

**By-Laws of the Owasco Watershed Lake Association: (as of 6.4.2014)**  
**(Incorporated under the Not-For-Profit Corporation Law of New York)**

**Article I. Name**

This Association is incorporated as the Owasco Watershed Lake Association Inc. and is referred to in these by-laws as "The Association."

**Article II. Purposes**

The purpose of this Association shall be to provide an effective and continuing structure for the furtherance of environmental management, preservation, wise use and appreciation of Owasco Lake and its watershed, and:

- (a) To act as an informational and environmental action center for matters concerning Owasco Lake and its watershed, in conjunction with individuals, and other organizations, the news media, and all levels of government.
- (b) To foster appreciation of the natural resources present in the Owasco Lake Watershed area and the importance of protecting them through sound environmental management.
- (c) To provide leadership in support of the wise use of land and water, and in the control or pollution of all types.
- (d) To engage in studies, research and fact-findings in all areas of Association concern.
- (e) To encourage the wise management of fish and game, good forestry practices, safe operation of boats and all other types of marine vehicles, proper maintenance of navigation aids and of the lake's water levels, observance of laws and regulations by the individual, and fair and proper law enforcement for the individual.
- (f) To promote public interest and understanding of the matters which relate to the purpose of the Association.

**Article III. Membership**

All persons interested in the purpose of the Association shall be eligible for membership.

There shall be such designated types of memberships as the Board of Directors shall establish, and the persons applying for a designated type of membership shall pay dues annually in the amount fixed for that type of membership by the Board of Directors. Changes in the designated types of memberships or in the dues shall be announced orally or in writing at an annual meeting before they are implemented.

The Board of Directors may from time to time designate a person as a Honorary member in recognition of outstanding activity consistent with the goals and purposed of the Association.

**Article IV. Duties of Members**

The members of the Association shall support and encourage the purpose of the Owasco Watershed Lake Association, Inc. and give their support to its activities, as they are reasonably able.

**Article V. Board of Directors**

(a) Role and Composition:

The Corporation shall be managed by a Board of Directors each of whom shall be a member of the Association in good standing, and shall serve without financial and other enumeration except as noted in (b) 3.

The Board of Directors shall consist of the elected officers and, in addition, neither less than seven (7) nor more than fifteen (15) directors elected by the members at large.

The President shall serve Chairman of the Board of Directors.

(b) Duties and Authority of the Board of Directors:

1. The Board of Directors shall manage the Corporation's activities and assets, and shall retain counsel, accountants and auditors, staff personnel and other services as necessary to perform those duties. No director, officer, or immediate family member of the Board shall so serve in the aforementioned capacity.

2. The Board shall fill vacancies on the Board or among the officer group until the next annual meeting.

3. The Board may make arrangements with banking institutions for the investments for the investment and management of assets and may purchase insurance for the protection and indemnity of the officers, directors, employees and members and for the general purposes and protection of the interests of the Association.

4. The Board may lease, buy, sell, mortgage, hold and otherwise deal with real property and personal property as is reasonable to the activities of the Association.

5. The Board may receive gifts and donations of real and personal property, cash and securities and may make gifts and donations of such items as are reasonable to the activities of the Association on behalf of the Association.

6. The Board may join in or (ally) with other persons or (corporations) or government units in furtherance of the purpose and activities of the Association.

7. The Board shall report on its activities and the activities of its committees and on the assets and liabilities of the Association in special mailings or at meetings of the membership and shall cause a financial statement to be prepared for distribution at each annual meeting. The Board shall also present at the annual membership meeting an annual work program for the coming year describing in outline form the goals, objectives and projects for the Association.

(c) Executive Committee of the Board:

The Board of Directors shall further have the authority and option to designate the composition of an Executive Committee with power to carry on day-to-day activities of the Association and to make related decisions, and to do all things which the Board could do except change membership types or dues, fill vacancies in officers or board member positions, or do anything which would give such committee authority superior to that of the Board including undertaking activities or de-authority to act.

(d) Other Committees of the Board:

The Board of Directors may, in addition to designating an Executive Committee, delegate any of its specific responsibilities, or areas of interest to a committee created by the Board for that purpose. Such committees shall be accountable to the Board through their respective chairpersons as appointed by the president, and approved by the Board.

(e) Regular Meetings and Executives sessions:

Regular meetings or Executive sessions of the Board shall be called the President or by 1/3 of the Directors. There shall be at least four meetings of the Board of Directors each year, one or which shall precede the annual membership meeting by not less than 30 days. Any member may attend regular Board meetings although no general notice of any of these meetings need be given. Such attendance does not bring with it voting privilege. The privilege of the floor may be granted to an attending member by a majority of the Board. Executive sessions of the Board shall be closed to the general membership.

(f) Election of Director and Term of Office:

Directors shall be elected by the membership at the annual meeting. A majority of the voters cast in person in any election at any annual meeting shall be sufficient for proper election of the Candidates. To qualify in the voting, members must be present at the meeting when a vote is taken.

The term of a Director who is not an officer shall be three years. However, initial terms shall be staggered so that approximately one-third of the Board members are not officers will serve for two years, and one-third of the board who are not officers will serve for three, to be replaced thereafter by an equal number of full term directors after completing their respective terms. A director may be a candidate for re-election.

#### **Article VI. Officers**

The Association shall have a President who shall be its Executive Officer. In addition to be Chairperson of the Board of Directors, the President shall also serve as Chairperson of the Executive Committee when the Board of Directors has created such committee. There shall also be one Vice-President, who will serve in the absence of the President. There shall also be one Secretary responsible for keeping the minutes and records the Association and passing them to the successor.

There shall also be a Treasurer responsible for keeping the accounts of the Association, preparing the annual statement, and preserving financial records and passing them on to his successor.

They members shall elect officers for two-year terms at the same time and in the same time and in the same manner as Directors. They shall be eligible for re-election.

#### **Article VII. Membership Meetings**

A membership meeting shall be held no less than once each year, and during the month of June, Directors and officers shall be installed at the meeting. An annual report (written synopsis) describing the Association's activities during the past year shall be made available to the members at the meeting.

The Directors may call meetings of the general membership so long as written notice is mailed to each membership not less than 7 nor more than 30 days before the date of the meeting. The notice shall state the place, date and hours of the meeting and unless it is an annual meeting shall indicate by who the meeting is being called and the purpose of the meeting. Notice of meeting may be given by inclusion in the Association publication.

## **Article VIII. Election Requirements**

### **(a) Nominations:**

The Board shall designate a Committee on Nominations that shall report to the membership its recommendations as to Officers for the coming year and those suggested serving as Directors.

The report of the Committee on Nomination shall be mailed to the membership at least 60 days before the annual meeting and shall be included in the notice of the annual meeting. The report of the Nominating Committee may be included in the Association publication.

Similarly, candidates other than those designated by the Committee on Nominations must submit their names with a minimum of 10 membership signatures to the Committee. The Committee must receive such names at least 30 days prior to the annual meeting.

### **(b) Elections:**

All elections involving more than one candidate shall be held by secret ballot in an annual meeting. Members must be present to vote.

## **Article IX. Quorums and Voting**

### **(a) Quorums:**

One hundred memberships or one-tenth of the total number of memberships, whichever is lesser, shall constitute a quorum at any meeting of the members.

A majority of the entire board shall constitute a quorum on any meeting of the Board of Directors.

A majority of the membership of a committee shall constitute a quorum at any committee meeting.

### **(b) Voting:**

All dues-paying members in good standing with dues currently paid for that year may vote in an election or upon any other topic which, in the opinion of the presiding officer, calls for a vote at a membership meeting. However, in no instance shall more than one member of each membership cast a vote for that membership.

## **Article X Service Year for Officers and Directors**

The service year of the Association shall run from the June annual meeting to the next June annual meeting and officers' and directors' terms shall correspond with the period.

## **Article XI Fiscal Year**

The fiscal year of the Association shall coincide with the service year of officers and directors.

## **Article XII Order of Business at Meetings**

At meetings of the Board of Directors or the membership the presiding officer shall outline an order of business which shall include the usual agenda items for a business meeting and if appropriate, opportunities for discussion from the floor. In the case of new matters raised from the floor a vote by the membership shall not be taken until the matter has been referred to the Directors for study and their recommendations reported

back to the membership, either at a subsequent meeting or in some other manner. The rules may be waived only to conduct business at the Annual Meeting, at the request of the chairperson and a majority vote of the Board of Directors.

### **Article XIII Removal of Members, Officers, Directors and Committee Chairpersons**

Any membership may be terminated if payment of annual dues has been made within 12 months following mailing of a dues notice. A membership may also be terminated by a two-thirds vote of the Board of directors for conduct of a member inconsistent with the goals and purposes of the Association.

An officer, director, or committee chairperson may be removed from office by a two-thirds vote of the Board of Directors for dereliction of duty, incompetency or inconsistent with the goals and purpose of the Association.

### **Article XIV Effective Date and Amendment of these By-Laws**

The by-laws shall become effective at the time of adoption by the membership. These by-laws may only be amended by a majority vote of the members present at an official meeting of the Association, at which a quorum is constituted. Such amendments must be introduced at one meeting and acted on at a subsequent general membership meeting, at least 30 days after the introduction of the proposed amendment(s).

### **Article XV Definitions**

“Owasco Lake Watershed” the areas which drains into Owasco Lake, as generally described on Figure 1, “The Owasco Lake Watershed Map”.

### **Amendment to By-Laws approved at OWLA annual meeting on June 4, 2014:**

Whereas OWLA wishes to amend certain provisions of its bylaws to reflect a membership-based organization and a mission driven organization; enlist and engage active members and remain accountable to members, while empowering a board and executive committee that can make decisions to move forward on the strategic plan, and

Whereas a committee has been formed that is actively involved in the amendment process and has reported its findings in detail in three meetings and

Whereas the Board wishes to hold its 2014 elections at the June meeting as scheduled, now therefore

Be it Resolved that

1. The office of Immediate Past President shall be created and filled by the outgoing President, and the term shall be 2 years, the same as all officers
2. The office of Vice President shall be changed to the President Elect, and the term shall be 2 years, the same as all officers

Be It Further Resolved that these offices shall be included as a part of the 2014 election process and incorporated into the amended bylaws as they are finalized and as the following duties indicate:

The President shall:

1. Provide guidance and coordination of committee activities.
2. Preside at meetings of the Board and the membership.

3. Appoint all ASSOCIATION Committees, including designating their chairpersons, unless otherwise provided for in these By-Laws.
4. Call meetings of the Board.
5. Carry out any other duties as assigned by the Board.
6. Take the office of the Immediate Past President upon completion of their term as President.

#### Section 2 President Elect

The President Elect shall:

1. Assist the President in the development and implementation of activities associated with the goals and priorities of the ASSOCIATION.
2. Carry out other duties as assigned by the President of the Board.
3. In the absence of, or in the event of incapacity of, the President Elect shall assume the duties of the President.
4. Take the office of the President at the conclusion of the President's term(s)

#### Section 3 Immediate Past President

The Immediate Past President shall:

1. Take the office at the conclusion of their term as President.
2. Assist the President by providing continuity to the operations of the Association.
3. Carry out other duties as assigned by the President or the Board.
4. In the absence of, or in the event of incapacity of the President and the President Elect, the Immediate Past President shall assume the duties of the President.