



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

Effective January 16, 2006

**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  
 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

- 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. 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 serve on the Board of Directors 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. There shall be a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary.
- C. 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. A quorum of officers shall be 3.
- F. If a vacancy occurs the Board of Directors shall appoint a regular member to fill the position for the remainder of the term.

### **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 one member at large. Until such time as there is a past president a second member at large will serve.
- B. 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. A quorum of the Board of Directors shall be five.
- D. The Upton State Forest Park Supervisor shall be a non-voting 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 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.

**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. This report will be available at all Board of Director's 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 under the name of Friends of Upton State Forest.
- G. The fiscal year shall be January 1 through December 31.
- H. The President and Vice President may authorize monies up to \$25.00 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.
- 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.
- M. The Treasurer is authorized to pursue a 501C3 non-profit status so that donors may take a legal tax deduction.
- N. The treasurer is authorized to file any documents required by law relating to the treasury, incorporated status and 501C3 status after review by the officers.
- O. 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. 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 of applying for a grant from a private source a treasurer's report is required it will be provided after notifying the officers.
- Q. 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.

**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 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.
- 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 from government agencies, organizations, companies and individuals. The Treasurer will notify the Corresponding Secretary who will send a thank you letter. The wishes of anonymous donors will be respected.
- E. The officers 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 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 annual meeting in January. The membership will be notified in the newsletter prior to the annual meeting.
- B. All amendments must be consistent with our purpose.

### **Article 15                      Meetings**

- A. The officers will meet monthly.
- B. The Board of Directors will meet on alternate months at the scheduled officers meeting.
- C. The Annual meeting will be for voting members only and will be held in January.
- D. 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. 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 will be given to members.
- F. Any member wishing to attend 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.
- G. Any officer has the authority to call an emergency Board of Director's meeting.

**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 transferred to the DCR Conservation Trust Upton State Forest Account. If the Conservation Trust is no longer in 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.
  - 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 required any funds realized from a future sale to be donated as stipulated in Article 16, paragraph B, section 1.
  - 3. Any other tangible assets (office equipment, tools, etc) would 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.