

# BYLAWS

## BYLAWS OF UPPER SARANAC LAKE ASSOCIATION, INC. (USLA) A NEW YORK NOT-FOR-PROFIT CORPORATION

Approved August 9, 2008, Amended July 11, 2009, Amended August 2016, Amended August 2021

### ARTICLE I: NAME, PURPOSE, AND OFFICE

Section 1.

#### **NAME.**

The name of the organization is the Upper Saranac Lake Association, Inc. also referred to as the USLA.

Section 2.

#### **PURPOSE.**

The purposes for which the corporation is organized are: to preserve, enhance and protect the natural beauties and environmental purity of the Upper Saranac Lake, its adjoining waters and the adjacent lands and forests; to encourage and assist in improving the recreational enjoyment of these waters and lands without thereby degrading or deteriorating the natural environmental quality thereof and generally to conserve and protect the interests of owners and tenants of the area embraced within these properties. The Association shall have unlimited power to engage in and do any lawful business for which it may be incorporated under the New York State Not-for-Profit Corporation Law ("NPCL"), its Articles of Incorporation and these Bylaws of the Association.

Section 3.

#### **REGISTERED OFFICE.**

The location of the registered office of the Association shall be Post Office Box # 892, Saranac Lake, NY 12983. The Board of Directors ("The Board") may revise the location upon written notice to the Members and upon filing with New York State, pursuant to the NPCL.

### ARTICLE II. MEMBERSHIP AND DUES

Section 1.

#### **MEMBERSHIP.**

Membership in the Association shall be made without regard to gender, race, color, creed or national origin and those eligible are:

1. All owners or tenants of real property in the Upper Saranac Lake Watershed, and their extended families. \.

2. Any person who subscribes to the purposes and basic policies of the Association.

Section 2.

**MEMBER PRIVILEGES.**

In addition to all rights and privileges of Membership contained within these Bylaws and the NPCL, all Members shall have equal access to the records and information of the Association; provided however, such Member shall give the President at least (10) days written notice of the Member's request to inspect and review such records, or to be provided with copies of same, and provided further that any information as identified by a Member as proprietary or personal shall remain confidential.

Section 3.

**DUES**

Each Member shall pay such annual dues in such amounts and payable in such terms as determined by the Board and ratified by the Members at any meeting. Membership dues are for a calendar year. Membership is renewed annually when dues are paid for the current calendar year.

Section 4.

**ANNUAL MEMBERSHIP**

The Membership year, and annual dues therefore, shall be from January 1 to December 31 inclusive; however, Membership is available throughout the year upon payment of the annual dues.

**ARTICLE III. MEETINGS OF THE MEMBERS**

Section 1.

**ANNUAL MEETING.**

The Annual Meeting of the Members shall be held in August upon such date as the Board shall determine for the purpose of electing Officers and Directors, and for such other business that may come before the Members. Notice of the Annual Meeting shall be given to all Members in good standing not less than thirty (30) days before the Annual Meeting date set by the Board, and shall set forth the time, place and date, and shall be by mail, or electronic means.

Section 2.

**MEMBERSHIP MEETING**

The Membership Meeting of the Members shall be held in July upon such date as the Board shall determine for the purpose of considering such business that may come before the Members. Notice of the Membership Meeting shall be given to all Members in good standing not less than thirty (30) days before the Membership Meeting date set by the Board, and shall set forth the time, place and date, and shall be by mail, \ or electronic means.

Section 3.

**SPECIAL MEETINGS**

Special Meetings of the Members may be called by the Board and shall be called upon the request of no \ fewer than ten percent (10%) of the Members submitted to the President in writing. It shall be the duty

of the Secretary to send a Notice of any Special Meeting to all Members not fewer than ten (10) nor more than twenty (20) days in advance of the date set for any such meeting. The notice so given by the Secretary shall set forth the time, place, date, and purpose for the Special Meeting, specifying in reasonable detail the business to be conducted thereat and shall be by mail, or electronic means.

Section 4.

#### **QUORUM**

At any meeting of the Membership of the Association, a quorum shall be not fewer than fifty (50) votes or five percent (5%) of the Members in good standing entitled to cast votes, whichever is fewer, as certified by the Secretary of the Association.

Section 5.

#### **VOTING**

Each membership in good standing is entitled to one (1) vote.

Section 6.

#### **VOTING BY PROXY**

In the event that any designated representative of any Member cannot attend a specific meeting, such designated representative may appoint a natural person as his or her proxy, provided that such proxy shall specify the meeting for which the proxy is given for all votes to be taken at such meeting; and/or that such proxy may be given only as to specific resolutions or matters other than routine business matters to be voted upon at such meeting. The designated representative of any Member shall submit his or her proxy in writing to the Secretary at least twenty-four (24) hours prior to such meeting and in a form and with notice as approved by the Board.

Section 7.

#### **RULES OF ORDER**

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order, as amended.

Section 8.

#### **WAIVER OF NOTICE**

Any Member shall have the right to waive in writing his or her right to notice of any meeting at any time, before a meeting. Attendance at and participation in a meeting shall be deemed to constitute a waiver of any notice of said meeting.

Section 9.

#### **ADJOURNED MEETINGS**

An adjournment of any meeting other than adjournment to a time and place on the same day such meeting has been called, may be made to such time and place as those Members present may determine. Reasonable notice of the adjournment must be given to the Members. The Annual Meeting at which the Officers and Directors are to be elected shall be adjourned only from day to day until such Officers and Directors are elected.

## ARTICLE IV. BOARD OF DIRECTORS

Section 1.

### **GOVERNING BODY**

The Board shall consist of the Officers of the Corporation, Committee Chairs, Zone Chairs and up to three (3) Members At-Large. All members of the Board are referred to as Directors.

Section 2.

### **ELECTION**

At the Annual Meeting, Directors shall be elected to two (2) year terms by the Members. The total number of Directors shall not exceed thirty-one (31) and shall be no fewer than twenty-three (23). Directors shall be elected by ballot vote; provided however, a voice vote may be taken by the Membership where there is only one nominee for each Director's position on the Board.

Section 3.

### **QUALIFICATIONS**

Directors shall be Members in good standing of the Association.

Section 4.

### **DUTIES OF THE BOARD**

The business and property of the Association shall be governed by the Board in accordance with these Bylaws and the NPCL; provided however, the Board may delegate specific functions or responsibilities to the Association Officers, in addition to those functions and responsibilities described in Article IV of these Bylaws. Members of the Board of the Association shall serve without compensation.

Section 5.

### **VOTING**

Each Director shall have one vote at any meeting of the Board or any Committee thereof, and shall be qualified to vote in person or by proxy.

Section 6.

### **VOTING BY PROXY**

In the event that any Director cannot attend a specific meeting, such Director may appoint a natural person as his/her proxy, provided that such proxy shall specify the meeting for which the proxy is given for all votes to be taken at such meeting; and/or this proxy may be given only as to specific resolutions or matters, except for routine business matters to be voted upon at the direction of the Director. The Director shall submit his/her proxy in writing to the Secretary at least twenty-four (24) hours prior to such meeting and in a form and with notice as approved by the Board.

Section 7.

### **TERM OF OFFICE**

The term of office of each Director shall be two (2) years; shall commence upon his/her election at the Annual Meeting; and shall continue until his/her successor is elected or until his/her removal from office.

Section 8.

## **REMOVAL**

Any Director may be removed from office for good cause upon the written affirmative vote of two-thirds of the Board qualified to vote at a meeting to consider such Director's removal. Good cause shall include, but not be limited to: failure to attend meetings of the Board with an unexcused absence; failure to meet the qualifications of being a Director; failure to perform his or her duties in good faith and in a fiduciary relationship to the Association; failure to comply with established Board policies; and/or commission of any act detrimental to the reputation or not in the best interests of the Association. Upon removal of any Director, his or her office as Director shall become vacant until his/her successor is appointed by a majority vote of the Board to serve the remaining portion of his or her term.

Section 9.

## **MEETINGS**

At all meetings of the Board and at any of its Committees or any Task Forces, Robert's Rules of Order, as amended shall govern, except when the Board may vote to otherwise provide a special order of business.

Section 10.

## **REGULAR MEETINGS**

Regular meetings of the Board shall be held at the call of the President or at the call of the Majority of the Executive Committee members; provided however, there shall be at least two meetings of the Board annually. Notice of any Meeting shall be given by the Secretary not less than five (5) days in advance of the date set for any meeting, shall set forth the time, place, and purpose of the Meeting, and shall be by mail, \ or electronic means.

Section 11.

## **SPECIAL MEETINGS**

Special Meetings shall be held as the Board may determine, upon the call of the President, or at the request of the majority of the Board in writing to the President. Notice of any Special Meeting shall be given by the Secretary not less than five (5) days in advance of the date set for any Special meeting, and shall set forth the time, place, date and purpose of the Meeting, and shall be by mail, \or electronic means.

Section 12.

## **QUORUM**

For purposes of transaction of business of the Board, a quorum shall be ten (10) Directors.

Section 13.

## **TELECONFERENCING**

One or more members of the Board or any Committee or Task Force thereof may participate in a meeting of the Board, Committee or Task Force by electronic means allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute the presence in person of any member at any such meeting.

Section 14.

## **HONORARY DIRECTOR(S)**

The Board may from time-to-time, designate persons because of their past or ongoing contributions to the USLA as "Honorary Directors". They shall have all the privileges of the Board, except the right to vote. The Board may, at any time, with or without cause revoke such title given to any Honorary Director.

## **ARTICLE V. OFFICERS**

Section 1.

### **OFFICERS**

The Officers of the Association shall be the President, Vice President, Secretary and Treasurer.

Section 2.

### **TERM OF OFFICE**

The term of office of each Officer shall be two (2) years, not including the unexpired term of any vacancy which he or she has filled, or until his or her successor is elected. The President and Vice President shall not be eligible to serve more than two consecutive terms in the same office. Election of all Officers shall be by ballot; provided however, if there is only one nominee for any office, election for that office may be made by voice vote of the Membership. The Officers shall assume their official duties immediately upon adjournment of the Annual Meeting of the Association. No person shall hold more than one office at the same time.

Section 3.

### **QUALIFICATIONS OF OFFICERS**

No person shall be eligible to be elected an Officer of the Association, unless he or she is a Member of the Association and of good reputation and standing in the Association and within the community.

Section 4:

### **PRESIDENT**

The President shall:

1. Have general supervision and management of the affairs of the Association, carry out all orders and resolutions of the Board, and perform such other duties as set forth in the Bylaws or as shall be assigned to him or her by the Board. The President shall serve as the Chair\ of the Board.
2. Sign and execute all contracts, agreements, or other obligations in the name of the Association.
3. Preside at all meetings of the Association, the Board and the Executive Committee, when present.
4. Be an ex-officio Member of all committees, except the Nominating Committee.
5. In concert with the Executive Committee, appoint and fill the position of Committee Chairs including Task Force(s) and Special Committee(s).

Section 5:

### **VICE-PRESIDENT**

The Vice-President shall:

1. Act as aide to the President.
2. Perform duties of the President in his or her absence or inability to act.
3. Be a liaison to the Zone Chairs, providing them direction, information, and inspiration.
4. Perform such other duties as the Board or the President may request.

Section 6:

**SECRETARY**

The Secretary shall:

1. Record minutes and maintain a permanent file of the minutes of all meetings of the Association, Executive Board, and the Executive Committee.
2. Maintain a permanent file of committee reports, correspondence, and Association records.
3. Prepare and oversee the distribution of all meeting announcements as required by these Bylaws.

Section 7:

**TREASURER**

The Treasurer shall:

1. Have custody of the Association's funds, securities and valuables which shall be kept in bank accounts approved by the Board.
2. Keep a full and accurate account of the receipts and expenditures.
3. Make disbursements as authorized by the President, Board, or Association in accordance with the annual budget and any amendments thereto adopted by the Association.
4. Issue written receipts for donations in the amount as authorized by the Board.
5. With the assistance of the Finance Committee, prepare a budget for submission to the Board for its review and approval.
6. Present financial statements reflecting the operations of the Association at meetings of the Association, of the Board and at such other times as may be requested by the Board.
7. Prepare and file periodic audited financial statements for the Association and present them to the Board.
8. File all required state and federal tax forms and returns, and any and all other documents for which filing is required.

Section 8:

**DUTIES OF OFFICERS**

In accordance with the Not-For-Profit Corporation Law, Officers shall:

1. Exercise the highest standard of fiduciary duty to the Association, including careful and prudent judgment, reasonable skill, inquiry and diligence and adherence to the Association's corporate documents, Bylaws, rules and procedures, and in accordance with all applicable local, state and federal laws.
2. Attend all meetings of the Board, the Executive Committee, and the Association.
3. Perform the duties as required by the Association Bylaws and other responsibilities assigned from time-to-time.
4. Surrender and deliver to the President or his or her successor all pertinent records, books, and materials and return to the Treasurer all funds and records of same without delay upon the expiration of his or her term of office, or in case of his or her resignation or removal.

Section 9.

#### **VACANCIES**

If a vacancy occurs in any office, the Board shall appoint a Director to fill the unexpired term of such office; provided however, when a vacancy occurs in the Office of President, the Vice President shall become the President for the remainder of such term. \

### **ARTICLE VI. COMMITTEES**

#### **Section 1.**

##### **EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer.

The Executive Committee shall:

1. Make recommendations as to the conduct and business of the Association to the Board for their approval.
2. Cooperate with the President in the selection of the standing and special committee chairs.
3. Take such actions for which the Board has granted authority.
4. The Executive Committee shall have and exercise the full authority of the Board in the management of the Association between the adjournment of any meeting of the Board and the reconvening of the next meeting of the Board
5. The Executive Committee shall meet at the call of the President or at the majority of the Executive Committee Members upon five (5) days' notice from the Secretary, and shall be by mail, \ or by electronic means.

A majority of the Executive Committee shall constitute a quorum.

#### **Section 2.**

##### **FINANCE COMMITTEE**

There shall be a Finance Committee annually appointed by the President, with approval of the Board, composed of three (3) Members of the Board including the Treasurer, who shall act as Chair of the Committee. Other than the Treasurer, who shall serve as *ex-officio* to the Audit Committee, no Member of the Audit Committee shall serve on the Finance Committee. The Finance Committee shall make such recommendations to the Executive Committee or the Board with respect to the financial interests or expenditures of the Association as it may deem advisable, including without limitation, preparation of the annual budget, supervision and management of the funds and budget accounts as disbursed by the President, review and approval of financial reports, and performance of such other duties with regard to the financial management of the Association, with the approval of the Board.

### **Section 3.**

#### **AUDIT COMMITTEE**

There shall be an Audit Committee annually appointed by the President, with approval of the Board, composed of three (3) Members of the Board who shall each serve at least one (1) two (2)-year term. The Treasurer of the Association shall be an *ex-officio* Member of the Committee. Other than the Treasurer of the Association, no Member of the Finance Committee shall be a Member/*ex-officio* of the Audit Committee. The members will select among themselves a Chairperson to serve one year and a vice chair who shall succeed him/her as Chair of the Committee.

The Audit Committee shall assure, through an annual examination of all the USLA Financial Records, that accurate record keeping is maintained and that the expenditure of funds are always appropriate to the business of the USLA. This monitoring is to assure that no fraudulent activity has occurred and that the management of the USLA assets are protected. This annual examination of the financial records will be completed no later than the end of the first quarter of the USLA fiscal year. The Audit Committee shall, at the request of the President or the Board, assist the Finance Committee. The Committee shall also be responsible for: periodically reviewing the expenses of the Officers, and Directors; reviewing Association accounting and in-house financial policies and procedures; conducting a periodic assessment of its own effectiveness; regularly reporting on its activities to the Board and performing such other duties as the President, with approval of the Board, may direct.

### **Section 4.**

#### **COMMUNICATIONS COMMITTEE**

There shall be a Communications Committee which will be annually appointed by the President and shall be comprised of at least three (3) Members of the Association. The Committee shall be responsible for various forms of communication, such as letters, brochures, newsletters, the Internet, and e-mail, to keep the membership informed of Association issues, concerns, programs, policies, and finances and shall make recommendations to the Board as to Association positions in such matters.

### **Section 5.**

#### **CULTURAL AFFAIRS COMMITTEE**

There shall be a Cultural Affairs Committee which will be annually appointed by the President. The Committee shall be comprised of at least three (3) Members of the Association. The Committee shall make recommendations to the Board for social, educational and cultural events appropriate and/or requested by the Members, the overall purpose being to enhance the cultural experience of the Members and their families on Upper Saranac Lake, its watershed, surrounding communities and region.

**Section 6.**

**ENVIRONMENTAL COMMITTEE**

There shall be an Environmental Affairs Committee, which will be annually appointed by the President. The Committee shall be comprised of at least three (3) Members of the Association. The Committee shall be responsible for all issues with regard to the environment of the lake, watershed, and air quality, and including development issues before Upper Saranac Foundation (USF), Department of Environmental Conservation (DEC) and/or the Adirondack Park Agency (APA), as they relate to the environmental concerns of the Association.

**Section 7.**

**GOVERNMENT AFFAIRS COMMITTEE**

There shall be a Government Affairs Committee which will be annually appointed by the President and shall be comprised of at least three (3) Members of the Association. The Committee shall be responsible for reviewing all matters relating to legislation and government affairs and shall make recommendations to the Board as to Association positions on such matters.

**Section 8.**

**MEMBERSHIP COMMITTEE**

There shall be a Membership Committee which will be annually appointed by the President and shall be comprised of at least three (3) Members of the Association. The Committee shall be responsible to develop and strengthen the Membership of the Association, assist in the collection of annual Membership dues, and maintain a correct listing of the current names and addresses of Members, and other pertinent information and shall make recommendations to the Board as to Association positions in such matters.

**Section 9.**

**SAFETY COMMITTEE**

There shall be a Safety Committee which will be annually appointed by the President and shall be comprised of at least three (3) Members of the Association. The Safety Committee is responsible for all matters concerning the public safety, health and welfare of Association Members, those who reside permanently or temporarily on Upper Saranac Lake or its watershed, and all matters relating to First Responders and local, state, federal, and public health safety and welfare agencies having jurisdiction of Upper Saranac Lake and its watershed.

**Section 10.**

**NOMINATING COMMITTEE**

1. There shall be a Nominating Committee composed of three (3) Members, one of whom shall be a Director appointed by the President and who will serve as Chair of the Committee for two years; and two (2) who are elected At-Large by the Members at the Annual meeting of Members.
2. The Nominating Committee shall seek nominations for qualified persons who are Members of the Association for election as Officers and at large members of the nominating committee.
3. Members of the Nominating Committee may be nominees for office without resigning from the Committee.

4. Only those persons who have consented to serve if elected shall be nominated for or elected to any office, or as a Director.
5. The Nominating Committee shall present its initial report at the July Membership Meeting of the Association, at which time additional nominations may be made from the floor.
6. The Nominating Committee shall present its final report at the Annual Meeting of the Association, at which time additional nominations may be made from the floor.

**Section 11.**

**COMMITTEE QUORUM**

A majority of any standing or special committee shall constitute a quorum.

**Section 12.**

**TASK FORCES.**

The President, in consultation with the Board, may at any time appoint such Task Forces as he or she deems appropriate to consider and make recommendations regarding various aspects of the business of the Association. Each such Task Force shall have as its Chair a Member of the Association, whether such Members are Directors or not. The President shall assign responsibilities of each Task Force. Such Task Force shall make a report to the President and shall be in existence for a period of time as shall be determined by the President, after which period it shall be dissolved, unless otherwise extended by the President with approval of the Board.

**Section 13.**

**OPEN MEETINGS**

Any Board member may be an observer of any meeting of a Committee or Task Force, other than the Nominating Committee. Any Member of the Association may be an observer of any meeting of the Board, a Committee or Task Force, other than the Nominating Committee. An observing Board member or Member of the Association shall not participate or vote in any Committee or Task Force meeting; and provided further, that the Board or any Committee or Task Force may go into executive session for a stated reason.

**ARTICLE VII. ZONE CHAIRS**

**Section 1.**

**ELECTION**

The zone chair is nominated by the President with approval by the Board. \\ One Zone Chair shall be elected from each identified zone of Upper Saranac Lake.

**Section 2.**

**TERM OF OFFICE**

The term of office shall be two years. There shall be no restriction on the number of consecutive terms served.

**Section 3.**

**QUALIFICATIONS**

No person shall be eligible to be elected a Zone Chair, unless he or she is a member of the Association and of good reputation and standing in the Association and within the community.

**Section 4.**

**DUTIES**

The Zone Chair shall:

1. Provide a communication link between the Board of Directors and Members of the Association in his or her respective zone including activity updates and other information as requested.
2. Welcome new members providing appropriate information regarding the Association.
3. Greet new owners and other nonmembers introducing the Association and its activities.
4. Bring the needs of their zone members to the appropriate Board member or meeting.
5. Assist in identifying members with skills and interests that will further positive activity in the Association.
6. When feasible have one meeting of the zone members per year.

**Section 5.**

**VACANCIES**

If a vacancy occurs the Board shall fill such vacancy for the unexpired term.

**ARTICLE VIII. FISCAL MATTERS**

**Section 1.**

**FISCAL YEAR**

The Fiscal Year shall begin on the first day in January and end on the last day of December in each year.

**Section 2.**

**EXPENDITURE OF CORPORATE FUNDS**

The Board is authorized to expend corporate funds for the purpose of operating and attaining the objectives of the Association. Such expenditures shall include retaining expert consultants such as economists, statisticians, accountants, legal counsel, analysts; arranging for printing and distribution of informational materials; paying for liaison and other administrative services; obtaining assistance in handling the receipts and payments of the Association, making provision for accommodations for conducting meetings of the Association; and undertaking all other lawful matters for the fulfillment of the purposes of the Association. The Board shall assure that the reasonable administrative expenses of the Association are paid. No part of the net earnings of the Association shall inure to the benefit of any Member, Director or individual.

**Section 3.**

**SPENDING LIMITS**

The Executive Committee is authorized to allocate additional funds for requests not exceeding Five Thousand Dollars (\$5,000.00) over the budgeted expense for any line item. Requests for the expenditure of monies exceeding Five Thousand Dollars (\$5,000.00) over the budgeted expense shall require approval by the Board.

**Section 4.**

**CONTRIBUTIONS AND FUNDS**

The Board is authorized to accept or reject contributions subject to guidelines set by a resolution adopted by the Board. The Board may establish an account or accounts as necessary for the efficient and proper administration of such contributions and shall develop and implement an investment policy for such funds to produce income and capital appreciation which is consistent with needs for current operating income.

**ARTICLE IX. ANNUAL REPORT**

There shall annually be published in such form as the Board may direct, a Report of its Proceedings of the preceding year, which Report shall state the aggregate contributions and dues, disbursements made pursuant to the direction of the Board and the purpose(s) for which such disbursements were made, and information on the affairs and finances of the Association.

**ARTICLE X. LIMITATION OF DIRECTOR PERSONAL LIABILITY AND INDEMNIFICATION**

The Corporation shall provide for Director and Officer Liability insurance in such terms and amounts as the Board shall determine.

**ARTICLE XI. AMENDMENT OF BY-LAWS**

These By-Laws may be amended by a majority vote of the Members or by two-thirds of those Members present at the Annual Meeting or at such other meeting of the Members as shall be called by the Board.

Bylaws of the Corporation shall be reviewed by the Board at least once every five (5) years.

**ARTICLE XII CONFLICT OF INTEREST POLICY**

Contracts with Directors, Officers and Related Parties. No Director, Officer or employee (“Related Parties”) of The Upper Saranac Lake Association shall be interested, directly or indirectly, in any

contract or other transaction conducted by USLA, nor in any contract or other transaction for furnishing services or supplies to it, unless such contract or other transaction shall have been fully disclosed to the Board of Directors at the meeting at which such contract or other transaction has been reviewed and approved by the Board of Directors, as more fully specified in the Conflict of Interest Policy as approved by the Board of Directors.