

BY-LAWS OF FRIENDS OF HEMPSTEAD PLAINS
AT NASSAU COMMUNITY COLLEGE, INC.
REVISED 2012

Article I; Board of Directors

SECTION I. POWERS OF THE BOARD OF DIRECTORS

Subject to the limitations of the Certificate of Incorporation and the laws of the state of New York, all corporate powers of Friends of Hempstead plains at Nassau Community College, also referred to as Friends or FHP, shall be exercised by or under the authority of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, the Board of Directors shall have the following powers.

to appoint and remove all officers, contractors and employees of the organization, prescribe such powers and duties for them as may not be inconsistent with the law, the Certificate of Incorporation or the By-Laws, and fix their compensation.
to make such rules and regulations in respect to the management of the affairs of FHP not inconsistent with the law, the Certificate of Incorporation or the By-Laws, as they deem best.

to determine the principal office of FHP for transaction of business and the location of meetings of the Board of Directors.

to appoint members of Standing committees and create such special committees as are deemed by the Board to be most suitable, necessary or convenient to accomplish and aid in accomplishing the purpose of FHP, and to prescribe the powers, duties and length of terms of the members of such committees. Standing committees shall be as follows:
Education and Research, Management, Fundraising and Public Relations.

to manage all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same and/or the income there from in such manner and at such times and to such recipients as will in their judgment best effectuate or help to effectuate the purposes of the corporation.

to liquidate the whole or any part of the assets of the Corporation or to retain such assets, or any part thereof, in such form as they have been received by the Corporation or in such form as that into which the assets have been converted, in such manner and for such periods of time as they may deem best.

to borrow money, contract debts, and issue bonds, notes, and dentures and to secure the same.

to invest and reinvest all or any part of the assets of the Corporation in such manner as they deem best.

to accept conditional gifts, devices or bequests, provided the conditions are not inconsistent with the purposes of the Corporation.

to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

SECTION II. NUMBER AND TERMS OF OFFICERS AND DIRECTORS

The Board of Directors shall consist of four Officers and up to ten additional Board members. Officers (President, Vice-president, Recording Secretary and Treasurer) shall be elected by the Board of Directors. Up to ten additional Directors shall be elected. At least three Officers/Directors shall be associated with NCC.

The Officers/Directors shall be elected at any Board meeting upon nomination and approved by a majority of those Directors present, provided advance notice of each election has been given to the Directors in accordance with the provisions of Section III, No. 2.

The term of office of Officers/Directors shall be 3 years, provided that a Director shall continue to hold office until his successor is elected. Directors may be elected to unlimited consecutive terms.

All Officers/Directors are required to be dues-paying members of the organization. If a Director vacates his office before the expiration of the term, his successor shall be elected to serve for the period of the unexpired term.

SECTION III. MEETINGS. The Board of Directors shall hold at least three meetings a year on days and times established by the Board. Special meetings may be called at any time for any purpose by the President or request of three or more Directors.

Meetings will be presided over by the President or, if the President is not available, the Vice-President.

The Recording Secretary (or other designee) shall give notice of the time and place of all Board meetings, personally or in writing, within ten days prior to the meeting.

Each Officer/Director shall have one vote. A quorum shall consist of at least half of the existing number of Officers/Directors.

Article 2. Committees

SECTION I. STANDING COMMITTEES

There shall be four Standing Committees: Education and Research, Management, Public Relations and Fundraising. These committees shall function to carry out specific aspects of the mission of the organization. The membership, organization and operation of standing committees shall be within the discretion of the Board. Standing Committee members shall have no fixed term. Volunteers will be encouraged to work with the Standing Committees.

1 Education and Research Committee

This Committee shall advise, develop and oversee all education and research projects concerning the Hempstead Plains. It will work with schools, colleges, and community groups in developing programs and research opportunities. It will maintain records of all educational programs on and off site and research projects carried out at the site.

2 Public Relations Committee

This Committee shall develop and maintain communications with other organizations and individuals supportive of the goals of the Friends of Hempstead

Plains at Nassau Community College, Inc. It will promote public awareness of the goals of Friends throughout the community.

3 Fundraising Committee

This Committee will assist in fundraising activities by researching the availability of government grants and other sources of public and private funding. It shall

assist in

the writing of grants. The Committee will also aid in promoting, organizing and soliciting funding from private businesses, foundations and individuals. Annual fundraisers and special fundraising events shall also be determined and overseen

by this

committee.

4 Management Committee

This Committee shall oversee the necessary restoration and maintenance work in the Hempstead Plains. It shall advise the Board on the necessity of funding for such purposes. This committee shall also help in acquiring volunteers for

carrying out

restoration and management projects

SECTION II; APPOINTED COMMITTEES

Additional ad hoc committees may be appointed by the Board of Directors for specific needs and/or events. The membership, organization and operation of Ad Hoc Committees shall be within the discretion of the Board. The Chairperson of each Committee shall be a member of the organization, but members may consist of volunteers and people outside the organization. Ad Hoc Committee members shall serve at the will of the Board and shall have no fixed term.

Article 3. Insurance

SECTION I: GENERAL LIABILITY INSURANCE

General Liability insurance – Liability Coverage \$2,000,000

SECTION II: DIRECTORS AND OFFICERS INSURANCE

D & O Insurance –limit of Liability Coverage - \$2,000,000

Article 4. Amendments

These By-Laws of the corporation may be amended or replaced, and new By-Laws may be adopted by a 2/3 vote of the Board of Directors. Provisions of notice of amendment shall be notification by email or in writing at least two weeks in advance.

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