

BY – LAWS

LAKE PLEASANT-SACANDAGA ASSOCIATION

ARTICLE 1 - PURPOSE

The general purpose of the Lake Pleasant-Sacandaga Association (hereinafter referred to as LPSA or the Association) is to conserve and protect the purity of all the lakes in the Town of Lake Pleasant, protect the environment, and conserve the scenic and natural beauty of the area. The Association will also represent its members in civic and community affairs of interest to full/part-time residents and property owners.

ARTICLE 2 - GENERAL PROVISIONS

2a. Name: The name of the organization is Lake Pleasant-Sacandaga Association.

2b. Address: The location of this organization is in the Town of Lake Pleasant, Hamilton County, New York. Mailing Address: P.O. Box 164, Speculator, New York 12164-0164.
E-mail Address: lpsa@frontiernet.net.

2c. Emblem: The emblem of this organization shall be of a style and design that has been approved by the Board of Directors and the use thereof by any person, member, committee, group or organization shall be only upon approval of the Board of Directors.

2d. By-Laws and Amendments to By-Laws: New By-Laws may be adopted, current By-Laws amended or sections repealed by a majority of those present at an annual meeting of the Association, notice of such proposed changes having been sent to each member of the Association, not less than 21 days prior to the Annual Meeting.

ARTICLE 3 – MEMBERS

3a. Membership: The members shall be property owners or other full/part time residents of the area and their family members, as well as, area organizations and businesses who support the general purposes of the Association and have paid their dues.

3b. Membership Classes: Membership Classes are as follows: Single, Family, or Business/Organization. Each member of each class has one vote at Membership meetings.

3c. New Members: A new member will be enrolled when an application and dues have been submitted and approved by the Membership Committee.

3d. Dues: Members are responsible for keeping their annual dues payment current. Dues are to be paid upon receipt of the annual notice that is mailed at the beginning of January, our fiscal year. Members with dues delinquent for two years shall be dropped from the membership rolls.

3e. Resignations: Any member may resign at any time by delivering a written notification to the President or Board of Directors.

3f. Expulsion: Any member may be expelled for violation of the By-Laws, or for other causes prejudicial to the best interests of the Association. A two thirds vote of the Board of Directors is required at a meeting at which a quorum is present.

ARTICLE 4 – MEETINGS

4a. Meetings: The Annual Meeting of the Association members will be held during the month of August of each year. Other meetings of the members for any purpose may be called at any time by no less than 25 members or by the Board.

4b. Notice of Meetings: Written notice of the time, place and purpose of all meetings will be sent to each member by first class mail or e-mail at least 10 days prior to the meetings.

4c. Quorum: A minimum of 25 members at a membership meeting shall constitute a quorum for transaction of business.

4d. Place of Meetings: All meetings of the members and the directors shall take place within the Town of Lake Pleasant, New York, as shall be designated in the notice of meeting or as fixed by the Board.

ARTICLE 5 - DIRECTORS (referred to as the Board)

5a. Management: Matters of property, business and affairs of the Association shall be managed by the Board of Directors which consists of not more than 18 members. Such management shall include administration of the Lake Pleasant-Sacandaga Foundation (hereinafter referred to as LPSF or the Foundation) established for the purposes of raising funds through tax-deductible donations and providing funds to accomplish the goals and programs of LPSA.

5b. Executive Committee: The Executive Committee of the Board shall consist of the Association Officers including the President, First Vice President, Second Vice President, Vice President of Gifting, Secretary and Treasurer. The Executive Committee shall have the authority of the Board to act upon emergency or urgent matters during intervals between meetings of the Board. Meetings may be called as required by the President or, in his/her absence, the First Vice President. A quorum will consist of four members. Members of the Executive Committee must all be officers of the Association as elected by the Board of Directors. Reports of this committee's activities will be made at regular Board meetings, or by mail or email to the Board.

5c. Term of Office: Upon presentation to the Board of Directors by the Nominating Committee and acceptance thereof, up to six Directors shall be elected for a three (3) year term by a majority vote of the membership at the Annual Meeting. The three year term commences at the first Board meeting after the vote. Board Members may be nominated to serve a second three year term by the mutual agreement of the nominating Committee and the Board Member. A membership vote at the Annual Meeting will confirm the reappointment. Additionally, a member may be asked and confirmed by the Board by majority vote, to fill a vacancy on the Board. This can be done to fill a seat that is unfilled or one that was vacated by a Board member, who resigned, was terminated, or deceased. The new Board member will serve out the remainder of the current year and then be confirmed by the membership at the upcoming annual meeting to begin a normal three year term. Nomination for a second three year term for this new Board member will be handled like that of any other Board member. If a Board member wishes to serve a third term, they can present their desire to the President or chair of the Nominating Committee, for approval and subsequent

recommendation to the membership at the Annual Meeting. It is the desire of the Association to continually bring in new Board members from within its' membership to enhance the vision and vitality of the Association and preserve the continuity of leadership.

5d. Resignation or Removal: Any director may resign at any time by delivering a written resignation to the President. Any director may be removed for cause, by a majority vote of the Board of Directors after having been given proper notification.

5e. Specialized Board Member: Positions may be created on the Board, as recommended by the Nominating Committee to address specific and specialized needs of the Association. (ie. Specialized technical capacity, Lake Ecologist, Camp of the Woods and Municipal bodies, etc.) These short and or long term members need not consistently be the same person, but shall represent the entity assigned for as long as they are associated with that entity. These positions shall be a part of the 18 Board limit, however, there may be a short term exception, as deemed necessary by the Board, to accommodate a specific project.

5f. Meetings: Regular meetings of the Board shall be held during the months of June, July, August and September and at other times of the year as required. Meetings may be called by the President or the First Vice President or by the demand of one third of the Board and may be held at a time or place specified by notice and agenda of the meeting. The notice/agenda must be mailed (post marked) or e-mailed at least five days before each meeting.

5g. Quorum: One-half plus one of the current number of directors shall constitute a quorum. In the absence of a quorum, the meeting may be rescheduled provided all directors, both present and those not present, are advised.

5h. Voting: Except as otherwise provided by law or these By-Laws, all matters shall be decided by a vote of a majority of the Directors present, provided a quorum is present at such time.

5i. Action without a Meeting: Any action normally taken at a meeting may be taken without a meeting, if consent in writing or by e-mail is made by a majority of the Board.

ARTICLE 6 – OFFICERS

6a. Election of Officers: The Officers shall be the President, First Vice President, Second Vice President, Vice President of Gifting, Secretary, and Treasurer and such other officers as the Board shall determine. The Officers must be members of the Board, first presented to the Board by the Nominating Committee at the August Board meeting and elected by a majority of the Board of Directors at the same meeting. The Officers shall then be introduced to the membership at the Annual meeting in August. Their tenure as officers will begin at the September Board meeting. The officers shall hold office for a maximum of two consecutive terms unless there are extreme or extenuating circumstances. A vacancy may be filled by the Board at any Board meeting by a majority vote to fulfill an unexpired term.

6b. Resignation or Removal: Any officer may resign at any time by delivering a written resignation to the President or to the Board. Any officer may be removed for cause by the Board by a vote of two-thirds of the Board members present at a Board meeting where a quorum is present. The Treasurer's resignation will not take effect for 30 days after the written resignation is tendered, or less if approved by the Board.

6c. President: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members and of the Board unless absent. Unless otherwise provided by resolution of the Board, the President shall be a member ex-officio of all committees. Additionally, the President shall perform such other duties as the Board may prescribe.

6d. First Vice President: In absence of the President, the First Vice President shall preside at the meetings of the members and of the Board. The First Vice President shall assist the President and perform such duties as the Board may prescribe. The First Vice President shall be the first considered by the Nominating Committee in line to succeed the President either at the end of the President's term as President, or if the President is unable to continue in the position.

6e. Second Vice President: In absence of the President and the First Vice President, the Second Vice President shall preside at the meetings of the members and of the Board. The Second Vice President shall assist the President and the First Vice President and perform such duties as the Board may prescribe. The Second Vice President shall be the second in line to be considered by the Nominating Committee to succeed the President, to provide continuity, either at the end of the President's term as President or if the First Vice President is unable to assume the, or if the President and First Vice President are unable to continue in the position.

6f. Vice President Gifting shall be responsible for tax-exempt fundraising and for gifting involving the Foundation (See LPSF By-Laws); and for providing to the Board a yearly plan that includes a description of gifting projects, estimated cost, methods of fundraising and distribution, plus a plan for government/community clearance, approval or involvement, as necessary, and the associated recognition and/or publicity, as appropriate.

6g. Secretary: The Secretary shall keep the minutes of all meetings of the members and of the Board and shall perform like duties for committees when required. The Secretary shall, in addition, ensure that proper notice is given of meetings of the members and of the Board, and perform such other duties as the Board may prescribe.

6h. Treasurer: The Treasurer shall serve until replaced to provide continuity, and shall have custody of the funds and securities of the Association and the Foundation and keep full and accurate accounts of receipts and disbursements in the books of both organizations and deposit all money and valuable effects in the name and to the credit of the organizations. The Treasurer shall also provide reports to the Board of all financial transactions and the financial conditions, and perform such other duties as the Board may prescribe. In the absence of the Treasurer, the President may sign checks for the Association and the Foundation.

ARTICLE 7 – COMMITTEES

7a. Standing Committees: There may be eight Standing Committees whose Chair shall be appointed by the President and be a member of the Board of Directors: Nominating/Board Development, Membership & Activities, Communication (Newsletter, Newspaper, Web Site, Face Book), Environmental Affairs/Grants, Water Quality and Lake Ecology, Education /Community and School, Community Enhancement, plus any others that may be deemed necessary by the Board. All members of these committees need not be Directors. Committee Chairpersons will provide committee reports at the meetings of the Board and/or membership meetings as requested by the President.

7b. Ad Hoc Committees: In addition, the Board, by resolution adopted by majority vote, may create Ad Hoc committees to manage projects of limited duration. These committees, whose chairpersons will be appointed by the President, will include but not be limited to the following:

Auditing Committee: Consists of at least one board member and is to be created prior to the annual meeting to audit the books of the Treasurer.

By-Laws Committee: Reviews, rewrites and publishes the new By-Laws whenever required by the Board.

7c. Advisory Council: This Council is to provide advice on relevant topics to the Executive Committee and/or the Board of Directors which may include, but not be limited to, previous board members. The Board may call on the Council for assistance in projects or for management advice. Council Members are appointed by the Executive Committee based on need. The Executive Committee shall review the roster of the Advisory Council each year. Council Members are not expected to attend Board meetings unless specifically invited to participate, and shall have no voting rights regarding Board items.

ARTICLE 8 - GENERAL FISCAL PROVISIONS

8a. Fiscal Year: The fiscal year of the Association is based on a calendar year.

8b. Securities: Unless otherwise specified by the Board, the President shall have full power and authority on behalf of the Association and the Foundation to vote, either in person or by proxy at any meeting of stockholders of any corporation in which the Association or the Foundation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock which as the owner thereof, the Association or the Foundation possesses. In addition, the President, the Treasurer and/or the Vice President of Gifting shall represent the Association and the Foundation in matters pertinent to any investment management firms or banks holding funds invested on behalf of LPSF, including but not limited to the Kathryn C. Huber Memorial Fund.

REVISED: 5-3-2017

APPROVED: 8-20-2017