

The Schoharie Land Trust Steering Meeting met at 7:30 PM on 17 July 1990 at the Cobleskill Library

The following members were present:

Elliott Adams	Catherine Harwood
Michael Hoffman	Dan Kelly
Steve Larson	Mary Jo O'Donnell
John Townsend	Karl Westphal
Ken Hotopp	

By consent the following were appointed to the Board of Directors, their term to start now and to run until the certificate of incorporation is filed:

Bob Smith
John Townsend
Mary O'Donnell
Ken Hotopp
Chris Braley

It was agreed to change the draft bylaws the versions are as follows:

Article II: Section 1: PURPOSES. The corporation is a not-for-profit corporation organized exclusively for the following charitable and educational purposes:

- (a) To promote the preservation and protection of agricultural, scenic, forest, natural, recreational, and open space land; (b) To increase community appreciation and understanding of the importance of agricultural lands and rural communities, and the natural environment. (c) To employ innovative methods of conserving and using land including, but not limited to, the acquisition, holding, sale, and management of property, conservation easements, and other real property interests;

Article III: Section 5. NOTICE OF SPECIAL MEETINGS. Notice of the place, date, time, and purpose of each special meeting shall be given to every member by mail not less than ten nor more than sixty days before the meeting, except if the purpose of the special meeting

is to amend the bylaws, in which case notice shall be mailed to all members at least thirty and not more than sixty days before the meeting.

Article III: Section 6. VOTING. At any meeting of the members, the voting members present shall constitute a quorum. There shall be no vote by proxy. Each member shall have one vote.

Article IV: Section 2. ELECTION. Directors shall be elected by the members at the annual meeting. During the first year of operation one third of the authorized number of directors shall be elected for terms of one year, one third shall be elected for terms of two years, and one third shall be elected for terms of three years. Thereafter, directors shall be elected to three-year terms at each annual meeting. Directors shall not serve more than two consecutive three year terms.

page

3

Article V. Section 1. OFFICERS. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. All officers shall be directors and shall be elected by the membership at the Annual Meeting. Officers shall be chosen annually. When a vacancy occurs the board shall appoint a replacement to serve until the next annual meeting. The Board may from time to time appoint officers as it deems necessary and may fill vacancies that occur.

Article V: Section 4. COMMITTEES. The Board of Directors may appoint such other committees of members and/or directors as it deems necessary to implement the purposes of the corporation. The Board may authorize committees to exercise any powers of the

Board.

Article V: Section 5. NOMINATING COMMITTEE. At least thirty days prior to the annual meeting the President shall appoint a committee to nominate persons for the officer and director positions.

Article VII. AMENDMENTS These Bylaws may be amended by a two-thirds vote of the membership present at the annual meeting or at a special meeting called to amend the bylaws, provided that notice of the nature of the proposed amendment has been mailed to members at least thirty days in advance of the meeting.

The next meeting is to be at the Cooperative Extension office from 8:00 PM to 10:00 PM.

Elliott D. S. Adams
Recording Secretary,

pro tem.