

LAKE GEORGE BATTLEFIELD PARK (FORT GEORGE) ALLIANCE

CONSTITUTION AND BY-LAWS

(Revisions Approved by the Membership, August 18, 2018, August 21, 2021, August 19, 2023, August 15, 2026)

Article I. Name and Offices

The name of this organization shall be "Lake George Battlefield Park (Fort George) Alliance." The "Lake George Battlefield Park (Fort George) Alliance," hereinafter referred to as the "Alliance," shall be a not-for-profit 501(c)3 corporation operating under a Certificate of Incorporation issued by the Regents of the University of the State of New York. The offices of the Alliance are located at: 75 Fort George Road, Lake George, New York 12845. The mailing address of the Alliance shall be P.O. Box 26, Lake George, New York 12845.

Article II. Purposes

The purposes of the Alliance shall be:

1. To advocate for the historic preservation, conservation, interpretation and associated appropriate maintenance, improvement and development of the Lake George Battlefield Park and its structures, administered by the New York State Department of Environmental Conservation, together with satellite sites historically connected to the Lake George Battlefield Park including, but not limited to, the sites of the Bloody Morning Scout/Col. Williams Obelisk, Fort Gage and the Submerged Heritage Preserves located within the waters of Lake George.
2. To foster, encourage and promote an increased awareness, interest, appreciation and deeper understanding of Lake George Battlefield Park together with satellite sites historically connected to the Lake George Battlefield Park including, but not limited to, the sites of the Bloody Morning Scout/Col. Williams Obelisk, Fort Gage and the Submerged Heritage Preserves located within the waters of Lake

George, and their significance to the history of the Lake Champlain/Lake George Corridor, the Adirondacks Region, the State of New York, and the United States, Canada, and Europe.

3. To conduct educational programs, services and activities in keeping with the historic nature of the Lake George Battlefield Park together with satellite sites historically connected to the Lake George Battlefield Park including, but not limited to, the sites of the Bloody Morning Scout/Col. Williams Obelisk, Fort Gage and the Submerged Heritage Preserves located within the waters Lake George, for its members and the public at large. This includes operating a Lake George Battlefield Park Visitors Center as authorized by the New York State Department of Environmental Conservation.

4. To support archaeological and historical research regarding the Lake George Battlefield Park together with satellite sites historically connected to the Lake George Battlefield Park including, but not limited to, the sites of the Bloody Morning Scout/Col. Williams Obelisk, Fort Gage and the Submerged Heritage Preserves located within the waters of Lake George.

5. To develop a volunteer initiative to support the Lake George Battlefield Park together with satellite sites historically connected to the Lake George Battlefield Park including, but not limited to, the sites of the Bloody Morning Scout/Col. Williams Obelisk, Fort Gage and the Submerged Heritage Preserves located within the waters of Lake George.

6. To conduct fund-raising activities, including the solicitation, receipt and administration of grants, gifts, donations and other forms of financial support (loans excepted).

7. To acquire, either by unrestricted gift or purchase, objects, equipment, supplies and other personal property and real property; and to hold and convey interests in personal property (artifacts excepted) and real property for the benefit of the Lake George Battlefield Park. All artifacts acquired and or

loaned from the State of New York for the benefit of the Lake George Battlefield Park shall be conveyed back to the State of New York; and

8. To otherwise promote, preserve, conserve, interpret, maintain, improve, develop, secure and publicize the historic significance of Lake George Battlefield Park together with satellite sites historically connected to the Lake George Battlefield Park including, but not limited to, the sites of the Bloody Morning Scout/Col. Williams Obelisk, Fort Gage and the Submerged Heritage Preserves located within Lake George, for the benefit of the local community, the general public, and posterity.

Article III. Membership

1. MEMBER QUALIFICATIONS: Any person or organization interested in the purposes of the Alliance shall be considered eligible for membership and shall, upon applying and paying the dues specified for the chosen member classification, become a member of that classification.

2. CLASSIFICATION OF MEMBERSHIP: Members shall be classified as either personal or institutional/business. Personal memberships are classified as Paid for Life , Student (25 years or younger enrolled in a full-time educational program), Senior, Individual, or Family (parents, and their children under 18 years of age). Organizational memberships are classified as Patron / Institutional and Businesses.

3. DUES: Our dues cycle begins on April 1 each year. A dues notice will be mailed to the membership prior to April 1. If needed, a second notice will be mailed in June and again in September each year. Members in arrears for more than six months after payment is due shall expire from membership rolls after written notification is communicated. Lifetime memberships are limited to individual persons making application for such a membership and making a one-time dues payment of \$750. Annual dues for each other classification of membership shall be as follows:

Lifetime -	\$750
Business -	\$150
Patron / Institutional -	\$100
Family -	\$50
NFP/Educational -	\$35
Individual -	\$35
Senior (65+) -	\$25
Student-	\$15

Gifts to the Alliance's fund-raising campaigns shall be considered donations separate from member dues. Such annual fund donations shall not change the membership category of the donor.

4. DUES PAYMENTS FOR NEW AND REINSTATING MEMBERS: New members paying dues in the first six months of a membership year shall be considered members in the Alliance during that membership year only. New members paying dues in the second six months of a membership year shall be considered members in the Alliance during the remainder of that membership year and the subsequent membership year. Prior members reinstated during the last six months of a membership year will only have those dues apply to the current year membership.

5. VOTING RIGHTS OF MEMBERS: Any person, other than persons enrolled under a Family membership, who is a member in good standing (dues not delinquent) and who is at least 18 years or older shall have one vote in meetings of the members of the Alliance. Only one person who is 18 years or older and who is enrolled under a Family membership may vote on behalf of that membership. Organization members may exercise their voting rights by either written designation of a representative forwarded to the

Secretary no less than 15 days prior to the meeting at which a vote is to be taken or by presentation of the written designation prior to the commencement of the meeting. No other person or persons claiming to represent such a member organization shall be entitled to vote for said organization.

6. PROPERTY RIGHTS OF MEMBERS: No member shall have any right to or interest in the property or assets of the Alliance.

Article IV. Membership Meetings

1. . ANNUAL MEETINGS: The annual membership meeting of the Alliance shall be held each year at either the Lake George Battlefield Park, Lake George, New York, or other location within the Town/Village of Lake George, New York on a day and at a time as shall be designated by the Board of Trustees and specified in the notice of such meeting. The business of the Annual Meeting shall include the election of Trustees, the delivery to the membership of the Trustees & annual report as required by law, a membership report that includes the number of members as of the date of the report and the increase or decrease in members since the last annual membership report, and such other business as may properly come before the meeting.

2. SPECIAL MEETINGS: The Board of Trustees may call special meetings of the membership at any time. All special meetings of the membership shall be held at a time and place to be determined by the Board of Trustees and as specified in the notice of the meeting. The Board of Trustees, upon receipt by the Board of a written request to hold a special meeting from at least fifteen percent (15%) of the membership currently in good standing, shall call a special meeting of the members. A written request for the call of a special meeting of the membership shall specifically state the business to be conducted at the special meeting and only that business and such other business as the Board of Trustees may specify in writing in the notice of said meeting shall be conducted at said special meeting.

3. NOTICE: Notice of the Annual Meeting or Special Meetings of the membership shall specify the place, date and hour of the meeting, and it shall be electronically mailed (emailed) to each member entitled to vote at the meeting to that member's email address as set forth in the records of the Alliance as maintained by the Secretary. For those members entitled to vote at the meeting who do not have an email address recorded in the records of the Alliance as maintained by the Secretary, the meeting notice shall be mailed via First Class US Mail to that member's address as set forth in the records of the Alliance as maintained by the Secretary. Such notices shall be mailed not less than twenty (20) days or more than forty (40) days before the meeting date.

4. QUORUM: At any Annual or a Special Meeting of the membership, ten percent (10%) of the voting members of the Alliance, present in person, shall constitute a quorum.

5. VOTING: Each member present, in person, at any Annual or Special Meeting is entitled to one vote on each matter submitted to the membership. A majority of the members present and voting carries the proposed motion.

6. DATE OF DETERMINATION OF VOTING RIGHTS: The record date for the purpose of determining the members entitled to notice and to vote at such a meeting shall be the fortieth (40th) day prior to the date of the meeting. Applications for membership or renewals of membership accompanied by the appropriate dues that are forwarded to the Chair of the Membership Committees or Secretary via US Mail clearly postmarked no later than midnight on the fortieth (40th) day prior to the meeting shall be considered as being filed within the record date. Consideration will be given to the members who renew prior to the meeting, at the discretion of the Trustees.

7. VOTING LIST: The Secretary shall keep a current, complete and accurate record of all members entitled to vote and to receive meeting notices.

8. STATE REPRESENTATION: Notice of the annual meeting or special meetings of the membership shall be forwarded to the Historic Preservation Officer and the Region 5 Operations Supervisor, New York State Department of Environmental Conservation, in the same manner and form as set forth in Section 3 above.

Article V. Trustees

1. TRUSTEE NUMBER AND QUALIFICATIONS: The Trustees of the Alliance shall number no fewer than seven and no more than nine. All Trustees of the Alliance shall be voting members in the Alliance or duly qualified voting representatives of organizations that are members in the Alliance.

2. OFFICERS: The Officers of the Alliance shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be Trustees of the Alliance but not count in the numbers noted in Section 1 above.

3. BOARD OF TRUSTEES: The Officers and Trustees shall constitute the Board of Trustees.

4. TERM OF OFFICE: The President, Vice President and Secretary shall be elected for a term of one year; the Treasurer and all other board members shall be elected for a term of three years. It is expected that all Trustees will take an active role in Alliance business. Re-election to an office or Trustee position will not be automatic but require a commitment to the business of the Alliance.

5. ELECTION OF TRUSTEES: (See Section VII. 3, "Nominations") Each election shall be decided by a majority of votes verbally cast by the membership present who are duly authorized to vote. Officers and the other Trustees so duly elected shall be installed at the close of the annual meeting at which they are elected.

6. VACANCIES: In the event of a trustee resignation, incapacity or dismissal, the vacancy may be filled by a vote of the Board of Trustees for a qualified person to fill such vacancy until the next annual meeting of the membership, when such vacancy shall be filled by election for the unexpired term of office.

7. POWERS: All power and authority of the Alliance shall be vested in the Board of Trustees and the committees thereof, and all or any part of such authority may be delegated to such committee of the Board of Trustees as the Board from time to time may determine or this constitution and by-laws so designates.

8. PROPERTY AND ASSETS: All property and assets of the Alliance shall be subject to the control of the Board of Trustees.

9. COMPENSATION: No compensation shall be paid to the Officers, Trustees, appointees and/or committee members for their services while serving in their respective corporate capacities.

10. REIMBURSEMENT: Trustees and committee chairs may be reimbursed for travel and actual expenses necessarily incurred by them in performing duties on behalf of the Alliance, except for their attendance at regular and special meetings of the membership, the Board of Trustees and committees of the Corporation, at the direction of the Board of Trustees.

11. MEETINGS: Regular and special meetings of the Board of Trustees shall be held at such time and place, as the Board of Trustees or the President shall from time to time determine, but such meetings shall be held no less than semi-annually.

12. NOTICE: Notice of the place, date, and hour of every meeting of the Board of Trustees shall be delivered by First Class mail or electronic mail (email & text) not less than ten (10) nor more than twenty (20) days before the meeting, to each Trustee at his or her notice address as set forth in the records of the Alliance.

13. PERSONAL ATTENDANCE BY CONFERENCE ELECTRONIC COMMUNICATION: Any one or more members of the Board of Trustees may participate in a meeting of such board, with the consent of all members of such Board present in person at such meeting, by means of a conference telephone or similar 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 the meeting.

14. QUORUM: A quorum shall consist of fifty percent (50%) of Trustees. If less than a quorum is present, at any meeting, the meeting may be adjourned to a time and place determined by those Trustees present in person.

15. STATE REPRESENTATION: Notice of the Regular and Special Meetings of the Board of Trustees shall be forwarded to the Historic Preservation Officer and the Region 5 Operations Supervisor, Department of Environmental Conservation, State of New York in the same manner and form as set forth in section 12 above.

16. ACTION AGAINST OFFICER or TRUSTEE: Based upon a proven allegation(s) of the neglect of, failure to perform or other violations of his/her duties or the Alliance Code of Conduct (See Article X, Section 6), adverse action may be taken against any officer or trustee up to and including termination of Board membership. Any individual may present such allegation(s) to an Alliance officer who shall promptly inform the President (or the Vice President should the President be the subject of the allegation(s)) of such allegations who shall then direct, as soon as possible, the Vice President to conduct an investigation into the allegation(s) and present his/her facts and findings to the full Board as soon as practicable. The officer/trustee who is the subject of the allegation(s) shall be notified in writing of the allegation(s) against him/her and be allowed to respond in writing and to address the Board at a Special Meeting called to discuss and determine if any adverse action(s) are to be taken against the

officer/trustee as a result of the allegation(s). A vote of 2/3 of the Board shall be necessary to determine what, if any, adverse action is to be taken against the officer/trustee.

Article VI. Officers

1. **PRESIDENT:** The President shall be the Chief Executive Officer of the Corporation having general supervision of the affairs of the Alliance and the responsibility for carrying out the policies of the Board of Trustees. Those policies are published in writing and maintained in the records of the Corporation as maintained by the Secretary in a Policy and Procedures Notebook. The President shall preside at all meetings of the members and the Board of Trustees. The President shall be a member ex-officio of all committees except the Nominating Committee. He or she, however, is not obligated to attend meetings of the committees and is not counted in determining if a quorum is present at committee meetings.

2. **VICE-PRESIDENT:** The Vice President shall in the absence or incapacity of the President perform the duties of the President. The Vice President shall assume the duties of the President in the event of resignation or removal of the President. The Vice President shall be the Chair of the Audit Committee

3. **SECRETARY:** The Secretary shall keep the minutes of the membership and the Board of Trustees meetings, shall serve notice to the membership and Board of Trustees of scheduled meetings and all other matters as these bylaws direct. The Secretary shall maintain official records and documents of the Alliance as the Board of Trustees shall direct and as set forth in the Policies and Procedures Notebook. The Secretary shall attend to such correspondence as may be assigned and shall perform all the duties incidental to the office of Secretary. The Secretary shall collect dues and maintain a membership list showing each member's classification of membership, dues status, mailing address and email address. The Secretary shall render membership reports at each Board of Trustee meeting and an annual membership report to the membership at annual meetings. The Secretary shall turn over all dues collected to the Treasurer in a timely manner.

4. TREASURER: The Treasurer shall have general supervision over the care and custody of the funds of the Alliance and shall deposit, or cause to be deposited, the same in the name of the Lake George Battlefield Park Alliance in such financial institution(s) as the Board of Trustees shall designate. He or she shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements. He or she shall render, or cause to be rendered, such financial reports as may be required by law (Federal and State of New York), a financial statement for the previous fiscal year to the membership at its annual meeting and such financial statements as may be required by the Board of Trustees. He or she shall perform such other duties usually performed by Treasurer of a not-for-profit corporation.

5. No member shall hold more than one office at a time.

Article VII. Committees

1. The Board of Trustees may choose to establish the following committees to do specific tasks for the organization on an annual basis.

2. AUDIT: The Audit Committee shall consist of the Vice President as Chair and two Trustees. At the end of each fiscal year, it will be the Committee's responsibility to review all financial books, records, and investment accounts of the Alliance, as well as State and Federal document filings, to determine their accuracy and compliance with internal controls, policies and procedures and regulatory requirements. The Committee may recommend additional controls or amended procedures if appropriate. Upon their review, the Committee shall issue an Annual written report to the Board and Finance Committee summarizing their findings and recommendations.

3. NOMINATIONS: The Nominations Committee shall consist of not less than three (3) nor more than (5) members of the Alliance or duly qualified voting representatives of organizations that are members in the Alliance. The Board of Trustees shall appoint the members of the Nominations Committee and its Chairperson. This committee shall submit to the annual meeting of the membership nominations for all

vacancies on the Board of Trustees. If a vacancy should occur on the Board of Trustees mid-term, the Board of Trustees may call upon the Nominations Committee to nominate a qualified person for his or her temporary appointment. The names of the nominees are to be reported on by the Nominations Committee at the annual meeting of the membership shall be included in the notice of the annual meeting. Before the election of each officer or trustee at the annual meeting of the membership, additional nominations from the floor shall be permitted. Nominees must have agreed to serve on the Board of Trustees in the capacity for which they are to be nominated prior to being included in the notice of the annual meeting or if being placed into nomination from the floor at the annual meeting.

4. MEMBERSHIP: The President, with the approval of the Board of Trustees, may appoint the Chairperson of the Membership Committee. The Chairperson will then choose and appoint the other committee members from the membership in the Alliance to the number, as he or she deems necessary. The Membership Committee is responsible for membership drives, processing new members and turning over the names and addresses (mail and email) of the new members to the Secretary for the Alliance's membership records and for the turning over of dues collected to the Treasurer.

5. FINANCE: The President, with the approval of the Board of Trustees, may appoint the Chairperson of the Finance Committee. The Treasurer shall be an ex-officio member of the Finance Committee. The Chairperson will then choose and appoint the other committee members from the membership in the Alliance to fill a committee of five (5) persons, Chairperson and Treasurer included, or more as he or she deems necessary. The Finance Committee shall prepare an annual fiscal year budget with the assistance of all officers and committee chairpersons of the Alliance. The budget so prepared for the subsequent fiscal year shall be submitted to the Board of Trustees for its approval at its fall or early winter meeting annually. The Finance Committee is responsible for fund-raising, except dues collecting, and other like activities. The Finance Committee shall monitor the operation of the approved budget throughout the year and shall advise the Board of Trustees of required adjustments or actions as may be necessary.

6: COMMUNICATIONS: The President, with the approval of the Board of Trustees, may appoint the Chairperson of the Communications Committee. The Chairperson will then choose and appoint the other committee members from the membership in the Alliance to the number, as he or she deems necessary. This committee is responsible for planning, organizing, coordination and otherwise carrying out the publication of a newsletter to the Alliance membership at least twice a year, issuing news releases, serving as spokesperson for the Alliance with the media and maintaining an Alliance web site. The committee may publish on behalf of the Alliance other publications as may be approved by the Board of Trustees.

7. CURATION: The President, with the approval of the Board of Trustees, may appoint the Chairperson of the Curation Committee. The Chairperson will then choose and appoint the other committee members from the membership in the Alliance to the number as he or she deems necessary. This committee is responsible for the planning, selection, organizing, and care of the Alliance collections and exhibits at the Lake George Battlefield Park Visitor Center.

Article VIII. Audit

The Treasurer's books, vouchers and records shall be audited by the Audit Committee on an annual basis within 60 days of the Treasurer completing his annual filings. The Audit Committee should then make a report to the Board of Trustees and Membership regarding its findings. If the Alliance controls assets \$100,000 or greater, the Audit Committee will select and work with a qualified certified public accountant for the annual audit.

Article IX. Fiscal and Membership Year

The fiscal year shall be from April 1 through March 31, consistent with the fiscal year of the State of New York. The membership year shall be the same as the fiscal year.

Article X. Additional Miscellaneous Items

1. The Alliance shall be a nonstock corporation organized and operated primarily for educational purposes, and no part of the net earnings of the Alliance shall inure to the benefit of any individual; and no officer, member, or employee of the Alliance shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for service.

2. Notwithstanding any other provision of these By-laws, the Alliance shall not carry on any other activities not permitted to be carried out (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3. No substantial part of the activities of the Alliance shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue code section 501(h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the Alliance has chosen to utilize the benefits authorized by the statutory provision) and the Alliance shall not participate in or intervene (including publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

4. CONFLICT OF INTEREST: All Officers, Trustees, appointees and employees of the Alliance shall perform their duties in good faith and will take no action not in the best interest of the Alliance. In any circumstance in which an Officer, Trustee or appointee might have, or appear to have, a conflict of interest between his or her personal interest and that of the Alliance, such conflict or apparent personal interest shall be promptly disclosed to the Board of Trustees. Trustees, appointees and staff of the

Alliance shall use all efforts to avoid all true conflicts of interest, and even the appearance of a conflict of interest, between the personal interest of these individuals and the interests of the Alliance.

5. WHISTLEBLOWER: All Alliance stakeholders, be it officers, trustees, members, employees, contractors, vendors or any other person, must report observing or hearing of anything illegal or unethical happening within the organization whether intentionally or unintentionally, to an uninvolved Officer or Trustee of the Board of Trustees. Such reporting will be strictly anonymous. The Officer or Trustee will report said information to the President or, if he/she is the subject of the report, the Vice President of the alliance for further action.

6. CODE OF CONDUCT: Alliance Trustees and Officers will treat all employees, volunteers, community members and all others with respect, courtesy and dignity. Trustees should be respectful of ethnic, national and cultural differences. All Trustees and Officers shall not harrass, bully or mistreat any individual. All such inappropriate behavior is subject to disciplinary action up to and including termination from the Board. (See Article V, Section 16).

Article XI. Corporate Representative

The Commissioner of Education, State of New York shall be the representative and designated agent of the Alliance upon whom legal process regarding any legal action or proceeding against it may be served.

Article XII. Dissolution

1. The Alliance may be dissolved upon recommendation of the Board of Trustees and approval by two-thirds of the members present at an annual meeting or a special meeting called for that purpose.

2. Upon dissolution of the Alliance, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Alliance, dispose the remaining assets of the Alliance exclusively for one or more exempt purposes, within the meaning of section 501(c)3 of the Internal Revenue code of 1986

or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in a judicial district where the principal office of the Alliance is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purpose, as said Court shall order.

Article XIII. Amendments

These Bylaws may be amended or repealed in whole or in part by the affirmative vote of two-thirds of the members present and voting at any duly constituted annual or special membership meeting at which a quorum of the membership is present provided that the exact wording of such amendment to be voted on is included in the notice of such meeting.

Article XIV. Parliamentary Procedure

The procedures and order of business governing all meetings of the Alliance, its members, trustees and committees shall be that contained in the latest edition of "Roberts Rules of Order Newly Revised" except in such cases as are governed by these By-laws.