

**Bylaws**  
**Of**  
**Copake Lake Conservation Society, Inc.**

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

**Table of Contents**

Article I. Offices ..... 4

Article II. Purposes..... 4

Article III. Fiscal Year/Membership Year ..... 4

Article IV. External Communications ..... 4

Article V. Membership..... 4

    Section 5.01 Classes and Qualifications of Membership ..... 4

        (a) Regular Membership..... 4

        (b) Other Classes of Membership..... 4

    Section 5.02 Membership Meetings..... 5

    Section 5.03 Special Membership Meetings..... 5

    Section 5.04 Fixing Record Date ..... 5

    Section 5.05 Proxies and Absentee Ballots..... 5

    Section 5.06 Membership Dues and Donations ..... 5

Article VI. Trustees..... 6

    Section 6.01 Management of the Corporation ..... 6

    Section 6.02 Election and Term of Trustees ..... 6

    Section 6.03 Increase or Decrease in Number of Trustees ..... 6

    Section 6.04 Newly Created Trusteeships and Vacancies..... 6

    Section 6.05 Removal of Trustees..... 7

    Section 6.06 Resignations..... 7

    Section 6.07 Action of the Board..... 7

    Section 6.08 Place and Time of Board of Trustees Meetings ..... 7

    Section 6.09 Regular Annual Meetings..... 7

    Section 6.10 Notice of Meetings of the Board of Trustees, Adjournment ..... 7

    Section 6.11 Chairing the Board of Trustees Meeting..... 8

    Section 6.12 Committees..... 8

        (a) Executive Committee ..... 8

        (b) Membership Committee ..... 8

        (c) Finance Committee ..... 9

        (d) Fundraising Committee ..... 9

|               |   |    |
|---------------|---|----|
| (e)           | Communications Committee .....          | 9  |
| (f)           | Education Committee .....               | 9  |
| (g)           | Lake Management Committee .....         | 9  |
| (h)           | Nominating Committee .....              | 9  |
| (i)           | Materials and Data.....                 | 9  |
| Article VII.  | Officers.....                           | 9  |
| Section 7.01  | Offices, Election and Term .....        | 9  |
| Section 7.02  | Removal, Resignation .....              | 10 |
| Section 7.03  | President.....                          | 10 |
| Section 7.04  | Vice-President.....                     | 10 |
| Section 7.05  | Treasurer .....                         | 10 |
| Section 7.06  | Secretary .....                         | 10 |
| Section 7.07  | Records and Materials .....             | 11 |
| Section 7.08  | Sureties and Bonds.....                 | 11 |
| Article VIII. | Indemnification .....                   | 11 |
| Article IX.   | Seal.....                               | 11 |
| Article X.    | Construction.....                       | 11 |
| Article XI.   | Amendments.....                         | 11 |
| Article XII.  | Board of Advisors.....                  | 12 |
| Section 12.01 | Appointment .....                       | 12 |
| Section 12.02 | Salary, Compensation or Emoluments..... | 12 |

## **Article I. Offices**

The principal office of the Corporation 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 II. 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 III. 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 IV. External Communications**

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 V. Membership**

### **Section 5.01 Classes and Qualifications of Membership**

#### **(a) Regular 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 5.02 Membership Meetings**

- 1. 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.**
- 2. All meetings are open to all members, in good standing, of the organization.**
- 3. 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.**
- 4. 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.**
- 5. 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.**
- 6. 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 5.03 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 5.04 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 5.05 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 5.06 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 VI. Trustees**

### **Section 6.01 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

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 6.02 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 6.03 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 6.04 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 6.05 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 6.06 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 6.07 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 6.08 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 6.09 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 6.10 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 6.11 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 6.12 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 Copake Lake Conservation Society. 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.**

**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, execution of the yearend audit of the organization's books, and filing of annual income tax returns. The committee chair is the Vice President. The committee shall consist of the 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 principle liaisons to those expert persons, hires or contractors with an interest in maintaining the vitality of Copake Lake.

**(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 VII. Officers**

### **Section 7.01 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 7.02 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 7.03 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 7.04 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 7.05 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, 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 \$500.00 or more. 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 corporate 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 7.06 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 7.07 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 7.08 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 VIII. 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 IX. Seal**

The seal of the Corporation shall be as follows:

### **Article X. 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 XI. 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 XII. Board of Advisors**

### **Section 12.01 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 12.02 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.**