

**BY-LAWS**  
**FRIENDS OF ELLICOTT, INC.**

**ARTICLE I**  
**GENERAL**

**Section 1. Name and Location**

This organization is incorporated under the laws of the State of New York and shall be known as Friends of Ellicott, Inc. Its principal office shall be within the geographic limits of the County of Erie and State of New York.

**Section 2. Purpose**

The Friends of Ellicott is a not-for-profit corporation organized to engage in volunteer efforts to act as steward of, and improve the quality of life in the County of Erie by maintaining an off leash dog park on Ellicott Island.

**Section 3. Powers**

The Friends of Ellicott shall have power to:

- 1) Enter into a revocable license agreement with Erie County for a dog off leash area for the general public known as a “Bark Park”
- 2) Conduct meetings and hold events as permitted by Erie County
- 3) Use any and all forms of communication in effecting its objectives
- 4) Do all and everything necessary, suitable or proper for the accomplishment of furtherance of any part of the purposes herein above set forth

**Section 4. Limitation of Methods**

The Friends of Ellicott shall observe all local, state and federal laws which apply to corporation defined in Section 1410, Subdivision (a) of the Not-for-Profit Corporation Law. The Friends of Ellicott is a Type A Corporation, as defined in Section 102, Subparagraph (a)(5) (Definitions) of the Not-for-Profit Corporation Law of the State of New York.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1. Eligibility**

Any person having an interest in the objectives of the Friends of Ellicott shall be eligible to apply for membership by completing a written application with designated membership fee. The Board reserves the right to approve or decline any application for membership.

## **Section 2. Classes of Members**

Friends of Ellicott shall have two (2) class of membership: Voting Members (defined below) and Non- Voting Members (defined below).

- (a) Voting Members- All individual members of Friends of Ellicott that have attended at least one (1) general meeting of Friends of Ellicott during the calendar year (i.e. January 1<sup>st</sup> through December 31<sup>st</sup>).
- (b) Non- Voting Members- Any individual member of Friends of Ellicott that is not a Voting Member.

The Voting Members and Non-Voting Members are collectively referred to herein as the “Members”.

The Secretary shall maintain, or caused to be maintained, minutes of each general meeting of Friends of Ellicott and record the attendance of all Members thereat. At an annual meeting of the Board, the Board shall review the attendance records of all general meetings for the prior year, commencing on the last annual meeting of the Board and ending one (1) day prior to the attended meeting of the Board (the “Lookback Period”), to determine which Members have attended at least one (1) general meeting during the Lookback Period, and therefore is no longer treated as a Voting Member for the ensuing calendar year. Within fifteen (15) days of each annual meeting of the Board, the Board shall provide, or cause to be provided, notice to all Voting Members during the Lookback Period that are no longer Voting Members for such current calendar year.

## **Section 3. Membership Terms**

Each Membership will be for an indefinite number of one (1) year term (“Term”). The Term will renew upon payment of Membership dues, unless a Member is suspended, expelled, or resigns. The membership year is January 1 - December 31 of each year.

## **Section 4. Suspension and Expulsion**

Members must comply with posted “Bark Park Rules”. Any Member may be suspended or expelled from membership for cause by a majority vote of the Board, but no Member shall be suspended or expelled without due notice and an opportunity to appear and be heard at the meeting at which such action is proposed to be taken.

## **Section 5. Withdrawal**

Any Member may withdraw at any time by notice in writing (e-mail, letter or otherwise) to the Board.

## **Section 6. Membership Dues**

The Board of Directors will set the dues for the membership prior to the end of the membership year on June 30<sup>th</sup>.

## **ARTICLE III**

### **MEETING OF MEMBERS**

#### **Section 1. Annual Meeting**

The annual meeting of the Friends of Ellicott may be for the election of directors and for transaction of such other business as may properly come before the meeting, shall be held at the Ellicott Island Bark Park or at such other place as the Board may determine. Only Voting Members shall be entitled to vote on any matters of the Friends of Ellicott.

#### **Section 2. Notice of Meetings and Members**

Notice of the place, date and hour of each meeting of the Members shall be posted on the official bulletin board and website. Additionally, it will be emailed not less than ten (10) nor more than sixty (60) days before the date of the meeting.

#### **Section 3. Procedure**

The order of business and all the other matters of procedure at every meeting of Members may be determined by the Chairperson.

#### **Section 4. Quorum**

At every meeting of Members, except as otherwise provided by law or these by-laws, a quorum must be present for the transaction of any business and a quorum shall consist of not less than ten percent (10%) of the entire Voting Members present either in person or by proxy.

#### **Section 5. Adjournments**

Members entitled to vote who are present in person or by proxy at any meeting of Members, whether or not they constitute a quorum, shall have power by majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

#### **Section 6. Voting- Proxies**

Except as otherwise provided in the Certificate of Incorporation or by law, each Voting Member shall be entitled at every meeting of the Members to one (1) vote. Non- Voting Members shall not receive a vote at any meeting of the Members. Except as otherwise provided by law or these by-laws, all questions that shall come before a meeting shall be decided by a 2/3<sup>rd</sup> majority of votes cast by the Voting Members. A Voting Member may vote either in person or by written proxy signed by him or his attorney-in-fact and delivered to the Secretary of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it or his personal representatives, unless it is entitled "irrevocable proxy" in which event its revocability shall be determined by the law of the State of New York in effect at the time.

## **Section 7. Inspectors of Election**

Two inspectors of election, neither of whom shall be a candidate for the office of director if directors are to be elected at such meeting of the Members, may be appointed by the Board of Directors in advance of any meeting of Members or by the person presiding if such appointment is requested by a Voting Member present at such meeting. Such inspectors shall serve at such meeting and any adjournments thereof. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

## **Section 8. List of Voting Members**

A list of Voting Members, certified by the corporate officer responsible for its preparation or by the transfer agent, shall be produced at any meeting of Members upon the request therefore of any Member who has given written notice to the Friends of Ellicott that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election or person presiding thereat, shall require such list of Voting Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be Voting Members entitled to vote thereat may vote at such meeting.

# **ARTICLE IV**

## **DIRECTORS**

### **Section 1. Number and Qualifications**

The Board of Directors of the Friends of Ellicott shall initially be composed of four (4) directors and shall be responsible for managing the organization. The total number of directors may be increased to an appropriate number, or decreased to such number, not less than three (3), by the Board of Directors at any time by a majority vote of the Board. 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 Article IV hereof. Directors must be at least eighteen (18) years of age.

### **Section 2. Election and Tenure**

The Directors of the Friends of Ellicott, except as otherwise provided by law or these by-laws, shall be elected by a plurality of the votes cast at the annual meeting of the Members (provided only Voting Members shall vote at such meeting) or at any meeting held in lieu of such annual meeting (which meeting, for the purposes of these by-laws, shall be deemed the annual meeting) and shall hold office for four (4) year terms and until their successors are elected and have qualified except that no person may be elected as a director for more than five (5) terms.

### **Section 3. Resignation**

Any Director of the Friends of Ellicott may resign at any time by giving his resignation to any Officer of the Friends of Ellicott. 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 directors may be removed, either with or without cause, at any meeting of the Members (provided only Voting Members shall vote such a meeting), notice of which shall have referred to the proposed action.

### **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 except the removal of directors without cause, may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall be elected to hold office until the next annual 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 expenses, except pursuant to authorization of the Board by two-thirds (2/3) vote of the Members of the Board.

### **Section 7. Meetings of Directors**

- A) First meeting of Board of Directors immediately follows annual meeting of Members to determine officers.
- B) Meetings of the Board shall be held at such times and at such as may be determined by action of the Board but no less than once per calendar quarter time and place as determined by Board of Directors majority.

### **Section 8. 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 a majority of the entire members of the 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 9. Procedure**

The order of business and all other matters of procedure at every meeting of the Board may be determined by the Chairperson.

## **Section 10. Committees of the Board**

The Board may, by resolution or resolutions adopted by a majority of the members of the Board, designate from among its Members one or more Board committees, each consisting of at least one (1) or more directors. The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request.

## **Section 11. Annual Report**

The Board shall keep a fair record of all of the transactions of the Friends of Ellicott, a report of which, prepared in accordance with the provisions of the Not-For-Profit Corporation Law, shall be presented at each annual meeting of the Members of the Friends of Ellicott. The report shall be kept on file and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of Members.

# **ARTICLE V**

## **OFFICERS**

### **Section 1. Officers**

The officers of the Friends of Ellicott shall be elected by the Board and may include: a President, a Vice-President, a Secretary, a Treasurer, and such additional officers as the Board may deem desirable. Such additional officers shall exercise such powers and perform such duties 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 Friends of Ellicott, unless otherwise determined by the Board, shall hold office until their successors are elected and have qualified. 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.

### **Section 3. The President**

If elected by the Board, the President shall be the chief administrative officer of the Friends of Ellicott and shall have the general powers and duties of supervision and management of the Friends of Ellicott. The President shall perform all duties as usually pertain to his or her office or are properly required by the Board.

### **Section 4. The Secretary**

The Secretary shall keep the minutes and such other duties as usually pertain to the office or as are properly required by the Board.

### **Section 5. The Treasurer**

If elected by the Board, the Treasurer shall have the care and custody of all moneys and securities of the Friends of Ellicott. The Treasurer shall keep full and accurate accounts of all the moneys received and paid by him or her on accounts of the organization. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board or by the laws of the United States of NY state, and shall perform such other duties as usually pertain to the office or as are properly required of him by the Board.

### **Section 6. Officers Holding two or More Offices**

Any two or more of the above-mentioned offices, except those of President 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 7. Temporary Transfer of Powers and Duties**

In the case of the absence or illness of any officer of the Friends of Ellicott, 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.

## **ARTICLE VI FINANCES**

### **Section 1. Funds**

All monies paid to the Friends of Ellicott shall be deposited in the appropriate checking account. Funds unused from the current year's budget may be placed in a reserve account.

### **Section 2. Disbursements**

All disbursements made by the Treasurer require prior approval of the President. Disbursements shall be made by check. With appropriate supporting documentation.

### **Section 3. Fiscal Year**

The fiscal year of the Friends of Ellicott shall be January 1 to December 31, inclusive.

## **ARTICLE VII**

### **INDEMNIFICATION**

The Friends of Ellicott 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 person's testator or intestate is or was a director, trustee or officer, serves or served, at the request of the Friends of Ellicott, 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 judgment or other final 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 non adjudicated disposition of any threatened or pending action or proceeding unless the Friends of Ellicott has given its prior consent to such settlement or other disposition.

The Friends of Ellicott shall advance or promptly reimburse upon request any director, trustee 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 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 VIII**

### **DISSOLUTION**

#### **Section 1. Dissolution**

A proposal for dissolution of the organization shall be initiated by the Board and shall be approved by two thirds (2/3) of the entire Board and presented to the Voting Members for voting thereon. In the event that two thirds (2/3) of the Voting Members affirm the Board's decision to dissolve the Friends of Ellicott and be winded up by the Board.

#### **Section 2. Distribution of Assets**

Upon lawful dissolution of the Friends of Ellicott and after payment of all just debts and obligations of the Friends of Ellicott, the Board shall distribute all remaining asserts to one or more organizations qualifying under New York State law.



## ARTICLE IX

### MISCELLANEOUS

#### Section 1. Amendment

These By-Laws may be added to, amended or repealed either by the two thirds (2/3) vote of the Members or by the two thirds (2/3) vote of the members of the Board; provided, however, any by-laws adopted by the board may be amended or repealed by two thirds (2/3) of the Voting Members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the Members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

#### Section 2. Off Leash Area of Etiquette and Safety Rules

Off-leash dog owners are required to respect the following rules and assist in maintaining the area:

- 1) Leash your dog while entering and exiting off leash area
- 2) Keep your dog within sight and under verbal control
- 3) Every dog owner is responsible for cleaning up after their pet
- 4) Up-to date license tags are required on all dogs
- 5) No aggressive dogs allowed (see Delta Animal Control Bylaw No. 6873)
- 6) No more than two (2) dogs per person allowed
- 7) Dogs identified by law to be leashed and muzzled must remain so

Remember as a pet owner it is your responsibility to control your dog and if asked by other park users to leash your pet, please comply.

- ❖ Please remember to clean up after your dog

**END.**