

Glen Lake Protective Association, Inc. Constitution

Adopted: August 5, 2003

Revised: June 16, 2008, July 14, 2009, June 2014

Mission Statement, Goals, and Objectives

The mission of the Glen Lake Protective Association (GLPA) is to work together to protect, enhance, and restore the ecological health of the natural and human communities of Glen Lake and its Watershed. The threats to, and the degradation of, the Glen Lake ecosystem are for all of us to solve together. Consequently, the will to address the problems and to work toward their solutions is a foremost human responsibility. To realize this mission, we have identified the following goals:

- To insure the long-term health of Glen Lake, its shoreline properties, and watershed through proper water and soil conservation techniques;
- To work to eliminate or mitigate environmental threats such as
 - (1) the destruction of critical habitats and wetlands;
 - (2) non-native and/or nuisance plant and animal species, including but not limited to Eurasian water milfoil, overabundant algae, Zebra Mussels;
 - (3) point and non-point sources of pollution;
 - (4) poor or non-existent land use planning;
- To promote friendly relationships and foster sportsmanship among the members of the Association and all residents within our shared watershed and larger community;
- To encourage good sanitary habits and the general cleanliness of the Lake and surrounding area;
- To require compliance with New York State, Warren County, and Town of Queensbury Navigational, Fishing and Land Use Laws.

To accomplish these goals, the Association should

- (1) become a conduit of information by establishing networks of communication;
- (2) present a strong and unified voice to governments and the larger community, a voice which will sound the needs of our Lake and its localities;
- (3) support, inspire and develop leadership among concerned individuals and groups that share our goals and needs;
- (4) be a driving force in the advocacy of Glen Lake protection issues, now and for future generations.

Article 1. Name

The name of this organization is the Glen Lake Protective Association, Inc.

Article 2. Conditions and Qualifications of Membership

Section 1.

Membership shall be obtained by paying a yearly membership fee to be determined by the membership. The term will run from June 1 through May 31.

Section 2.

A Full Membership of the Association shall consist of anyone 18 years of age or older who owns or rents under a twelve-month lease. Ownership is defined as anyone who owns lake front property, has deeded legal right of way to the lake, or owns property within 500 feet of the high water mark. Renters would be defined as anyone who is renting, under a twelve month lease, either lake front property or property within the 500 feet of the high water mark. Full Membership is extended unless a member leaves the Association, sells property within the previously mentioned guidelines, or becomes disqualified by conduct detrimental to the Association as determined by two-thirds majority vote at a regular meeting.

Section 3.

Associate Membership is open to anyone interested in becoming a non-voting member of the GLPA. Associate Members cannot vote nor hold elected or appointed positions as Officers or Directors of the Association.

Section 4.

Only individuals who have obtained Full Memberships will have the ability to vote. Members may be asked to identify themselves anytime during the voting process. The Corresponding Secretary will also have a complete record of members in good standing.

Article 3. Meetings

Section 1.

The Association shall meet regularly from April through October.

Section 2.

The President may call special Board or Association meetings for any purpose.

Section 3.

Special meetings shall be called by the President upon the petition in writing of (10) ten members of the Association. The petition shall set forth the purpose for which such meeting is called. No other business shall be transacted thereat. At least five (5) days written notice of such meeting shall be given to each member.

Section 4.

The annual business meeting of the Association shall be held during the month of August at which time the election of Officers and Directors will take place.

Section 5.

The Board of Directors will meet each month provided that there is an agenda of sufficient items.

Section 6.

If any officer or member of the Board of Directors attends a meeting in an official GLPA capacity, he/she will be accompanied by at least one other member of the Board of Directors, whenever possible.

Article 4. Board of Directors

Section 1 - The eleven member Board of Directors of the Association shall consist of the following:

1. Officers: President, Vice-President, Treasurer, Membership Secretary, and Recording Secretary.
2. Six (6) Directors

Section 2 - Two or three year terms of office shall end on August 31 at 12:00PM and a new term will commence on September 1 at 12:01AM.

Section 3 - The Duly elected officers shall serve a two (2) year term. Each officer shall remain in office until his or her successor assumes the office. Elections of President and Membership Secretary will be on alternating years from the Vice-President, Treasurer, and Recording Secretary. Their terms shall be noted in the Secretary's report.

Examples of election years are as follows:

2014 – President and Membership Secretary
2015 - Vice-President, Recording Secretary, and Treasurer

Section 4 - The Duly elected Directors shall serve a three (3) year term. Each director shall remain in office until his or her successor assumes the office. The six Directors shall be elected and hold offices on a staggered schedule with one-third being elected each year for a three-year term or until successors are elected or appointed. Their terms shall be noted in the Secretary's report.

Section 5 - The Officers and Directors shall be elected at the annual August meeting of the Association by a majority of the votes cast and shall hold office until a successor is elected or appointed.

Section 6 - Officers and Directors, at the time of election and throughout their respective terms, must be members in good standing and are expected to maintain regular attendance. Officers and Directors who have missed four consecutive meetings shall be considered to have vacated or resigned their office. The aforementioned shall be considered to be general membership meetings, board meetings and/or a combination of the two.

Section 7 - Vacancies in any of the foregoing offices shall be filled by appointment of the President and approved by the majority of the Board of Directors for the un-expired term thereof.

Section 8 - If the office of the Presidency becomes vacant, the Vice President will vacate the position of the Vice President and fill the Presidency position for the remainder of the term.

Section 9 - The Board of Directors shall organize approximately one week after an election.

Section 10 - The Board of Directors shall head the Association's permanent committees as defined in the GLPA Bylaws.

Article 5. Duties of the President

Section 1.

The President shall be the Chief Executive Officer of the Association.

Section 2.

The President may, at all times, call on the Officers or Directors to assist in the performance of the duties of the President.

Section 3.

The President shall preside at all meetings of the Association and its Directors and shall exercise general supervision over the affairs of the Association.

Section 4.

The President shall appoint heads of all committees, subject to a majority vote of the Board.

Section 5.

The President shall be, ex-officio, a member of all committees.

Section 6.

The President shall cast the deciding vote when a tie exists.

Section 7.

The President shall be entitled to vote in the election of Officers.

Article 6. Duties of the Vice President

Section 1.

It shall be the duty of the Vice President, in the absence of the President, to assure the duties and to be invested with all the powers of the President heretofore enumerated.

Article 7. Duties of the Treasurer

Section 1.

The Treasurer shall keep the financial accounts of the Association, receive all moneys, disburse the funds on the order of the Directors, and render at each annual meeting a report of the transactions during the year.

Section 2.

The Treasurer shall supply to the tax preparer all documents to file timely tax returns.

Section 3.

The Treasurer shall report at every regular business meeting of the Association all receipts and disbursements since the last regular meeting.

Section 4.

The Treasurer shall sign all checks for the disbursement of the funds of the Association along with the President or the Vice President.

Section 5.

The Treasurer shall make available at all times all books, vouchers, and records to the Directors and auditing committee and produce all for inspection upon demand.

Section 6.

The Treasurer shall define various funds such as regular checking, regular savings, Lake maintenance, checking, and Lake maintenance savings (either regular savings account or CD).

Section 7.

The Treasurer shall present at the August annual meeting proof by bank statement of any balance reported.

Article 8. Recording Secretary

Section 1.

The Recording Secretary shall keep a record of the proceedings of all meetings of the Association and its Directors.

Section 2.

The Recording Secretary shall make accessible at all times all books, minutes, and reports of the Association to the Directors and any member so requesting and shall produce all for their inspection upon demand.

Section 3.

The Recording Secretary shall receive an annual salary, which is determined by the membership.

Article 9. Corresponding Secretary

Section 1.

The Corresponding Secretary shall keep a record of the current active membership of the Association.

Section 2.

The Corresponding Secretary shall handle all correspondence and work with the Recording Secretary when needed or fulfill the duties of the Recording Secretary in his/her absence.

Section 3.

The Corresponding Secretary shall make available upon demand a current list of active members to the Directors or to any member who requests one.

Section 4.

The Corresponding Secretary shall make available a current list of all active members at all regular or annual Association meetings.

Section 5.

The Corresponding Secretary shall receive an annual salary, which is determined by the membership.

Article 10. Constitution and the Bylaws

Section 1.

A motion to make a change to the Constitution and the Bylaws must be made at a regular general membership meeting.

Section 2.

Discussion will follow the motion.

Section 3.

Written notification of the amendment will be sent to all members 15 days prior to the next general membership meeting.

Section 4.

At the general membership meeting following the notification, the motion will be discussed.

Section 5.

At the next general membership meeting the amendment will be voted on. No discussion will be permitted.

Section 6.

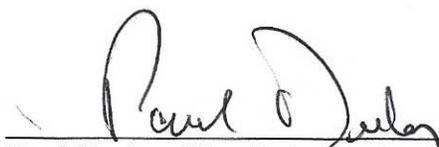
A majority vote of the members present is necessary to pass a change or add to the GLPA Bylaws.

Section 7.

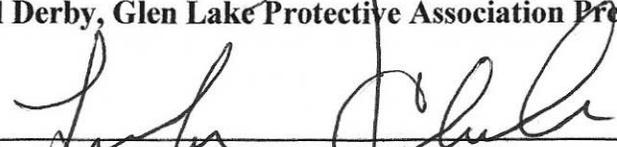
A 2/3 vote of the members present is necessary to pass a change or addition to the Constitution.

Article 11. Robert's Rules of Order

Robert's Rules of Order Revised will generally be accepted to govern the proceedings of the Association in all cases to which they are applicable and are not inconsistent with the Constitution or Bylaws.



Paul Derby, Glen Lake Protective Association President



Linda Clark, Glen Lake Protective Association Membership Secretary
& Constitution and Bylaws Recorder

Date: June 2014

Glen Lake Protective Association, Inc. Bylaws
Adopted August 5, 2003
Revised: Aug. 10, 2010, June 2014, August 2015

Article 1 - Business

Section 1 - The Association shall meet regularly on or around the second Tuesday of each month, from April through October for the general transaction of business.

Section 2 - The annual business meeting of the Association and the election of Officers and Board members shall be held on or around the second Tuesday of August.

Section 3 - The Board of Directors will meet on or around the third Tuesday of each month provided that there is an agenda of sufficient items.

Section 4 - Nineteen Full members shall constitute a quorum at all membership meetings.

Section 5 - The membership fee is set by the board for each member per year.

Section 6 - Order of Business

- | | |
|-----------------------------|------------------------|
| 1. Roll call | 7. Director's Report |
| 2. Reading of Minutes | 8. Committees' Reports |
| 3. Communications and Bills | 9. Unfinished Business |
| 4. President's Report | 10. New Business |
| 5. Secretary's Report | 11. Other Business |
| 6. Treasurer's Report | 12. Adjournment |

Article 2 - Authorization of Allocations

Section 1 - The president may authorize up to \$1,000 per month in allocations at his or her discretion without board approval.

Section 2 - All contracts that exceed \$1,001 or expenses that exceed \$1,001 in a month must be voted on at a general membership meeting and be approved by a majority vote.

Section 3 - If the board declares an emergency situation has arisen in the off season, it may authorize payments and/or contracts in excess of \$1,001 by a vote of a 2/3 majority.

Section 4 - The membership must be notified via USPS within 30 days of all emergency allocations. Furthermore, notice of any such action will be posted on the GLPA website within 30 days

Article 3 - Election and Voting Procedures

Section 1 - The annual business meeting of the Association and the election of Officers and Directors shall be held on or around the second Tuesday of August.

Section 2 - All voting of the contested Officers and Directors will be conducted on official paper ballots.

Section 3 - Ballots for each election year will include the slate of officers and two Directors.

Section 4 - The Nomination Committee will privately count the ballots and announce the results by the end of the meeting.

Section 5 - All ballots will be kept on record for one year.

Section 6 - In the event of an uncontested election, the recording secretary or the membership secretary (on the year one is not running for office) will cast a signal ballot to pass the election.

Article 4 - Permanent Committees

➤ The Nominating Committee

- is to be named in May and should consist of three people appointed by the President and approved by the Board. The members of the committee must not be running for an elected position;
- will put together a slate of Officers and Directors for presentation at the June meeting;
- will make an attempt to select Officers and Directors representing all sections of the lake, according to 1970 map drawn by John Iwaniec, Sr. for the Glen Lake Association;
- shall present a slate of Officers and Directors at the June business meeting;
- will accept nominations from the floor at the July general meeting;
- will submit the slate of candidates to be published in the August newsletter;
- will privately count the ballots and announce the results by the end of the August meeting.

➤ The Dam Committee

- The Dam Committee shall consist of five persons, if possible, but no less than three. An attempt shall be made when selecting committee members to make sure all sections of the lake, according to 1970 map drawn by John Iwaniec, Sr. for the Glen Lake Association, are represented.
- The duties of this Committee are as follows:
 - 1) They shall be aware of and control the level of the lake, keeping in mind the best interests of all property owners.
 - 2) They shall also be aware of general conditions surrounding the inlet that may have an affect on the well being of the lake.
 - 3) A six-inch steel board shall be place in the dam on or about April 15 and removed on October 1.
 - 4) If extraordinary conditions or events occur, the Committee shall determine by a majority of the Dam Committee, having assessed the lake level conditions, temporary removal of the board.
 - 5) Before action is taken, the President or Vice President, in the absence of the President, must approve these changes.
 - 6) The Committee shall maintain a record of complaints and actions.

➤ The Environmental Committee

- The Environmental Committee shall consist of no less than three and no more than five members, appointed by the President and approved by the Board of Directors.
- Duties of the Environmental Committee:
 - 1) The Committee shall observe and regularly document and report on the general conditions of
 - (a) the quality of the waters of Glen Lake and its watershed;

- (b) the shoreline and surrounding landscape; and
 - (c) critical habitats and wetlands within the watershed.
- 2) The Committee shall, at the direction of the GLPA membership, take appropriate measures to eliminate or mitigate environmental threats such as
 - (a) point and non-point sources of pollution;
 - (b) the destruction of critical habitats and wetlands;
 - (c) nuisance and/or non-native plant and animal species including but not limited to Eurasian water milfoil, overabundant algae, Zebra Mussels;
 - (d) destructive land use practices including but not limited to shoreline vegetation removal, clear cutting of trees, shoreline development or reconstruction, and development within our watershed; and
 - (e) noise and light pollution, overcrowding of the waters, dangerous and threatening recreational activities, and the destruction of the natural scenic landscape.
 - 3) The Committee shall, at the direction of the GLPA membership, work with local, State and Federal governmental and non-governmental agencies and community organizations to take appropriate actions to preserve and restore our critical environment.

Article 5 – Glen Lake Protective Association Conflict of Interest and Code of Ethics Policy

Section 1 - Purpose

This conflict of interest and code of ethics policy is designed to foster public confidence in the integrity of the Glen Lake Protective Association (the Association), to demonstrate the core values of accountability and transparency, and to protect the interests of the Association and society's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee member, or employee of the Association or that might result in an excess benefit transaction. This policy, as provisioned by Section 715 of the New York Not-For-Profit Corporation Law, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, or relative thereof, who has a direct or indirect material or financial interest, as defined below, is an interested person.
2. Interest: Any material or financial interest, whether through compensation, commitment, investment, relationship, including relatives, obligation, involvement, whether direct or indirect, that may influence a person's judgment.
3. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or relative:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,

- b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

4. Relative: shall be broadly defined but not limited to include one's spouse, domestic partner, parents, grandparents, children, brothers or sisters, and spouses and children of such, grandchildren and great-grandchildren.

5. Compensation: direct and indirect remuneration as well as gifts or favors that are substantial in nature.

6. Transaction: Any transaction, agreement, or arrangement between an interested person and the Society.

Section 3 - Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her interest, financial or otherwise, and must be given the opportunity to disclose all material facts to the directors with board delegated powers considering the proposed transaction or arrangement.

2. Reporting Responsibility - Whistleblower Policy. This is intended to encourage and enable persons to raise serious concerns internally so that the Association can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, Association members, employees and volunteers to report concerns about violations of the Association's code of ethics or suspected violations of law or regulations that govern the Association's operations.

3. Reporting Procedure: The Association has an open door policy and suggests that persons share their questions, concerns, suggestions or complaints with the President of the Association. If you are not comfortable speaking with the President, you are encouraged to speak with any other director who will then follow the proper procedures herein.

4. Procedures for Determining a Conflict of Interest

- a. An interested person may make a presentation at the board meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President of the Association, or other designated board member, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board shall determine whether the Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. After disclosure of the interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. After

exercising due diligence, the board members shall decide by a majority vote if a conflict of interest exists.

5. Violations of the Conflict of Interest Policy

- a. If the board has reasonable cause to believe that a director, principal officer, or member of a committee with governing board delegated powers, or relative thereof, has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the director, principal officer, or member of a committee with governing board delegated powers, or relative thereof, response and after making further investigation as may be warranted by the circumstances, the board determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include but are not limited to the following: removal from the activity of interest, dismissal from the Association's position or title, or revocation of Association membership.

Section 4 - Records of Proceedings

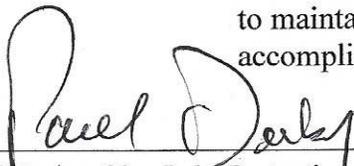
The minutes of the board and all associated committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

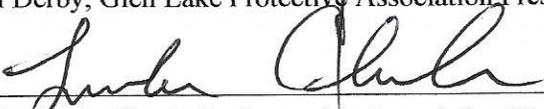
Section 5 - Affirming Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall sign a statement and initial annually as needed, a form of which is annexed hereto as Exhibit A, upon being elected or assigned to a committee, which affirms that such person -

- a. Has received a copy of this conflicts of interest and code of ethics policy,
- b. Has read and understands this policy,
- c. Has agreed to comply with this policy, and
- d. Understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.



Paul Derby, Glen Lake Protective Association, President



Linda Clark, Glen Lake Protective Association Membership Secretary
& Constitution and Bylaws Recorder

Date: August 2015

The Glen Lake Protective Association Affirmation Statement

I, _____ an elected director, principal officer, and/or
Print Name
member of a committee with a governing board of the GLPA delegating powers, am
signing this statement affirming that I

- have received a copy of **Glen Lake Protective Association Constitution and Bylaws which includes the Conflict of Interest and Code of Ethics Policy**;
- have read and understand these documents;
- have agreed to comply with the policies and rules of the organization, and;
- understand that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature: _____

Official Title: _____

Date: _____

Please initial each year that you recertify this policy:

YEAR	INITIALS	YEAR	INITIALS