



By-Laws of the Owasco Watershed Lake Association

(Incorporated under the Not-For-Profit Corporation Law of New York)

Adopted: August 24, 1988

Amended: June 4, 2014

Amended: (*Membership Vote scheduled for June 1, 2022*)

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."

Mailing Address: P.O. Box 1 Auburn, NY 13021

Phone Number: 315.704.5510

Article II. Purpose

The Owasco Watershed Lake Association (OWLA) is a non-profit volunteer membership-based organization that works to preserve, protect and restore Owasco Lake and its watershed for future generations. OWLA strives to improve water quality for both drinking and full recreational use while protecting the balance of its ecosystem.

Our goals are:

- (a)** To inform and encourage engagement of the public in discussions, forums, media and web-based presentations about key issues affecting the watershed.
- (b)** Initiate and support successful collaborative projects that maintain and improve the lake, surrounding streams and watershed.
- (c)** To provide leadership in support of the wise use of land and water, and in the control of pollution of all types.
- (d)** To investigate well researched and well-reasoned positions on potential and actual threats to the waters and watershed of Owasco Lake.
- (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.
- (f)** To develop a broad support base through increased membership, partnerships, area-wide alliances, fundraising and grant support.

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 to the general membership at the June annual meeting before they are implemented.

The Board of Directors may from time to time designate a person as an Honorary member in recognition of outstanding activity consistent with the goals and purposes 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 as Chairperson 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 June annual meeting.

3. The Board may make arrangements with banking institutions for the investments 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 June 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 and Executive sessions of the Board shall be called by the President or by 1/3 of the Directors. There shall be at least four meetings of the Board of Directors each year, one of which shall precede the June 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 June annual membership meeting. A majority of the votes in any election at the June annual meeting shall be sufficient for proper election of the Candidates. The term of a Director who is not an officer shall be three years. 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 being 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 a committee.

There shall also be one President Elect who will serve in the absence of the President. They shall assist the President in the development and implementation of activities associated with the goals and priorities of the Association; carry out other duties as assigned by the President of the Board; and take the office of the President at the conclusion of the President's term(s). In the absence of, or in the event of incapacity, the President Elect shall assume the duties of the currently serving President.

There shall also be one Secretary responsible for keeping the minutes and records of the Association digitally and passing them to their successor.

There shall also be one Treasurer responsible for keeping the accounts of the Association, preparing the June Annual Statement, and preserving financial records digitally and passing them on to their successor.

The office of Immediate Past President will be filled by the outgoing president. They shall assist the President by providing continuity to the operations of the Association, and carry out duties as assigned by the President of the Board. 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.

The members shall elect Officers for two-year terms at the same time and in the same manner as Directors. Officer elections are held biennially. A majority of the votes in any election at the June Annual Meeting shall be sufficient for proper election of the Candidates. They shall be eligible for re-election.

Members of the Board or any committee may participate in a meeting of such board or committee by means of a conference call, video communication, or similar communication equipment or program that allows all persons participating in the meeting to hear each other, see pertinent visuals, and to respond at the same time. Participation by such means constitutes presence in person at a meeting and permits voting by the same means. Minutes must identify the Board members who participate remotely. Proxies are not permitted.

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 June meeting. An Annual Report describing the Association's activities during the past year shall be made available to the members at this meeting.

Every effort shall be taken to inform membership about all the initiatives of the Board and all its committees in a timely fashion. Acceptable forms of notices, reports and other communications for the Board and its Committees to the membership may be by one or more of the following means: mail, e-mail or other electronic means addressed to the individual members and/or posted on the Association website: owla.org.

Article VIII. Election Requirements

(a) Nomination:

The Board shall designate a Nomination Committee that shall report to the membership its recommendations as to Officers on a biennial cycle and those recommended serving as Directors on an annual cycle.

The report of the Nomination Committee shall be presented to the membership at least 60 days before the June annual meeting and shall be included in the notice of the annual meeting. The report of the Nomination Committee shall be disseminated by means of mail, e-mail and/or posting on the Association website: owla.org.

Also, candidates other than those designated by the Nomination Committee 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:

A majority of the votes in any election at the June annual meeting shall be sufficient for proper election of the candidates. They shall be eligible for re-election. All elections involving more than one candidate shall be held by secret ballot.

Article IX. Quorums and Voting

(a) Quorums:

- A majority of those who attend a general meeting of membership shall constitute a quorum at any general meeting of membership.
- A majority of the entire board shall constitute a quorum at 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 this 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 and the General 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 not 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 inconsistency 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. 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”.



Figure 1: Map of the Owasco Lake Watershed