

Article 1 --Name

This Association shall be called the "CANADA LAKES CONSERVATION ASSOCIATION, INC." (The Association.)

Article 2 --Definitions

- A. Canada Lakes Conservation Association, Inc, shall be called "the Association."
- B. Individual members of the Association will be called "the Members."
- C. The Board of Directors of the Association will be called "the Board."
- D. The individual members of the Board will be called "the Directors."

Article 3 --Purposes

- A. The Association is formed primarily for the purpose of (1) preserving, maintaining and protecting the Canada Lakes watershed, which comprises Canada Lake, Green Lake, West Lake, Mud Lake and Lily Lake and its tributaries, as well as the surrounding lands and forest for the benefit of the public and residents and (2) promoting and educating lake users about safety and good lake stewardship practices.
- B. The Association has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Association is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law (NFPCL).

Article 4 --Membership

- A. Eligibility: The Association shall be open to any individual, household (including seasonal), property owner, business or entity living or located within the watershed boundaries, as defined above, and paying annual dues. Membership may also be extended to individuals, businesses or entities living or located outside the watershed and paying annual dues, subject to the approval of the Board.
- B. Dues and Voting: Payment of annual dues shall entitle one authorized representative (age 18 or older) from each household, business or entity to one vote.
 - 1. Annual dues for the next year shall be determined by the Board at their last summer meeting. The fiscal year shall be from January 1 to December 31 following, and dues shall be payable for the forthcoming year after February 1.
 - 2. Any member whose dues are not fully paid by July 1 shall be considered to be a non-voting member and shall have no voice in the Association. Non-voting members will be reinstated to full voting privileges automatically when their dues are paid.

3. A corporation may be represented by a designated representative of the corporation. Membership may be acquired by applying and paying the current year's dues, provided membership requirements are fulfilled.

Article 5 -- Directors and Officers

- A. The Association shall be managed by the Board which shall consist of 17-21 Directors, including officers, who shall be members of the Association. These Directors shall be elected at the Annual Meeting.
- B. The term of each Director shall be three years or less if appointed to fill a vacancy. Any vacancy on the Board may be filled at any regular meeting, or any special meeting of the Board called for that purpose. Any Directors so appointed may serve until the next annual meeting when she/he may choose to run for election.
- C. The Officers of the Association shall be Members and Directors and shall consist of the following:
 1. President
 2. President-Elect
 3. Three Administrative Vice Presidents
 4. Secretary
 5. Treasurer
- D. The President, President-Elect, Secretary, and Treasurer will be elected for one-year terms at the Annual Meeting. The three administrative Vice Presidents will be appointed to one-year terms by the President (and may include the President Elect), subject to approval of a majority of the Board. These terms expire at the August Board meeting following the next Annual Meeting. The President will serve no longer than two consecutive one-year terms, and shall be succeeded by the President-Elect upon the vote of the Members as set forth herein in the same manner as the President. In the absence of the President, the President-Elect will conduct the affairs of the Association and the Board. To the extent there is no President-Elect to assume the position of President, the Board shall, at a special meeting, appoint an Acting President to serve until a new President is duly elected and assumes the position.
- E. The terms of the new Officers and new Directors will commence at the final Board of Directors' Meeting in the summer. New Director orientation will be held between the Annual Meeting and the final board meeting of the summer by the President and/or President-Elect. New Officer orientation will be scheduled individually between outgoing and incoming Officers during this time period when applicable. The terms of the retiring Officers and retiring Directors will terminate at the beginning of the final Board of Directors' meeting of the summer.
- F. Directors may be removed by a 2/3 vote of the Board for failure to attend two consecutive regular meetings, either Association or Board, without a valid excuse, or for lack of active participation in the Association's affairs.

Article 6 -- Meetings and Quorums

A. Association Meetings --

1. The Annual Meeting shall be held during July at a time and place designated by the President. Announcement of the Annual meeting shall be published in the Association newsletter, on the Association website and at least ten days in advance of the Annual Meeting via US mail or email. Either notice by mail or by email shall constitute official notice.
2. Special meetings may be called by the President and/or a majority of the Board and notification shall be sent by the Secretary. At least ten days' notice of any special meeting shall be given by the Secretary in person, by first class mail or by email when permissible.

B. Board Meetings--

1. Board meetings will be held at a time and place designated by the President. Special Board meetings may be held upon the request of the President or 25% or more of the Directors. At least ten days' notice will be given by the Secretary for regular Board meetings, and at least five days' notice will be given by the Secretary for special Board meetings. Board Members may participate via teleconferencing or videoconferencing when available.
2. Emergency meetings of the Board may be called with a one day notice by the Secretary. The President may also request Board of Director's action in any emergency situation via survey to all Directors in email and/or telephone contacts.
3. A minimum of two regular Board meetings will be held each summer.

C. Quorums-

1. 10% or more of the Members who are not Directors shall constitute a quorum at any Annual or special Association meeting.
2. A simple majority or more of the Directors shall constitute a Quorum at any regular or special Board meeting.

D. Actions without Meetings

The Directors may act without a meeting under circumstances when it is not practical to hold a regular or special meeting, provided the vote is unanimous, with each vote signed.

Article 7 -- Committees

- A. The Board of Directors may create such Board committees and committees of the Association as it deems desirable. Board committees and committees of the Association shall have such authority as the Board shall by resolution provide.

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1. The President may nominate and the Board shall approve/appoint a chairperson and members of each Board committee. The membership in Board committees is limited to members of the Board.
 2. The President (or the Board of Directors) may appoint members of the standing committees of the Association. Such committees of the Association may include persons who are not members of the Board.
- B. The chairperson(s) of each sub-committee will be appointed by the Vice President of that standing committee (i.e. Organization, Lake Management, Activities). The membership of each sub-committee may be selected by the sub-committee chairperson(s), the Vice President in charge of that Standing Committee or the President. Committee members need not belong to the Association.
- C. Each standing committee chairperson, or his/her designates, will make reports to the Association at the Annual Meeting and at other meetings of the Association or Board as requested.
- D. The President shall be an ex-officio member of each standing committee.
- E. Standing committees and their general areas of responsibilities are as follows (items listed below are examples and not exhaustive):

1. The Organizational Committee is responsible for the business matters of the Association such as:

Adirondack	Lake Publication	Website
By-Laws	Legal	Welcoming
Directory	Membership	Winter Emergency
Fire Dept	Nominating	

2. The Lake Management Committee is responsible for dealing with all matters concerning the physical properties of the watershed and its environs such as:

Environment & Ecology	Fishing
Fire Safety	Lake Safety
Water Level and Flood Control	Fire Tower
Water Purity	Island
Stewardship Subcommittees:	Invasive Species:
Adopt-A-Shoreline	Lake Stewards Program
Campsites	Lake Inspection
Highway	Education

3. The Activities Committee is responsible for educating users about and promoting the safe and ecologically responsible recreational, and cultural activities on Canada Lakes and its environs such as:

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Youth Activity & Education Programs
Sailing

Safe Skiing
Special Events

- F. Each chairperson of each committee will be responsible for the promotion and publicity of all matters pertaining to his or her committee.
- G. The Nominating Subcommittee for the election of Directors shall consist of three Directors and two members who are not Directors. They shall be appointed by the President at least thirty days prior to the Annual Meeting.
- H. The President may also appoint individual Association members as necessary to work in liaison with other organizations.

Article 8 --Rules of Procedure

- A. Roberts Rules shall govern all meetings of the Association and Board.
- B. The Association Conflict Of Interest Policy shall govern all meetings, activities and business dealings of the Association.

Article 9 -- Amendments

These Bylaws may be amended at the Annual Meeting, or any special meeting of the Association, by a 2/3 vote. The wording of the proposed amendment must be listed in the Notice of the Meeting.

Article 10 --Release

It is understood and agreed that all Members, their guests and volunteers participating in the functions and activities of the Association do so at their own risk. It is the responsibility of the Members to advise their guest of that fact. It is also understood and agreed that the Members individually or collectively will not hold the Directors and/or Officers responsible for any damages resulting from any negligent action or negligent failure to act on the part of the Directors and/or Officers while in the course of performing their duties for the Association.

Adopted August 22, 2015

Revised July 10, 2021