

STATE OF NEW YORK)
): ss.:
COUNTY OF WESTCHESTER)

AFFIDAVIT OF MAILING

LEON D. NETTLETON, being duly sworn deposes and says that on March ²³, 1963, he mailed a copy of the annexed notice of a regular meeting of the Board of Directors of Saw Mill River Audubon Society to be held on April 9, 1963, at the time and place therein stated, to each member of the Board of Directors of said Society by depositing in the United States Post Office at Pleasantville, New York a post paid envelope containing such notice addressed to each such member at his last known address.

Leon D. Nettleton

Leon D. Nettleton

State of New York
County of Westchester

Sworn to before me this

23rd day of March, 1963

Lester C. Holmes

Notary Public, State of New York

Notary **LESTER C. HOLMES**
Public State of New York
Qualified No. 60-6347875
Westchester County
March 30, 1967

NOTICE

To all members of the Board
of Directors of Saw Mill
River Audubon Society

PLEASE TAKE NOTICE that the regular monthly meeting of the Board of Directors will be held on Tuesday, April 9, 1963, at 8:00 p.m. at the home of Mr. and Mrs. Edwin C. Walton, Marlborough Road, Scarborough, New York, to take action, among other things, upon (1) a proposal to appoint two additional members of the committee to incorporate the Society under the New York Membership Corporations Law, which committee was appointed at the regular February, 1963, meeting by said Board, and to approve and ratify the actions of said committee and (2) proposals to amend the Constitution and By-laws of the Society to meet the requirements of the New York Membership Corporations Law, to redefine, in certain respects, the duties of the Recording Secretary, the Nominating, the Conservation, the Publicity, and the Budget, Committees, to provide for appointment of other committees, to define the fiscal year of the Society, and in other minor respects.

Dated: March 23, 1963.

LEON D. NETTLETON
President

SAW MILL RIVER AUDUBON SOCIETY, INC.

Minutes of Regular Meeting of the Board of Directors and Chairmen
of Standing Committees.
April 9, 1963

The regular meeting of the Directors, Officers and Chairmen of Standing Committees was held at the home of Mr. and Mrs. Edwin C. Walton.

Present were Messrs. Nettleton, Holmes, Walton, Fennell, Ritchie and Messiah and Mesdames Holmes, Coggeshall, Forsyth, and Geiffert.

The submission of reports and the transaction of general business was deferred until after the discussion of incorporation proceedings for the society, and required amendments made to the constitution and by-laws.

Incorporation: The President referred to the preambles and resolutions adopted at the regular meeting of the Board held on February 12, 1963, with respect to the incorporation of the society under the Membership Corporations Law of New York and to the appointment of Donald Barmettler, Catherine Holmes, Joseph A. Malone, Willis J. Messiah and Leon D. Nettleton as a committee with full power and authority to do all things necessary and proper to effect the incorporation of the Society pursuant to said Law. He further stated that the Secretary of State of the State of New York had refused to file the Certificate of Incorporation dated February 13, 1963, executed by the members of said committee, unless certain changes were made therein. Mr. Fennell, counsel for the Society, thereupon explained such changes, and stated that on March 26, 1963, the incorporating committee had met and executed the Certificate of Incorporation bearing that date which embodied the changes required by the Secretary of State.

At the President's request, the Recording Secretary read the minutes of the meeting of the incorporating committee held on March 26, 1963.

The President stated that because of the possibility of absences, it seemed desirable to enlarge the said committee, since counsel had advised that it was necessary for at least 5 members of said committee to take action to effectuate the Society's incorporation.

After discussion, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED that Donald Barmettler, Catherine Holmes, Anne L. Malone, Joseph A. Malone, Willis J. Messiah, Edith Nettleton and Leon D. Nettleton be and they hereby are appointed and constituted a committee with power and authority to do all things necessary and proper to effect the incorporation of Saw Mill River Audubon Society pursuant to the Membership Corporations Law and in accordance with this resolution and the resolutions adopted by this Board on February 12, 1963; and be it further

RESOLVED that the minutes of the meeting of the incorporating committee held on March 26, 1963, and all actions taken by said committee at said meeting, as set forth in the minutes thereof, be, and the same hereby are, ratified, approved and confirmed.

Constitution and By-Law Amendments: The president stated that Mr. Fennell, the Society's counsel, had advised that in anticipation of the incorporation of the Society, it would be advisable to adopt amendments to the Society's Constitution and By-Laws to bring them into conformity with the Membership Corporations Law and the General Corporation Law of New York.

At the same time, the President recommended that the Board consider certain other amendments, as set forth in the notice of this meeting. At the President's request, Mr. Fennell explained the proposed amendments and read them to the Board and copies of the Constitution and By-Laws showing such proposed amendments were presented to the meeting.

After discussion, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED that the Constitution and By-Laws of the Saw Mill River Audubon Society be and they hereby are, amended as set forth in the copy thereof presented to this meeting; and be it further

RESOLVED that the Recording Secretary is directed to file with the minutes of this meeting a copy of the Constitution and By-Laws as amended in accordance with the foregoing resolution.

General Business: The question was raised concerning action necessary to be taken regarding signatures on checks for incorporated organizations. Action on this matter was deferred until a later date.

The Secretary's report of the meeting of March 12, 1963 was read and approved with minor corrections.

The Treasurer's report indicated a balance of \$324.94 in the general fund, \$741.33 in the sanctuary fund, \$280.84 in the scholarship and education fund, for a total bank balance as of March 31, 1963 in the amount of \$1,347.11.

The membership committee chairman reported a total membership of 317.

The President reported a telephone listing for the Society was agreeable to Miss Reiter.

A motion was duly moved and seconded that the amount of \$35.00 from the educational fund be sent to Mr. Marshall Howe, the delegate designate to the Convention of the Federation of New York State Bird Clubs, Inc. The motion was passed unanimously.

A letter from Mrs. Katherine Koste was read giving consent for moving plants from the Pace College Site to Brinton Brook.

The President gave his report.

Mrs. Geiffert reported on the activities of the Junior Audubon Society at Croton Point Park.

The March meeting was reported well attended. The meeting to be held April 25, 1963 for the annual election of officers will feature a film titled "George Washington's River".

A discussion was held on the spoiling of Flag Hill. No action was taken pending further information.

A vote of thanks was given to Mr. and Mrs. Walton for their hospitality.

Meeting adjourned at 10:15 PM.

Respectfully submitted

Willis J. Messiah
Recording Secretary

SAN MILL RIVER AUDUBON SOCIETY

Financial Statement

For the month of March 1963

GENERAL FUND

| | | |
|--|-----------|---------------|
| <u>BALANCE</u> March 1, 1963 | \$ 336.07 | |
| <u>RECEIPTS</u> - N.A.S. dues for February | 58.50 | |
| N.A.S. dues for March | 23.25 | |
| Sale of book | 4.45 | |
| Contribution to feed ducks | 7.00 | 429.27 |
| | | <hr/> |
| <u>DISBURSEMENTS</u> - Postage | 15.40 | |
| Printing | 67.75 | |
| Office Supplies | 10.55 | |
| Cost of book | 3.63 | 104.33 |
| Transfer to Pkwy Comm. for ducks . | 7.00 | |
| | | <hr/> |
| <u>BALANCE</u> March 31, 1963 | | <u>324.94</u> |

SANCTUARY FUND

| | | |
|--------------------------------------|--------|---------------|
| <u>BALANCE</u> March 1, 1963 | 743.43 | |
| <u>RECEIPTS</u> -- None | | 743.43 |
| | | <hr/> |
| <u>DISBURSEMENTS</u> - Postage | .50 | |
| Phone | 1.60 | 2.10 |
| | | <hr/> |
| <u>BALANCE</u> March 31, 1963 | | <u>741.33</u> |

SCHOLARSHIP AND EDUCATION FUND

| | | |
|--|--------|---------------|
| <u>BALANCE</u> March 1, 1963 | 284.98 | |
| <u>RECEIPTS</u> - None | | 284.98 |
| | | <hr/> |
| <u>DISBURSEMENTS</u> - Audubon Jr. Clubs | 4.14 | 4.14 |
| | | <hr/> |
| <u>BALANCE</u> March 31, 1963 | | <u>280.84</u> |

TOTAL BANK BALANCE March 31, 1963

1347.11

Catharine D. Holmes
Treasurer

April 19, 1963

To: Mr. William J. Marshall

From: William G. Fennell

Copy

CLASS OF SERVICE
This is a fast message unless its deferred character is indicated by the proper symbol.

WESTERN UNION

357

TELEGRAM

BZ

SF-1201 (4-60)

W. P. MARSHALL, PRESIDENT

| SYMBOLS | |
|---------|---------------------------------|
| DL | = Day Letter |
| NL | = Night Letter |
| LT | = International Letter Telegram |

The filing time shown in the date line on domestic telegrams is LOCAL TIME at point of origin. Time of receipt is LOCAL TIME at point of destination

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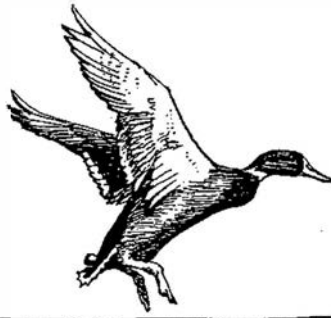
WILLIAM G FENNELL, ELAS (AREA 35J) RTE WUX HEG NYK *Chy*

CERTIFICATE OF INCORPORATION OF SAW MILL RIVER AUDUBON SOCIETY

FILED TODAY

EDWARD L GILCHRIST HEAD CLERK DIVISION OF CORPORATIONS DEPARTMENT OF STATE (40).

Saw Mill River



Audubon Society INC.

FOUNDED IN 1858 AND DEDICATED TO THE PRESERVATION OF AMERICA'S NATURAL RESOURCES

16 Halsey Place,
Valhalla, New York,
April 23, 1963.

Mr. Willis J. Messiah
One Independence Place
Ossining, New York

Dear Willis:

There is enclosed a certified copy of the Certificate of Incorporation of Saw Mill River Audubon Society Inc.

This certified copy is for the Society's permanent records and should be filed permanently in the Society's minute book under date of April 18, 1963, which was the date on which the Certificate was filed in the Department of State in Albany. I assume your minute book is of the ring binder type and it is perfectly all right to punch holes in the margin in order to permanently affix the Certificate into the minute book. If you have any questions, please let me know.

Thank you very much for all your help in connection with this matter.

I am sorry that I will not see you at the annual meeting on Thursday night because of conflicting engagements. My best to Mrs. Messiah.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Bill', written in dark ink.

William G. Fennell

WGF:ha
Enclosure

cc: Mr. Leon D. Nettleton
31 Saratoga Avenue
Pleasantville, New York

SAW MILL RIVER AUDUBON SOCIETY

Minutes of a Meeting of the Incorporating Committee appointed by the Board of Directors of the Society, held March 26, 1963, at the home of Mr. & Mrs. Joseph A. Malone, 290 Manville Rd., Pleasantville, N.Y.

PRESENT: The following members of the Committee: Catharine Holmes, Joseph A. Malone, Willis J. Messiah and Leon D. Nettleton. Notary Public, Lester C. Holmes, and counsel, William G. Fennell.

ABSENT: Donald Barmettler.

Mr. Nettleton, President of the Society, acted as chairman, and Willis J. Messiah, Recording Secretary of the Society, acted as secretary, of the meeting.

The chairman called upon Mr. Fennell to explain the purpose of the meeting. Mr. Fennell stated that the Secretary of State of the State of New York had refused to file the Certificate of Incorporation of the Society dated February 13, 1963, which had been signed by the committee on that date unless certain changes were made in said Certificate. Mr. Fennell explained such changes to the committee.

The chairman noted the absence of Mr. Barmettler who is in Florida for an extended stay. He pointed out that it was highly desirable that a new Certificate ~~be~~ filed as soon as possible so that the annual meeting of the unincorporated Society scheduled for April 25, 1963, would also be the "first annual meeting" of the incorporated Society.

Mr. Fennell advised that it was necessary for five members of the committee to sign the affidavit required to be annexed to the Certificate, and that, in his opinion as counsel, because of the inability of Mr. Barmettler to act, the committee has the authority to appoint another member of the Society to act in Mr. Barmettler's place during his unavailability, under the resolution of the Board of Directors appointing this committee.

After discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

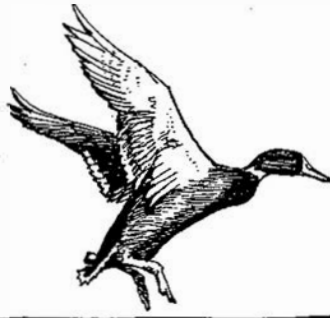
RESOLVED that Anne L. Malone be, and she hereby is, appointed a member of this committee with authority to execute the Certificate of Incorporation of Saw Mill River Audubon Society and the affidavit thereto annexed.

Thereupon the members of said committee executed the Certificate of Incorporation of the Society under the Membership Corporations Law of New York and the affidavit thereto annexed presented to the meeting, both dated March 26, 1963.

Upon motion duly made, seconded and unanimously adopted, the meeting adjourned.


Willis J. Messiah, Secretary of
the Meeting

Saw Mill River



Audubon Society

FOUNDED IN 1896 AND DEDICATED TO THE PRESERVATION OF AMERICA'S NATURAL RESOURCES

16 Halsey Place,
Valhalla, New York,
April 16, 1963.

Mr. Willis J. Messiah
One Independence Place
Ossining, New York

Dear Willis:

Pursuant to our telephone conversation last night, there is enclosed a copy of the resolution substituting Joe Malone for Let Holmes as a director in the Certificate of Incorporation.

After you have signed this will you please mail it to Leon Nettleton who is away on his Easter vacation at the moment, for his signature, after which it will be returned to you for the minute book. An additional copy of the resolution is enclosed for your personal files.

Sincerely,

A handwritten signature in dark ink, appearing to read 'W. G. Fennell'. The signature is written in a cursive style with a large initial 'W'.

William G. Fennell

WGF:ha
Enclosures

SAW MILL RIVER AUDUBON SOCIETY

Resolution of Incorporating Committee

The undersigned, constituting a majority of a committee authorized to incorporate Saw Mill River Audubon Society by resolutions adopted by the Board of Directors of said Society at meetings of said Board duly called and held at which a quorum was present throughout and in accordance with the requirements of the Constitution and By-Laws of said Society for the amendment of said Constitution and By-Laws, hereby adopt the resolution set forth below, by signature without a meeting of said committee, this fifteenth day of April, 1963:

RESOLVED that Joseph A. Malone be and he hereby is named a director belonging to the third class of directors, to hold office until the third annual meeting of members of the corporation, in the place and stead of Lester C. Holmes, designated by the Certificate of Incorporation dated March 26, 1963, of Saw Mill River Audubon Society Inc., pursuant to the Membership Corporations Law, which Certificate of Incorporation was executed and acknowledged by the undersigned on March 26, 1963, and page 6 of said Certificate of Incorporation be and it hereby is amended accordingly.

Catharine Holmes
Catharine Holmes

Anne L. Malone
Anne L. Malone

Joseph A. Malone
Joseph A. Malone

Willis J. Messiah
Willis J. Messiah

Leon D. Nettleton
Leon D. Nettleton

SAN MILL RIVER AUDUBON SOCIETY INC.

Memorandum to Officers, Directors and Committee Chairmen
named below:

The Society has been incorporated pursuant to the
Membership Corporations Law of New York

The legal name of the Society is as set forth above.

Whenever used in correspondence, minutes, notices to directors,
members, committees, etc., please remember to include

"INC."

THIS IS REQUIRED BY LAW.

Until new letterhead is printed, when using the old, please
remember to type or rubber stamp "INC" after "Society".

Any signs posted at Brinton Brook Sanctuary or the Tommy
Thurber Memorial Sanctuary should have "INC." added.

If there are any questions or if there are other situations
which should be corrected, please phone President Nettleton or me.

W. G. Fennell
W. G. Fennell

Counsel

Mr. Nettleton
Mr. Holmes
Miss Reiter
✓ Mr. Messiah
Mrs. Holmes
Mrs. Forsyth

Dr. Bligh
Mrs. Coggeshall
Mr. Malone
Mrs. Mack
Mr. McGuire
Mr. Thurber