

By-Laws of The Catskill Center for Conservation and Development, Inc.

I. Membership

Section 1. Members. The members of the Corporation shall consist of those persons who signed the Certificate of Incorporation as incorporators, and such other persons as shall be admitted to membership by the Board of Directors. Any interested person, business or organization may become a member if they support and participate in the Corporation's mission and donate annually to its programs. The Board of Directors of the Corporation may elect to honorary or emeritus membership or office such persons as they deem worthy in advancing the Corporation's progress and mission. The Executive Director shall certify the number of members of the Corporation at the Annual Organizational Meeting of each year, based upon the number of such members eligible to cast a vote at the preceding year-end, for purposes of voting upon such matters as are presented to them for due consideration throughout the course of the upcoming year.

Section 2. Classes. The Board of Directors may, from time to time, establish various classes of members with such designations, privileges, powers and voting rights as the Board of Directors shall determine. Within the membership of the Corporation there shall be a Director class of members consisting of those members serving on the Corporation's Board of Directors.

Section 3. Rights and Limitations. Members in good standing may participate in the benefits of membership of the Corporation, which include: receipt of the Corporation's newsletter, e-mail updates on regional issues, invitations to attend lectures, hikes and other events throughout the year, a copy of the Corporation's Annual Report, an invitation to the Summer Meeting of the Corporation's general membership, discounts on books and merchandise and information on important volunteer opportunities. Members may be candidates for the Board of Directors and candidates for holding offices on that Board. Members may nominate candidates for the Board of Directors to the Nominating Committee for its consideration, and may seek additional consideration of candidates by the full Board through a petition process. Members shall have the right to vote on matters presented to them for due consideration by the Board of Directors. Director class members shall have the right and duty to vote on candidates for the Board of Directors presented by the Nominating Committee, as well as enjoy all the other rights, duties, privileges and benefits of membership prescribed herein.

Section 4. Removal. A member may be removed from membership for a cause, such as violation of any of the By-Laws of the Corporation, or for conduct prejudicial to the best interest of the Corporation. Such removal shall be by the vote of a majority of

all the Directors at a meeting of the Board of Directors where the question of such removal has been set forth in the notice calling the meeting.

II. Meetings

Section 1. Meeting Dates. The Annual Organizational Meeting of the Corporation shall be held in the first quarter of each year for the purposes of electing Directors and Officers of the Corporation, appointing Standing Committees, certifying the number of members eligible to vote on matters presented to them for due consideration throughout the course of the upcoming year, adopting the annual calendar of Board meetings and for the transaction of any other business as may properly come before the meeting. The Summer Meeting of the Corporation's membership shall be held each year, between Memorial Day and Labor Day, on such a day and time as the Board of Directors determines, as designated by the Chair, for the purpose of the presentation of annual reports and recognition awards, and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. A special meeting of the members of the Corporation may be called at any time by the Chair or the Board of Directors and shall be called by the Secretary upon the written request of one-third of the members of the Corporation. Such meetings shall be held only for the purpose of transacting the business set forth in the notice calling the meeting.

Section 3. Notice. Notice of the Annual Organizational Meeting, the Summer Meeting or of a special meeting shall be issued by authority of the Chair or Secretary and shall be served not less than ten (10) nor more than fifty (50) days before the time appointed for the meeting either personally or by mail or e-mail, to all members entitled to vote at such meeting. If the notice is mailed, it shall be directed to the last known address of the member shown on the records of the Corporation. All notices of meetings shall set forth the time, place and purpose or purposes of the meeting.

Whenever the Corporation has more than five hundred (500) members, the notice may be served by publication in a newspaper published in the county of the Corporation's principal office, once a week for three successive weeks preceding the date of the meeting, provided that the Corporation shall also prominently post notice of such meeting on the homepage of any website maintained by the Corporation continuously from the date of publication through the date of the meeting.

Section 4. Location. Annual or special meetings of the members shall be held within the State of New York as determined by the Directors in accordance with Article II, Sections 1 and 2.

Section 5. Voting. Unless otherwise determined by the Board of Directors, each member shall be entitled to one vote at each meeting or balloting. Members may vote in person or by proxy.

Section 6. Quorum. The presence in person or by proxy of the lesser of either one hundred or one-tenth of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided by law, the act of a majority of the members present at any meeting in person or electronically, by proxy, shall constitute the act of all the members of the Corporation.

III. Directors

Section 1. Board Size. The property, affairs and activities of the Corporation shall be managed and conducted by a Board of Directors consisting of not less than five (5) nor more than thirty-six (36) Directors, each of whom shall be a member of the Corporation. Terms of Directors shall be staggered so that, to the extent feasible, one-third of the Board is elected each year.

Section 2. Nominations and Elections. Directors shall be elected to staggered three-year terms in the following manner: The Chair shall appoint a nominating committee at the Annual Organizational Meeting of not less than three (3) members of the Board to nominate the Directors. They may nominate Directors to fill terms which are expiring and may make nominations to fill vacancies, if any. All nominations shall be for three-year terms or for the unexpired portion of a vacancy. The nominations shall be submitted to the Board at its meeting that precedes the Annual Organizational Meeting by at least 45 days each year and voted upon by the Board, in its capacity as the Director class of membership, at its Annual Organizational Meeting.

Along with the right of members to nominate candidates for the Board to the Nominating Committee for consideration, members shall also have the right to seek consideration of their candidacy by the full Board through a petition process. Such petitions shall have the valid signatures of no less than one-tenth of the total number of members entitled to cast a vote on matters presented to them for their consideration, as certified by the Executive Director at the Annual Organizational Meeting of each year. Any such petitions shall be submitted to the Board at its meeting that precedes the Annual Organizational Meeting by at least 45 days each year and voted upon by the Board, in the same manner as delineated in the preceding paragraph.

If the Board shall vote not to elect a candidate presented by the member petition process described above, the candidate may request a vote on his or her candidacy by the membership. In such event, the Board shall provide an opportunity for the full membership, either in person or by other means, to vote on the candidacy within 45

days of their negative vote. If the candidate receives a majority of votes of all certified members, he or she shall be elected to the Board.

The Board may make additional nominations or changes in the nominating committee's slate upon a two-thirds vote of the Board.

Section 3. Resignation & Removal; Vacancies. Any Director may resign at any time by giving written notice of such resignation to the Chair or Secretary of the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of the resignation shall not be necessary to make it effective.

The Board of Directors, in their discretion, may remove a Director for cause, such as violation of any of the By-Laws of the Corporation, or for conduct prejudicial to the best interest of the Corporation. Such removal shall be by the vote of two-thirds of all the Directors presently seated, at a meeting of the Board of Directors where the question of such removal has been set forth in the notice calling the meeting.

In the event of any vacancy occurring on the Board of Directors for any reason, the Directors may by majority vote fill such vacancy. Any Director elected to fill a vacancy shall serve for the remainder of the term of office of his or her predecessor and until his or her successor is elected and qualified.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings of the Board of Directors shall be held at any time when called by the Chair in the notice calling the meeting. At all meetings of the Board of Directors, the Chair shall preside but in his or her absence, the Vice-Chair of the Corporation with greatest seniority shall serve as Chair of that meeting. If no Vice-Chair is so present, the Directors present shall elect an alternate to preside over such meeting. An annual schedule of meetings shall be adopted at the Annual Organizational Meeting of each year.

Section 5. Place. Regular or special meetings of the Board of Directors shall be held within the State of New York.

Section 6. Notice. It shall be the duty of the Secretary, or his or her designee, to mail or e-mail a notice of each regular or special meeting of the Board of Directors to each of the Directors at least ten (10) days prior to the date of such meeting, at his or her last known address as it appears on the records of the Corporation. Notice of any regular or special meeting of the Board of Directors may be waived in writing by any of the Directors.

Section 7. Quorum. One-third plus one of the Directors presently seated on the Board shall constitute a quorum for the transaction of business or of any specified item of business. The act of the majority of the Directors at any such meeting shall constitute the act of the Board of Directors.

Section 8. Compensation. The Directors shall not receive any compensation for their services as Directors of this Corporation but by resolution of the Board of Directors, an allowance for reimbursement of expenses may be given to any Director for expenses incurred relating to his or her official duties or attendance at a regular or special meeting of the Board.

Section 9. Committees.

Standing Committees. The Chair shall, subject to consultation with the Board of Directors, appoint the following standing committees: Executive Committee; Audit Committee; Finance Committee; and, Nominating Committee. The Chair shall appoint members of the Board of Directors to the standing committees and to Committee Chairs. Standing Committees shall consist of no fewer than three (3) Directors.

Ad-Hoc Committees. Additional committees may be created and appointed by the Chair, with the consultation of the Board of Directors, as needed for special purposes. Any person can be appointed by the Chair to an ad-hoc committee.

Section 10. General. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or by e-mail to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar electronic communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11. Annual Report. At each Summer Meeting of members, the Board of Directors shall present a report, verified by the Chair and Treasurer, or by a majority of the Board of Directors, or certified by an independent or certified accountant or a firm of such accountants selected by the Board of Directors, in such form and with such contents as may be required from time to time by the Audit Committee and by law, including but not limited to section 519 of the Not-for-Profit Corporation Law, and a

copy of such report shall be filed with the minutes of the meeting and kept as part of the Corporation's records.

IV. Standing Committees

Executive Committee

Section 1. Size. The Chair shall, subject to the consultation and approval of the Board of Directors, appoint up to eight (8) Directors, including the Treasurer, whom with the Chair shall constitute the Executive Committee. The Chair of the Board shall serve as Chairperson of the Executive Committee. Vacancies in the Executive Committee may be filled at any meeting of the Board of Directors. Additional board members, including the chairs of standing or ad hoc committees, may be asked to participate in Executive Committee meetings in a non-voting capacity.

Section 2. Responsibilities. The Executive Committee shall during the intervals between meetings of the Board of Directors, exercise the powers of the Board of Directors with respect to general control, management and regulation of all corporate matters, subject to such limitations as may, from time to time, be imposed by action of the Board. The Executive Committee shall not have the right to elect Directors to vacancies on the Board of Directors, as such right and duty is retained by the full Board of Directors, as prescribed in Article III, Section 3, herein.

Section 3. Meetings. Meetings of the Executive Committee shall be called by the Chair, or any two members thereof on written or e-mailed notice not later than five (5) days prior to the date set for the meeting. Notice of any such meeting may be waived in writing by any member of the Executive Committee.

Section 4. Quorum. At any meeting of the Executive Committee, five (5) members shall constitute a quorum.

Section 5. Minutes. The Secretary, or his or her designee, shall keep minutes of the meetings of the Executive Committee and ensure such are properly recorded, kept and filed. These minutes shall be presented to the Board of Directors at or before their next meeting following the meeting(s) of the Executive Committee.

Audit Committee

The Audit Committee shall be comprised solely of independent directors, as defined by the Not-for-Profit Corporation Law, and shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. It shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the

audit and any related management letter with the independent auditor, and report on the committee's activities to the Board.

The Audit Committee shall generally be responsible for the oversight of and assistance to the independent audit of the organization in compliance with those provisions set forth in Section 712-a of the Not-for-Profit Corporation Law.

Finance Committee

The Finance Committee shall be comprised of appointed members of the Board and shall be chaired by the Corporation's Treasurer. The Finance Committee shall be responsible for overseeing the Corporation's financial policies and matters of the Corporation, including the management of budgets, investments and assets. The Committee shall present a budget for approval by the Board of Directors and propose policies governing the finances of the Corporation for adoption by the Board of Directors.

Nominating Committee

The Nominating Committee shall be comprised of appointed members of the Board. The Committee will be responsible for guiding an overall strategy for building board membership to best position the Corporation to achieve its mission and maintain long term sustainability and stability. The Committee shall be responsible for reviewing the qualifications of prospective Board members and for recommending a slate of candidates for board vacancies to be filled either at the Corporation's Annual Organizational Meeting or at other times during the year. The Committee shall also be responsible for recommending a slate of officers to the Board for its consideration and action.

V. Officers

Section 1. Election. The Board of Directors shall, at its Annual Organizational Meeting, elect from their membership the officers of the Corporation. All officers shall hold office for one year and until the election and qualification of their successors.

Section 2. Positions. The officers of the Corporation shall consist of a Chair, one (1) or more Vice-Chairs, Secretary, Treasurer, and such other officers as the Board may from time to time determine.

Section 3. Vacancy. Any vacancy in any office occurring in the interim between the election of officers may be filled by the Board of Directors and any officer so elected shall hold office until the next election of officers and until the election and qualification of his or her successor.

Section 4. Removal. The Board of Directors may remove any officer, in their discretion, by a vote of a majority of the Board of Directors. The notice of the meeting at which such action is taken shall specify that such action will be considered at said meeting.

Section 5. Chair. The Chair shall be elected from among the Directors of the Corporation. He or she shall preside at all meetings of the Board of Directors and of the members of the Corporation and is specifically authorized to do the following:

Take all steps necessary and proper in the Chair's judgment to carry out the decisions and policies of the Board.

Take all steps necessary and proper in the Chair's judgment to carry out the powers and duties the Board has delegated to the Chair.

Delegate to any Officer, Staff member, assistant or employee such of the Chair's duties, powers and functions as the Chair may deem necessary or appropriate; provided, however, that the Chair may revoke any such delegation at any time.

Section 6. Vice-Chairs. Vice-Chairs in order of seniority shall perform the duties of the Chair in the case of the illness, death, disability, absence or vacancy of the Chair, or of his or her inability for any cause to act.

Section 7. Secretary. The Secretary of the Corporation, shall keep all records of the Corporation and all minutes of meetings of the Board of Directors, the Membership and all committees; shall ensure all notices of duly called meetings of Membership, Directors and Executive Committee are duly given; and shall ensure all records, reports, statements and other documents required by law are properly kept and filed.

Section 8. Treasurer. The Treasurer shall be the Chief Fiscal Officer of the Corporation, and shall have charge and custody of, and attend to the safekeeping of all funds of the Corporation. The Treasurer shall also serve as Chair of the Finance Committee.

Section 9. General Powers. The officers of the Corporation shall have all of the powers granted to them under the Certificate of Incorporation and these By-Laws, all of the powers designated to them by the Board of Directors, and all of the powers which usually pertain to their respective officers.

Section 10. Compensation. The officers of the Corporation shall not receive compensation for their services as officers.

VI. Employees

The Executive Director, under the supervision of and subject to the directions of the Chair, is the chief executive officer of the organization and is primarily responsible for the discharge of the administrative functions of the Corporation, including the ability to hire employees, retain consultants and contract for services necessary to effectuate the purposes of the Corporation. The Executive Director, with the consultation and approval of the Chair, may set the compensation of any such employees, consultants or services provided he or she is acting pursuant to the budget of the Corporation adopted by the Board of Directors or authorization from the Board of Directors.

VII. Exempt Activities

Notwithstanding any other provision of these By-Laws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

VIII. Indemnification

The Corporation shall indemnify its Directors and Officers against suit, judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney fees, in connection with any claim asserted against a Director or Officer by action in court or otherwise by reason of the fact that such person was a Director or Officer of the Corporation and acting in good faith for a purpose which such person reasonably believed to be in the best interests of the Corporation and not unlawful.

IX. Policies

The Corporation shall adopt and maintain policies relating to investments, ethics (including, but not limited to conflicts of interest and related-party transactions), and all other items of importance, in accordance with and as required by law.

X. Amendments

The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the Corporation by affirmative vote of a majority of the Board, provided,

however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

Please Note: Amended September 2014.