

BYLAWS OF THE MOHAWK RIVER RESEARCH CENTER, INC.

ARTICLE I

Name and Nonprofit Policy

Section 1. Name. This corporation is and shall be known as [Mohawk River Research Center, Inc.], hereinafter referred to as the "Center."

Section 2. Nonprofit Policy. The Center shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in Article II, as the same may from time to time be amended.

ARTICLE II

Purposes

Section 1. Purposes. The purposes of the Center are as follows:

For scientific, education, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and in this connection, to promote the study, research, preservation, conservation, restoration, understanding, publishing about, and generally all aspects of the Mohawk River Watershed in New York State. The corporation does not intend to offer degrees or credit granting courses. It will carry out its purposes by assisting and sponsoring research projects in natural and human history pertaining to the Mohawk River Watershed; to acquaint the public on the unique resources, past and present, in the Mohawk River Watershed, and to foster generally a greater public awareness and public understanding, appreciation, preservation, and protection of this unique watershed, and in furtherance of these purposes and to achieve these ends, to exercise the powers specifically enumerated herein.

ARTICLE III

Board of Directors

Section 1. Election and Powers. The Board of Directors shall have custody, control and direction of the Center, its property and other assets. Directors shall be elected at each Annual Meeting of the Board, and each Director shall serve until his or her successor is elected and qualified, unless his or her Directorship be theretofore vacated by resignation, death, removal, or otherwise.

Section 2. Number. The number of Directors constituting the entire Board of Directors shall be not less than five (5) nor more than eleven (11), and shall be fixed by resolution of the Board of Directors. The Board of Directors, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Directors provided that no decrease shall shorten the term of any incumbent Director.

Section 3. Classes. Each Director shall serve a term of three (3) years, except as provided hereafter in this Article. For the purpose of staggering their terms of office, the Directors shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Directors in any class becomes unequal to the other classes, the Board of Directors may elect one or more Directors to terms of one or two years, as may be deemed most practical.

Section 4. Vacancies. In case of any vacancy in the Board of Directors, a majority of the remaining Directors may elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of increase in the number of Directors, additional Directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Directors. Additional Directors so elected shall serve until their successors shall have been duly elected and qualified.

Section 5. Absences. If any Director shall fail to attend three (3) consecutive meetings of the Board of Directors without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

Section 6. Removal. At any meeting of the Board of Directors duly called, any Director may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Director so removed.

Section 7. Meetings. The Annual Meeting of the Board of Directors shall be held in [May] of each year on such date and at such time and place as may be fixed by the Board of Directors and named in the notice. Regular Meetings of the Board of Directors shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Directors shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

Section 8. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall include the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial report
- (e) Reports of Regular Committees
- (f) Reports of any other Committees
- (g) Report of the Director
- (h) Old business
- (i) New business
- (j) Adjournment

Section 9. Notice of Meetings. Notice of the time and place of every meeting of the Board shall be mailed not less than ten (10) nor more than twenty (20) days before the meeting, to each Director at his or her address as set forth in the records of the Center.

Section 10. Waiver of Notice. Notice of a meeting need not be given to any Director who submits a signed written waiver thereof, whether before or after the meeting, nor to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 11. Quorum. A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Directors present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

Section 13. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee 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.

Section 14. Executive Committee. The Board of Directors shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of [5] Directors, including the President, Vice-President, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Directors all the authority of the Board of Directors, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provides.

Section 15. Regular Committees. As soon as practicable each year following the Annual Meeting of the Board of Directors and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least [3] Directors and shall have the authority to carry out its purposes as set forth in this Section 15. In making these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

(a) Community Relations Committee. There shall be a Community Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Center.

(b) Program Committee. There shall be a Program Committee which shall oversee and provide advice regarding the Center's activities that carry out its charitable purpose. The committee shall meet on a regular basis with program staff to obtain information about the Center's programs and makes regular reports to the Board of Directors about these activities.

(c) Finance Committee. There shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Center. The Finance Committee shall advise the Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Directors for adoption. The Finance Committee shall review with the Director and the independent public accountants then serving the Center audit policies and the proposed annual audit report to be submitted to the Board. The Treasurer shall serve as Chairman of the Finance Committee.

(d) Nominating Committee. There shall be a Nominating Committee which shall recommend (i) persons for election to the Board of Directors, and (ii) a slate of officers for election to one year terms at the Annual Meeting of the Board of Directors. Nominations shall be mailed to each member of the Board of Directors at least fifteen (15) days prior to the Annual Meeting of the Board. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for election as Honorary Directors. The President shall not serve on the Nominating Committee.

(e) Personnel Committee. There shall be a Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Center employees, other than the Director, and all employee policies and programs.

Section 16. Other Committees. The President, with the approval of the Board of Directors, may designate additional committees, each of which shall consist of at least [3] Directors and may include other persons who need not be Directors. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the

authority conferred on the Executive Committee by Section 14 or on any regular Committee by Section 15 of this Article.

ARTICLE IV

Officers

Section 1. Election of Officers. The Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer of the Center. Each such officer shall be elected from among the Directors at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Directors as soon as practicable.

Section 2. Removal. At any meeting of the Board of Directors duly called, any Officer of the Center may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. President. The President shall be the presiding officer of the Board of Directors with the power and duty to exercise general supervision over the affairs and operations of the Center. He or she shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. He or she shall serve on all Regular and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

Section 4. Vice-President. At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Directors or the President.

Section 5. Secretary. The Secretary shall be responsible for the keeping of Minutes of all meetings of the board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Center. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

Section 6. Treasurer. The Treasurer shall have supervision over the financial records of the Center. The Treasurer shall provide the Board of Directors at each of its regular meetings with a statement of the financial condition of the Center. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

ARTICLE V

Membership

Section 1. Purpose and Authorization. In order to provide a means of attracting interest in and support for the activities of the Center, the Board of Directors may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

ARTICLE VI

Director

Section 1. Director. The Board of Directors may appoint and employ a chief administrator of the Center, designated as Director. The Director shall serve at the pleasure of the Board.

Section 2. Duties of Director. The Board of Directors may delegate to the Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Center, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

ARTICLE VII

Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Directors, provided that at least [30] days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Directors, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 3. Financial Reporting. For financial reporting purposes the Center shall report from [May 1st] to [April 30th] of each year.

Section 4. Indemnification. The Center shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Director or Officer of the Center and (b) any Director or Officer of the Center who served any other corporation of any type or

kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Center, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and the Center may, in the discretion of the Board of Directors, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Directors and Officers. Each Director and Officer of the Center shall disclose in writing to the Board of Directors any conflict of interest which he believes may arise in connection with his service as a Director or an Officer of the Center. No contract or other transaction between the Center and any other corporation, firm, association, or other entity in which one or more of its Directors or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officer.

Adopted by the founding Directors of the Mohawk River Research Center at a meeting held at: [SUNY Albany, Biology Building, Room 248B, 1400 Washington Ave. Albany, NY 12222]

On: [12/8/2005]

President: Alexander J. Smith

Vice President: Robert W. Bode