

BYLAWS OF
THE PARADOX LAKE ASSOCIATION, INC.
08/31/2019

These bylaws were adopted by the Paradox Lake Association Members at the Annual Business Meeting on 08/31/2019

ARTICLE I -- Name and Objectives

- Section 1. The name of this organization (a Not for Profit Corporation) shall be The Paradox Lake Association, Inc. (hereinafter PLA).
- Section 2. The Purpose of the PLA is to preserve and protect Paradox Lake and its surroundings, promote and protect the interests of the landowners, residents, and vacationers, and enhance the water quality, fishery, boating safety, and aesthetic values of Paradox Lake as a public recreational facility for today and for future generations.
- Section 3. The PLA shall be nonpartisan and nonsectarian.
- Section 4. The PLA shall be qualified to accept contributions, bequests, and monies solicited or raised through fund-raising efforts or in any manner to carry out the objectives of this organization.

ARTICLE II -- Membership

- Section 1. Participation in the PLA is open to any person desiring to support the values and activities of this organization.
- Section 2. Any person may become a member of the PLA by indicating his/her interest in and desire to further the aims of the organization, by expressing his/her willingness to abide by its Constitution and Bylaws, and by making an annual contribution.
- Section 3. Annual contributions must be paid to become or remain a Member in good standing. Members in good standing have the privilege of voting at PLA Meetings. Members of the PLA do not receive any tangible benefits from membership in the PLA.
- Section 4. The classification of membership shall be Individual or Family. An Individual Membership will be allowed one vote at Membership Meetings. A Family Membership will be allowed two votes.
- Section 5. Changes in the suggested contribution levels for Individual and Family Memberships shall be recommended by the Board of Directors and approved at the Annual Business Meeting by a majority vote of all Members in good standing who are in attendance.
- Section 6. The Board of Directors shall be allowed to create contribution categories and contribution levels for fund raising purposes.

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ARTICLE III -- Board of Directors

- Section 1. The Board of Directors is the governing body of the PLA. The Board shall consist of six Directors, representing the upper and lower lake basins equally, and four officers (President, Vice-President, Treasurer, and Recording Secretary). All Board members are elected by the Members of the PLA. Any PLA Member who is a member in good standing may be elected to the Board of Directors.
- Section 2. The Vice-President of the PLA shall be Chairperson of the Board of Directors and shall preside over meetings of the Board of Directors. All members of the Board have the privilege of voting on matters before the Board, except the President who shall have no vote except in the case of a tie vote.
- Section 3. Six Board Members in attendance at a Board of Directors Meeting shall constitute a quorum. They may adopt rules for conducting the business and activities of the PLA. Such rules shall be in writing and contained in the Board Meeting minutes. The Board shall meet at the call of the President, the Chairperson of the Board of Directors, or a majority of the Board.
- Section 4. The Board of Directors may remove any Director or Officer with or without cause, including failing to maintain an attendance record (by teleconference, video conference, or any other means) of at least 50% at Board of Directors meetings in any twelve month period. A special Meeting of the Board shall be called for the purpose of removing a Director or Officer. A two-thirds vote of all Board members shall be required to dismiss a Board member.
- Section 5. A majority of all Board of Directors members shall have the power to fill for the remainder of a Director or Officer's term all vacancies caused by death, resignation, or dismissal from the Board. A majority of all Board of Directors members shall have the power to fill a vacancy in the office of the President for the remainder of the President's term only if the Vice President is unable or unwilling to serve the remainder of the President's term.
- Section 6. If in agreement, the majority of the Board of Directors and the current President may extend an invitation to the prior past president to attend Board Meetings as an ex-officio, non-voting member of the Board for one year in order to provide perspective and history of PLA activities.

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ARTICLE IV -- Directors

- Section 1. The term of a Director shall be three years. Terms shall be staggered so that only one Director from each lake basin needs to be elected in any given year.
- Section 2. A Director may serve up to three consecutive three year terms. A Director that has served three consecutive three year terms may be re-elected as a Director after a one year hiatus. The counting of consecutive terms for Directors will commence with elections taking place after approval of these bylaws. The counting of consecutive terms for current Directors will begin following their next reelection to the Board.
- Section 3. Whenever possible, Directors will serve on at least one PLA committee.

ARTICLE V -- Officers

- Section 1. Officers elected by the Membership shall include a President, Vice-President, Recording Secretary, and Treasurer. All officers shall serve three year terms. Elected officers have no term limits.
- Section 2. President
- Section 2(a). The President shall be the chief executive officer of the organization responsible for the day-to-day administration of the affairs of the organization and supervision of any employees or contractors.
- Section 2(b). The President shall coordinate and consult with the Chairperson of the Board of Directors (Vice-President of the PLA). The President and Chairperson of the Board of Directors shall keep the Board of Directors fully informed about the activities of the Association and relevant issues.
- Section 2(c). The President shall have the power to sign, in the name of the PLA, all contracts authorized by the Board of Directors unless the Board of Directors specifically requires more than one signature or the document/contract requires more than one signature.
- Section 2(d). The President shall have the authority to distribute monies as needed from the budgeted contingency fund approved by the Board of Directors.
- Section 2(e). The President shall appoint all committee members who shall serve until the end of the President's term. The President is an ex-officio member of all committees.

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- Section 2(f). The President shall safely keep custody of the seal of the PLA and shall have the authority to affix it to all instruments where its use is required.
- Section 2(g). The President shall preside at all Membership Meetings of the PLA.
- Section 2(h). With the approval of the Board of Directors, the President shall appoint a Corresponding Secretary. This appointment does not confer Board of Director status.
- Section 2(i). Upon direction from the President, the Corresponding Secretary shall provide notifications, by mail or electronic means, to all Members. Notifications will include, but not be limited to, information on PLA Meetings, information on PLA and local activities, and information on pertinent news items. Notification of PLA Meetings will be provided at least ten days prior to the Meetings.
- Section 2(j). Upon direction of the President, the Corresponding Secretary will help prepare and distribute other publicity items.
- Section 2(k). With the approval of the Board of Directors, the President will appoint an editor of the PLA newsletter to coordinate, prepare, and distribute the newsletter.
- Section 2(l). With the approval of a majority of all members of the Board of Directors, the President may appoint advisors to the Board. A legal counsel or other advisors need not be members of the PLA.
- Section 3. Vice-President
- Section 3(a). The Vice-President shall serve as the Chairperson of the Board of Directors. The Vice-President shall coordinate and consult with the President as needed. The Vice-President shall carry out all assignments requested by the President.
- Section 3(b). The Vice-President shall assume the office and duties of the President, for the remainder of the President's term, should the President become incapacitated or the office becomes vacant.
- Section 3(c). The Vice-President shall preside at Membership or Special Meetings when the President is unable to attend.
- Section 4. Recording Secretary
- Section 4(a). The Recording Secretary shall attend all Board of Director Meetings and Membership Meetings. The Recording Secretary shall record and maintain all Meeting minutes in the PLA Minutes Book. The Recording Secretary shall preserve all PLA documents and communications in a form that is readily available to all PLA Members.

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Section 4(b). The Recording Secretary shall coordinate with the Treasurer and Membership Committee to maintain and update membership status and contact information. At the request of the President or a majority of Board members, the Recording Secretary will make available a list of members in good standing, affirming their entitlement to vote at PLA Meetings.

Section 5. Treasurer

Section 5(a). The Treasurer shall maintain the financial records of the PLA and receive and disburse funds. Monies collected shall be deposited/invested in accounts authorized by the Board of Directors.

Section 5(b). The Treasurer shall pay all bills and make all deposits in a timely manner. All payments shall be by checks and signed by the Treasurer or by the President when the Treasurer is unavailable. Bills or payments not defined in the annual detail budget need Board of Directors approval before payment is made.

Section 5(c). The Treasurer shall provide written financial statements for each Meeting of the Board of Directors and for each regularly scheduled meeting of the PLA Membership.

Section 5(d). The Treasurer shall prepare and file according to regulation Federal and NY State filings including, but not limited to, CHAR 500 (NYS Annual Filing for Charitable Organizations) and Federal 990-N (for tax exempt organizations).

Section 5(e). The Treasurer shall participate in any audit of financial records scheduled at the discretion of the Board of Directors.

Section 5(f). The Treasurer shall serve on the Finance Committee.

Section 5(g). The Treasurer shall work with the Finance Committee members to prepare a detailed annual budget and a long term (five-year) budget. The annual budget will be presented for approval to the Board of Directors at the first Board Meeting of the calendar year. The long term budget will be completed annually as scheduled by the Finance Committee.

ARTICLE VI -- Elections

Section 1. The President shall appoint a Nominating Committee with the approval of a majority of the Board of Directors, not less than ninety days before the Annual Business Meeting. The Nominating Committee shall consist of two members of the Board of Directors that are not up for re-election and at least one member in good standing from the general membership.

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- Section 2. The Nominating Committee shall notify all PLA members by email or mail that they are seeking nominations for Officers and/or Directors.
- Section 3. PLA members in good standing interested in becoming a candidate will be interviewed by at least one member of the Nominating Committee. Candidates will be required to submit a short statement with biographical information and their reasons for running for a Board of Directors position.
- Section 4. The Nominating Committee will provide the membership with the names of candidates and their statements at least 15 days before the PLA Annual Business Meeting at which the elections will take place. There may be more than one candidate running for a position.
- Section 5. The Nominating Committee shall present the names of candidates for open positions for Directors and Officers at the Annual Business Meeting. No nominations will be taken from the floor.
- Section 6. If there is more than one nominee for an office, such office shall be voted on separately by closed ballot. The nominee receiving a simple majority shall be considered elected. If there is only one nominee for the office, the Recording Secretary shall be authorized to cast a ballot for such nominee who will be considered elected to that office.
- Section 7. A newly elected Director or Officer's term of service shall commence at the conclusion of the Annual Business Meeting.

ARTICLE VII -- Committees

- Section 1. The President shall coordinate the formation of committees as needed. When volunteers are available, the following Standing Committees will be activated:
- a) Development Committee
 - b) Finance Committee
 - c) Invasive Plant /Animal Committee
 - d) Lake Steward Committee
 - e) Membership Committee
 - f) Water Sampling Committee
- Section 2. Whenever possible, at least one member of the Board of Directors will serve on each standing committee. When volunteers are not available, the President will take responsibility for seeing that critical tasks are completed with the assistance of Board Members.
- Section 3. Each Committee Chairperson shall submit a yearly budget request to the Finance Committee. Financial resources needed in excess of approved budget amounts may be requested from the President's Contingency Fund or from the Board of Directors.

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- Section 4. Committees shall report status, progress, and plans at Membership Meetings and shall provide a written summary to be included in the meeting minutes. The Board may request verbal and/or written reports from committees at any time.
- Section 5. The Development Committee shall prepare and implement plans to raise funds for the PLA. These efforts shall include, but not be limited to, annual appeals, special events, corporate sponsorships, merchandise sales, grants, and in-kind donations. All fundraising initiatives must be approved in advance by the Board of Directors.
- Section 6. The Finance Committee shall consist of two board members and the PLA treasurer. Additional members may be appointed by the President. The Finance Committee shall work with the Treasurer and Committee Chairpeople to prepare a detailed annual budget and a long term (five-year) budget. The annual budget will be presented to the Board of Directors for approval at the first board meeting of each calendar year. The long term budget will be completed annually as scheduled by the Finance Committee. The Finance Committee will assure that the Treasurer has filed the CHAR500 (NYS Annual Filing for Charitable Organizations) and Federal 990-N (for tax exempt organizations) in a timely manner. A review of the PLA financial records will be conducted annually. The Board of Directors may request an audit of the PLA financial records at any time.
- Section 7. The Invasive Plant/Animal Committee shall devise and implement, with the approval of the Board of Directors, a plan for the management of invasive species in Paradox Lake. The Invasive Plant/Animal Committee shall focus on the identification, marking and harvesting of invasive species. This Committee recruits, trains, and organizes volunteer scouts, harvesters, and divers. They shall coordinate Lake monitoring teams and sweeps of targeted areas. The Committee shall also coordinate volunteer and contracted diving/harvesting efforts.
- Section 8. The Lake Steward Committee shall prepare and implement plans for inspecting boats entering and leaving Paradox Lake and provide information to boaters to help prevent the spread of invasive plants and animals. The plan shall include a budget needed for workforce and materials.
- Section 9. The Membership Committee shall initiate and implement plans for the recruitment of new members and retention of members.
- Section 10. The Water Sampling Committee shall prepare and implement a plan to collect water samples from the upper Lake basin and the lower Lake basin once a month from May through September. The Committee shall arrange to have the samples delivered to the testing laboratory. The PLA President receives the test results and makes them available to the Membership.

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ARTICLE VIII -- Meetings

- Section 1. The Annual State of the Lake Meeting and the Annual Business Meeting of the PLA shall be held at a location and time decided by the President.
- Section 2. The President or the majority of the Board of Directors may schedule Special Meetings of the general membership whenever it may be considered necessary or desirable.
- Section 3. Following direction from the President, the Corresponding Secretary shall provide notice of the Annual State of the Lake Meeting, the Annual Business Meeting, and Special Meetings by mail or electronic means to all Members at least ten days prior to the Meeting.
- Section 4. Fifteen members in good standing shall constitute a quorum at PLA Membership Meetings.
- Section 5. Members in good standing (annual contributions received) have the privilege of voting at PLA Meetings. An Individual Membership will be allowed one vote at PLA Meetings. A Family Membership will be allowed two votes. A Member in good standing must be present at the Meeting at the time the vote is called in order to vote. All votes shall be counted by a show of hands unless otherwise specified in these bylaws.
- Section 6. The Board of Directors shall meet at least four times per year. Board members may participate in Board Meetings via teleconference, video conferencing, or any other means by which their participation is live, such that they may verbally communicate with and hear all participating members.
- Section 7. Board of Directors Meetings are scheduled by the President. Six Board Members in attendance at a Board Meeting shall constitute a quorum.
- Section 8. Special Meetings of the Board may be called by the President, the Chairperson of the Board of Directors, or a majority of the Board Members following notification to all Board Members.
- Section 9. The President or a majority of the Board of Directors reserve the right to verify that Members are in good standing with annual contributions received before votes are taken at general Membership Meetings.

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ARTICLE IX -- Parliamentary Authority

Section 1. Procedures shall be determined by Robert's Rules of Order where they are not in conflict with the bylaws or other rules of the PLA.

Section 2. The order of the Meetings shall be as follows:

- a) Call to order
- b) Roll call of Directors and Officers present
- c) Reading of the last preceding Meeting minutes
- d) Report of President
- e) Report of Recording Secretary
- f) Report of Treasurer
- g) Election of Directors/Officers (Annual Business Meeting)
- h) Report of Standing Committees
- i) Old business
- j) New business
- k) Announcements
- l) Adjournment

In the absence of any objection, the President may vary the order of business.

ARTICLE X -- Miscellaneous Provisions

Section 1. The records and accounts of the PLA shall be maintained on a calendar year basis.

Section 2. The PLA shall indemnify Association Directors and Officers against loss from claims made against these individuals for any act, error, omission, misstatement, neglect, or breach of duty committed or attempted while serving in their capacity as a representative of the Association and acting in good faith in the reasonable belief that such actions were in the best interests of the Association.

ARTICLE XI -- Amendments

Section 1. These bylaws may be amended by the affirmative vote of two-thirds of those Members in good standing present at an Annual PLA Meeting or a Special Meeting, provided that notices have been mailed or electronically distributed to all Members not less than thirty days prior to such Meeting stating the article and section numbers to be revised and proposed revisions.

Section 2. Upon adoption of these bylaws by the affirmative vote of two-thirds of those members in good standing present at an Annual PLA Membership Meeting or Special Meeting, all preceding bylaws will be null and void.