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<u>BY-LAWS</u>

BY-LAWS
Of
THE TUSCARORA LAKE ASSOCIATION, INC.

ARTICLE I – OFFICES

1. The principal office of the Association shall be in Erieville, in the Town of Nelson, County of Madison, State of New York, 13061. The Association may also have offices at such other places within or without this state as the Board may from time to time determine, or the business of the Association may require.
2. The corporate year shall be on a calendar basis that starts on January 1st and ends on December 31st of each year.

ARTICLE II – PURPOSES

The purposes for which this Association has been organized are as follows:

1. To promote the proper and safe enjoyment of Erieville Reservoir, also known as Tuscarora Lake, located in Madison County, and to promote recreational, social and community activities and events normally associated with residents on or near the lake.
2. To acquire such personal property and real estate as may be necessary to carry out these purposes: to manage, rent, license, mortgage, sell or transfer personal or real property, for purposes subject to the provisions of the law.
3. To promote the betterment of conditions, both sanitary and social, of life on and around the lake; to protect the rights of property owners; to promote good relations with appropriate governmental agencies, especially relating to the quality and level of the lake water, the population of fish and other water life, and the proper policing and law enforcement on and around the lake; and to promote a spirit of cooperation and good fellowship in the surrounding community.
4. To aid in planning and controlling development of Tuscarora Lake and the area surrounding it, in a manner most beneficial to the Association membership and the development of the Town of Nelson. The officers, directors and members of the Tuscarora Lake Association, Inc. may serve as an Advisory Committee to the Nelson Town Board, when requested to do so by the Board.

ARTICLE III – MEMBERSHIP

1. <u>QUALIFICATIONS FOR MEMBERSHIP</u>

   A. Any household must own property abutting Erieville Reservoir (Tuscarora Lake),

   B. Or own property immediately surrounding the lake with deeded or legal access to Erieville Reservoir (Tuscarora Lake),

   C. Or any applicant that does not meet the above criteria will be forwarded to the Board of Directors for review as a Friends of Tuscarora Lake.

   Friends of Tuscarora Lake qualifications:

   1. Pay dues at current rate of membership
   2. Receive current communications
   3. Receive all the same rights of membership except voting privileges

   E. The Board of Directors has the authority to approve Honorary Members wherefore good cause is shown. Honorary members are exempt from annual dues, do not receive voting privileges but receive all other membership rights.

2. <u>MEMBERSHIP DUES</u>

   A. The annual dues may be established or changed at any Regular or Annual Meeting of the membership.

   B. Each household shall be considered one member and have one vote. All other members of the household may qualify for membership as Friends of Tuscarora Lake.

   C. Dues shall be payable at the time of initial membership and thereafter at the first regular meeting of each year.

   D. Any member whose dues have not been paid for one year may be dropped from membership.

   E. Only members whose dues have been paid shall be eligible to vote.

3. <u>MEMBERSHIP MEETINGS</u>

The annual membership meeting of the Association shall be held on the last weekend in August of each year. .

Including the annual membership meeting, there will be at least two (2) meetings of the Association, at a designated place and time to be decided by the Board of Directors.

Notices of the date, time and place of the regular and annual meetings may be communicated by the Association newsletter, signs placed at locations around the Lake and social media

<u>QUORUM FOR MEETINGS</u>

The presence at any Association meeting of not less than 15 members or not less than 10 percent of the membership, whichever is smaller, shall constitute a quorum, necessary to conduct the business of the Association. If a quorum is not met the meeting will need to be scheduled within r a period of up to four (4) weeks from the scheduled date. All rescheduled dates shall be the subject of a notice.

A membership roll showing the list of members as of the record date, certified by the Membership Committee Chair, shall be produced at any meeting of members upon the request of any member who has given written notice to the Association that such request will be made, provided such notice is given at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at a meeting of the Association.

4. ORDER OF BUSINESS

The President shall preside at all meetings of the membership whether monthly, annual or special (see Article V, Section 3).

In the absence of the President, the Executive Vice President presides. And in the absence of the Executive Vice President, the Officers will preside in the following order: 1st Vice President, Secretary, Treasurer (see Article V, Sections 3, 4, 5 and 6).

The order of business at all meetings shall be as follows:

A. Roll Call

B. Reading of the minutes of the previous meeting

C. Treasurer's report

D. Reports of the committees

E. Communications

F. Report of Officers

G. Old and new business

H. Adjournment

At the Annual Meeting, the order of business after completed items A thru G shall be:

I. Annual report of the business conducted by the Board of Directors for the year, to be made by the President or Executive Vice President

J. Approval of Board action by the membership

K. Election of Officers and Directors

L. Adjournment

5. SPECIAL MEETINGS

Special Meetings of the Association may be called by the President, the Board of Directors, or by written petition signed by at least a quorum of the members.

If a Special Meeting is necessary, it is important to attempt to have as many members present as possible. The Secretary shall cause a notice of such meeting to be mailed or e-mailed to all members at least ten (10) days, but not more than fifty (50) days before the scheduled date of such Special Meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such Special Meeting.

6. FIXED 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 determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Boards 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) days nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

7. ACTION BY MEMBERS WITHOUT A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by a majority of the members entitled to vote thereon.

8. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person to act for them by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE ASSOCIATION

The Association shall be managed by the Board of Directors which Board shall consist of not less than twelve (12) directors. Each Officer shall also be a member of the Board of Directors. Each Director shall be at least eighteen (18) years of age. The President of the Association shall also preside as Chairman of the Board of Directors. In the absence of the Chairman, the Executive Vice President shall preside; followed by the 1st Vice President, Secretary, then the Treasurer (see Article V – Section 4).

The Board of Directors shall hold meetings when necessary, as called by the Chairman or acting Chairman. The Board of Directors shall meet at least once a month in the months of May, June, July and August.

2. ELECTION AND TERM OF THE DIRECTORS

The membership may elect Directors at any meeting of the Membership. Newly elected Board members will sign the TLA BOD Code of Conduct. This document will be filed and maintained by the secretary.

Any Director who is elected, and who is also an Officer of the Association, shall be elected to hold office for one (1) year. Any other Director shall hold office for a term of three (3) years.

Each Director shall hold office until the expiration of the term for which he/she was elected and until a successor has been elected and qualified, or until his/her prior resignation or removal. Those Directors who are not Officers or elected for three (3) year terms, may serve no longer than two (2) terms in succession unless approved by a majority of the Board of Directors.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by vote of the members or by vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause, may be filled by a vote of the majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by a 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 his predecessor.

5. 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.

6. RESIGNATION

A Director may resign at any time giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified by 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.

7. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transactions of business or of any specified item of business.

8. ACTION OF THE BOARD

Unless otherwise required by law, the vote of the majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one (1) vote.

9. PLACE AND TIME OF BOARD MEETING

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 from time to time determine.

10. REGULAR ANNUAL MEETINGS

A regular meeting of the Board shall be held immediately following the Annual Meeting of the membership at the place of such annual meeting of the membership. The President may adjourn this meeting to a more convenient location but within a reasonable length of time.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special Meetings of the Board shall be held upon notice to the Directors and may be called by the President upon five (5) days notice to each Director either personally or by telephone, mail, email, text, fax or by wire. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting thereto or at its commencement, the lack of notice to him.

A majority of the Directors 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 Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

12. CHAIRMAN

The President of the Association shall be the Chairman of the Board and preside at all meetings of the Board. In the absence of the President, the Executive Vice President, or the 1st Vice President, Secretary or Treasurer will preside. (See Article V – Section 4, 5, 6)

At the Annual Meeting of the membership, the President shall submit a full report of the actions and activities of the Board for the year, and summarize that report for the benefit of the members.

13. EXECUTIVE AND OTHER COMMITTEES

The Board, 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 three (3) or more Directors. Each such committee shall serve at the pleasure of the Board.

ARTICLE V – OFFICERS

1. OFFICERS, ELECTIONS, TERM

Unless otherwise provided, at any membership meeting, but usually at the annual meeting, the membership elects or appoints officers as follows: President, Executive Vice President, 1st Vice President, Secretary and Treasurer, and such Officers as it may determine to be appropriate, who shall have such duties, powers and functions as hereinafter provided. The Officers will be simultaneously elected as Directors. All Officers who are also Directors shall be elected or appointed to hold office for one (1) year. Each Officer/Director shall hold office for the term in which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

A nominating committee will be named at the May meeting of the members to provide candidates for Officer/Directors for the next year. The candidates will be voted on at the annual meeting in August.

2. REMOVAL, RESIGNATION

Any Officer/Director elected or appointed by the membership, may be removed by the members with or without cause. In the event of the death, resignation or removal of an Officer, the membership, in its discretion, may elect or appoint a successor to fill the unexpired term. No Officer may hold more than one office on a permanent basis.

3. PRESIDENT

The President shall be the Chief Executive Officer of the Association presiding at all meetings of the membership, and as Chairman at all meetings of the Board. The President shall have the responsibility for the overall general management of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall not vote except in the event of a tie.

If any Officer is absent from a general meeting, the President may appoint a substitute to present any report.

4. VICE PRESIDENTS

Each Vice President shall perform the duties as prescribed by the Board. During the absence of the President, the Executive Vice President shall have all the powers and functions of the President. In the absence of the President and Executive Vice President on a temporary basis, the duties and functions of the President and Executive Vice President shall be performed by the Officers in the following sequence: 1st Vice President, Secretary and then Treasurer.

5. TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the Association, and shall deposit said funds in the name of the Association in such bank or trust company as the Directors may elect; the Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Association, when countersigned by the President; the Treasurer shall also sign all checks, drafts, notes and order for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President; the Treasurer shall at reasonable times exhibit the Treasurer's book s and accounts to any Director or member of the Association upon application at the office of the Association during ordinary business hours. At the end of each corporate year, the Treasurer shall have an audit of the accounts of the Association prepared by a committee appointed by the President, and shall present such audit in writing at the first (1st) general membership meeting in May, at which time the Treasurer shall also present an annual report setting forth in full the financial conditions of the Association.

In the absence of the President, Executive Vice President, 1st Vice President and Secretary on a temporary basis, the duties and functions of the President shall be conducted by the Treasurer.

6. SECRETARY

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the members. The Secretary shall have the custody of the seal of the Association and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend t the giving and serving of all notices of the Association, and shall have charge of such books and papers as the Board of Directors may direct; the Secretary shall attend to such correspondence as may be assigned, and perform all the duties incidental to the Secretary's office. The Secretary or Membership Chair shall keep a membership roll containing the name, alphabetically arranged, of all persons who are members of the Association, showing their places of residence at the time when they became members.

In the absence of the President, Executive Vice President, 1st Vice President and Secretary on a temporary basis, the duties and functions of the President shall be performed by the Secretary.

7. SURETIES AND BONDS

In case the Board shall so require, any Officer or agent of the Association shall execute to the Association bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Association and including responsibilities for negligence and for the accounting for all property, funds, securities of the Association which may come into his hands. The Association will provide Director Liability Insurance.

TLA Corporate Seal

Enlarged

Exact size

ARTICLE VII – CONSTRUCTION

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

ARTICLE VIII – AMENDMENTS

The By-Laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the elections of Directors. By-Laws may also be adopted, amended or repealed by the Board of Directors, by any By-Law adopted, amended or repealed by the Board of Directors may be amended by the members entitled to vote thereon as herein before provided.

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

ARTICLE IX—CODE OF CONDUCT

Board of Directors Code of Conduct

The Board of Directors of the Tuscarora Lake Association has adopted the following code of conduct for its officers and directors. Although no code can anticipate every situation that may arise, the following principles are intended to encourage a thoughtful consideration of ethical standards to be employed in the Board's service to the lake community. Members of the TLA Board, serving in a voluntary capacity, are expected to:

A. Put the interests of the association as a whole ahead of their own personal interests: act in good faith and with high ethics, avoid activities that may be in conflict or appear to be in conflict with one's duties and responsibilities as a member of said Board, work for the common good of the lake community, assure fair and equal treatment of all persons who interact or communicate with the Board.

B. Act within the boundaries of the Board's by-laws and the laws and regulations of the jurisdictions in which the lake is located.

C. Engage cooperatively with the Town and other lake associations in active stewardship of Tuscarora and its surrounding watershed.

D. Strive to maintain open and on-going communication with the lake community at large, especially in regards to decisions made and information acquired or disseminated by the Board.

E. Maintain a high level of trust with the Board and TLA membership by performing our duties without bias, by protecting confidential information that is shared with the Board, and by speaking with one voice, supporting all duly adopted Board decisions.

F. Employ a respectful, professional manner when interacting with external audiences and/or organizations.

G. Make every effort to attend meetings regularly.