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**BY-LAWS
THE LAKE GEORGE ASSOCIATION, INC.**

ARTICLE I. NAME AND OFFICES

- A. The name of the corporation is The Lake George Association, Inc., which is referred to herein as the "Association".
- B. The principal office of the Association shall be in Warren County, New York. The Association may also have offices at such other places within or without the state as the Board of Directors, hereafter referred to as the "Board," may from time to time determine and the business of the Association may require.

ARTICLE II. PURPOSES

The purposes for which the Association is organized are as follows:

- A. The Association is a not-for-profit, charitable tax-exempt corporation created to engage exclusively in educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits including, but not limited to, the following:

In keeping with the purposes set forth in the certificate of incorporation, the purposes of the Association are to further the preservation and conservation of Lake George and its watershed as a clean and beautiful resource, through education, advocacy and broad-based community involvement, and to further objectives included within or related to those set forth above.

- B. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with machinery, equipment, furniture and furnishings, and all nature of tangible personal property or any interest therein, wherever situated.
- C. To sell, convey, lease, exchange, transfer or otherwise dispose of, or create a security interest in, all or any of its tangible personal property, or any interest therein, wherever situated.
- D. To purchase, receive, take by grant, gift, devise, bequest or otherwise, to lease, or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with real property and improvements, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise

- dispose of, or mortgage, all or any of its real property, or any interest therein, wherever situated.
- E. To make contributions to other not-for-profit organizations whose purposes would enhance those of the Association.
 - F. To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Association may determine, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.
 - G. To lend money, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.
 - H. To solicit, apply for and receive donations and grants from private and public sources, including individuals, public and private corporations and foundations and agencies and instrumentalities of local, state and federal governments, in order to accumulate sufficient funds to meet all expenses in connection with the aforesaid purposes.
 - I. Notwithstanding any other provision of these by-laws, the Association is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, or literary, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and shall not carry on any activities not permitted to be carried on by section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
 - J. No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
 - K. In furtherance of its corporate purposes the Association shall have all general powers enumerated in section 202 of the Not-for-Profit Corporation Law.
 - L. Nothing herein shall authorize the Association to operate or maintain a library, museum or historical society.

ARTICLE III. MEMBERSHIP

- A.** All persons eighteen (18) years of age or older who are supportive of the purposes of the Association shall be eligible for membership.

There shall be such categories of membership as the Board shall establish. Changes in designated membership categories shall be announced in the Association's newsletter or other mailing to the members. Only members may vote at the Association's meetings. Any category of family membership may include up to two adults 18 years of age or older living in the household, each of whom shall be considered to be a member for purposes of determining a quorum and voting.

- B.** The Board may designate a person as an honorary member in recognition of outstanding contributions to the Association. Honorary members may be excused from making an annual contribution.
- C.** All members shall make an annual contribution to the Association, or other assessment, as determined by the Board, in consultation with the Membership Committee. The Board shall adopt a policy for giving notice to members who do not make such a contribution or assessment on a timely basis and dropping such persons from the Association's membership roll.

ARTICLE IV. MEMBERSHIP MEETINGS OF THE ASSOCIATION

A. Calling and Notice of Meetings

1. There shall be an annual meeting of the members of the Association, which shall be held at a time and place designated by the Board between May 1 and September 30 each year. Directors shall be elected, and annual reports received, at this meeting, together with such other business as may come before the meeting.
2. Special meetings of the members may be called by the Board or may be called by a written petition signed by ten percent (10%) of the members entitled to vote, which petition shall specify the date and month of the meeting, which date shall not be less than two (2), nor more than three (3), months from the date of filing of the petition with the secretary.
3. "The secretary shall cause to be sent to every member in good standing at each member's address as it appears on the membership roll of the Association a notice stating the date, time and place of any annual or special meeting. Said notice shall be sent not less than ten (10) days, but not more than fifty (50) days, prior to the meeting. Notice may be made by mail, fax or email. If notice is mailed by other than first class mail, it shall be mailed at least thirty (30) days, but not more than sixty (60) days, prior to the meeting. The location of special meetings shall be fixed by the Board, or if called by a petition, may be fixed in said petition."
4. Notice of a special meeting shall also state the person or persons calling the meeting and the purpose or purposes for which the meeting is called. No other business, but that specified in the notice, may be transacted at a special meeting without the unanimous consent of all present at such meeting.
5. The notice of the annual meeting shall include the recommendations for positions made by the Nominating Committee pursuant to article VII, section E, of these by-laws, and persons nominated by petition pursuant to section C of this article.
6. Any member may waive notice of any meeting in writing. Attendance at a meeting, in person or by proxy, without protesting lack of notice prior to the conclusion thereof, shall also constitute waiver of notice.

B. Quorum and Voting

1. One hundred members, or one tenth of the members, whether in person or by proxy, whichever is less, shall constitute a quorum at any meeting of the Association. However, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date originally scheduled and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore defined shall be required at any adjourned meeting.
2. A membership roll showing the list of members as of the record date, certified by the secretary of the Association, shall be produced at any meeting of the members upon the request therefor of any member who has given written notice of such request to the Association at least ten (10) days prior to such meeting.
3. The vote of a majority of those members present in person or by proxy at any meeting of the members shall be necessary for any action to be taken by the members.

C. Elections

At the annual meeting, the members shall elect the directors. Twenty (20) or more members may submit a petition to nominate a member for any position. Such petitions must be submitted to the secretary at least ninety (90) days prior to the annual meeting so that the nomination(s) may be submitted to the membership, along with those made by the Nominating Committee. Nominations from the floor will not be permitted. Candidates shall run at large, and not for any particular seat, and those receiving the largest pluralities shall be elected to fill the available seats.

D. Fixing Record Date

For the purposes of determining the members entitled to notice of and to vote at any meeting of members or any adjournment thereof, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50), nor less than ten (10) days, before any such meeting, nor more than fifty (50) days prior to any other action. If the Board shall fail to fix a record date, it shall be considered to be at the close of business on the day before notice is sent.

E. Proxies

Any member may authorize another person who is a member to act for said member at any membership meeting by proxy, which shall be filed with the secretary prior to the start of the meeting for which it is valid. Such proxy may be in writing or via email, and must set forth the person's name, date and contact information. A proxy shall be valid for only one meeting, as specified therein, and any adjournment of said meeting. The Board may solicit proxies, to be exercised by any person designated by the Board, for any membership meeting, for any purpose deemed desirable by the Board, including proxy ballots for the election of directors and for other purposes.

ARTICLE V. BOARD OF DIRECTORS

A. Powers

The Association shall be governed by the Board of Directors ("the Board").

B. Members of the Board of Directors

1. The Board shall consist of up to twenty-four (24) directors elected by the membership, as well as the executive director.
2. Each director shall be at least eighteen (18) years of age. A director must be a member of the Association. Any director whose membership lapses shall be automatically removed.

C. Election and Term of Directors

Directors shall be elected by the membership at the annual meeting. They shall serve for three (3) year terms. A director may be re-elected, but no director shall serve as a director for more than six (6) consecutive years, provided however, that after a lapse of one (1) year, a member may be elected to again serve as a director, and provided that the past president may serve for no more than six (6) additional years after their presidency.

D. Removal of Directors

Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

E. Resignation of Directors

A director may resign at any time by giving written notice to the Board, the president or the secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

F. Vacancies

Vacancies occurring in the Board for any reason except the removal of directors without cause may be filled by a vote of a majority of the Board members then in office, even if less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the director's predecessor. Time served filling a vacancy shall not count towards the term limit set forth in section C of this article.

G. Place and Time of Board Meetings

The Board may hold its meetings at the office of the Association or at such other places, either within or without the state, as it may determine.

H. Notice of Meetings of the Board and Adjournment

1. Regular meetings of the Board may be held, upon at least five (5) days' notice to each Board member, at such time and place as it shall determine.
2. Special meetings of the Board shall be held upon notice to the Board members and may be called by the president upon one (1) day's notice to each Board member. Special meetings shall be called by the president or by the secretary in a like manner upon the written request of at least two Board members.
3. Notice shall be given either personally, by mail, by telephone or by electronic means. Notice of a meeting need not be given to any Board member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting the lack of notice prior thereto. Notice shall be effective as of the date it is mailed or otherwise transmitted.
4. A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Board members who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Board members. A quorum shall be necessary for action at such an adjourned meeting.

I. Quorum of the Board

Eight (8) members of the Board shall constitute a quorum for the transaction of business or of any specified item of business. Proxies are not permitted for Board members.

J. Action of the Board

1. Unless otherwise required by law or these by-laws, the vote of a majority of the Board

members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. A requirement in these by-laws for a vote of a majority of all of the Board members shall mean a vote in favor of the action by a majority of the entire number of Board members currently authorized, regardless of absences or vacancies. Each Board member present shall have one (1) vote.

2. Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the Association. Consent to action without a meeting may be transmitted via fax or email as long as it can be reasonably determined that the transmission was authorized by the Board member.
3. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communication equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
4. The directors shall act only as members of the Board, and the individual directors shall have no powers as such, unless otherwise authorized by the Board.

K. Annual Reorganizational Meeting

The Annual Reorganizational Meeting of the Board shall be held following the annual meeting of the members of the Association, at the place of such annual meeting of the members, or else at the next Board meeting.

L. Chair

At all meetings of the Board and of the members, the president, or in the president's absence, the executive vice-president, shall preside. In the absence of both, a vice-president chosen by the Board shall preside.

M. Emeritus Board

1. The Board of Directors may establish a Lake George Association Emeritus Board to support the mission and programs of the Association. Membership on the Emeritus Board shall be restricted to retired or past members of the Association's Board of Directors or Advisory Board who have provided distinguished service to the Association over a sustained period of time.
2. Any member of the Board of Directors or the executive director may nominate individuals for membership on the Emeritus Board. Nominations will be reviewed by the executive director and the president and presented for approval by the Board of Directors.
3. Emeritus Board Members will serve for a term of one year which may be extended annually by action of the Board of Directors.
4. Emeritus Board members will not be voting members of the Board of Directors. At least annually, the Emeritus Board shall meet for an update on the operation of the Association. The responsibilities of the Emeritus Board members will be to:
 - a. Serve as advocates for the Association and its programs;
 - b. Provide feedback to the Board of Directors and staff;
 - c. Provide advice and technical expertise to the staff;

- d. Assist in identifying others whose interest and support are important to the Association; and
- e. Assist and advise the Board of Directors where appropriate.

N. Advisory Board

- 1. The Board of Directors may establish a Lake George Association Advisory Board to support the mission and programs of the Association. Membership on the Advisory Board shall not be restricted to Association members.
- 2. Any member of the Association's Board of Directors or the executive director can nominate individuals for membership on the Advisory Board. Advisory Board members will be chosen based on their unique background, experience, personal and professional skill, and influence. Nominations will be reviewed by the executive director and the president and presented for approval by the Board of Directors.
- 3. Members of the Advisory Board will serve for a term of one year which may be extended annually by action of the Board of Directors.
- 4. Advisory Board members will not be voting members of the Board of Directors. At least annually, the Advisory Board shall meet for an update on the operation of the Association. The responsibilities of the Advisory Board members will be to:
 - a. Serve as advocates for the Association and its programs;
 - b. Provide feedback to the Board of Directors and staff;
 - c. Provide advice and technical expertise to the staff;
 - d. Assist in identifying others whose interest and support are important to the Association; and
 - e. Assist and advise the Board of Directors where appropriate.

ARTICLE VI. OFFICERS

A. Offices, Election, Term

At its annual reorganizational meeting, the Board shall elect a president, executive vice president, up to three (3) vice presidents, secretary and treasurer, each of which shall have such duties, powers and functions as hereinafter provided. Officers shall be elected from among the directors. All officers shall be elected to hold office until the next annual meeting of the Board or until a successor has been elected and qualified or until the prior resignation or removal of the officer. No two offices may be held by the same person, excepting that the same person may serve as both secretary and treasurer. All officers shall be members of the Association and any officer whose membership lapses shall be automatically removed from office. No employee of the organization shall serve as board chairperson,

B. Removal or Resignation of Officers, Filling of Vacancies

Officers may be removed from office by a vote of the Board at a duly called meeting, with or without cause. In the event of the death, resignation or removal of an officer, the Board shall elect a successor to fill the unexpired term.

C. Powers and Duties of Officers

1. **The president** shall be the Association's chief executive officer, preside at all meetings of the Association, serve as chair of the Board and of the Executive Committee, oversee the work of the executive director on behalf of the Board and have such other powers and duties as the Board shall prescribe.
2. The **past president** shall be the immediate past president of the Association and shall be a voting member of the Board. The past president may serve up to six (6) years after the last year of their presidency.
3. **The executive vice president** shall act in the absence of the president, and during that time shall have all the powers and duties of the president. The executive vice president shall also act at the president's request, as well as coordinating the activities of the vice presidents. The executive vice president shall have such other powers and duties as the Board shall prescribe.
4. The Board may elect up to three (3) **vice presidents**. Such positions shall be created as the Board deems desirable, but there need not be any vice presidents. All vice presidents shall be members of the Board, provided that the creation of such position(s) does not result in the number of board members exceeding thirty-one (31). The vice presidents, if any, shall act in the absence of the president and executive vice president and shall have such other powers and duties as the Board, president or executive vice president shall prescribe.
5. (a) **The treasurer** shall be responsible for monitoring the accounts of the Association, preparing the annual statement and preserving financial records. The treasurer shall have the care and custody of all the funds and securities of the Association, and shall deposit said funds and securities in the name of the Association in such financial institutions as the Board may approve; shall, unless the Board determines otherwise, sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board, which may require that such instruments shall be countersigned by another person; shall, to the extent required by law, at all reasonable times exhibit the books and accounts to any member of the Association upon application at the office of the Association during ordinary business hours. The treasurer shall consult on such matters with the Finance Committee and have such other powers and duties as the Board shall prescribe.
(b) At the annual meeting of the members, the treasurer shall present an annual report setting forth in full the financial conditions of the Association as required by Section 519 of the Not-for-Profit Corporation Law. At the end of each fiscal year, if requested by the Board, the treasurer shall also have an audit of the accounts of the Association made by a committee appointed by the Board, or by an outside auditor hired by the Board. A copy or abstract of such audit or report shall be filed at the next annual meeting of the members, and placed in the minutes.
(c) The treasurer shall ensure that all financial reports and returns required by law to be filed by the Association with state or federal agencies are filed within the time allowed by law.
(d) The treasurer may not serve as chair of the Finance Committee.
6. **The secretary** shall be responsible for keeping the minutes and records of the Association. The secretary shall keep the minutes of the Board and also the minutes of the meetings of the members; shall have the custody of the seal of the Association, and affix and attest the same to documents when duly authorized by the Board; shall attend to the giving and serving of all notices of the Association; shall have charge of such books and papers as the Board may direct; shall attend to such correspondence as may be assigned, and shall perform all the duties of

the office. The secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their mailing addresses or place of residence and the time when they became members. The secretary shall have such other powers and duties as the Board shall prescribe.

7. **The executive director** shall serve as an officer of the Association, and as a non-voting member of the Board and Executive Committee. The executive director shall be appointed by the Board and shall hold office at its pleasure. The procedures applicable to the election and removal of the elected officers shall not apply to the executive director. The executive director shall have the general management of the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect and shall have such other powers and duties as the Board shall prescribe. With the advice of the Human Resource Committee, the executive director shall be responsible for employing such staff as is authorized by the Board. Such staff, and any volunteers assisting with the day-to-day work of the Association, shall report to the executive director. The Executive Committee shall conduct the executive director's annual performance review.

ARTICLE VII. COMMITTEES

A. Creation and Membership

In addition to the permanent committees created by these by-laws, there shall be standing committees and special or temporary committees, and the Board may create such committees as it deems desirable. Except as otherwise provided by these by-laws, each committee shall consist of a chair appointed by the Board from among the Board members and at least two other persons appointed by the Board. Except as otherwise provided by these by-laws, the chair of any committee may appoint such additional members of the committee as the chair shall deem desirable. Each committee and chair or member thereof shall serve at the pleasure of the Board. Committee chairs and members must be members of the Association and any such person whose membership lapses shall be automatically removed from the committee.

B. Powers and Duties

In addition to any powers and duties set forth in these by-laws, the committees shall have such powers and duties as the Board shall prescribe in the committee's charter or otherwise. A committee may act only as a committee and the chair, or individual members thereof, shall have no powers as such unless otherwise authorized by the Board. The chair shall be responsible for seeing that the decisions and resolutions of the committee are carried out.

C. Procedures

The committees shall hold meetings and take action by voting, in accordance with the procedures set forth in these by-laws for meetings of the Board, except that a quorum of a committee shall consist of a majority of its members. All committees shall regularly report their activities to the Board.

D. Permanent Committees

There shall be the following permanent committees: Nominating, Executive, Finance, Membership, and Human Resource.

E. Nominating Committee

1. There shall be a Nominating Committee consisting of five (5) persons chosen by the Board, at least two (2) of whom shall not be members of the Board.
2. The Nominating Committee shall make recommendations for directors. Said recommendations shall be reported to the secretary at least ninety (90) days before the annual meeting of the members. At the request of the Board or Executive Committee, it shall make recommendations for officers, Executive Committee members, Nominating Committee members, committee chairs and also for candidates to fill vacancies for such positions.

F. Executive Committee

1. There shall be an Executive Committee, consisting of the president, executive vice-president, up to three (3) vice-presidents, secretary, treasurer, Finance Committee chair, Human Resource Committee chair; and the executive director who shall serve without vote.
2. The Executive Committee may do all things which the Board may do, except change membership types or assessments, remove officers, directors, committee chairs and committee members, fill vacancies in officer, director or committee chair positions, create committees, or do anything which would give the Executive Committee authority superior to that of the Board, including undertaking activities or decisions where the Board has denied the executive committee authority to act.
3. The meetings of the Executive Committee shall be called by the president, or upon written request of any two members thereof.

G. Other Permanent Committees

The Finance, Membership and Human Resource Committees shall have such powers and duties as are given by these by-laws, and as are otherwise given to them by the Board.

ARTICLE VIII. INDEMNIFICATION

The Association may, upon a vote of a majority of the entire Board, indemnify its directors and officers, and their executors, administrators, heirs and assigns, against all loss, liability, judgments, fines, amounts paid in settlement and reasonable legal fees and expenses arising from any action or proceeding, or threatened action or proceeding, against said person to the extent permitted by Not-for-Profit Corporation Law Sections 721 and 722, as they may be amended from time to time. The Board may purchase insurance for such purpose if it is deemed desirable to do so.

ARTICLE IX. FINANCES

- A. The Board may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.
- B. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the Association shall be signed by the designated officer or

officers, and in the manner which shall be determined from time to time by resolution of the Board. Endorsements for deposit to the credit of the Association in any of its authorized depositories may be made, without counter-signature, by an officer of the Association.

- C. The fiscal year of the Association shall end on December 31 of each calendar year.
- D. Directors and officers, other than the executive director, shall serve without compensation but reasonable expenses may be reimbursed. No employee of the Association shall receive any funds from the Association or any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered to it and reimbursement for expenses incurred in the performance of such services. The compensation of employees other than the executive director shall be fixed by the Human Resource Committee, upon the recommendation of the executive director. The compensation of the executive director shall be fixed by the Board, upon the recommendation of the Executive Committee.
- E. All employees, including the executive director, shall be employees-at-will.
- F. The Finance Committee shall make recommendations to the Board for the adoption of investment polices for the assets of the Association.

ARTICLE X. CONSTRUCTION

If there is a conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern. If there is a conflict between the Not-for-Profit Corporation Law or other applicable law, and these by-laws, the law shall govern.

ARTICLE XI. AMENDMENTS

- A. These by-laws may be adopted, amended or repealed by the members, at a duly called membership meeting.
- B. To the extent permitted by the Not-for-Profit Corporation Law, these by-laws may also be adopted, amended or repealed by the Board, but any by-law adopted, amended or repealed by the Board may be superseded by the members. If any by-law is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the members the by-law so adopted, amended or repealed, together with a concise statement of the changes made, and notice of the members' right to supersede the amendment. The Board may not amend any by-law related to the election of directors or the purposes of the Association.

ARTICLE XII. EFFECTIVE DATE

These by-laws shall take effect immediately upon their approval by a vote of the members taken at a duly called meeting, and shall supercede the by-laws in effect at that time.