

Bylaws of the Upper Delaware Scenic Byway, Inc.

ADOPTED JUNE 2, 2003

Article I Name of the Corporation

Section 1. The name of the Corporation is the "Upper Delaware Scenic Byway, Inc.", a Not-For-Profit Corporation organized pursuant to the New York Not-For-Profit Corporation Law, hereinafter the "Corporation".

Section 2. The Corporation shall be an inter-governmental cooperative body, formed by mutual agreement under the authority of applicable federal and state laws.

Article II. Purpose

Section 1. The Corporation's purpose is to implement the goals and objectives of the Byway Enhancement Concept including byway appearance, safety and relationship to the Delaware River; promotion, preservation and marketing of the byway's history, recreational and cultural resources and unique communities; and development of interpretive materials and visitor facilities.

Section 2. These purposes will be achieved through equal cooperative participation by all byway communities. The Corporation is organized exclusively for not-for-profit educational and charitable purposes as such term is used within section 501(c)(3) of the Internal Revenue Code of 1954.

Article III. Principal Office

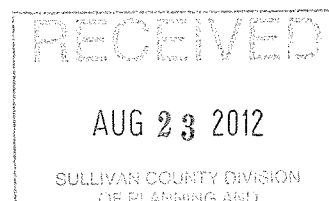
Section 1. The principal office of the Corporation shall be located in Sullivan County, New York. The Corporation may have such other offices within the State of New York as the members may designate or as the business of the Corporation may require from time to time.

Article IV. Membership

Section 1. The Corporation is a not for profit corporation with its members having membership rights only, in accordance with the certificate of incorporation and these by laws.

Section 2. The charter members of the Corporation shall consist of: the Town of Cohecton, Town of Deerpark, Town of Delaware, Town of Highland, Town of Lumberland, Town of Tusten, City of Port Jervis, Village of Hancock, and County of Sullivan.

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Section 3. Members shall be defined as voting and non-voting. "Voting Members" are duly appointed representatives from each charter member: the Towns of Cohecton, Deerpark, Delaware, Highland, Lumberland and Tusten , the City of Port Jervis, the Village of Hancock, and the County of Sullivan. Should either the Town of Fremont and/or the Town of Hancock choose to become members of the Corporation, and are permitted to do so by the appropriate legislation, their representatives shall become voting members and the town names shall be added to the Corporation's membership.

Section 4. Each voting member of the Corporation shall appoint one representative to act on behalf of the member in Corporate functions. Each member is encouraged to appoint an alternate representative to act in the absence of the representative.

Section 5. "Non-voting Members" shall be duly appointed representatives from local, state, or federal agencies or non-governmental organizations that have been invited to join the Corporation by an affirmative vote of no less than a 2/3 majority of its listed voting members.

Article V. Government

Section 1. The general management of affairs of the Corporation shall be vested in a Board of Directors, to be known as the "Board", which shall consist of the representatives of the members who shall be selected in the manner set forth in Article IV. Section 4.

Section 2. A representative to the Board shall serve at the pleasure of the appointing member.

Section 3. The Board shall be empowered to exercise all powers granted to the Corporation by virtue of the Articles of Incorporation and the nonprofit corporation laws of the State of New York.

Section 4. The duties of the Board shall be to conduct, ratify or approve all business of the Corporation.

Article VI. Personal Liability of Board Representatives

Section 1. Representatives, directors, officers and agents of the Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless those representatives, directors, officers and agents breached or failed to perform the duties of his or her office, and the failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of representatives.

directors, officers and agents pursuant to any criminal statute or the liability of representatives, directors, officers and agents for the payment of taxes pursuant to local, state or Federal law. The provisions of this subsection shall be effective on the date these bylaws are adopted by the Corporation, but shall not apply to any action filed prior to that date nor to any breach of performance of duty or any failure of performance of duty by representatives, directors, officers and agents occurring prior to that date.

Article VII Voting Rights

- Section 1. Each voting member shall be entitled to one vote. Each vote shall be equal in weight to that of any other voting member on any issue that is placed before the Board for voting.
- Section 2. Voting shall be by majority rule of the members of the Board present, providing a quorum is present as described in Article VIII, unless otherwise specified in these bylaws.

Article VIII Quorum

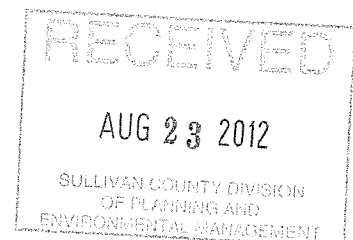
- Section 1. One more than half of the voting members of the Board shall constitute a quorum for transacting business, provided there are present at least one more than half the voting members as defined in Article IV. Section 4.

Article IX Officers

- Section 1. The Corporation will have three officers: a Chairperson, a Vice-Chairperson, and a Secretary-Treasurer.
- Section 2. Officers shall be chosen from among the Board's voting members.
- Section 3. Officers will serve one-year terms and will not be eligible for re-election to the same office until all other members as defined in Article IV. Section 2, have had the opportunity to serve in that office.

Article X. Election of Officers

- Section 1. The Chairperson shall appoint a nominating committee consisting of him/herself and two additional voting members.
- Section 2. The Nominating Committee shall be selected two meetings prior to the Annual Meeting of the Board.



- Section 3. The Nominating Committee shall select candidates for nomination to the offices of Chairperson, Vice-Chairperson and Secretary-Treasurer to be voted upon by the Board at the annual meeting. The Nominating Committee shall also select candidates for nomination to vacancies created and to be filled between Annual Meetings of the Board.
- Section 4. The Nominating Committee shall present a list of candidates for nomination to the offices of Chairperson, Vice-Chairperson and Secretary-Treasurer to the Board at the last scheduled meeting prior to the annual meeting. There shall be at least one candidate nominated for each of these offices.
- Section 5. In addition to the candidates for offices presented by the Nominating Committee at the annual meeting, other candidates may be placed in nomination at the regularly scheduled meeting immediately preceding the annual meeting.
- Section 6. Election to any office shall be by ballot at the annual meeting and the matter shall be carried by a majority vote of the voting members of the Board present at said meeting.
- Section 7. Removal of a duly elected officer of the Corporation prior to the end of his/her term shall require an affirmative vote of no less than a 2/3 majority of the Board's listed voting members. Such action shall result in that position being declared vacant. Such action shall necessitate that an election be held no later than thirty (30) days hence to fill the vacated position.

Article XI. Duties of Officers

- Section 1. The Chairperson shall preside at all meetings of the Board. The Chairperson shall make all appointments not otherwise provided for in these bylaws. The Chairperson shall have such usual powers of supervision and management as may pertain to the office of Chairperson.
- Section 2. The Vice-Chairperson shall perform the duties of the Chairperson in case of the Chairperson's absence. The Vice-Chairperson shall perform such other duties as the Chairperson may designate.
- Section 3. The Secretary-Treasurer shall be responsible for the maintenance of full and accurate records of all meetings of the Board. The Secretary-Treasurer shall be responsible for the maintenance of full and accurate records of receipts and expenditures of the Board. The Secretary-Treasurer shall perform such other functions as may be incidental to the office.

Article XII. Committees

- Section 1. The Board may appoint standing committees and such other special committees as may be necessary to carry out the Board's functions and duties.
- Section 2. Each committee shall be chaired by a voting member of the Board. Citizens may serve on the committees.

Article XIII. Meetings of the Board

- Section 1. The annual meeting shall be held on a regularly scheduled meeting day in April of each year.
- Section 2. Regular meetings of the Board may be held each month or as needed.
- Section 3. A special meeting of the Board must be called if requested by twenty-five percent (25%) of the voting members of the Board.
- Section 4. The Board will announce the date, time and location of all meetings by notice in a newspaper of record, at least two weeks in advance of the meeting.
- Section 5. The Board will conduct its business in accordance with Article 7 of the New York State Public Officers Law, the "Open Meetings Law. No person shall be prevented from recording any public Board meeting, either by mechanical, electronic, or other means.

Article XIV. Public Access to Corporate Records

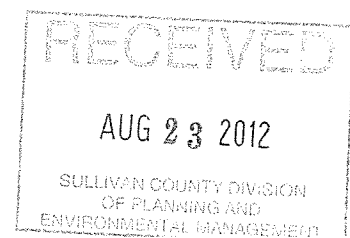
- Section 1. The public shall have access to the records of the Corporation in accordance with Article 6 of the New York State Public Officers Law, the "Freedom of Information Law" and Article 6-A, the "Personal Privacy Protection Law".

Article XV. Fiscal Year

- Section 1. The fiscal year of the Board shall end as of midnight December 31.

Article XVI. Indemnification

- Section 1. Every person who shall serve as a director or officer of this Corporation shall be entitled to indemnification for all costs incurred by such director or officer for the amount of any judgment, fines, amounts paid in settlement, court costs, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such pending or threatened action or proceeding, or any appeals therein. Such fees and expenses authorized to be paid herein may be advanced



(prior to entry of any judgment or order or settlement) to any such director or officer in such manner as the Board shall determine or by agreement. No indemnification shall be paid to any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that the acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such director or officer personally gained in fact a financial profit or other advantage to which such a director or officer was not legally entitled. The termination of a civil or criminal action by judgment, settlement, plea, conviction or otherwise shall not create a presumption that such director or officer acted in such manner as to deny indemnification under this provision.

Section 2. The Corporation may purchase officers' and directors' liability insurance. Payments required to be made hereunder may be paid in addition to any insurance proceeds paid.

Article XVII. Miscellaneous Provisions

Section 1. Corporate Seal: The Corporation may have a corporate seal as approved by the members of the Board.

Section 2. Checks, Drafts, Etc.: All orders for payment of money shall be signed by the Chairperson or such other person as the Board may designate.

Section 3. Contracts: Except as otherwise provided in these by laws, the Board may authorize any officer or officers, agents or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Board, any such authority may be general or confined to specific instances.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board shall select, and all such funds shall be withdrawn only upon checks signed by such one or more persons as provided for in Section 2 of this Article.

Section 5. Loans: The Board, upon a vote of a majority of its members, may contract for loans to carry out the purposes of the Corporation. Such authorization shall be confined to specific instances. In no event shall any loan be made by the Board to any officer, representative or member.

Article XVIII. Amendments

Section 1. These by laws may be amended at a regular or special meeting of the Board by a 2/3's majority vote of the listed members.

Section 2. Each member shall be notified in writing of any proposed by laws amendments at least one month prior to the meeting at which a vote will be taken on such amendment.

Article XIX. Dissolution of the Corporation

Section 1. Dissolution of the Corporation shall be affected pursuant to Article X of the New York Not-for-Profit Corporation Law.

Section 2. In the event of dissolution, no member, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets.

Section 3. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government, for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

Adopted on the 2nd day of June in the year 2003.

Signatories:

Alan J. Sorensen, Sullivan County, Chairperson
Larry H. Richardson, Town of Cohecton, Vice-Chairperson
Peter Osborne, City of Port Jervis, Secretary-Treasurer
Rosemarie DeCristofaro, Town of Delaware
Elaine Giguere, Town of Tusten

