

Special Meeting of the CLCA on August 22, 2015

A special meeting of the CLCA was called to order by President David Graves at 9:05 A.M. on August 22, 2015.

President's Remarks

Dave thanked Lois Miller for getting our organization to the point where we are today. Dave noted that in appreciation Lois was presented a ceramic mug crafted by local artist Rhea Costello. Dave also wanted to thank Dick Maider, Nina McCormack, and John Snyder for their work on getting us on the right path moving forward.

Dave explained that this is actually the second meeting of the CLCA. The first meeting was held on July 31, 2015 by the incorporators (Lois Miller, Dick Arthur, and Mary Jablonski). At that meeting, accepted as additional members were the following officers: David Graves- President, Chris Rohrs- President Elect, Deborah Hoffman-Secretary, and Paul Corr-Treasurer. Also accepted as members were John Snyder and Nina McCormack, members of the 501c3 team. Lois then contacted all others in attendance here today and asked if all were willing to actively serve in this organization. All had pledged their support. Dave felt that this attested to the pride that the people here take in protecting the Canada Lakes. Everyone present today is a member in good standing and eligible to vote.

The purpose of this Special Meeting is to review and adopt the by-laws. A second meeting will be held after this meeting to discuss other topics.

Dave highlighted a few important points. This is a new organization. The focus is more on conservation reflecting on where we have moved in recent years. We are learning as we go. We are trying to do this efficiently and quickly but also properly. Dave then turned the meeting over the Dick and Nina to walk us through the by-laws. Copies of the by-laws were distributed to all in attendance.

Bill Fielding asked Nina if because both he and Merryn were stockholders in the Canada Lake Store and members of the Board if that might be considered a conflict of interest? Nina indicated that this would have to be carefully managed and that there may be times when they have to step back from certain votes or discussion but unless this association actually makes purchases. . . Bill then used Larry Smith as another example. He is a local contractor who has done work for many residents around the Lakes. Larry has a desire to become a member of our organization because he believes in

our mission. Could his membership cause a conflict of interest? Dick explained that Larry is not an officer or on the Association's Board, therefore he could pay his dues and become a member of our organization. Our organization is open to people like Larry who would further the purpose of our Association. Regarding Bill and Merryn's situation, Nina pointed out that the law allows organizations to do business with people who are in their service area. To paraphrase if it were to actually cause the organization more cost to go find that service elsewhere, it's in the organization's best interest to choose that service that is close. What we are guarding against is when there is an unfair advantage to the provider. As long as there is full disclosure, there is no conflict of interest.

Jim Hays had a concern with how the invasive species program was listed in the by-laws. Nina explained that these programs represent a list of the kinds of activities our Association takes part in. She explained that breaking committees down is for the purpose of showing New York State all that we do which in turn bolsters our request for 501c3 status. All agreed on a motion to change the wording so that under Invasive Species it reads "Invasive Species: Lake Stewards and Boat Inspection". In order for consistency, Dick suggested then that we use the same language "may include but not limited to" in all of Article 7E a, b, and c. These are Association committees and represent activities. All present agreed to the change of wording.

Bill then brought up communication between the State and our Association concerning the level of the dam at Stewart's Landing. Nina spoke up saying this was an oversight. Water Level should appear under Lake Management. The following will be added to Article 7 Section E 2b: Water Level/Flood Control.

John Snyder asked that we take a look at Article 7G. John felt that the nominating committee should notify the general membership that they are accepting nominations for positions that are available within the Association. This could be done in the Echo, email, or perhaps in the annual membership letter. Dick was on board with this if we could address it without putting it in the by-laws. Lois and Merryn felt that posting it in the annual membership letter would be an ideal spot to let members know of any upcoming vacancies. John suggested that the nominating committee could perhaps send an email notifying the membership that there are opening for seats on the Board. Dick felt that this effort might fail as not everyone receives emails. All agreed that we do need to get the message out when there are vacancies to be filled on the Board. Recognizing there was a problem, John Saunders proposed that he draft a process for review. John added that now that we are becoming a Not For Profit organization we want to formalize the notification, the ability for members or non-members to nominate people and then have an opportunity to be considered. Dave was in favor of this and asked for a motion that John

Saunders go ahead and put together an email to the Directors on what he would recommend to make the process more transparent.

It was decided that we should approve the by-laws as amended and discussed today so that we would be going forward under a set of by-laws and we could deal with the vacancy issue at the June meeting prior to the Annual Meeting. Dave asked for a second to that motion. Before a second to that motion was made there was discussion regarding Article 5D (terms of the three Vice Presidents). Allen Farber asked to look at Article 4A. He wondered if we needed to have Board approval of those who wish to become members but live outside the watershed? Honorary members also fall into the category. The question was raised as to whether or not the CLCA has to have honorary members at this time? It was suggested that we table this discussion for a future meeting. Dick wanted to clarify the concern about Article 5D and suggested the following wording in regard to the terms of the three Vice Presidents appointed by the President. Dick pointed out that on the fourth line after the word "Board", the following sentence would be added. "These terms expire at the August meeting following the next Annual Meeting". In essence they are serving for 13 months.

Dave asked for a motion to accept the bylaws as modified in the discussion today. This motion was made by Chris Rohrs and seconded by Jim Hays.

Dave then asked for a motion to adjourn the meeting as our purpose had been accomplished. The motion was made by Lois Miller and seconded by John Snyder. The motion carried and the meeting was adjourned at 10:35 A.M.

Respectfully submitted,

Deb Hoffman