

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

*This Constitution was 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.

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.

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- Section 2. 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.

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.

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 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(c). The President shall appoint all committee members who shall serve until the end of the President's term.
- Section 2(d). 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(e). The President shall preside at all Membership Meetings of the PLA.
- Section 2(f). 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 3. Vice-President
- Section 3(a). The Vice-President shall serve as the Chairperson of the Board of Directors. The Vice-President shall carry out all assignments requested by the President.

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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.

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.

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.

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.

Section 2. The Nominating Committee will provide the membership with the names of candidates 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 3. 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 4. 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.

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Section 5. 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

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.

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. 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.

ARTICLE X -- Miscellaneous Provisions

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

ARTICLE XI -- Amendments

- Section 1. This Constitution 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 this Constitution, preceding Constitutions will be null and void.