

Approved: August 13, 2016

By-Laws
Of
The Indian Lake Association ADK, Inc.

Article I

Name of the Organization

The organization shall be known as the Indian Lake Association ADK, Inc. It shall hereafter be referred to as “the Association” in these By-Laws. The Association is and shall remain a charitable Not-for-Profit New York State Corporation, under and within the meaning of subparagraphs (3-a), (3-b) and (5) of Section 102 of that statute.

Article II

Purposes

The primary purpose of the Association shall be to protect the waters and surrounding environment of Indian Lake, Hamilton County, New York and to promote their responsible use and enjoyment. In particular, the Association shall seek to:

1. To preserve and enhance the environment and the natural and recreational resources in and around Indian Lake.
2. To monitor and protect the water quality and integrity of native species in Indian Lake surrounding waterways and bodies of water.
3. To prevent the introduction of invasive species into Indian Lake and surrounding waterways and bodies of water.
4. To promote environmentally responsible and safe recreational use and enjoyment of Indian Lake and surrounding areas, including boating, swimming, fishing, winter sports and other activities; and.
5. To support the preservation of the natural and peaceful atmosphere in and around Indian Lake, including maintenance of water levels and flow consistent with traditional recreational uses.

The Association shall also be prepared to promote other goals from time to time as they may be suggested by the membership and adopted by the Board of Directors.

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Article III

Membership

Section 1. Eligibility

- a. Membership shall include natural persons, families and corporations who declare support for the objectives of the Association and who are recommended and sponsored by a member in good standing, except that bon-fide year-round residents or property owners of the Town of Indian Lake need not be sponsored or acted on by the Board of Directors.
- b. Sponsored applications for membership must be approved by a majority of the Board of Directors.

Section 2. Terms of Membership and Dues

- a. Persons may join and establish membership as individuals, families, or corporations (as may be provided for by resolution of the Board of Directors). Each membership shall be entitled to one vote at any annual or special meeting of the membership.
- b. Membership in the Association shall be for periods of twelve or thirty-six months beginning July 1, depending on the payment of related dues. Dues amounts determined by the Board of Directors shall be due and payable on or before the time of the respective Annual Meeting of the Association.
- c. Only those Members who have paid their dues shall be in good standing and eligible to vote (on behalf of the membership they represent).
- d. After one year a member will be dropped for non-payment of dues. Such persons may be reinstated upon payment of the current year's dues.
- e. The Board of Directors may revoke a membership and refund dues paid upon a finding by the Board, and with the right of any such member to be heard by the Board on the matter, that the member is found to have conducted him/her/itself in a manner fundamentally inconsistent with the purposes and policies of the Association or in a manner seriously detrimental to the Association.

Article IV

Officers and Directors

Section 1.

The elective officers of the Association shall consist of the following; President, Vice-President, Secretary, Treasurer.

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Section 2.

These four officers together with five elected Directors shall constitute the nine-member Board of Directors of the Association.

Section 3.

- a. Officers shall be elected by the Board of Directors following the Annual Meeting of the Association.
- b. Officers shall hold office for three years or until their successors are elected and installed.
- c. No officer shall be eligible for more than three consecutive terms in the same office.
- d. The Board of Directors shall fill interim vacancies among the officers.
- e. Only one person from any membership unit shall be eligible to serve as an officer or director of the Association at the same time.

Section 4.

- a. Directors shall be elected by ballot, absentee ballot or show of hands, at the Annual Meeting of the Association. Of the nine Directors, a majority must be property owners on Indian Lake.
- b. Directors shall serve for terms of three years.
- c. No Director shall be eligible for more than three consecutive terms.

Section 5.

- a. Nominations for Directors shall be made by a Nominating Committee whose recommendations shall be made available to the members of the Association at least 14 days before the Annual Meeting.
- b. Additional nominations may be made from the floor at the time of the Annual Meeting.

Article V

Duties of Officers

Section 1. President

- a. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and its Board of Directors.
- b. The President is authorized to sign and execute documents on behalf of the Association, and shall also perform such duties as shall from time to time be delegated to him by the Board.
- c. The President shall appoint all committees except the Nominating Committee, which shall be appointed by the Board of Directors.

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- d. The President shall be an ex-officio member of all committees except the Nominating Committee.
- e. The President shall cast the deciding vote whenever a tie vote exists in any balloting by memberships of the Association.

Section 2. Vice President

In the absence of the President, the Vice President shall assume the duties of the President and shall be invested with all the powers of the President set forth in Article V, Section 1, of the Constitution and By-laws of the Association.

Section 3. Treasurer

- a. The Treasurer shall keep the financial accounts of the Association, receiving and disbursing funds as the affairs of the Association require, provided, however, that no disbursement of more than \$200 may be made without the approval of the Board of Directors.
- b. The Treasurer shall report at each Annual Meeting on the income, disbursements, current cash balances, and on outstanding indebtedness of the Association.
- c. All checks for the disbursement of funds for the Association shall be signed by the Treasurer.
- d. The Treasurer will maintain the financial records of the Association and shall make them accessible to the membership at all reasonable times.
- e. The Treasurer shall see that a roster of the members of the Association is maintained.

Section 4. Secretary

- a. The Secretary shall prepare and maintain a record of all business transacted at all regular and special meetings of the Association.
- b. The Secretary shall handle all correspondence for the Association.
- c. All books, minutes, correspondence, and reports of the Association in the Secretary's possession shall be accessible to the membership at all times.
- d. The secretary shall serve notice of all regular and special meetings of the Association at least 14 days prior to such meeting.

Article VI

Board of Directors

Section 1.

The Board of Directors shall consist of the 9 persons elected as Directors, and a quorum for meeting purposes shall be five or such lesser number as may constitute a majority of director seats then filled.

Section 2.

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- a. The Board shall assist the President of the Association in such matters as the President may request.
- b. The Board shall manage the affairs of the Association.
- c. A simple majority vote of a quorum of the Board at a duly convened meeting thereof will suffice to conduct business, except as statute may require a greater percentage of affirmative votes on a particular matter.
- d. Between meetings of the Board, an Executive Committee consisting of all of the named officers of the Association may exercise the authority of the Board in all respects at meetings to be called by the President (at which three Executive Committee members shall constitute a quorum) subject to prompt reporting of its actions to the full Board in writing, and the Board's authority to rescind any such action, provided that no vested rights of third parties are affected by such rescission.
- e. Board decisions may be made without the calling or conduct of a meeting by the unanimous written agreement of the directors.
- f. One or more members of the Board may participate in a Board meeting by means of a conference telephone, or other similar communications device which allows all persons to hear each other simultaneously. Participation by such means shall constitute the presence of any Director at such meeting for all purposes including quorum.

Section 3.

The Board shall propose such rules and regulations as may be needed to govern the affairs and conduct of the Association.

Section 4.

The Board shall appoint a Nominating Committee each year at least 30 days prior to the Annual Meeting of the Association.

Section 5.

The President may call a meeting of the Board or of the Executive Committee at any time. Meetings will also be called upon the request of three members of the Board.

Article VII

Committees

- a. The President shall appoint all committees except the Nominating Committee.
- b. The Nominating Committee, appointed by the Board of Directors, may not include any officers. Members of the Nominating Committee are not barred from becoming nominees for any office.

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- c. The Association designates the entire Board [or such members thereof as may qualify as “independent directors” within the meaning of Not-for-Profit Corporation Law Section 712-a] to perform any and all audit oversight and conflicts policy responsibilities which may be imposed by Executive Law Section 172-b, subdivision 1.

Article VIII

Meetings

Section 1. Annual Meeting

- a. Unless otherwise ordered by the Association or by the Board of Directors, the Annual Meeting shall be held in Indian Lake on a date in the month of July or August to be set by the Board of Directors, upon notice to the membership as hereinafter provided. The Annual Meeting shall be for the purpose of electing Directors, receiving reports of officers and committees, and for any other business that may arise. Along with the notice of annual meeting of the Association (or any special meeting thereof) sent to each membership, an absentee ballot shall be enclosed listing the candidates for Director and such other items as may be voted upon by the membership. Any and all such absentee ballots timely received by the Secretary of the Association from memberships in good standing: shall be counted and retained by the Secretary as part of the record of the meeting and outcomes; shall be counted towards a quorum, but only as to Director elections and propositions appearing on the absentee ballots for membership voting; and shall be revocable at will at any time up until the commencement of the annual meeting..
- b. A quorum shall consist of 10% of the memberships in “good standing” (See Art. III. Section 2 C.) either personally present, or participating in an annual meeting by means of an absentee ballot, as set forth immediately hereinabove.
- c. Unless otherwise specifically set forth in these By-Laws, all notifications required herein shall: be given a minimum of five business days before the occurrence of the event or occurrence which is the subject of the notice; and, may be given by the Secretary in writing by means of U.S. mail, e-mail or via any other reasonable method or means consented to by the membership.

Section 2. Special Meetings

- a. Special meetings, for any purpose, may be called by the President of the Association.
- b. Special meetings must be called by the President upon petition of 10 memberships.
- c. Notice of a Special Meeting, setting forth the purpose for which the meeting is being called, shall be given to all memberships by the Secretary at least 14 days prior to the scheduled date of the proposed meeting.
- d. Business transacted at the Special Meeting shall be limited to that stated in the notice of special meeting.

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Section 3. Absentee Voting

- a. Members unable to attend regular or special meetings may submit the absentee ballot received with the notice of meeting to the Secretary at the address set forth in the notice of meeting
- b. Only those ballots which are received by the Secretary by the time of the regular or special meeting shall be counted.

Article IX

Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of the following June.

Article X

Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order, Revised shall govern the Association in all cases to which they are applicable and not inconsistent with the By-Laws of the Association.

Article XI

Amending the By-Laws

- a. Proposed amendments to the By-l-Laws shall be submitted in writing to the Secretary at least 30 days before the Annual Meeting, by the Board of Directors, or in a petition signed by at least 10 memberships in good standing.
- b. The Secretary shall distribute to the membership copies of proposed amendments along with the notice for the Annual Meeting.
- c. The proposed amendments shall be placed before the Annual meeting for discussion and ratification.
- d. A simple majority rule shall prevail.

Approved at the Annual Meeting August 13, 2016

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