

Certified to be a true and correct copy of the  
By-Laws of the NEW YORK STATE  
FEDERATION OF LAKE ASSOCIATIONS,  
INC., adopted by the Board of Directors on  
January 14, 1984, as amended through  
September 2019.

*Janet Andersen*  
Janet Andersen, Secretary

## BY-LAWS

-of-

NEW YORK STATE FEDERATION OF LAKE ASSOCIATIONS, INC.

### ARTICLE I

#### PURPOSES

The purposes for which this Corporation is formed are:

(a) To provide a clearinghouse for environmental expertise; to disseminate environmental information; to coordinate research; to educate; and to establish liaison with other environmental organizations, in order to promote the sound management, study, protection, preservation, enhancement and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.

(b) To utilize the net funds of the Corporation exclusively to carry out the foregoing purposes and to exercise all powers incidental to or connected with or appropriate to the carrying out of the foregoing purposes.

### ARTICLE II

#### MEMBERS

SECTION 2.1 Classes of Membership. There shall be three classes of membership in the Corporation.

- (a) Association Members. The classification of Association Member shall apply only to not-for-profit clubs, organizations, corporations and associations dedicated to promoting the sound management, study, protection, preservation and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.
- (b) Individual Members. The classification of Individual Member shall apply only to individuals who are dedicated to promoting the sound management, study, protection, preservation and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.
- (c) Corporate Members. The classification of Corporate Member shall apply to for-profit corporations, partnerships, organizations and associations and to government agencies, departments or councils dedicated to promoting the sound management, study, protection, presentation and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.

SECTION 2.2 Dues. The schedule of minimum dues for each category of membership in the Corporation shall be set by the Board of Directors from time to time.

SECTION 2.3 Election of Members. Members may be elected as members of the Corporation by filing a written application with the President or Secretary together with payment of such dues as may be required for membership, upon an affirmative vote of a majority of the Board of Directors.

SECTION 2.4 Rights of Members. All categories of membership may participate in the activities of the Corporation and its committees. Individual Members and duly authorized representatives of the Association and Corporate Members may be elected to serve on the Corporation's Board of Directors, and any committee thereof, provided, that no more than one (1) representative of any Association or Corporate Member shall serve on the Board of Directors; and any committee thereof, at anyone time. All members shall be entitled to one vote on all matters requiring the approval of the Corporation's members.

SECTION 2.5 Meeting. The Annual Meeting of the members of the Corporation shall be held each year between April 1 and June 30 at such time and place as the Board of Directors shall determine. Special Meetings of the members of the Corporation shall be held at such time and place, and for such reasons, as the Board of Directors may from time to time determine.

SECTION 2.6 Notice of Meetings. Notice of the place, day and hour of the Annual Meeting and of any Special Meeting of the members shall be given to all members at least ten (10) days before the meeting. Notice may be given to members by United States Postal Service or electronic communications at their last known address.

SECTION 2.7 Quorum. One tenth (1/10) of all members shall be necessary to constitute a quorum for the transaction of business at any meeting of the members. However, if there be less than a quorum present at any meeting, a majority of the members present may adjourn the meeting from time to time without notice other than by announcement of the meeting, until a quorum shall attend.

### ARTICLE III

#### BOARD OF DIRECTORS

SECTION 3.1 Duties. The control of the business and affairs of the Corporation shall be vested in its Board of Directors except as otherwise required by law or provided by these By-Laws.

SECTION 3.2 Number. The number of Directors constituting the entire Board of Directors shall be such number, not less than twelve (12) directors. The number of directors may be adjusted by vote of a majority of the Board of Directors from time to time.

SECTION 3.3.1 Election of Directors At each annual Meeting of the Corporation, the Nominating Committee shall nominate Individual Members or duly authorized representatives of Association and Corporate Members to serve as Directors of the Corporation. When feasible the Nominating Committee will make every effort to represent the diversity of the association in the composition of the Board.

SECTION 3.3.2 Voting for Directors Each member shall be entitled to one (1) vote for each position on the Board of Directors which is up for election. The candidates receiving the greatest number of votes shall be deemed elected to fill those positions.

SECTION 3.3.3 Term of Office. The term of office of Directors shall be for three (3) years. The term of office shall commence at the end of the annual membership meeting at which they were elected. The term of office end approximately three (3) years later at the end of the annual membership meeting.

SECTION 3.4 Vacancies. Vacancies in the Board of Directors, created for any reason except the expiration of a Director's term of service, may be filled by appointment by the President.

SECTION 3.5 Removal. At any duly called meeting of the Board of Directors at which there is present a majority of the Directors then in office, any Director may be removed from office, with cause, by vote of two

thirds (2/3) of the Directors present at the meeting, and another may be elected by the Directors in the place of the person so removed to serve for the remainder of the term. The absence of any director from two consecutive meetings of the Board, provided that such absences are not excused by the President, shall constitute cause for removal. Any director may be removed with or without cause by vote of the members.

SECTION 3.6 Meetings. Regular Meetings of the Board of Directors shall be held at such times as the Directors may from time to time determine. Special Meetings of the Board of Directors shall be held at any time, upon call from the President or at least one-third (1/3) of the Directors.

SECTION 3.7 Place of Meetings. Regular and Special Meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such place, within or without the State of New York, as may from time to time be determined by the Board of Directors or the person or persons authorized to call the meeting.

SECTION 3.8 Notice of Meetings. No notice need be given of a regular meeting of the Board. Notice of the place, day and hour of every Special Meeting shall be given to each Director at their last known address by United States Postal Service or electronic communications, at least three (3) days before the meeting. No notice of any adjourned meeting of the Board need be given other than by announcement of the meeting.

SECTION 3.9 Quorum. A majority (greater than 50%) of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at each meeting of the Board of Directors. In no case shall the number for a quorum be less than five (5) members. If at any meeting there be less than a quorum present, those present may discuss the business of the organization without taking any formal action.

SECTION 3.10 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof, at a duly held meeting, may be taken without a meeting if all members of the Board of Directors, or the committee, consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

SECTION 3.11 Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

SECTION 3.12 Compensation. Directors as such shall not receive any compensation for their services.

SECTION 3.13. Sanctioned Regional Activities. With the prior approval of the Board of Directors, a director or directors may hold NYSFOLA sanctioned regional activities. These activities may include, but are not limited to: regional meetings, conferences, and membership drives.

## ARTICLE IV

### COMMITTEES

SECTION 4.1 Executive Committee. The Board of Directors may, in its discretion, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee to consist of the President, President-Elect, Vice President, Secretary and Treasurer of the Corporation, and the immediate Past President (an ex-officio non-voting member). The Executive Committee shall have and may exercise between meetings of the Board of Directors in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have power to take the actions enumerated in Section 4.3 hereof.

SECTION 4.2 Nominating Committee. The Board of Directors may, in its discretion, appoint a Nominating Committee to consist of three members of the Board of Directors. The Board of Directors shall designate one of the members of the Nominating Committee the Chairperson of such Committee. The Nominating Committee shall be responsible for the identification of candidates for members, directors and officers.

SECTION 4.3 Other Committees. The President may, in his/her discretion, create other committees which shall have those powers and functions conferred upon them by the President, except that no committee shall have power:

- a) to fill vacancies in the Board or in any committee thereof;
- b) to fix compensation of Directors for service on the Board or any committee thereof;
- c) to repeal, amend or adopt by-laws;
- d) to amend or repeal any Board resolution which does not, by its terms, make it amendable or repealable by such committee;
- e) to remove, or fix the compensation of, officers who are elected by the Board.

SECTION 4.4 Committee Governance. In the absence of any member of the Executive Committee, the Nominating Committee or of any other committee, the members thereof present at any meeting may appoint a member of the Board of Directors previously designated by the Board as a committee alternate to act in place of such absent member. The Board of Directors shall have the power at any time to change the membership of any committee, to fill vacancies in it, or dissolve it. The Executive Committee, the Nominating Committee and any other committee may make rules for the conduct of its business, and may appoint such committees and assistants as may from time to time be necessary, unless the Board shall provide otherwise. A majority of the members of the Executive Committee, the Nominating Committee and of any other committee shall constitute a quorum.

## ARTICLE V

### OFFICERS

SECTION 5.1 Election of Officers. The Board of Directors shall bi-annually, beginning in the year 2009, at their first meeting following the annual meeting of the corporation elect from the membership of the Board of Directors (or, from the general membership of the corporation if no Board member agrees to serve) a President, President-Elect, Vice-President, Secretary, Treasurer and any other officers as they may deem necessary.

SECTION 5.1.1 Term of Office. The term of office shall be for approximately two (2) years. The term of office commences upon election by the Board and ends approximately two (2) years later upon the election of a successor.

SECTION 5.1.2 Limit on Consecutive Terms. No officer shall hold a particular office for more than two (2) full consecutive terms. An individual may again serve in that office after a lapse of two (2) years.

SECTION 5.1.3 Waiver of Limit on Consecutive Terms. If the Board of Directors deems the service of any officer who has completed two (2) consecutive terms to have been exemplary and if the Board considers that individual to be invaluable to the management of this corporation, the Board may by vote of two-thirds (2/3) of the members present waive the term limit provisions of Section 5.1.2. This waiver is for one (1) two year term. It is not perpetual. Successive waivers must be granted by the Board if this individual continues to serve in the same office.

SECTION 5.1.4 Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term of the office vacated.

SECTION 5.2 Removal. Any officer of the Corporation may be removed, with or without cause, by vote of two thirds (2/3) of the entire Board of Directors at a meeting called for that purpose.

SECTION 5.3 Compensation. Officers as such shall not receive compensation for their services.

SECTION 5.4 President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board of Directors, supervise the affairs of the Corporation and shall perform

such other duties and exercise such other functions as may be designated by the Board of Directors. The President shall preside at all meetings of members of the Corporation. The President shall be the ex-officio member of all committees.

SECTION 5.45 President-Elect. The President-Elect shall succeed to the office of President at the next annual meeting of the Corporation. The President-Elect shall assume the office of President at the resignation or removal of the President. The President-Elect shall preside at any meeting in the absence of the President, shall coordinate Regional Directors, and shall perform any other duties as may be required by the Board of Directors.

SECTION 5.5 Vice-President. During the absence or incapacity of the President and the President-Elect, or at the request of the President, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall chair the conference committee and shall have such other powers and duties as may be properly designated by the Board of Directors and the President.

SECTION 5.6 Secretary. The Secretary shall keep full minutes of all meetings of the Board of Directors and members of the Corporation in books provided for this purpose and shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law. The Secretary shall be the custodian of the records and of the Seal of the Corporation. The Secretary shall have such other powers and duties as may be properly designated by the Board of Directors and the President.

SECTION 5.7 Treasurer. The Treasurer shall keep correct and complete books and records of account for the Corporation. The Treasurer shall establish and shall maintain banking arrangements to receive, have custody of and disburse the Corporation's moneys. The Treasurer shall invest the Corporation's funds as directed by the Board of Directors or the President. The Treasurer shall have such other powers and duties as may be properly designated by the Board of Directors and the President.

## ARTICLE VI

### MEMBERSHIP CERTIFICATES

SECTION 6.1 Stock. The Corporation shall not have stock shares or certificates for stock or for shares.

SECTION 6.2 Membership Certificates. The Corporation may, but need not, issue non-transferable Membership Certificates or cards. The term of Membership, the fact that the Corporation is a Not-for-Profit Corporation and the fact that the certificate or card is not transferable shall be conspicuously noted on the face or back of each such certificate or card.

## ARTICLE VII

SECTION 7.1 Generally. Each person who was or is made a party to or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereafter a "proceeding"), by reason of the fact that he or his testator or intestate

- (a) is or was a Director or officer of the Corporation or
- (b) is or was a Director or officer of the Corporation

who serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise at the request of the Corporation (hereafter "indemnitee"), shall be indemnified and held harmless by the Corporation against all expense, liability and loss, including ERISA excise taxes or penalties, judgments, fines, penalties, amounts paid in settlement (provided the Board of Directors shall have given its prior consent to such settlement, which consent shall not be unreasonably withheld by it) and reasonable expenses, including attorneys' fees, suffered or incurred by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a Director or officer and shall inure to the benefit of the indemnitee's heir and fiduciaries; provided, however, that no indemnification may be made to or on behalf of any Director or officer if his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or otherwise disposed

of, or he personally gained in fact a financial profit or other advantage to which he was not legally entitled. Notwithstanding the foregoing, except as contemplated by Section 7.1 of this Article, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

**SECTION 7.2 Advancement of Expenses.** All expenses reasonably incurred by an indemnitee in connection with a threatened or actual proceeding with respect to which such indemnitee is or may be entitled to indemnification under this Article shall be advanced to him or promptly reimbursed by the Corporation in advance of the final disposition of such proceeding, upon receipt of an undertaking by him or on his behalf to repay the amount of such advances, if any, as to which he ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent such advances exceed the indemnification to which he is entitled. Such person shall cooperate in good faith with any request by the Corporation that common counsel be used by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to an actual or potential conflict of interest.

**SECTION 7.3 Procedure for Indemnification.**

(a) Not later than thirty (30) days following final disposition of a proceeding with respect to which the Corporation has received written request by an indemnitee for indemnification pursuant to this article or with respect to which there has been an advancement of expenses pursuant to this Article, if such indemnification has not been ordered by a court, the Board of Directors shall meet and find whether the indemnitee met the standard of conduct set forth in this Article, and, if it finds that he did, or to the extent it so finds, shall authorize such indemnification.

(b) Such standard shall be found to have been met unless (i) judgment or other final adjudication adverse to the indemnitee established that the standard of conduct set forth in this Article was not met, or (ii) if the proceeding was disposed of other than by judgment or other final adjudication, the Board of Directors finds in good faith that, if it had been disposed of by judgment or other final adjudication, such judgment or other final adjudication would have been averse to the indemnitee and would have established that the standard of conduct set forth in this Article was not met.

(c) If the Board of Directors fails or is unable to make the determination called for by paragraph (a) of this Section 7.1, or if indemnification is denied, in whole or in part, because of an adverse finding by the Board of Directors, or because the Board of Directors believes the expenses for which indemnification is requested to be unreasonable, such action, inaction or inability of the Board of Directors shall in no way affect the right of the indemnitee to make application therefore in any court having jurisdiction thereof. In such action or proceeding, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the issue shall be whether the indemnitee met the standard of conduct set forth in this Article, or whether the expenses were reasonable, as the case may be (not whether the finding of the Board of Directors with respect thereto was correct). If the judgment or other final adjudication in such action or proceeding establishes that the indemnitee met the standard of conduct set forth in this Article, or that the disallowed expenses were reasonable, or to the extent that it does, the Board of Directors shall then find such standard to have been met or the expenses to be reasonable, and shall grant such indemnification, and shall also grant to the indemnitee indemnification of the expenses incurred by him in connection with the action or proceeding resulting in the judgment or other final adjudication that such standard of conduct was met, or if pursuant to such court determination such person is entitled to less than the full amount of indemnification denied by the Corporation, the portion of such expenses proportionate to the amount of such indemnification so awarded. Neither the failure of the Board of Directors to have made a timely determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in this Article, nor an actual determination by the Board of Directors that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct. In any suit brought by the indemnitee to enforce a right to indemnification, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to indemnification, under this Article or otherwise, shall be on the Corporation.

(d) A finding by the Board of Directors pursuant to this Section 7.1 that the standard of conduct set forth in this Article has been met shall mean a finding (i) by the Board of Directors acting by a quorum consisting of

Directors who are not parties to such proceeding or (ii) if such a quorum is not obtainable, or if obtainable, such a quorum so directs, by the Board of Directors upon the written opinion of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct has been met, or by the members upon a finding that such standard of conduct has been met.

SECTION 7.4 Contractual Article. The rights conferred by this Article are contract rights which shall not be abrogated by any amendment or repeal of this Article with respect to events occurring prior to such amendment or repeal and shall, to the fullest extent permitted by law, be retroactive to events occurring prior to the adoption of this Article. No amendment of the Not-for-Profit Corporation Law, insofar as it reduces the permissible extent of the right of indemnification of an indemnitee under this Article, shall be effective to such person with respect to any event, act or omission occurring or allegedly occurring prior to the effective date of such amendment irrespective of the date of any claim or legal action in respect thereto. This Article shall be binding on any successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the Corporation's assets.

SECTION 7.5 Non-exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person covered hereby may be entitled other than pursuant to this Article. The Corporation is authorized to enter into agreements with any such person providing rights to indemnification or advancement of expenses in addition to the provisions therefore in this Article, and the Corporation's members and its Board of Directors are authorized to adopt, in their discretion, resolutions providing any such person with any such rights.

SECTION 7.6 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.

SECTION 7.7 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any employee or agent of the Corporation with the same scope and effect as provided in this Article to Directors and officers of the Corporation.

## ARTICLE VIII

### FINANCES

SECTION 8.1 Dividends, Etc. No part of the assets or net earnings of the Corporation shall be distributed to or inure to the benefit of any member, director or officer by means of dividends or otherwise except that reasonable compensation may be paid for services rendered to the Corporation.

SECTION 8.2 Bills, Notes, Etc. All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Corporation shall be made in the name of the Corporation and shall be signed by such officer or officers or such other person as the Board of Directors may from time to time designate.

## ARTICLE IX

### AMENDMENTS

The Board of Directors shall have the power to amend or repeal the By-Laws of the Corporation by a two-thirds (2/3) vote of the entire Board of Directors at any meeting of the Board. The By-Laws may also be amended or repealed by a two-thirds (2/3) vote of the members at the Annual Meeting or at any Special Meeting of the members called for that purpose.