

# **Bylaws of UNIRONDACK, INC.**

## **ARTICLE I Identification**

Section 1. The name of the corporation is UNIRONDACK, INC. (Hereinafter referred to as "Corporation").

Section 2. The principal office of the Corporation shall be located in New York State.

Section 3. The seal of the Corporation shall be circular in form, suitable for impressing or imprinting the same upon paper. It shall contain the name of the Corporation and the date of incorporation.

Section 4. The fiscal year of the Corporation may be fixed by resolution of the Board of Directors.

Section 5. Hereinafter in the bylaws, Unitarian Universalist shall refer to Unitarian, Universalist, or Unitarian Universalist churches, fellowships, or associates.

## **ARTICLE II Membership and Voting at Corporation Meetings**

Section 1: Voting membership in the Corporation shall be open to all Unitarian Universalist Churches, Societies, and Fellowships that pay annual dues as determined by the Board of Directors. Each such member congregation shall be entitled to send two (2) voting delegates to any meeting of the Corporation.

Section 2: Voting membership in the Corporation shall also be open to any individual who has attended Unirondack as a camper, and to camper's families and Corporation staff members, except that the right to vote for prospective, current, and former staff shall be limited as provided below.

Section 3: In addition voting membership shall be open to any individuals not meeting the previously stated criteria subject to approval of the Board of Directors. Annual membership dues shall be determined by the Board of Directors. To the extent the Board of Directors provides membership categories for families, said families are entitled to one vote. For the purposes of this section, family is defined as all who choose to define themselves as such.

Section 4: Individuals who have been employed by the Corporation in the last 8 months, who have a pending offer of employment from the Corporation, who have accepted future employment from the Corporation, or who are employed by the Corporation may not vote in Corporation meetings but may enjoy the other benefits of membership except to the extent such benefits are inconsistent with their employment situation, the terms of the termination of their employment, or any other applicable legal restrictions.

Section 5: Notwithstanding the forgoing, members may not vote during the first 60 days of their initial membership. Renewing members may vote upon renewal except that if a membership lapsed over two years ago, such renewed membership is considered a new membership for purposes of this section.

Section 6: The Board of Directors shall cause to be compiled a list of the eligible voters for any Corporation meeting and shall publicize the number of such eligible voters by including such in the minutes of the meeting or other document that is publicly available on the Corporation's website.

Section 7: Eligibility to vote at Corporation meetings shall be governed by the laws of the State of New York.

## **ARTICLE III Meetings**

Section 1: The Annual Meeting of the members shall be held during the annual members weekend at such time as may be fixed by the Board of Directors. Other meetings of the members shall be called by the Secretary at the request of the Board of Directors or upon the written request of twenty individuals that are entitled to vote at a Corporation meeting.

Section 2 Notice of any meeting shall be sent to each voting member by US mail or other appropriate written means, including e-mail. In addition, notice to member Unitarian Universalist Churches, Societies, and Fellowships and member institutions shall include notice via US mail at its last known Post Office address. All such notices shall be provided at least thirty (30) days prior to the date of such meeting, and not more than ninety (90) days prior thereto. The date of notice provided via US mail and other notices shall be the date of mailing or transmission.

Section 3. Ten members or 20% of the total membership, whichever is less, of the corporation present and entitled to vote, shall constitute a quorum at any meeting of members. Less than said 10 members entitled to vote may adjourn the meeting from time to time, and at any such adjournment, provided a quorum is present, any business may be transacted which might have been transacted had the meeting been held as originally called.

Section 4:

Notices will be sent to all members via email or other normal written means as vacancies occur and/or a minimum of 60 days prior to the Annual Meeting publishing the needs and requirements for filling any open positions on the Unirondack Board of Directors. Bios and information on nominees being put forward by the Board for election at the Annual Meeting shall be delivered to members via e-mail or other normal written means a minimum of 30 days prior to the annual meeting.

#### **ARTICLE IV Board of Directors**

Section 1. The business, affairs and property of the Corporation shall be managed by a Board of ten (10) Directors, which shall be designated as provided in Section 2 hereof. The Board of Directors shall have and shall exercise all of the rights and privileges legally exercisable by the Corporation, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws. The district executives of any district affiliated with the Unitarian Universalist Association, which districts serve churches or fellowships located within the State of New York, shall be non-voting ex-officio members of the Board of Directors.

Section 2. Each member of the Board of Directors (except the Youth Representative) shall fit one of the following criteria:

- 1) a member in good standing of a Unitarian Universalist Congregation
- 2) A person who is a member in good standing of Unirondack Inc.
- 3) a person not fitting the above criteria shall be eligible to serve on the Board of Directors provided that a majority of the Board of Directors approves of the candidate.

Section 3. The Board of Directors (except the Youth Representative) shall be elected by the voting members of the Corporation at the annual meeting. There shall be elected nine (9) Directors of the Corporation (not including the Youth Representative), three of whom will be elected each year, each for a term of three (3) years. At the expiration of any term of three (3) years, any Director may be reelected for one additional term only. In addition, two (2) co-Youth Representatives, chosen in a free vote of Ballou 2, become voting members of the Unirondack Board of Directors, in accordance with limitations of New York State law, for a term of one (1) year. The co-Youth Representatives will share one (1) vote; in the event that only one (1) co-Youth Representative is in attendance at any meeting, said co-Youth Representative will vote on behalf of both co-Youth Representatives. In the event of the death, incapacity to serve, or resignation of any Director, a successor shall be elected by a majority of the Board of Directors to fill the vacancy until the expiration of the term.

Section 4: The Board of Directors of Unirondack may propose a slate of candidates to fill open positions at the Annual Meeting of membership. In addition, any delegate or member may make nominations from the floor for any position to be filled. In the event of the inability of a member to serve, the Board of Directors will fill the vacancy.

Section 5: At all meetings of the Board of Directors, two-thirds of the Directors shall constitute a quorum, and the affirmative vote of not less than a majority of the entire Board of Directors will be necessary to adopt any measure.

Section 6: The Board of Directors shall meet regularly once each calendar quarter. Special meetings may be called by the President or any three Directors upon five (5) days written notice to the Directors.

Section 7: A member of the Board of Directors may be removed for cause by majority vote of the voting members of the Corporation.

Section 8: The Directors shall serve as such without compensation.

## **ARTICLE V**

### **Officers**

Section 1: The principal officers of the Corporation shall be members of the Board of Directors and shall consist of the President, one Vice President, a Secretary, and a Treasurer, and any such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors.

Section 2: The principal officers of the Corporation shall constitute the Executive Committee of the Board of Directors and shall be empowered to make decisions that must be made prior to the next scheduled board meeting.

Section 3: The officers shall be chosen annually by the Board of Directors at the Board of Directors meeting immediately following the Annual Meeting of the Corporation or as soon thereafter as may be conveniently possible. Each officer shall hold office until a successor is chosen and qualified or until his or her death or resignation or removal.

Section 4: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5: Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary and such resignation shall take effect at a time specified therein. Any vacancy in any office shall be filled for the unexpired term by the Board of Directors.

Section 6: The President shall preside at all meetings of the Board of Directors, and discharge all the duties which devolve upon a presiding officer, and shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors and shall cause a report of the Board's proceedings for the year to be made at each annual meeting.

Section 7: The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as the Board of Directors may prescribe.

Section 8: The Secretary shall keep or cause to be kept in books provided for the purpose the Minutes of the meetings of the Members and the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall be custodian of the records of the Corporation, and in general shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 9: The Treasurer shall have the care and custody of all the monies and securities of the Corporation. The Treasurer shall cause to be entered in books of the Corporation full and accurate accounts for all monies received by and paid out by the Treasurer on account of the Corporation; the Treasurer shall make such reports, statements and

instruments as may be required of the Treasurer by law or the Board of Directors, and shall perform such other duties as usually pertain to the office of Treasurer and as are required of a Treasurer by the Board of Directors. The books of the Corporation shall be examined at least once every five (5) years by a licensed public accountant appointed by the Board of Directors and a report of the financial condition of the Corporation shall be presented in writing to the membership at each annual meeting.

Subordinate officers shall consist of such other officers and assistant officers and agents as may be deemed necessary elected and appointed by the Board of Directors. Each subordinate officer shall hold office for such period and shall have such powers and perform such duties as, from time to time, may be conferred or prescribed by the Board of Directors.

Section 10: The officers shall serve as such without compensation.

### **ARTICLE VI Staff**

~~Section 1: The Board of Directors may employ staff and agents, upon such terms, conditions and~~  
Section 2: No Director may serve in the capacity of Director while a paid employee or agent of the Corporation. Vacancies in the Board of Directors as a result of becoming a paid employee shall be filled by the Board of Directors.

### **ARTICLE VII Finance**

~~Section 1: The Board of Directors may borrow money from time to time for the Corporation, and may secure the repayment thereof by a mortgage or pledge of the assets of the Corporation or by assignment of sums due and to become due to the Corporation, except as limited by Section 3 of this article. The amount, the interest rate and repayment terms shall be approved by the Board of Directors as shall the nature of the collateral given to secure the repayment of borrowings.~~  
Section 2: The Corporation is hereby granted the authority and power to be exercised by the Board of Directors to borrow money and to secure the repayment thereof by a mortgage or pledge of the assets of the Corporation or by assignment of sums due and to become due to the Corporation, except as limited by Section 3 of this article. The amount, the interest rate and repayment terms shall be approved by the Board of Directors as shall the nature of the collateral given to secure the repayment of borrowings.

Section 3:

- (a) The money collected for the Secure the Legacy Foundation Campaign initiated in 2011 shall be deposited in an account with the Unitarian Universalist Common Endowment Fund, unless such fund becomes unavailable, in which event it shall be deposited as directed by the Board of Directors.
- (b) No money shall be removed from the Secure the Legacy account until after the amount in the Secure the Legacy has exceeded \$300,000, except that in the event that monies are necessary to address damage to the Corporation or its facilities from acts of god, warfare, vandalism, crime, or terrorism, then monies may be withdrawn to address such damage to the extent such withdrawals are necessary to address the damage and continue operation of the Camp.
- (c) Two signatures shall be required to withdraw money from the Secure the Legacy account, only one of which may be an employee. The President, Treasurer, one additional Director, and one employee shall be signatories on the Secure the Legacy account.
- (d) After the date the Secure the Legacy account has exceeded \$300,000, withdrawals from the Secure the Legacy account may be made as approved by the Board of Directors, except as limited herein. The amount of withdrawals from the Secure the Legacy account in any fiscal year may not exceed 5% of the average value of the account calculated by averaging the value of the 3 quarters previous to that fiscal year, except that a larger amount may be withdrawn from the Secure the Legacy account if approved by a vote three fourths of the Members attending a meeting of the Membership.

### **ARTICLE VIII Property and Assets**

~~Section 1: The Corporation (hereinafter referred to as the Corporation) shall have the right to acquire, hold, lease, and dispose of real and personal property, and to execute any instrument necessary to carry out its purposes, of the Corporation.~~

### **ARTICLE IX**

## Amendments

Section 1: These Bylaws may be amended or repealed at any time by a majority vote of the Board of Directors, provided that a majority of the Board of Directors is present at the meeting. The authority to interpret and construe these Bylaws shall be vested in the Board of Directors.