

TABLE OF CONTENTS

By-Laws

Page 1.

Article I - Offices

Article II - Purposes

Page 2.

Article III - Membership

1. Qualification for Membership
2. Membership Meetings

Page 3.

3. Special Meetings
4. Fixing Record Date
5. Action by Members Without a Meeting
6. Proxies

Page 4.

7. Order of Business
8. Membership Dues

Page 5.

Article IV - Directors

1. Management of the Association
2. Election and Term of the Directors
3. Increase or Decrease in Number of Directors
4. Newly Created Directorships and Vacancies

Page 6.

5. Removal of Directors
6. Resignation
7. Quorum of Directors
8. Action of the Board
9. Place and Time of Board Meetings
10. Regular Annual Meetings
11. Notice of Meetings of the Board, Adjournment

Page 7.

12. Chairman
13. Executive and Other Committees

Article V - Officers

1. Officers, Election, Term

Page 8. 2. Removal, Resignation
 3. President
 4. Vice-Presidents
 5. Treasurer

Page 9. 6. Secretary
 7. Sureties and Bonds

Article VI - Seal

Page 10. **Article VII - Construction**

Article VIII - Amendments

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. QUALIFICATIONS FOR MEMBERSHIP

- A. An applicant must own property on, immediately surrounding or abutting Erieville Reservoir (Tuscarora Lake), or be a lessee of such property for the summer season or longer, or when an application is approved by the Board of Directors for good cause, be a resident of the Lake's surrounding community, or where for good cause shown, an applicant is approved by Board of Directors as an Honorary Member.
- B. Member must pay annual dues when assessed.

2. MEMBERSHIP MEETINGS

The annual membership meeting of the Association shall be held on the last Saturday in August of each year except that if such Saturday shall be a legal holiday, then, in that event, the Directors shall fix a day not more than two weeks from the dated fixed by these By-Laws.

There will be at least two (2) meetings of the Association held on dates in the summer, 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 and by signs placed at locations around the Lake.

However, the President or Directors may, at their discretion, have the Secretary mail a notice of an annual or regular meeting to every Member in good standing at their address as it appears in the membership book of the Association.

QUORUM FOR MEETINGS

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. However, a lesser number may adjourn the meeting for a period of up to four (4) weeks from the scheduled date, which rescheduled date shall be the subject of a Notice by the Secretary. A quorum shall be required for such adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the Secretary of the Association, 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.

3. 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 to all members at their addresses as they appear in the membership roll book, 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.

4. 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 determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board 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.

5. 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.

6. 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 him 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.

7. 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 completing items A through 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

8. MEMBERSHIP DUES

- A. The annual dues may be established or changed at any Regular or Annual Meeting of the membership.
- B. A husband and wife shall be considered one member, unless each one pays separate membership dues.
- C. Dues shall be payable at the time of initial membership and thereafter at the regular meeting in May of each year.
- D. Any member whose dues has not been paid for one year may be dropped from membership.
- E. Only members whose dues have been paid shall be eligible to vote.

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.

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 and 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 in 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, 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 prior 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 a 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, 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 books 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 to 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 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, and 1st Vice President 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.

ARTICLE VI - SEAL

The seal of the Association shall be as follows:

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.

TLA Corporate Seal



Enlarged



Exact size