

Bylaws
Of
Copake Lake Conservation Society, Inc.

A Not-for-Profit Corporation
Incorporated under the Laws of
the State of New York

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Article I.

Article II. Offices

The principal office of the Copake Lake Conservation Society Corporation, hereafter referred to as CLCS, shall be in Craryville, Town of Copake, County of Columbia, State of New York. The Corporation may also have offices at such other places within or without this state as the Board of Trustees may from time to time determine or the business of the Corporation may require.

Article III. Purposes

The purposes for which this Corporation has been organized are those appearing in the Certificate of Incorporation of the Corporation as filed with the Secretary of the State of New York.

Article IV. Fiscal Year/Membership Year

The fiscal year of the Corporation shall commence January 1 in each calendar year and end on December 31 in the same year.

The membership year for the Corporation shall commence on December 1 and end on November 30 of the next year.

Article V. Procedures and Communications

General, Board of Trustee, and Executive meetings shall be conducted utilizing Robert's Rules of Order. Other Committee chairs may chose not to utilize Robert's Rules of Order and may follow general business procedures. If a procedural conflict arises, Robert's Rules of Order prevails.

All external communications, written or electronic, stating official CLCS positions to outside organizations, governments, associations, etc. are to be approved by the Board of Trustees, with a record of the approval.

Article VI. Membership

Section 6.01 Classes and Qualifications of Membership

(a) Individual Membership

There shall be a category of membership entitled "Regular Members." Regular Members shall be at least eighteen (18) years of age. A qualification for such class of membership shall be the payments, as due, of such dues and other fees as may be established from time to time for such category of membership by the Board of Trustees of the Corporation.

(b) Other Classes of Membership

The Board of Trustees may from time to time establish classes of membership other than Regular Membership. The qualifications, rights, and privileges of such categories of membership shall be established and may be amended from time to time by the Board of Trustees.

Section 6.02 Membership Meetings

1. All meetings are open to all members, in good standing, of the organization.
2. The annual membership meeting of the Corporation shall be held within the month of July. The Secretary shall cause to be notified to every member and others on the mailing list, a notice stating the time and place of the annual meeting.
3. The time and place of other regular meetings of the Corporation, if any, shall be fixed by the Board of Trustees. Notice of such meetings shall be given to the membership in the same manner as provided herein for the annual membership meeting.
4. The presence at any membership meeting of not less than twenty-five (25) members shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to all members.
5. A membership roll showing the list of paid members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request of any member who has given written notice to the Corporation at least ten (10) days prior to such meeting. Each paid membership shall have one vote.

Section 6.03 Special Membership Meetings

Special meetings of the Corporation may be called by the Board of Trustees. The Secretary shall notify all members of such meeting at least ten (10) days, but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

Section 6.04 Fixing Record Date

For the purpose of determining the members entitled to notice of, or to vote at any meeting of members, or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board of Trustees shall fix, at least 10 days, but not more than fifty, a date as the record date for any such determination of members.

Section 6.05 Proxies and Absentee Ballots

No proxies will be accepted. Absentee ballots may be accepted when there is a single issue question, if there is no discussion or new information on the issue at the vote taking. If there is discussion and/or new information, or a changed interpretation of old information, then the absentee ballot is invalid.

Section 6.06 Membership Dues and Donations

Membership dues shall be fixed and may be changed from time to time by action of the Board of Trustees. Copake Lake associations, or other organizations, may make payments to the CLCS, but

these payments are to be considered donations and do not qualify as dues for membership and do not enjoy any voting privileges.

Article VII. Trustees

Section 7.01 Management of the Corporation

The Corporation shall be managed by a Board of Trustees which shall consist of not more than twenty-five (25) Trustees and no fewer than seven (7) Trustees each of whom shall be a member of the Corporation. Each Trustee shall be at least eighteen (18) years of age, shall be a member in good standing and shall be a person who would provide substantial contribution to the aims and purposes of the corporation. Board of Trustee members must meet the following minimum qualifications of:

1. be committed to the mission and goals of CLCS
2. participate in various tasks and programs undertaken by the Board of Trustees
3. be paid up as a full member at the time of application, and no later than one week prior to the annual meeting
4. sign a conflict of interest statement

The Treasurer shall, when duly authorized by the Board of Trustees, sign and execute all contracts in the name of the Corporation, and sign all checks, drafts, notes, and orders for the payment of money, all of which items shall be countersigned by the President or such other officer as may be designated by the Board of Trustees when those amounts are greater than \$1000.00.

Each year, thirty days prior to the annual meeting, the Board of Trustees shall create a slate of candidates sufficient to fill the vacancies occurring that term. Every effort should be made to fill seats with a broad range of persons from the Copake Lake community. Any member, who meets the qualifications, may apply to the Board of Trustees for candidacy. Such application is completed with the submission of the application to the Board of Trustees at least six weeks prior to the annual meeting. The Nominating Committee shall review the application, and determine if the applicant should be placed on the slate of candidates for the Board of Trustees.

Section 7.02 Election and Term of Trustees

At each annual meeting of members the membership shall elect the Trustees to hold office for two (2) years. Each such Trustee shall hold office until the expiration of the term for which he/she was elected (or appointed to complete a term) and until his/her successor has been elected and shall have qualified. Each Trustee carries a designated identification number not to exceed 25. Trustees carrying odd number designations are elected in odd numbered years and Trustees with even number designation are elected in even numbered years

Each Trustee shall exercise utmost care to protect privacy and confidentiality of all records, data and information which he/she possesses or has access to. No information, data or materials shall be used for private or business purposes, for profit or advantage.

Each Board of Trustee member shall turn over all records, materials and data to the Secretary within two (2) weeks of departure from the Board of Trustees.

Section 7.03 Increase or Decrease in Number of Trustees

The number of Trustees may be increased or decreased by vote of the members, or by a vote of a majority of all of the Trustees. No decrease in number of Trustees shall shorten the term of any incumbent Trustee. The number of Trustees shall adequately represent the Copake Lake community.

Section 7.04 Newly Created Trusteeships and Vacancies

Newly created Trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board of Trustees for any reason, except the removal of Trustees without cause, may be filled by a vote of a majority of the Trustees then in office, unless otherwise provided in the Certificate of Incorporation. A Trustee elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

Section 7.05 Removal of Trustees

Any of the Trustees may be removed with, or without cause, by a vote of the Board of Trustees. Members of the Board of Trustees who miss 3 meetings within a year may be removed from the Board of Trustees. Attendance will be taken and tracked by the Secretary at each meeting. This will be reported to the Executive Committee for appropriate action. The Executive Committee, after due process and investigating any extenuating circumstances, will decide whether or not to bring the matter to a vote of the Board of Trustees, to remove the Trustee.

Section 7.06 Resignations

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

Section 7.07 Action of the Board

Unless otherwise required by law, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present, shall be the act of the Board of Trustees. Each Trustee present shall have one vote. No proxy votes are accepted at a Board of Trustees meeting except absentee ballots may be accepted according to Article V Section 5.05.

Section 7.08 Place and Time of Board of Trustees Meetings

The Board of Trustees may hold its meetings at the office of the Corporation, or at such other places, either within or without the state, as it may from time to time determine.

All meetings are open to all members.

Meetings may be held electronically.

Section 7.09 Regular Annual Meetings

There will be at least three (3) annual meetings of the Board of Trustees. They are:

- 30 days prior to the General Membership Meeting, the Board of Trustees must meet to draft a slate of Trustees to be voted on at the General Membership meeting.
- The General Membership meeting, where the slate of Trustees are voted on.
- Within 30 days after the General Membership meeting, the Board of Trustees meets to vote on new officers.

Section 7.10 Notice of Meetings of the Board of Trustees, Adjournment

Regular meetings of the Board of Trustees may be held with notice at such time and place, as it shall from time to time determine. Special meetings of the Board of Trustees shall be held upon notice to the Trustees and may be called by the President upon three- (3) days' notice to each Trustee, either personally, by mail or electronically. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Trustees. Within those ten (10) days, if it is determined by a majority of the Executive Committee, that a Board of Trustees meeting cannot be promptly convened, the Executive Committee shall resolve such issue. The Executive Committee shall determine the procedure for such meeting (i.e. electronically, telephone, conference).

Section 7.11 Chairing the Board of Trustees Meeting

At all meetings of the Board of Trustees, the President, or in his/her absence, the Vice President, or a member of the Board of Trustees, designated by the President, shall preside.

Section 7.12 Committees

The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each consisting of two (2) or more Trustees, having such duties, powers and functions as the Board of Trustees may determine. Each such committee shall serve at the pleasure of the Board of Trustees. It should be determined by the Board of Trustees whether the committee should be a standing committee or an ad hoc committee. The Board of Trustees should also determine what event needs to occur to terminate an ad hoc committee. All committee members are to be from the Board of Trustees and volunteers from the general membership of the CLCS. All committee members should be in good standing. All volunteers must meet the minimum qualifications of:

1. be committed to the mission and goals of CLCS
2. participate in various tasks and programs undertaken by the Board of Trustees
3. be paid up as a full member at the time of application, and no later than one week prior to the annual meeting
4. sign a conflict of interest statement

The President shall nominate the Chairperson of each committee and the nominees shall be approved by the Board of Trustees. A committee Chairperson must be a member of the Board of Trustees.

Committee chairs are appointed annually for a one-year term and are responsible for the conduct of their committees and to ensure that CLCS matters are managed in a businesslike manner and in the best interest of the CLCS mission statement and objectives. Committee members serve for one-year.

(a) Executive Committee

The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and the chairpersons of the following committees: Membership, Fund Raising, Communications, Education and Lake Management.

The Executive Committee shall meet on an as needed basis to address a particular issue or perform such duties as assist in meeting the mission of the organization

(b) Membership Committee

Shall be responsible for maintaining a complete list of membership, addresses and contribution history, shall make information available to Board of Trustees members as needed, shall generate such newsletter articles and mailings which assist in maintaining the membership rolls and contribution level.

(c) Finance Committee

Shall review and support the functions of the Treasurer, including the creation of an annual budget, purchase and review of appropriate insurance policies, filing of the annual income tax returns, preparing for a yearend audit and determine whether an audit is required, as well as ensuring appropriate operational controls are in place. The finance committee will present the annual budget to the Board of Trustees one month prior to the new fiscal year. The Board of Trustees will approve the annual budget by the beginning of the fiscal year by electronic vote. The committee shall consist of the Vice President and Treasurer, and two (2) or more members of the Board of Trustees.

(d) Fundraising Committee

Shall be responsible to maintain the business mailing list with contribution history, shall explore, design, propose and lead such activities which purpose is to raise funds for the organization. The Fundraising Committee will be responsible for all monies raised outside and beyond dues.

(e) Communications Committee

Shall produce and assure consistent communication among various media, including, but not limited to the newsletter, web site and blast e-mails. Determine appropriate communication related to mission.

(f) Education Committee

Shall be responsible for the design, writing and / or collection and promulgation of all educational materials and, when necessary, present educational programs for the membership.

(g) Lake Management Committee

Shall be responsible for the collection, analysis and dissemination of information concerning the vitality and maintenance of the waters, shoreline and watershed of Copake Lake. The committee shall be the principal liaisons to those expert persons, hires or contractors with an interest in maintaining the vitality of Copake Lake. The Lake Management Grant Committee will report to the Lake Management Committee and will be responsible for investigating all grant proposals submitted to the CLCS. The Lake Management Grant Committee will present its findings to the Lake Management Committee and to the Board of Trustees. The Board of Trustees will have the final approval of all grant proposals.

(h) Nominating Committee

Nominating committee members are to be made up of members of the Board of Trustees. Three members are approved by the Board of Trustees.

The Nominating committee shall be responsible for producing a slate of candidates for the election of Trustees, and a slate of candidates for the Officers of the Corporation.

(i) Materials and Data

Materials and data in the custody of each committee member shall be transferred in an orderly and timely manner from one member to another as appropriate.

Article VIII. Officers

Section 8.01 Offices, Election and Term

The Board of Trustees may elect or appoint a President, one Vice President, a Secretary, and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided, or as determined by the Board of Trustees. All officers shall be elected or appointed to hold office for a term of two years and shall hold office until their successor is elected or appointed and qualified.

All officers shall serve without compensation from the Corporation, but shall be entitled to reimbursement by the Corporation for reasonable expenses incurred in connection with the performance of their duties. The President and Secretary will be elected in even years. The Vice-President and Treasurer will be elected in odd years. The officer's term shall override the trustee's term.

Section 8.02 Removal, Resignation

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees with or without cause. In the event of the death, resignation or removal of an officer, the Board of Trustees, in its discretion, may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the office of President.

Section 8.03 President

The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the members and of the Board of Trustees. He/she shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Trustees are carried into effect.

The President shall recommend committee chairpersons to the Board of Trustees for their approval.

Section 8.04 Vice-President

During the absence or disability of the President, the Vice-president shall have all the powers and functions of the President. The Vice-president shall chair the Finance committee. The Vice-president shall perform such other duties as the Board of Trustees or the President shall prescribe.

Section 8.05 Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Trustees may designate. He/she shall at all reasonable times exhibit his/her books and accounts to any Trustee or member of the Corporation. At the end of each fiscal year, he/she shall submit the books and accounts which shall consist of income and expense statements, and a balance sheet of assets and liabilities for an audit by an independent auditor. Treasurer shall present the results of such audit in writing at the annual meeting of the members, at which time he/she shall also present an annual report setting forth in full the financial condition of the Corporation. Treasurer shall be responsible for filing of annual income tax returns. Due diligence shall be used in maintaining security of all data

including appropriate backup of data. Such backup data shall be updated at least every six months and shall be kept in a place other than the primary data bank.

Section 8.06 Secretary

The Secretary shall keep the minutes of meetings of the members, the Board of Trustees and committees of the Board of Trustees. He/she shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Trustees. He/she shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Trustees may direct. The Secretary, with the approval of the Board of Trustees, may designate a Corresponding Secretary who shall attend to such correspondence as may be assigned and perform all duties incidental to the office. However, at all times the Office of Secretary has only one (1) vote at all meetings including the General Meeting, Board of Trustee meetings, and Executive Committee meetings. In the absence of the Secretary at any meeting, the president may designate the Corresponding Secretary to serve as the Secretary for said meeting only and perform the duties of Secretary as here in assigned. He/she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence and the time when they became members.

Due diligence shall be used in maintaining security of all data including appropriate backup of data. Such backup data should be kept in a place other than the primary data bank.

Section 8.07 Records and Materials

Each officer shall turn over all records, materials and data of the office to the Secretary of the Corporation upon leaving office within two (2) weeks of such departure.

Section 8.08 Sureties and Bonds

In case the Board of Trustees shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Trustees may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

Article IX. Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify via an insurance policy, any person made, or threatened to be made, a part to any action or proceeding by reason of the fact that he, his testator or intestate was a Trustee, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Article X. Seal

The seal of the Corporation shall be as follows:

Article XI. Construction

If there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.

Article XII. Amendments

Bylaws may be adopted, amended or repealed by a vote of the Board of Trustees.

If any Bylaw regulating an impending election of Trustees is adopted, amended or repealed by the Board of Trustees, there shall be set forth in the notice of the next meeting of members for the election of Trustees the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

Article XIII. Board of Advisors

Section 13.01 Appointment

The Board of Trustees may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board of Trustees, and shall have such authority and obligations as the Board of Trustees may from time to time determine.

Section 13.02 Salary, Compensation or Emoluments

No such advisor of the Corporation shall receive any salary, compensation or emoluments for any service rendered to the Corporation, except that the Board of Trustees may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.