

## Article I: Name and Purpose

### SECTION 1. NAME

1. Formal Name of Organization: **Friends of Alley Pond Park**.
2. Informal name: Friends may be used in documents where the reference is unambiguous.
3. Nick name or initials: **FoAPP** may also be used where the reference is unambiguous.

### SECTION 2: PURPOSE

#### **Vision Statement**

The Friends of Alley Pond Park aspire to make Alley Pond Park (the “Park”) a place of natural beauty, recreation, and education, and through community involvement to enhance and preserve the enjoyment of Alley Pond Park for future generations.

#### **Mission Statement**

The mission of the Friends of Alley Pond Park is to sustain and improve the Park to benefit visitors, wildlife, and the community. We support the tradition of stewardship, history, education, recreation, and arts. We advocate for resources and best practices to ensure Park safety.

## Article II: Membership

### SECTION 1. MEMBERSHIP QUALIFICATIONS

1. Membership is open to
  - a. Individuals at least 18 years of age with an active interest in the mission and vision of **FoAPP** (see Article I, Section 2).
2. An *active member* is a member
  - a. Who has paid dues and attended at least two meetings and/or FoAPP Special Meetings and/or events in the last full year; or

- b. Who is an Officer of **FoAPP**; or
  - c. Whose absences have been excused by a majority of the Executive Committee based upon a written request from the member.
3. Active members shall have one (1) vote each to be cast during attendance at any **FoAPP** general or special meeting.
4. An *inactive member* is a member who
  - a. Meets all criteria for membership except the attendance criteria; or
  - b. Has communicated to one or more of the Officers an intent to be inactive.
5. Attendance shall refer to active or virtual participation in a meeting

## SECTION 2. MEMBER RESIGNATION AND REMOVAL

1. Any member may resign at any time by notifying one or more of the officers (in writing).
2. Any member whose express interests are opposed to the **FoAPP** mission and/or vision as set forth in Article I, Section 2 will, at the discretion of the majority of the Executive Committee, but following a discussion regarding such member at an Executive Committee meeting, no longer be considered a member and will lose all voting privileges.
3. Any member who does not adhere to the following rules of behavior may (after being given notice and an opportunity to correct such behavior) be asked to resign by vote by the Executive Committee:
  - a. Treats each other with respect and courtesy.
  - b. Does not monopolize meeting time.
  - c. Does not misrepresent the position or actions of the **FoAPP**.
4. Resignations and or removals from positions as Officers shall be handled in the same manner as described above in Article II, Section 2

## Article III: Meetings

### SECTION 1. GENERAL MEETINGS

1. General Meetings will be held at least 4 times a year. A schedule of Tentative General Meeting dates will be published quarterly, and reminders will be emailed seven (7) days prior to each general meeting. Any additional general meetings will be held on fourteen (14) days' notice.
2. The Chair shall prepare the agenda for general **FoAPP** meetings with input from **FoAPP** committee chairs. Any member may make a motion to add an item to the agenda at the general meetings. Adoption of that motion requires a second and a majority vote of active members in attendance.

### SECTION 2. Executive Committee Meetings

The Executive Committee shall be made up of the Officers listed in Article IV and the Chairs of the Committees listed in Article III Section 5.

### SECTION 3. SPECIAL MEETINGS

Special meetings may be called for group activities such as fundraising, a guest presentation, onsite inspection of some portion of the Park, or similar special events. No general business will be conducted during a special meeting, and normal rules of member participation may be waived in the discretion of the Chair. However, a general meeting may precede or follow a special meeting. Votes by email as of the Special Meeting closing date and time will be accepted.

### SECTION 4. QUORUM

1. A voting quorum is defined as at least two officers and a minimum of ten active members including the officers. Decisions of **FoAPP** shall be made by a majority vote of those active members and officers present at any meeting where a quorum is also present.
2. To conduct non-voting business or make or receive reports at least one officer must be present.

SECTION 5. COMMITTEES

1. The following committees have been formed
  - a. Conservation Committee
    - i. Establish and promote Ecological Principles and best practices in the park;
    - ii. Work with and advise other committees;
    - iii. Reduce harm to the park by protecting and beautifying the natural ecology.
  - b. Executive Committee
  - c. Finance Committee
    - i. Oversees the group’s financial obligations with support from the treasurer;
    - ii. Responsible for grants and other funds;
    - iii. Bookkeeping;
    - iv. Fundraising Committee
      1. Fundraising initiatives
  - d. Governance Committee
    - i. Responsible for developing group’s bylaws;
    - ii. Enforcing bylaws.
  - e. Outreach Committee/PR/Social Media
    - i. Will do outreach to get volunteers involved in projects and events;
    - ii. Maintain social media platform;
    - iii. Maintain an Asset Map of potential partners.
  - f. Programming Committee/Volunteer Projects
    - i. Responsible for events and beautification projects within the park;
    - ii. Responsible for programming in the park.
2. Future committees and ad hoc committees may be formed on an “as needed basis.”

3. Each committee will have a committee chair who will be part of the Executive Committee, along with the Chair, Vice Chair, Treasurer, and Secretary. The chair of the Finance Committee will be the Treasurer.
4. Committee members will recommend, research, and vote on any purchases needed to further the purpose of their committee. If the amount of the proposed purchase is \$250 or more, the committee will seek approval of the Executive Committee. If approved, this committee would make the purchase and submit the invoice or request for reimbursement to the Finance Committee.
5. All expenses shall be approved by the Finance Committee in advance.
6. The Finance Committee/Treasurer will not sign any contractual agreements on behalf of **FoAPP** for any current or future financial obligation without the approval of The Executive Committee.
7. Notwithstanding the foregoing, the Finance Committee, with the approval of the Executive Committee, is authorized to make purchases for any FoAPP purpose in amounts not to exceed available funds.

## SECTION 6. MEETING PARTICIPATION

1. Any member may request an officer to call a special or general meeting.
2. Any general or special meeting is open to the public. However, only active members are entitled to vote.
3. All actions, decisions or recommendations, including **FoAPP** reports, shall be communicated to all members via e-mail within 72 hours.
4. Communication between and among **FoAPP** members and others to facilitate resolution of issues before attending meetings is encouraged. However, important information of interest to the membership at large shall be presented to all members.

## SECTION 7. PUBLIC INVOLVEMENT

1. **FoAPP** meetings are open to the public.

2. Individuals that are disruptive will be asked to leave the meeting if they do not follow the standard of behavior noted in Article II Section 2 (#3).

## Article IV: Officers and Elections

### SECTION 1. REQUIRED OF ALL OFFICERS

1. All Officers
  - a. Must be eligible to vote, as per Article II, Section 1.
  - b. Shall hold the position for which he/she was elected for
    - i. A term of one (1) year; or
    - ii. Until a successor has been elected to complete a term.
  - c. May call and conduct meetings.
  - d. May represent **FoAPP** in receiving or delivering reports and communications.
2. An officer may hold no more than two **FoAPP** positions simultaneously.
3. All officers will be authorized signatories on **FoAPP's** checking account and all checks will be signed by two officers.

### SECTION 2. SPECIFIC DUTIES OF EACH OFFICER

1. The **Chair** is responsible for the overall functioning of the **FoAPP**. The Chair is responsible for:
  - a. Developing meeting agenda with input from membership;
  - b. Arranging for speakers and/or presentations; and
  - c. Assisting incoming Chair in whatever manner possible.
  - d. Invited, but not required, to attend all Committee Meetings
2. The **Vice Chair** is responsible for:
  - a. Conducting meetings in the absence of the Chair;

- b. Developing a meeting agenda with input from membership when informed that the Chair will be unavailable; and
  - c. Assisting the Chair in whatever manner possible.
3. The **Secretary** is responsible for ensuring the **FoAPP** activities are properly recorded and shall:
- a. List the names of all attendees in the minutes of each meeting;
  - b. Record the deliberations, actions, and results of any votes taken in the minutes of each meeting as group actions, avoiding calling out individual attendees, **FoAPP** members and officers, unless specifically requested. Exceptions would be that makers of motions and the member who seconds it, would be listed in the minutes.
  - c. Record the names of individuals making reports and given assignments.
  - d. Record the date that assignments are due.
  - e. Provide the Chair with copies of meeting minutes and reports.
  - f. Maintain all minutes, records, and files and pass these to incoming Secretary.
  - g. Bringing to each general meeting the minutes of the prior general meeting
  - h. Assist incoming Secretary in whatever manner possible.
4. The **Treasurer** is responsible for ensuring that **FoAPP** financial records are kept up to date and accurate and is automatically a member of Finance Committee. Specifically, the Treasurer will:
- a. Record all receipts and disbursements of **FoAPP** funds;
  - b. Write checks as directed by vote at a general meeting;
  - c. Checks will require the signatures of two Officers, and all Officers will be designated as Signatories to our checking account;
  - d. Establish and publish to Members appropriate financial protocols;
  - e. Maintain and as necessary make available to the Executive Committee a list of dues paid members; and
  - f. Produce an Annual Financial Status of **FoAPP**.

## SECTION 3. ELECTIONS

Only voting members as defined in Article II, Section 1, shall be qualified to hold an elected or appointed position of **FoAPP**.

1. Elections of officers will be held once a year at the May Annual Meeting.
2. Elections will be announced at least 2 months prior to the scheduled election meeting.
3. Nominations will be made from the floor during the election meeting.
4. Nominations will require a second.
5. To be elected requires a majority vote of voting members present at the meeting.
6. Committee Chairs will be separately elected by members of each Committee at approximately the same date.

## Article V: Finances

### SECTION 1. DUES

There will be an initial yearly dues/membership fees \$20 charged for the first year. After the first year, the amount of the ongoing annual dues will be established by the Executive Committee. The Executive Committee has discretion to waive dues under appropriate circumstances.

### SECTION 2. FUNDRAISING

Activities to raise funds for **FoAPP**'s use may be held if approved by the **FoAPP**'s voting membership and will be overseen by **FoAPP**'s Fund Raising Committee members and officers.

### SECTION 3. PAYMENT OF INVOICES

1. The reimbursement voucher or payment voucher needs to be completely filled out and submitted to the Finance Committee within 14 days of the purchase.

2. In addition, the original receipts need to accompany the voucher. The receipt needs to be marked paid and have the vendor's name and address, along with the items purchased and their cost.
3. If this was a credit card purchase, attach a credit card statement showing the charge in the statement for credit purchases.
4. SECTION 4. BUDGET
  1. At the Annual Meeting the Treasurer will present the next year's proposed Budget for adoption by majority vote of the voting members.

## Article VI: Conflict of Interest

### SECTION 1. DEFINITION

A conflict of interest exists for a member whenever the member holds a personal financial interest which will be impacted by the actions or inaction of the **FoAPP**.

### SECTION 2. DECLARATION OF CONFLICT OF INTEREST

Whenever a member determines that he has a conflict of interest relating to an item under discussion, that member must inform **FoAPP** members and officers hearing the discussion that the conflict of interest exists.

### SECTION 3. ABSTENTION FROM VOTING

Members shall not vote on matters in which they have a conflict of interest.

## Article VII: Grievance Procedure

### SECTION 1. AFFECTED INDIVIDUAL OR GROUP

Any individual or group that alleges adverse impact by a decision or policy of the **FoAPP** may submit a written complaint to any officer, and all such complaints shall be presented to the General Membership at the next General Meeting.

## SECTION 2. RECEIPT OF COMPLAINT

Upon receipt of a written or e-mailed complaint, addressed to an officer or **FoAPP**, the officer shall

1. Acknowledge receipt of the complaint;
2. Promptly arrange a meeting of the **FoAPP** officers to be held within 7 days of receipt of the complaint to
  - a. Review the complaint; and
  - b. Determine **FoAPP**'s appropriate course of action.
3. Within thirty (30) days of receipt of a complaint, **FoAPP** shall respond in writing to the complainant.

## Article VIII: Youth Policy and Provisions

FoAPP shall encourage and support the safe participation in events by people of all ages, including individuals under 18 years of age ("youth"), and shall maintain a culture of Youth Protection awareness and safety through a combination of the following:

1. FoAPP shall establish a permanent Youth Committee, which shall be represented on the Executive Committee.
2. FoAPP events shall be organized so as to be fully covered by relevant liability insurance policies maintained by the NYC Parks Department ("NYC Parks") and/or the Partnership for Parks ("PFP").
3. All FoAPP members are encouraged to take youth protection training through Scouting USA, or similar youth protection training, and to provide FoAPP with certification of such training.
4. FoAPP requires that a minimum of two adults (one of whom must be a youth protection "trained" member of FoAPP, who has provided FoAPP with their training certification) be physically present for any in-person interaction with youth.
5. With respect to written communications regarding FoAPP, adult members of FoAPP shall not communicate in writing (email, text, etc.) with any youth without copying both a parent or legal guardian of such youth, where contact information for such parent or legal guardian is known, and a member of the Executive Committee of FoAPP.
6. Adult members of FoAPP will avoid all unnecessary communications with youth participants except as provided herein.

7. Youth participation in a FoAPP event requires presentation to FoAPP of a written permission slip, signed by a parent or legal guardian of such youth. Such permission slip shall (a) state that the youth has permission to participate in the event; (b) include current contact information for the parent or legal guardian; and (c) authorize medical treatment for the youth participant.

## Article IX: Adoption and Amendments

Proposed amendments to these bylaws will be announced by e-mail two months prior to the scheduled bylaw meeting with proposed amendments attached to the e-mail. (Bylaw meetings are special meetings pursuant to Article III, Section 3.)

1. The proposed bylaws and changes will be read at the general meeting held prior to the scheduled bylaw meeting.
2. A motion to adopt a proposed amendment will require a second.
3. To be adopted, amendments will require a two-thirds vote of voting members present at the meeting.