

CATSKILL LANDOWNERS ASSOCIATION

BY LAWS

ARTICLE 1

Name and Purposes

Section 1: Name The name of the Corporation is Catskill Landowners Association, Inc.

Section 2: Purposes The purposes for which the Corporation is to be formed are to bring together an association of landowners dedicated to the proposition that enlightened private stewardship has and will continue to provide a most effective method of preserving the aesthetic and environmental integrity of lands in the Catskill region; to develop better communication among its members on issues of common concern, and to promote broader understanding of the important role of responsible private landowners in the sound management and conservation of natural resources in the Catskills; to endorse the State's efforts to preserve the overall natural character of the Catskills for future generations, and to support the enactment and to support the enactment of state laws and policies which protect the forest preserve, as well as respect the rights of responsible private property ownership; to protect private property rights of owners who manage their properties in accordance with sound environmental practices, to have the general power set forth in Section 202 of the Not-for-Profit Corporation Law; and to do any other act or thing incidental to or in advancement of the foregoing purposes, but not for pecuniary profit or financial gain of its members, directors or officers except as permitted under Article V of the Not-for-Profit Corporation law.

Section 3: Office The office of the Corporation shall be located in the County of Onondaga, New York. The Corporation may also have offices at such other places located within and without the State of New York as the Board of Directors may determine.

ARTICLE II

Membership and Meetings

Section 1: Membership The members of the Corporation shall consist of all existing members who have paid current dues and all persons or clubs who are hereafter elected to membership by vote of the Board.

There shall be two classes of membership: Individual and Club. All members are entitled to (1) vote; (2) receive ongoing information; and (3) have access to certain support services and other assistance in the resolution of future regulatory and acquisition issues impacting the use and ownership of their properties.

Section 2: Registration of Members Any member may withdraw from the Corporation by presenting to the Secretary a written statement of resignation.

Section 3: Annual Meetings of Members An annual meeting of members for the election of directors and the transaction of such other business as properly may come before it shall be held at the office of the Corporation on the third Saturday during the month of July, at 10:00 a.m. or at such other place and time as agreed upon by a majority of the Board of Directors.

Section 4: Special Meeting Special meetings of the members may be called by the President at any time. Special meetings shall be called by the President or Secretary at the request in writing of a majority of the Active Members, or a majority of the Board of Directors. Only business specified in the notice of meeting shall be transacted at any special meeting except that any business may be transacted at a special meeting, notice of which is duly waived by all Active Members.

Section 5: Notice of Meetings Notice of the annual or any special meeting of members shall be given in the manner required by law and by mailing a copy of the notice of such meeting not less than ten (10) nor more than forty (40) days prior to the date fixed for such meeting to each Active Member of the Corporation at this address as shown by the records of the Corporation.

Section 6: Waiver Meetings of the members may be held at any time and at any place, and for any purpose, upon waiver of notice in writing by every Active Member.

Section 7: Voting Every member of the Corporation shall be entitled to one vote.

Section 8: Proxies Each Active Member of the Corporation may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it.

ARTICLE III

Directors

Section 1: Duties and Number of Directors The property, affairs, and management of the Corporation shall be vested in and controlled by the Board of Directors. There shall be six Directors, unless that number be changed by vote of the majority of members. There shall not be fewer than six or more than twelve Directors.

Section 2: Election and Term The initial Board of Directors named in the Certificate of Incorporation shall serve until the first annual meeting of the Directors. At that meeting, Directors shall be elected in numbers equally distributed among staggered terms of one, two and three years. At subsequent annual meetings, Directors shall be elected to replace those whose terms are expiring.

Section 3: Removal and Vacancies Each Director shall be subject to removal before the expiration of his term by the vote of the majority of the members. Vacancies in the Board occurring between annual meetings shall be filled for unexpired term by a majority vote of the remaining Directors.

Section 4: Meetings Annual meetings of the Board of Directors shall be held immediately following each annual meeting of the members. Special meetings of the Board of Directors may be held at any other time and place specified by the President. The President or Secretary also shall call a meeting whenever requested to do so in writing by a majority of the Board of Directors.

Section 5: Notice and Quorum Notices of each meeting of the Board of Directors shall be given by the President or by the Secretary of the Corporation to each member of the Board, not less than three days before the meeting. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum and a majority of Directors participating may decide any question that comes before the meeting. Any Director may waive notice of any meeting of the Board of Directors.

Any one or more members of the Board of Directors or any committee thereof may participate in any meeting of such board or committee 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, which participation shall constitute presence in person at a meeting.

ARTICLE IV

Officers

Section 1: Officers Enumerated The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. There may be such other officers as the needs of the Corporation may require from time to time.

Section 2: Election and Appointment The officers shall be elected at the initial meeting of the Board of Directors and at each meeting of the Board of Directors held after each annual meeting of members. The Board of Directors may, at any time, by resolution, appoint other officers. Any person may hold more than one office, except that the offices of President and Secretary may not be held by the same person.

Section 3: Term of Office All officers shall be members of the Board of Directors, and shall serve until the next annual meeting of Directors following their election. The Board of Directors may remove and replace any officer, at pleasure, by a majority vote of the entire Board of Directors. Officers may be elected to succeed themselves.

Section 4: President The President shall preside at all meetings of the membership of the Corporation and of the Board of Directors, if present. Subject to the authority of the Board of Directors and the Executive Committee, the President shall have general charge of the affairs of the Corporation.

Section 5: Vice President The Vice President shall assume the duties of the President when necessary and shall have such powers as may be specifically assigned by the Board of Directors.

Section 6: Secretary The Secretary shall have such powers as may be specifically assigned by the Board of Directors.

Section 7: Treasurer The Treasurer shall have such powers as may be specifically assigned by the board of Directors.

Section 8: Other Officers Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 9: Executive Committee There shall be an Executive Committee comprised of other officers, and one other person designated by the Board of Directors from among its members. The Executive Committee shall

have full authority to manage the affairs of the Corporation subject to the Board of Directors.

Section 10: Nominating Committee At least two months prior to the annual meeting of members, the President shall appoint a Nominating Committee of three persons, at least one of whom is a Director. The Nominating Committee shall furnish the annual meeting of Members the name of one person for every directorship term expiring to be filled by election. The persons so named shall be deemed nominated for such directorship, but additional persons may be nominated by any Active Member at the annual meeting. The Nominating Committee shall also nominate a slate of officers for election at each annual meeting of Directors. Additional Directors may be nominated for office by any Director.

ARTICLE V

Seal

Section 1: Form of Seal The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, the words, "Corporate Seal - New York". The Seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE VI

Amendments

Section 1: Method of Amending By-Laws These By-Laws may be amended, altered or repealed, in whole or in part, by the affirmative vote of a majority of the Active Members of the Corporation represented in person or by proxy, at a regular or special meeting of the members of the Corporation duly called as hereinbefore provided.