

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 represent its members in civic and community affairs of interest to the property owners and residents of the area, to conserve and increase the scenic and natural beauties of the area and to help protect the environment such as the purity of the lake water. This area includes the Town of Lake Pleasant and all lakes and parcels of land totally or partially within the Town of Lake Pleasant, NY.

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
- 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 By-Laws and Amendments to By-Laws: New By-Laws may be adopted, current By-Laws amended or sections repealed by a majority of those present at an annual meeting of the Association, notice of such proposed changes having been sent to each member of the Association, not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 seasonal or annual residents of the area and their family members, and 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 payment has been submitted and approved by the Membership Committee.
- 3d. Annual 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 the fiscal year.
- 3e. Resignations: Any member may resign at any time by delivering a written notification to the president.
- 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 purposes of LPSA.
- 5b. Executive Committee: The Executive Committee of the Board shall consist of the Officers: the President, Vice President, Vice President Development/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 Vice President. A quorum will consist of three members. Members of the Executive Committee must all be directors. Reports of this committee's activities will be made at regular Board meetings, or by mail or e-mail to the Board.
- 5c. Term of Office: Up to six Directors shall be elected each year for a three-year term at the annual meeting of the members by a majority vote. A three-year term commences at the first meeting after the vote. Term limits are two consecutive three-year terms unless there are extenuating circumstances. Vacancies on the board for any reason shall be filled by a majority vote of the Board of Directors.
- 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. Three consecutive unexcused absences from regular meetings will provide the assumption that the director has resigned.
- 5e. Meetings: Regular meetings of the Board shall be held within the month following the Annual Meeting of the members, and at other times of the year as required. Meetings may be called by the President or the 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.
- 5f. 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.
- 5g. 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.
- 5h. Action without a Meeting: Any action normally taken at a meeting may be taken without a meeting if a 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, Vice President, Vice President Development/Gifting, Secretary, and Treasurer and such other officers as the Board shall determine. The Officers must be members of the Board and are elected by a majority of the Board of Directors following the Annual Meeting. The officers shall hold office for a maximum of two consecutive years unless there are extreme or extenuating circumstances. A vacancy in any office may be filled by the Board at any Board meeting by a majority vote.
- 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, except as a non-voting member of the the nominating committee. The President, in addition, shall perform such other duties as the Board may prescribe.
- 6d. Vice President: In absence of the President, the Vice President shall preside at the meetings of the members and of the Board. The Vice President shall assist the President and perform such duties as the Board may prescribe.
- 6.e Vice President Development/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.
- 6f. 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.
- 6g. 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 shall be eight Standing Committees whose Chair shall be appointed by the President and be a member of the Board: Association Events, Beautification, Development/Gifting, Membership, Publicity/Communication, Nominating/Board Development, Environmental Affairs and Lake Ecology, plus others as necessary. All members of these committees need not be directors; however, a member of the Board must provide committee reports at the meetings of the Board and/or membership meetings if 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 members 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.
Survey Committee: Creates, conducts and reports on findings of an LPSA Membership survey.
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 the 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-Development/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: June 2014

Approved : 17 August 2014