



Friends of Five Rivers

NOTICE OF PROPOSED AMENDMENTS TO BY-LAWS

This notice is to provide you with the following proposed technical changes to the by-laws pursuant to the process for amendments outlined in Article XII – Amendments of those by-laws.

Underlined text are additions and strikethroughs are deletions.

ARTICLE IV - MEETINGS OF THE MEMBERS

Section 1. Annual Meeting. The annual meeting of the Corporation ~~shall~~ may be held at such time, date and place, in-person or virtually, for the election of officers or the transaction of other business within the County of Albany as may be designated by the Board of Directors. A written notice, by US mail or by an electronic means approved by the Board, of such meeting shall be sent to each member at least 10 days prior to such meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 2 (c) Election of the Board

Paragraph (2) Newly created directorships resulting from an increase in the number of Directors or a vacancy in the Board of Directors may be filled by majority vote of the remaining Directors, provided a quorum is present, at any regular board meeting or any special board meeting called for that purpose. Any Director selected shall serve until the next annual meeting of the corporation, at which time that director may be reelected for a full term.

ARTICLE VI – OFFICERS

Section 6. Executive Director. The Board of Directors may employ a chief administrative officer who shall be a “Key ~~Person Employee~~” as that term is defined by the Not-For-Profit Corporation Law of the State of New York. ~~and the Internal Revenue Service.~~ He or she shall have general charge of the day-to-day affairs and business of the Corporation, shall work to ensure that its purposes, policies and objectives are carried out and that the fiduciary obligations of the Board are safeguarded. The Executive Director will act in accordance with applicable regulatory and contractual requirements and the policies and directions of the Board. In accordance with those policies and directions, the Executive Director shall have the authority to hire, direct and terminate all other employees, be a signatory for the Corporation, and perform any and all functions necessary as stated in a Board-approved job description. As chief administrative officer, he or she shall participate in meetings of the Board and may participate in any of its committees, all on an ex-officio, non-voting basis. However, the Board or any of its committees may meet without the presence of the Executive Director, either by mutual consent or for the purposes of his or her evaluation, the setting of compensation, or any other personnel or confidential matter concerning the occupant or the position.

ARTICLE IX – FINANCIAL MATTERS

Section 2. Signatories. All checks, drafts, or other negotiable instruments of the Corporation shall be signed by such officers, ~~or~~ agents or key person(s) as the Board of Directors may from time to time designate by resolution.