



**FRIENDS OF UPTON STATE FOREST
PO BOX 258
UPTON, MA 01568-0258
BYLAWS**

Effective January 16, 2006
Amended January 25, 2010

Proposed Amendments, February 6, 2012

Preamble

Upton State Forest is located mostly in Upton, Massachusetts with parcels extending into Grafton, Hopedale, Hopkinton, Mendon, Northbridge and Westborough.

Article 1 Name

The name of this organization shall be "Friends of Upton State Forest."

Article 2 Purpose

The purpose of this organization shall be "To preserve, enhance and protect the natural and historic resources of Upton State Forest."

Article 3 Clarification of Purpose

- A. The intention of this organization is to work in partnership with state, local and other public officials to achieve our objectives. In addition we shall cooperate with other private organizations that represent users of Upton State Forest and whose goals coincide with ours.
- B. We shall respect the rights of other legal users and private property owners and encourage others to do the same.
- C. We shall respect the wildlife and other natural resources of Upton State Forest and encourage others to do the same.
- D. We shall endeavor to preserve the historic resources and buildings within Upton State Forest.
- E. We shall endeavor to educate the public about the history and legitimate uses of Upton State Forest.

Article 4 Membership

- A. Membership shall be open to all persons whose purpose and aims are in accord with our bylaws. A copy of the By-laws will be provided to all new members.
- B. All members shall agree to abide by our By-laws

C. Categories of Membership:

Individual	Adult age 18 and over
Family	Two adults with voting privileges and two children under age 18, same household
Senior	Age 65 and older
Student	Full time up to age 26
Associate	Non-voting as defined in Benefits of Membership

D. Benefits of Membership:

Full benefits shall be given to all categories with the exception of Associate.

Regular members: Satisfaction
 Newsletter
 Discount at events, work parties, ~~and~~ work shops
~~and~~ programs with fees.
~~Free attendance at programs~~
 Voting privileges (All regular categories shall have one vote except family which shall allow two)

Associate members: Satisfaction
 Newsletter
 Free admission only to programs not requiring a fee
 No voting privileges
 No discounts
~~Cannot hold a position as an officer or Director.~~

- E. A quorum of members is 14.
 F. The Founding Members are Ellen Arnold, Frank Evans, William Johnston and Joan Shanahan.
 G. A Charter Member will be any regular member (excludes Associate members) that pays their dues on or before the annual meeting in January 2007.
 H. Revocation of membership for just cause can occur with a two-thirds ballot vote of the full Board of Directors present for the following reason. Failure to act in a manner consistent with our By-laws so that harm could be caused to another person or to the reputation of the Friends of Upton State Forest.
 I. It shall be the responsibility of the membership chairman to maintain membership records and to make them available to the officers as requested.

Article 5 Dues

- A. Dues shall be paid on an annual basis. They are due in January prior to the date of the annual meeting. Failure to pay dues by April 1 shall result in a notice of lapse of membership.
 B. Dues shall be set by a majority vote of the Board of Directors. They shall be reviewed annually prior to the annual meeting. The membership will be notified of any changes in the newsletter prior to the annual meeting.

Article 6 Nominating Committee

- A. Beginning in September 2006 a Nominating Committee Chairman will be appointed by the President from the voting membership. In addition, the president will appoint two members of the Board of Directors to serve on this committee. Two other voting members will be appointed by the Nominating Committee Chairman.
- B. At the Annual Meeting in January the Nominating Committee will present a slate of officers plus ~~two~~ members at large to serve on the Board of Directors to the membership. Once this organization has a Past President, that person will continue to serve on the Board of Directors until there is another Past President. ~~in lieu of one of the members at large.~~ If the slate is unopposed the Recording Secretary will cast one vote to approve the slate. If names are presented from the floor in opposition a vote of the majority of members present will be taken for the election of any positions with opposition.

Article 7 Officers

- ~~A.~~ Officers shall be elected for a one-year term at the annual meeting in January, ~~with the exception of the current slate that will serve until January 2007.~~
- ~~B.~~ A. There shall be a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary.
- ~~C.~~ B. Duties of the officers shall be described in a separate document titled "Job Description of Officers." ~~That will be a fluid document approved by the Board of Directors.~~
- ~~D.~~ The officers will meet once a month for regular business. In alternate months the officers and Board of Directors will have a combined meeting. Other meetings may be called as necessary.
- ~~E.~~ C. ~~A quorum of officers shall be 3.~~
- ~~F.~~ D. If a vacancy occurs, the Board of Directors shall appoint a regular member to fill the position for the remainder of the term.

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Article 8 Board of Directors

- ~~A.~~ The Board of Directors shall consist of the full slate of officers, ~~one past president,~~ Chairman of Historic Resources Committee and Chairman of the Recreation Committee plus, at least, two ~~one~~ members at large. ~~Until such time as there is a past president a second member at large will serve.~~
- ~~A.~~ A. When a president steps down, they will continue to serve on the Board of Directors as a voting member until they are replaced by the next president who steps down. The Board of Directors will meet every other month at a combined officer's meeting for regular business. Other meetings shall be called as necessary.
- ~~C.~~ C. A member at large will have no assigned duties, such as the officer's, but will represent the general membership and support the Board of Directors.
- ~~D.~~ D. Each member of the Board of Directors shall have one vote.
- ~~E.~~ E. The Board of Directors may increase or decrease the number of members at large as needed to assure that the full Board is an uneven number.
- ~~F.~~ F. The Board of Directors will meet every month.
- ~~C.G.~~ C.G. A quorum of the Board of Directors shall be five, of which three have to be officers.

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~~D.H.~~ The Upton State Forest Park Supervisor, or their DCR representative, shall be a non-voting, honorary, -member of the Board of Directors.

Article 9 Committees

- A. All chairmen of committees shall be appointed by the President with the exception of the Auditor who shall be appointed by the Board of Directors.
- B. The President and Vice President shall be honorary members of all committees.
- C. The Treasurer shall be an honorary member of the Fund Raising and Membership Committees.
- D. The Chairman of a committee shall be responsible for calling meetings and overseeing the work of the committee. The chairman will give a verbal report to the officers when requested and a written report annually to the Board of Directors by November 1.
- E. All committees shall operate within guidelines set by the ~~officers~~ Board of Directors and in a manner consistent with the By-laws.
- F. The Chairmen of the Recreation Committee and Historic Resources Committee will be members of the Board of Directors.
- G. A Chairman of a committee expending money, shall submit a spending report including expenses with documentation and any funds received.

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Article 10 Treasury

- A. Oversight of the financial assets of Friends of Upton State Forest shall be the responsibility of the Treasurer.
- B. The Treasurer shall make a monthly report to the ~~officers~~ Board of Directors. This report will be available at all ~~Board of Director's General Membership~~ meetings and public meetings and will be filed for the Auditor.
- C. A full report shall be made to the membership at the annual meeting in January and will be filed for the Auditor.
- D. An annual audit will be done between December 31 and March 1. This report will be given to the Board of Directors at the March meeting. At that time acceptance of the auditor's report will be done by a majority vote of the Board of Directors present.
- E. The financial records will be made available to any officer or member upon five days notice. An immediate audit can be requested by a two-thirds vote of the Board of Directors.
- F. The Treasurer is authorized to open a checking account, ~~and~~ savings account, and certificates of deposit under the name of Friends of Upton State Forest upon approval of the Board of Directors.
- G. The fiscal year shall be January 1 through December 31.
- H. The President and Vice President may authorize monies up to ~~\$25.00~~ \$50.00 to be expended in the course of business without prior approval.
- I. Monies from \$25.01 up to \$250.00 may be expended with a prior majority vote of the officers. ~~present at a scheduled meeting.~~

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- I.
- J. Monies from \$250.01 up to \$1000.00 may be expended with a prior majority vote of the Board of Directors, ~~present at a scheduled meeting.~~
- K. Monies over \$1000.00 may only be expended by a prior majority vote of the membership, ~~present at a scheduled meeting.~~
- ~~L. The treasurer upon receipt of documentation may pay bills that have been incurred under the guidelines established in Article 10, paragraphs H, I, J and K.~~
- L. Reimbursement to members expending their own funds under Article 9, Section G and Article 10, Sections H, I, J, and K will be made upon submission of documentation to the treasurer and approval by the Board of Directors.
- M. The treasurer upon receipt of documentation may pay bills that have been incurred under the guidelines established in Article 10, paragraphs H, I, J and K.
- N. The treasurer is authorized to pursue a 501c3 non-profit status so that donors may take a legal tax deduction.
- ~~N.O.~~ The ~~treasurer is~~officers are authorized to file any documents required by law relating to the treasury, incorporated status and 501C3 status after review by the ~~officers.~~Board of Directors or the Auditor, as appropriate.
- O.P. Donations can only be made to not for profit organizations (including but not limited to the DCR) whose goals are consistent with ours. We shall not make donations to any political campaigns or as prohibited by law.
- P.Q. The Treasurer's reports and records are considered documents of the Friends of Upton State Forest and will be made available to the officers, Board of Directors and membership as requested and to the DCR and other government entities as required by law. If in the ~~course~~course of applying for a grant from a private source a treasurer's report is required it will be provided after notifying the officers.
- Q.R. No representative of the Friends of the Upton State Forest has the authority to incur debt under the name of Friends of Upton State Forest.

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Article 11 Budget

- A. The officers will develop an annual budget that will be approved by a majority vote of the Board of Directors, ~~present.~~ This budget may be amended as necessary with the approval by the Board of Directors.
- B. The Chairman of each committee requesting money for projects will have to submit a spending plan that will include a timetable.

Article 12 Fund-Raising

- A. All fund raising activities must be approved by the Board of Directors and must be consistent with our goals and by-laws and in accordance with the law.
- ~~B.~~All fund raising chairmen will be responsible for turning all money collected over to the treasurer with a report that will include expenses. All expenses will be reimbursed, ~~before the profit is reported.~~
- B.
- C. No outside company or organization will be asked or authorized to do fund raising under our name without the written consent of the Board of Directors.
- D. We will accept donations and grants from government agencies, organizations, companies and individuals. The Board member accepting a donation will notify the Treasurer will notify the Corresponding Secretary who will send a thank you letter. The wishes of anonymous donors will be respected, provided they are

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consistent with our bylaws and purpose. Anonymous donors will be known only to the person accepting the donation and to an officer in the course of their duties.-

- E. The ~~officers~~ Board of Directors can authorize grant applications from public and private sources that will further our stated objectives.

Article 13 Liability

- A. All participants in work parties and ~~some~~ selected events will be required to sign a waiver of liability that would hold harmless Friends of Upton State Forest. It shall be the responsibility of the event chairman to collect the waivers.

Article 14 By-law Amendments

- A. Any voting member may send a written request to the Board of Directors to amend the By-laws. After a two-thirds vote of the Directors present in favor, the change will be added to the agenda for the next regular scheduled membership meeting. * The membership will be notified thirty days in advance of the vote for the proposed change by email or letter for those without email.*

* Red lettering indicates changes made at the annual meeting Jan. 2010

- B. All amendments must be consistent with our purpose.

Article 15 Meetings

- A. ~~The officers will meet monthly~~ The Board of Directors will meet monthly.
- ~~B. The Board of Directors will meet on alternate months at the scheduled officers meeting-~~
- ~~C. The Annual meeting will be held as early as possible in the first quarter of the year. for voting members only and will be held in January.~~

- ~~B.~~
- ~~D.C.~~ A minimum of two public meetings per year will be held with a business meeting followed by a program appropriate to our purpose. ~~When a vote is to be held at these meetings voting members will be given a card to raise when casting their vote.~~

- ~~E.D.~~ The President and Vice President will make a schedule of membership meetings prior to the annual meeting. The Vice President will be responsible for reserving meeting space. Advance notice of meetings will be given to members.

- ~~F.E.~~ Any member wishing to attend ~~address~~ a meeting of the ~~officers or~~ Board of Directors should advise an officer in advance so that they may be included in the agenda.

Any member wishing to attend but not participate may do so without advance notice.

- ~~G.F.~~ Any officer has the authority to call an emergency Board of Director's meeting.

Article 15A Voting Methods

- A. At a previously scheduled meeting of the General Membership, with adequate notice to the members, voting will either be by voice, a show of hands or by secret

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ballot, if requested. Regular members will each have one vote. Family membership will allow two votes to be cast, with the adult members present each having one vote. Associate members do not have voting privileges.

B. The option of voting by absentee ballot or via electronic means can be explored and developed, with the final method approved by the board of Directors.

Article 16 Procedure to Disband

- A. This organization may vote to disband if the membership falls below six (6) or with a two-thirds vote of the members present of the Board of Directors.
- B. If this organization ceases to exist any assets will be disposed of in the following manner:
1. Financial assets will be distributed in accordance with our Articles of Incorporation which requires distribution for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. ~~The first option transferred to will be~~ the DCR Conservation Trust Upton State Forest Account. If the Conservation Trust ~~is~~ no longer ~~exists~~ ~~existence~~, a majority vote of the remaining members ~~present~~ shall select an appropriate 501C3 non-profit environmental or historical organization whose goals are consistent with ours to donate the funds to. Financial assets will be tallied after all obligations have been paid, including, but not limited to, expenses involved with dissolution or incurred to establish and maintain any covenants established under Article 16, Paragraph B, Section 2
 2. Any real estate or building owned by the Friends of Upton State Forest shall be disposed of by donation to the DCR or a private non-profit organization whose goals are consistent with ours. A covenant would be made that would preserve open space and/or historic resources. A covenant would be made that ~~would require~~ ~~required~~ any funds realized from a future sale to be donated as stipulated in Article 16, paragraph B, ~~and~~ section 1.
 3. Any other tangible assets (office equipment, tools, etc) ~~would~~ ~~shall~~ be donated to a local non-profit organization whose goals are consistent with ours. If more than one organization is in need it shall be done by lottery.