

BY-LAWS  
OF  
THE FRIENDS OF POMPERAUG, INC.

ARTICLE I. Name, Purpose

1. Name. The name of the organization shall be “The Friends of Pomperaug, Incorporated.”
2. Purpose. The purpose of The Friends of Pomperaug, Inc. shall be to support the educational goals of Connecticut Yankee Council Inc., Boy Scouts of America through support of the maintenance, repair and improvement of Camp Pomperaug.

ARTICLE II. Membership and Dues

1. Membership. There shall be one class of membership. Membership shall be for the calendar year to be renewed annually.
2. Dues. The amount of annual dues shall be determined by the Board of Directors and approved by the membership at the Annual Meeting.

ARTICLE III. Board of Directors

1. The Board of Directors shall consist of at least three (3) and not more than twelve (12) Directors. Elections shall take place at the Annual Meeting.
2. The responsibilities of the Board of Directors are to:
  - a. Define goals
  - b. Establish policies
  - c. Set priorities
  - d. Conduct the regular business of the Friends of Pomperaug, Inc.
3. Officers:
  - a. The officers shall consist of President, Vice President, Secretary/Treasurer and Chairman of The Board of Directors. They will be elected from the Directors by the voting Membership at the Annual Meeting for a one year term and will take office immediately upon election.
  - b. Duties of the officers:
    1. The President shall preside at all meetings, call special meetings, appoint committee chairpersons, and perform the other duties of a presiding officer.

2. The Vice President shall, in the event of the absence or disability of the President, preside at meetings and perform the other duties of the President.
  3. The Secretary/ Treasurer shall have charge of the records of the Friends, shall take minutes of the meetings, and shall conduct correspondence; shall have charge of the funds of the organization; shall keep accurate records of accounts showing receipts and expenditures; shall make reports to members at each regular meeting; and shall provide such other reports and audits as may be required.
  4. The Chairman of the Board of Directors shall preside at all meetings of the Directors, call special meetings of the Directors, and perform the other duties of a presiding officer in the absence of both the President and Vice President.
4. Meetings. The Board of Directors shall establish a regular meeting date. They shall meet at least quarterly.
  5. Quorum. A quorum of the Board of Directors shall be a simple majority.
  6. Attendance at meetings. Directors are required to attend all duly called meetings of the Board. Directors who fail to attend three meetings of the Board within a year may be asked to resign.
  7. Vacancies. A vacancy on the Board of Directors shall be declared when an elected member resigns or dies. Such vacancies shall be filled by a majority vote of the Board of Directors. The term of a replacement Board member shall be the remainder of the term of the Board member who is so replaced.
  8. Compensation. Members of the Board of Directors shall serve without compensation. Members of the Board may be reimbursed for reasonable expenses association with the execution of the duties of their office.

#### ARTICLE IV. Elections

1. Nominations. Nominations may be made from the floor at the Annual Meeting with the consent of the nominee.
2. Elections. Elections shall take place at the Annual Meeting. Elections shall be by show of hands or secret ballot of the members present and voting.

#### ARTICLE V. Organization Year, Meetings and Quorum

1. Fiscal Year. The fiscal year shall be the calendar year.

2. The Annual Meeting of the members shall be held annually. New members of the Board of Directors and Officers shall be elected at the Annual Meeting. Directors and Officers elected at that meeting shall assume office on January 1. Members shall review and approve the overall objectives at the Annual Meeting.
4. Quorum. A quorum will not be required to hold a meeting, except a meeting for dissolution.
5. All meetings shall be conducted according to these by-laws and Robert's Rules of Order where applicable.

#### ARTICLE VI. Adoption, Amendments, Dissolution

1. Adoption. These by-laws shall come into immediate effect upon approval of the Secretary of State of the Articles of Incorporation.
2. Amendment. These By-laws may be amended by a two-thirds majority of the members present and voting at any Annual or special meeting.
3. Dissolution. For the purpose of dissolution, the quorum shall be 50 percent of the voting membership. Should a quorum not be obtained after three duly called meetings then a quorum shall consist of those voting members present at the fourth meeting of dissolution provided that all members have been sent notice of the final meeting of dissolution. In the event of a vote to dissolve, the membership shall set a date for actual dissolution which shall be not less than 60 days following the date of the vote. Funds remaining to the credit of the organization after payment of all obligations shall be disbursed to a successor organization or agency or agencies selected by a simple majority of the voting membership, provided that the organization or agency qualifies as a charitable organization within the meaning of Section 501 (c)(3) of the Internal Revenue code.