

Stillwater Area Community Services Center Inc.

BY-LAWS

ARTICLE I

Purpose

The corporation has been organized to fulfill the following:

1. To formulate and carry out information, civic, historical, recreational, and charitable programs and activities to benefit the citizens of the greater Stillwater area, as defined by the boundaries of the counties of Saratoga, Rensselaer, and Washington and encompassing the Village, Town, and School District.
2. To maintain community service facilities and to operate public programs there from.
3. To foster a healthy interest in the civic affairs of the community; to promote good citizenship; and to inquire into civic abuses and to seek reformation thereof.
4. To solicit, collect, or otherwise raise money for said purposes, and to expend, contribute, disburse and otherwise handle and dispose of same for said purposes.
5. To do any and all things necessary and proper in connection with, in advancement of, or incidental to any said purposes above, and without Pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law of the State of New York.

ARTICLE II

Location

The principal office of the Corporation, at which general business of the Corporation will be transacted, shall be located at 19 Palmer St. in the Village of Stillwater, County of Saratoga, and State of New York.

ARTICLE III

Members

1. Members of the Corporation shall be defined as those individuals:
 - Who are residents of the greater Stillwater area as defined above, and
 - Who are 18 years of age or older; and

Members of the Corporation are entitled to vote on the slate of candidates for The Board of Directors at an election to be held the evening of the December Director's Meeting and will run from 5:00 pm – 8:00pm EST

ARTICLE IV

Board of Directors

1. The number of members of the Board of Directors of this corporation must consist of no less than (5) five and no more than (9) nine.
2. Directors will be representative of the greater Stillwater area with a 51% of the majority being made up of Stillwater, NY residents. This corporation is committed to a policy of fair representation the Board of Directors, which does not discriminate on the basis of race, ancestry, sex, color, religion, age, sexual orientation or physical handicap.
 - a. No person currently holding public office in the state, county, municipality, township, Village, or school board, whether elected or appointed to fill a vacancy, shall be eligible to serve as a member of the Board of Directors. Furthermore, any director who publicly announces candidacy for and/or who is subsequently elected or appointed to a public

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office shall be required to resign his/her position on the Board of Directors. The only exception of this provision is appointed members of a public board or authority (e.g. planning, zoning).

3. The term of each director of the corporation will be 3 years. There will be no restrictions on the number of consecutive terms a director may serve. Anyone serving as an appointee must be on the ballot in the next election. Staggered terms will be decided on by vote count, lowest vote count taking shortest terms.
4. The powers and duties of the Board of Directors include, but are not limited to, the following: managing and controlling the affairs of the property of the corporation toward the achievement of its stated mission and purpose; establishing policies and procedures; raising & managing funds of the corporation; evaluating the performance of the SACC Director; appointing committees; holding property; adopting rules and regulations governing the actions of the Board; and establishing and maintaining a leadership development program for the Board.
 - a. These powers and duties are to be implemented on the conditions that the fundamental and basic purposes of the corporation shall not be amended or repealed and that no part of the net earnings or capital of the corporation shall inure to the benefit of any director or other private individual.
5. A director may resign at any time by notifying the president or secretary in writing. Resignation shall take effect at the time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
6. Any director who is absent from (3) three Board meetings within one (1) calendar year will be left at the Board's discretion for evaluation and further action if necessary. Any director may be removed from the Board of Directors by an affirmative vote of the majority of Directors present at an official Board meeting. Notice of the proposed removal will be given to members (30) days in advance of the meeting. Notice of proposed removal will be provided to the Board with notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his/her removal is considered.
7. In the event of a Directors death, resignation, or termination, the Board may elect a new Director.
8. No compensation will be paid to any member of the Board of Directors for services as a Trustee. By resolution of the Board, reimbursement for reasonable expenses may be allowed which were incurred conducting business on behalf of the corporation. Nothing herein shall be construed to prevent a director from serving the corporation in another capacity for which compensation may be received.
9. The SACC Director will serve as an ex officio, non-voting member of the Board of directors and any standing committees. The SACC Director will be responsible for day to day operations of the Center, including but not limited to: programming, personnel, public relations, and fiscal management. The Director will act as a liaison with the Town's Board liaison to the Community Center.

ARTICLE V

Meetings of the Board of Directors

1. An annual meeting of the Board of Directors will be held in December of each year for the purpose of election of officers and directors. Yearend reports from all departments will be expected at this time. In addition to its annual meeting, the Board of Directors will hold regular meetings once each month of the calendar year, at such time and place as designated prior to

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the meetings. At the Board's discretion, not more than two (2) regular meetings may be cancelled per calendar year. A minimum of at least 10 regular monthly meetings must be held each calendar year.

2. Special meetings of the Board may be called at any time by the President of the corporation, the SACC Director, or in his/her absence, the Vice President, or upon receipt of a written request signed by three or more directors.
3. The Board of Directors may hold its regular, special and annual meeting at any place within the geographical area served by the corporation. The President and/or Vice President and/or SACC Director may call an emergency meeting at any time. An attempt must be made to contact all Directors of such meeting with as much prior notice as possible. If an Emergency meeting is to be held, a minimum of 51% (quorum) of the Directors must be present.
4. Notice of special and annual meetings will be made at least seven (7) days prior to the day such meeting is to be held. Any director may make written waiver of the notice before or after a meeting. The waiver will be filed with the secretary of the corporation, who will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the directors present must adjourn the meeting, until such time that a quorum is obtained.
5. At all meetings of the Board of Directors, there must be a minimum of 51% attendance of directors to constitute a quorum. No meeting of the board of directors will be held if a quorum is not present. If at any meeting of the Board there should be less than a quorum present, the directors present must adjourn the meeting until such time that a quorum is obtained.
6. At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the meeting. The vote on any motion coming before the meeting must be approved by a majority vote of the directors.
7. Robert's Rules of Order will be the authority for all questions or procedures at any meetings of the Board of Directors.

Article VI

Officers

1. The officers of this corporation will be a President, Vice President, Secretary, Treasurer, and such other officers with duties as the Board prescribes. One person may hold more than one office in the corporation except the office of President and Vice President.
2. The members of the Board of Directors at its annual meeting will elect officers of the corporation. Each officer will serve at least a (1) one year term.
3. The Board of Directors may remove with or without cause any officer by a vote of the majority of all directors. The matter of removal may be acted upon at any meeting if the Board, provided that notice of intention to consider said removal has been given to Director and to the officer affected at least thirty (30) days previously.
4. Vacancy in any office may be filled by a majority vote of the Board of Directors until the next annual meeting.
5. The President and the SACC Director will be the chief executive officers of the corporation. It will be the duty of the President and/or the SACC Director to preside at all meetings of the Board of Directors fully informed, and will freely consult with them concerning the activities of the corporation. They will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of the corporation.

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6. It will be the duty of the Vice President to act in absence of the President and to perform such other duties as may be assigned to him/her by the President or Board. In the absence of the President, the execution by the Vice President on behalf of the corporation of any instrument will have the same force and effect as if the President executed it on behalf of the corporation.
7. The Secretary will be responsible for keeping the corporation Records. H/She will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these laws. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of the corporation, except those of the Treasurer. The Secretary will act as Secretary at all meetings of the Board of Directors and will keep the minutes of all such meetings in the books designed for that purpose. He/She will also prepare and present to the Board of Directors such other reports as may from time to time be assigned him/her by the Board. The Secretary shall be responsible for maintaining the official documents of the Center including bylaws, policies and procedures, correspondence, and minutes. These documents will kept on file in the Main Office of the premises, at 19 Palmer St, Stillwater, NY, 12170.
8. The Treasurer and SACC Director along with the fiscal officer will have general charge of the finances of the corporation. When necessary and proper, He/She will endorse on behalf of the corporation all checks, drafts, notes, and other obligations and evidence of the payment of money to the corporation or coming into his/her possession; and He/She will deposit the same, together with all other funds of the corporation coming in to his/her possession, in such bank or depositories as the Board of Directors may designate. He/She will keep full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation.
9. Any officer of the corporation, in addition to the powers conferred upon him/her by these bylaws, will have such additional duties as may be prescribed from time to time by the Board of Directors.
10. The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom will hold office at the pleasure of the Board, and will have such authority and perform such duties and receive reasonable compensation, if any, as the Board may from time to time determine.

Article VI

Standing Committees

1. The Board Directors may have standing committees, each of which must consist of a Chairperson and two or more committee members. The chairperson of each committee will be appointed by the president Membership on a standing committee shall not be limited to the Board of Directors, and may include those who are also voting members of the corporation. The studies, findings, and recommendations of all standing committees will be submitted in writing to the Board of Directors for consideration and action, Committees may be formed by the Board to meet its changing needs. A list of committees and members will be kept by the Secretary.
2. If full committees are not formed, the Board of Directors will still appoint chairpersons of each area of business in order to assist the SACC Director and to facilitate better communications at monthly Board of Directors meetings. All rules applying to full committees will also apply to individual chairpersons.
3. Key areas of business requiring at least a chairperson are:
 - a. Building and Grounds
 - b. Finance

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- c. Fundraising
- d. Long Range Planning
- e. Personnel
- f. Policy

Article VII

Utilization of the Community Center

1. The SACC Director, in its sole discretion, will permit the use of the building and property when not in use by center sponsored business or activities, for any of the following purposes:
 - a. For instruction in any branch of education, learning or the arts
 - b. For holding social, civic and recreational meetings & entertainment
 - c. For meetings of community organizations and/or organizations of nonprofit status
 - d. For meeting and entertainment where proceeds from admission fees charged, are to be expended for educational or charitable purpose(s) within the geographical boundaries of the Village and Town of Stillwater.
2. Any and all requests for facility use must have the approval of the SACC Director. The Board of Directors may deny the application of any organization, group, or individual whose activities it deems inconsistent with the mission of the Community Center.
3. Any and all request for facility use must be made in writing on the Center approved forms. The SACC Director and/or Board reserve the right to return any application or form that is incomplete. It further reserves the right to deny use of the facility until all application and forms are complete and determined to be acceptable by the SACC Director.
4. The Center's office staff will make available to all applicants for facility use, the OPERATING POLICY and BUILDING USE CONTRACT, which contain the rules, regulations and guidelines pertaining to use of the facility.
5. Organization Categories are as follows:
 - a. Nonprofit Organizations (501©3 qualified).
 - b. Non-Centered Sponsored Youth Recreation Programs (MSUSC, Battle Football).
 - c. Center-Sponsored Groups (e.g. adult recreation programs, adult & youth educational programs).
6. Organization Groups are as follows:
 - a. Short Term Use (one time use or use less than 3 days in duration)
 - b. Long Term Use (any use lasting more than 3 days in duration, a contract is required and must be approved by the Board of Directors.)
 - c. Lease (organizations approved by the Board of Directors to use facility space based on the outlines of a written lease agreement between the center as landlord and the organization as tenants)
7. The Board of Directors will determine fees for facility use based on current market conditions.

Article IX

Miscellaneous

1. The corporation have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of, conduct of such person in his/her capacity as a director, officer, or employee (except in

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case involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

2. The board of directors is authorized to select such depositories as it shall deem proper for the funds of the corporation. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate.
3. The funds of the corporation may be retained in whole or in part in cash, or be invested and reinvested from time to time in such property, real, personal, or otherwise, or marketable securities, as the Board of Directors in its discretion may deem desirable.
4. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into contract or execute and deliver any instrument in the name of, or on behalf of, the corporation. Such authority may be general or limited to specific instances.
5. The corporation will keep correct and complete books and records of account, as well as a minutes, book, which is to include a copy of the certificate of incorporation, a copy of these bylaws, minutes of the proceedings of the Board of Directors and its committees, and a list of names and addresses of the directors. Any director or his/her attorney for and proper purpose may inspect all books and records of the corporation at any reasonable time. The Bylaws will be kept in a book, with dated explanation of bylaw changes to serve as record for future directors.
6. The Board of Directors will request an annual financial statement of the complete books and records of account of the corporation to be prepared by an independent public accounting firm, such accounting firm to be selected by the Board of Directors.
7. The fiscal year of the corporation will be January 1 through December 31st.

Article X

Dissolution

Upon the dissolution of the corporation and after the payment or the provision for payments of all the liabilities of the corporation, the Board of Directors will be disposed of all assets of the corporation exclusively for the purpose of the corporation or to organizations that are then qualified as tax-exempt under section 501(c)(3) of the Internal Revenue Service Code. A court of jurisdiction in the county in which the principle office of the corporation is located will dispose of any assets not so disposed of.

Article XI

Amendments

The Board of Directors may amend these bylaws and include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least (30) thirty days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the Board of Directors and will be adopted at such meeting upon receiving a two thirds vote of the Board.

Approved on: July 16, 2018

These By-Laws will be reviewed at least every five years and are subject to change.