shall be fixed by the Board.
- b) Special Meetings: Special meetings of the Board may be called by the President or the Secretary at the request, in writing, of three (3) members of the Board. Such a request shall state the ~~purpose or purposes~~ purpose(s) of the proposed meeting. No business other than specified on the notice of the meeting shall be transacted at any special meeting of the Board of the Friends.

- c) Notice of Meetings: Regular meetings of the Board shall be held without notice. Notice of special meetings shall be given at least ten (10) days before the time appointed for the meeting and shall include the purpose(s) for the meeting. Notice of meetings may be sent electronically.
- d) Adjournment of Meetings: A majority of the Directors present, whether or not a quorum is present, may adjourn any regular meeting to another time or place. Notice of the adjournment of any meeting to another time and place shall be given to the Directors who were not present at the adjournment.

Section 2. Executive Committee: The Executive Committee shall meet as often as necessary to properly manage the Friends. The President shall call all Executive Committee meetings.

Section 3. The Friends:

- a) Annual Meeting: The members of the Friends shall hold an annual meeting for: election of members to the Board of Directors; receiving of annual reports of the Board, officers and committees; and the transaction of such other business as may properly come before the meeting. The meeting shall be held at such time in each year and at such place as the Board shall direct, such that incoming Board members may begin their term of office on January 1 of the following year.
- b) Notice of Annual Meeting: Notice of the annual meeting of the membership shall be mailed or sent electronically to each member of record at their address as it appears on the most recent records of the Friends. This notice shall be sent not less than twenty (20) days and not more than forty (40) days before the meeting.
- c) Special Meetings: Special meetings of the members, except where otherwise provided by law or these by-laws, may be called at any time by the Board of Directors and may be called by the President or by the Secretary at the request, in writing, of three (three) Directors or twenty (20) members of the Friends. Such request shall state the *purpose(s)* of the proposed meeting. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than specified on the notice of the meeting shall be transacted at any special meeting of the members of the Friends.

Section 4: Governance: All meetings shall be governed by Roberts Rule of Order Newly Revised when and where necessary.

### **ARTICLE XIII – FINANCES**

Section 1. Depository: The funds of the Friends shall be deposited in its name with such federally insured bank(s), trust company(ies) as the Board of Directors may from time to time designate and shall be subject to withdraw by such persons as may from time to time be designated by the Board of Directors.

Section 2. Investments: To the extent permitted by law and these by-laws, the Friends may invest or reinvest its funds in such investments, including real and personal property of every kind and description, as the Board of Directors shall, from time to time, authorize.

### **ARTICLE XIV – RESIGNATION AND REMOVAL POLICY**

Section 1. Board of Directors and Nominating Committee:

- a) Resignations: Any Executive Officer or other Director may resign from office and retain all rites and privileges of membership in the Friends. Resignations must be submitted in writing to the Board and shall take effect upon acceptance by vote of the Board in accordance with Article XI 1.b.
- b) Removal from Office/Board: Any Executive Officer may have his/her authority to act as an officer suspended or revoked for cause or a Director may be removed for cause by a two-thirds (2/3) affirmative vote of the entire Board of Directors at a duly called regular or special meeting of the Board with notice of such proposed action. Prior to voting at such meeting, written documentation of cause must be submitted to the Board and include the individual involved. That individual must be given the opportunity of a hearing before the Board prior to a vote being taken. Any officer may be removed from office, with or without cause, by a majority vote of the members of the Friends present at a meeting where a quorum exists. Any Director may be removed from the Board, with cause, by a majority vote of the members of the Friends present at a meeting where a quorum exists.

Section 2. Members of the Friends:

- a) Resignations: A member may voluntarily resign from the Friends by giving written notice to the President. Unless otherwise specified, the resignation shall take effect upon receipt of written notice.
- b) Termination of Membership: Membership shall terminate for non-payment of dues or debt if such payment is not made within thirty (30) days after ~~personal~~ written or electronic notice has been mailed to the member advising that such payment is past due and that membership will expire if payment is not made. The Board of Directors may establish reasonable rules governing termination of membership for cause following procedures similar to those contained in section 1.b of this Article.

Section 3. Refund of Dues: No part of a member's dues shall be refundable for any reason.

## ARTICLE XV – BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY

Section 1 Policy Requirements. All real or potential “Related Party Transactions” (as defined by these By-Laws) and any other conflicted matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest Policy. Any Related Party Transaction, or any other conflicted matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of the majority (50% +1) of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

Section 2 General Disclosure. Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary a written statement identifying, to the best of the Director’s knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Friends has a relationship, and any transaction in which the Friends is a participant, and in which the Director might have a conflicting interest. The Secretary shall provide a copy of all completed disclosure statements to the Chair of the Finance Committee or, if there is no Finance Committee, to the President of the Board of Directors. A copy of each disclosure statement shall be available to any Director on request.

Section 3 Specific Disclosure. - If at any time during his or her term of service, a Director, Officer or Key Employee (all as defined by these By-Laws) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Related Party Transaction, or any other conflicted matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or the Finance Committee, as appropriate, the material facts concerning such interest.

Section 4 Conflicts Review Committee. A *special* Conflicts Review Committee of the Board, comprised entirely of Directors without an interest in the given transaction or matter, shall be duly appointed and convened by the Board to review any real or potential Related Party Transaction, or matter which might be considered to constitute a conflict of interest for a particular Related Party (as defined by these By-Laws). If a *special* Conflicts Review Committee is not charged, the Board (excluding the Director having an interest in the given transaction or matter) may act in its stead.

Section 5 Standard of Review. In any instance where a Related Party Transaction, or other conflicted matter, is being reviewed, and is so material that it would customarily warrant formal approval by the Board of Directors, the Board itself shall thoroughly review the transaction and render a binding determination as to whether it should be to approved.

Section 6 Authorization of Related Party Transactions. The Friends shall not enter into any Related Party Transaction, or any other conflicted matter, unless such a Transaction or matter is determined by the Board to be fair, reasonable and in the Corporation’s best interest at the time of such determination.

Section 7 Authorization of Transactions Concerning Substantial Financial Interest.

With respect to any Related Party Transaction, or other conflicted matter, in which a Related Party has a substantial financial interest, the Board of Directors, or an authorized committee thereof, as appropriate shall:

- a) prior to entering into such Transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from at least two (2) independent appraisals of other comparable transactions;
- b) approve the transaction by not less than a two-thirds majority (66.67%) vote of the Directors or committee members, as appropriate, present at the meeting; and,
- c) contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

Section 8 Restrictions. - With respect to any Related Party Transaction, or any other conflicted matter, considered by the Board, or an authorized committee, as appropriate, No Related Party shall:

- a) be present at, or participate in, any deliberations;
- b) attempt to influence deliberations; and/or
- c) cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party present information concerning a Related Party Transaction, or any other conflicted matter, at a Board, or Committee, meeting prior to the commencement of deliberations or voting relating thereto.

Section 9 Audit-Related Disclosure of Conflicts. - It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director interest disclosure statements and any case-specific Related Party Transaction reports, together with the minutes of any related meetings, are promptly provided to the Chair of the Finance Committee or, if there is no Finance Committee, to the President of the Board of Directors, in an effort to assure that they are properly considered for auditing purposes.

## ARTICLE XVI – AMENDMENTS OF THE BY-LAWS

Section 1. Amendments by Members: These by-laws may be amended or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the members ~~present and~~ voting at an annual meeting of the members or at any special meeting of the members called in accordance with Article XII 3.c. except that the notice and the proposed amendments shall be given in writing to each member at least thirty (30) days prior to voting on same.

Section 2. Amendments by Directors: These by-laws may be amended, altered or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the entire Board of Directors where such proposed action has been incorporated in the notice of the meeting, provided that any such amendments shall be subject to ratification at the next annual meeting of the members of the Friends, or at a special meeting thereof called in accordance with Article XII 3.b. with notice of such proposed action. The proposed amendments shall be given in writing to each Director at least ten (10) days prior to voting on same.

Section 3. Proposal for Amendments: Proposals for amendments may be submitted by members to the President in writing but must be affirmed by no less than 10% of the membership or 35 members, whichever is fewer.

#### **ARTICLE XVII – DISSOLUTION**

Section 1. The Friends of the Genesee Valley Greenway, Inc. may be dissolved by an affirmative vote of two-thirds (2/3) of the membership. In the event of dissolution of this organization, all remaining assets and property of the Friends shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the State or local government to be used in such manner as, in the judgment of the Supreme Court of the State of New York, will best accomplish the general purpose for which the Friends was formed.

#### **ARTICLE XVIII – LIMITATIONS**

Section 1. No Board member shall take any official action which is incompatible with the Mission and Objectives of the Friends as stated in Articles II and III.

Section 2. No Officer, Director or member shall receive any compensation for services rendered to the Friends as Director or member, but the Board of Directors shall have the right to authorize payment of reasonable compensation to any person, whether or not such person be an Officer, Director, member or otherwise, for services actually rendered in the accomplishment of the objectives and purposes of the Friends as set forth in Article III.

Section 3. No substantial part of the activities of the Friends shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Friends shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of this document, the Friends shall not 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 of 1954, or the corresponding section of any future federal tax code.

Section 5. In all activities of the Friends there shall be no discrimination based on age, gender, sexual orientation, race, creed, religion, nationality, place of origin, political affiliation or physical abilities.

#### **ARTICLE XIX - STATUTORY COMPLIANCE**

Section 1. Definitions. The definitions of terms contained in “FOGVG By-Laws & Policy Definitions,” annexed hereto as *Appendix A*, shall govern for purposes of interpreting the By-Laws and/or the policies of the Friends.

Section 2. Conflicts of Interest Protocols. The Friends shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers and Key Employees act in the best interest of the Friends and comply with applicable legal, regulatory and ethical requirements. The conflicts of interest policy of the Corporation shall include, at a minimum, the following provisions:

a) Procedures. Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate,

b) Restrictions. Stipulations that when the Board of Directors, or authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

1. be present at, or participate in, any deliberations;
2. attempt to influence deliberations; and/or
3. cast a vote on the matter.

c) Definitions. Definitions of circumstances that could constitute a conflict of interest.

d) Documentation. Requirements that the existence and resolution of the conflict be documented in the records of the Friends, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

e) Audit-Related Disclosure. Protocols to assure for the disclosures of all real or potential conflicts of interest are properly forwarded to the Finance Committee or, if there is no such Committee, to the Board of Directors.

Section 3. Conflicts of Interest Policy. The Conflicts of Interest Policy of the Friends required in order to comply with the mandates of Section 2 of this Article is contained in Article XV.

Section 4 Potential Conflicts Disclosure Statement. The Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of Section 2.5 of this Article is annexed hereto, and made a part hereof as *Appendix B*.

Adopted 2/26/94; Revised 11/17/96, 11/8/98, 11/7/99, 11/2/15

## APPENDIX A

### FOGVG BY-LAWS & POLICY DEFINITIONS

**1. Charitable Corporation.**

Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.

**2. Related Party.**

A “Related Party” means (i) any Director, Officer or Key Employee of the Friends, (ii) any Relative of any Director, Officer or Key Employee of the Friends.

**3. Director.**

A “Director” means any member of the governing board of the Friends.

**4. Officer.**

An “Officer” means any director or any individual holding an office of the Friends identified in the Certificate of Incorporation and/or By-Laws.

**5. Key Employee.**

A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Friends.

**6. Relative.**

A “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

**7. Related Party Transaction.**

A “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Friends is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Friends.

**8. Entire Board.**

The “Entire Board” means the total number of Directors entitled to vote which the Friends would have if there were no vacancies. Since the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

**9. Independent Director.**

An “Independent Director” means a Director who:

- a) is not, and has not been within the last three (3) years, an employee of the Friends and does not have a Relative who is, or has been within the last three (3) years, a Key Employee (as defined by these By-Laws) of the Friends;
- b) has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Friends (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation); and,
- c) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Friends for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions.



## APPENDIX B

### FOGVG Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

#### —Code of Ethical Conduct—

The FOGVG (Friends) is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

#### By-Laws & Policies

- be aware of and fully abide by the constitution, bylaws, rules and regulations of the Friends and policies of the Friends, pursuant to the New York Not-for-Profit Corporation Law (N-PCL)
- assure compliance of the Friends with respect to all statutes, regulations and contractual requirement
- respect and fully support the duly-made decisions of the Board of Directors in accordance with their fiduciary duties of obedience and loyalty
- respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL
- work diligently to ensure that the board fully assumes its role as a policy-making, governing body
- view and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives

#### Informed Participation

- attend most, if not all, meetings of the Board and assigned committees
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration
- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies
- oppose, on the record, Board actions with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the Friends
- do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- act in ways that do not interfere with the duties or authority of staff

#### Conflict of Interest, Representation & Confidentiality

- represent the best interests of the Friends at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Friends
- conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL
- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member’s affiliation with the Friends.
- publicly support and represent the duly made decisions of the Board
- speak positively of the organization to the Friends members, and all current and potential stakeholders and constituencies
- not take any public position representing the Friends on any issue that is not in conformity with the official position of the Friends
- not use or otherwise relate one’s affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction

#### Interpersonal

- speak clearly, listen carefully to and respect the opinions of fellow board members and key staff
- promote collaboration and partnership among all members of the board

- maintain open communication and an effective partnership with the Board’s officer and committee leadership
- remain “solution focused”, offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons
- always work to develop and improve one’s knowledge and skills that enhances one’s abilities as a Director

**Friends of the Genesee Valley Greenway (FOGVG)**  
**—Annual Potential Conflicts Disclosure Statement—**

As a Director, Officer or Key Employee of the FOGVG, prior to your being seated on the Board of Directors or commencing employment with the FOGVG, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, please identify, to the best of your knowledge, any financial transaction(s), and related circumstances, that have occurred within the last (3)-fiscal years of the FOGVG, are pending, currently occurring, and/or, in your reasonable opinion, could lead to potential financial transactions, between yourself, as a “Related Party” (as defined by the By-Laws of the Corporation), a “Relative” (as defined by the By-Laws) or a business enterprise where you are an officer, director, trustee, member, owner or employee (as identified in the definition of “Related Party”) and the FOGVG. Attach additional descriptions and/or information as needed.

Myself

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Relative

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Business Entity

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**—Certification—**

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or previously had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

\_\_\_\_\_  
 Director Signature

\_\_\_\_\_  
 Date