

Article I: Name

Section 1. Name

This organization shall be known as FRIENDS OF HEMPSTEAD PLAINS AT NASSAU COMMUNITY COLLEGE, INC., also referred to herein as Friends or FHP. FHP is a non-profit corporation organized and existing pursuant to the Section 501 (c) 3 of the Internal Revenue Code and the Not-For-Profit Corporation Law of the State of New York, certificate filed with the Commissioner of Education, State Education Department, University of the State of New York, June 4, 2001.

Section 2. Site

The site is a 19 acre parcel of Hempstead Plains prairie habitat owned by Nassau Community College. FHP contracts with the College for grassland management, restoration and other educational activities on the site. The site is also managed by FHP for the federally listed endangered species, *Agalinis acuta* recovery.

Section 3. Mailing address

The mailing address of FHP shall be Friends of Hempstead Plains, Department of Biology, Nassau Community College, One Education Drive, Garden City, NY 11530.

Article II: Purpose

Mission Statement

Friends of Hempstead Plains at Nassau Community College, Inc. is dedicated to the protection, preservation, restoration and management of approximately 19 acres of College-owned land known as the Hempstead Plains through sustained and planned stewardship for educational purposes. The site is part of a 65-acre remnant of the Hempstead Plains, which is all that remains of 40,000 acres of native grassland prairie that once comprised central Nassau. It is home to 250 species of plants, including some six state rare and/or endangered species. It is a storehouse of genetic resources, a cherished part of Nassau County's heritage, and a globally significant natural asset. This spacious natural resource is subject to rapid deterioration as the result of surrounding development, introduction of non-native plants, litter and misuse of the Hempstead Plains.

Article III: Membership

FHP shall consist of a dues paying membership, open to all interested parties. FHP and its members shall not discriminate against any individuals for reasons of race, national origin, color, religion, gender, age, veteran status, sexual orientation, and/or ability status.

Article IV: Administration

FHP shall be governed by a Board of Directors. The Board of Directors, who shall be members of FHP, shall include the officers: President, Vice President, Recording Secretary, and Treasurer and up to 10 additional Directors. Each shall have one vote on policies set by the Board.

President – shall preside at all meetings, present the annual report and/or information as shall be necessary to constitute a brief summary of the organization’s activities during the year, shall have the authority to sign and execute, in the name and behalf of FHP, all contracts and documents required to be executed by FHP, and shall perform such other duties as are consistent with the policies of the Board of Directors.

Vice-President – shall attend Board meetings and perform the duties of the President in case of death, absence or inability of the President and shall have the authority to sign and execute, in the absence of the President, all contracts and documents required to be executed by Friends and shall perform such other duties as are requested by the President and consistent with the policies adopted by the Board of Directors.

Recording Secretary - shall attend Board meetings and record minutes of the proceedings of the meetings of the Board of Directors. The Secretary shall cause the minutes to be typed and distributed to the appropriate members and shall also perform such other duties as are requested by the President and as are consistent with the policies adopted by the Board of Directors.

Treasurer - The Treasurer shall oversee the fiscal affairs of FHP and shall be responsible for the day-to-day financial and accounting aspects of FHP. The Treasurer shall attend Board meetings, and perform such other duties as are required by the President and as are consistent with the policies adopted by the Board of Directors.

Directors - in addition to the four officers, up to 10 Directors shall make up the Board. At least three Directors will be associated with the College. Directors will attend Board meetings and each have one vote.

Article V: Committees

Committees shall be established by the Board of Directors to give direction to and

carry out the mission of FHP. Members of Committees shall also be members of FHP. Four Standing Committees shall be 1. Education and Research, 2. Management, 3. Public Relations and 4. Fundraising. Additional ad hoc committees shall be appointed by the Board as necessary.

Article VI: Advisors

Advisors to the Board of Directors shall be invited based on their individual areas of expertise. Advisors serve on a volunteer basis and are not obligated to attend meetings. They do not have a vote on policy.

Article VII: Meetings

Section 1. Board meetings

Board of Directors meetings will take place at regular intervals throughout the year. At least three meetings will be held each year. Additional special meetings shall be called as needed. Meetings will be held at the College unless otherwise specified. Meetings will be presided over by the President, or if the President is not available, the Vice- President.

Section 2. General meetings

Membership meetings shall be called for special programs and/or events. At least one membership meeting will take place each year, for voting purposes and other important announcements.

Article VIII: Business Year

The fiscal year of the organization shall begin on July 1 and end on June 30 of each year.

Article IX: Ownership

Section 1. Ownership

All assets and funds of FHP shall be owned exclusively by FHP.

Section 2. Signatories of Checks

The President and Treasurer are each authorized signatories of checks. The Board may designate another signatory with the bank who can serve as a signatory in the event of an emergency that prevents the President and Treasurer from acting.

Section 3. Audit

The books, records and accounts of FHP shall be annually audited by a Certified Public Accountant firm selected by the Board.

Section 4. Investment

Subject to the limitations and conditions contained in any gift, devise or bequest, FHP may invest its funds in bank accounts, mortgages, bonds, debentures, shares of preferred or common stock and other securities, property and any other legal investments as the Board shall deem advisable.

Section 5 - Dissolution of Corporation

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or Nassau Community College for a public purpose.

Article X: By-Laws

The details of operation of FHP may be incorporated in a set of By-Laws. The election of officers, functions, terms of service and other details relating to officers, standing and appointed committees will be defined there.

Article XI: Amendments

This Constitution shall be amended by a vote of 2/3 majority of the Board of Directors at any regular or special meeting. Provisions of notice of amendment shall be notification by email or in writing at least two weeks in advance.

Article XII: Indemnification

Each person now or heretofore or hereafter a Director, Officer, Contractor or employee of Friends, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by Friends against all financial loss, damage, costs, and expenses (including but not limited to counsel fees) reasonably incurred by or imposed upon him or her in connection with or resulting from any civil or criminal action suit, proceeding or investigation in which he or she may be involved by reason of any action taken or omitted to be taken by him or her in good faith as such Director, Officer, Contractor or employee of Friends. The indemnification of any Directors, Officers, Contractors or employees and shall not be exclusive of any other rights

to which such party may be entitled by law or under any other resolutions adopted by the Board of Directors.

CONSTITUTION OF FRIENDS OF HEMPSTEAD PLAINS
AT NASSAU COMMUNITY COLLEGE, INC.

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