

**Otsego Lake Association
By Laws
April 29, 2009**

ARTICLE I. MISSION.

The Mission of the Otsego Lake Association shall be to support and further the implementation of the “Plan for the Management of the Otsego Lake Watershed” issued in 2002.

ARTICLE II. MEMBERS.

Section 1. Membership. Membership in the Otsego Lake Association shall be open to any individual concerned with the health of Otsego Lake

Section 2. Association Dues. The Board of Directors may from time to time set annual dues for membership in the Association. While payment of dues is not mandatory for membership in the Association, only those members who have paid their applicable annual dues are entitled to vote in member elections.

Section 3. Meetings. The Annual Meeting of the membership shall be held each year at the place, time and date, in the month of **July** as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the President of the Association. Special meetings shall be held when called by the Board of Directors or the President

Section 4. Notice of Meetings. Written notice of the place, date and time of the Annual Meeting shall be given to each member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery, or by e-mail, provided, however, that notice so delivered shall be not less than ten nor more than thirty days before the date of the meeting. Notice of other meetings shall indicate the purpose, date, time and place and may be given by first class mail, postage prepaid, personal delivery, e-mail, or such other comparable means as the President shall direct.

Section 5. Quorum, Adjournments of Meetings. At all meetings of the members, twenty (20) members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members so present or represented may adjourn the meeting.

Section 6. Secretary. The Secretary of the Association shall act as Secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7. Voting. At any meeting of the members, each member who is current in the payment of applicable annual dues shall be entitled to one vote. Upon demand of any member, any vote on any question before the meeting shall be by written ballot. Written proxies are allowed. Election of Directors shall be by written ballot provided to voting members by the Association.

Section 8. Action by the Members. Except as otherwise provided by law or these by-laws, the vote of a majority of members present at a meeting and entitled to vote shall be the act of the membership.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Powers and Numbers. The Association shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be no less than nine (9) consisting of the President of the Association and two (2) directors from each of the four (4) municipalities bordering Otsego Lake. Directors must be members of the Association. Other directors may include up to two (2) directors at large appointed by the president and up to two (2) student directors also appointed by the president.

Section 2. Election and Term of Office. Directors shall be elected at the Annual Meeting of the members by vote of a majority of the membership present. ~~Directors shall be elected to hold office for a term of two (2) years.~~ Notwithstanding the preceding, for the first election of directors only, four (4) of the directors shall hold office for majority of the membership present. Directors shall be elected to hold office for a term of two (2) years. Notwithstanding the preceding, for the first election of directors only, four (4) of the directors shall hold office for three (3) year terms and five (5) shall hold office for two (2) year terms. The determination of which directors shall serve two or three year terms shall be by random drawing in such manner as the President shall direct. Each director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected, or until his or her death, resignation or removal whichever occurs first.

Section 3. Newly Created Directorship and Vacancies. Newly created directorships and vacancies among the directors for any reason may be filled by vote of a majority of the directors in office.

Section 4. Resignations. Any director may resign from office at any time by delivering a resignation in writing to the President or the Board of Directors

Section 5. Removal. Any director elected by the membership may be removed with or without cause by a majority vote of the membership of the Association.

Section 6. Meetings. Meetings of the Board may be held at any place within Otsego County as the President may from time to time fix or as may be specified in the respective notice or waivers of notice thereof. Regular meetings of the Board shall be held monthly or as determined by the Board. Special meetings of the Board shall be held when called by the President, in each case at such time and place as shall be fixed by the person calling the meeting. Meetings via telephone conference call shall be allowed.

Section 7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these By-Laws, the vote of a majority of the directors present shall be

the act of the Board.

Section 8. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof, may be taken without a meeting if all members of the Board or the committee consent in writing (or by e-mail) to the adoption of a resolution authorizing the action. The resolution and the written (or e-mail) consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the 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 a meeting.

Section 9. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be e-mailed **with notice of receipt** (and such notice monitored by the person sending the notice to insure it is received) or mailed by US Mail to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or such other address as he or she may have designated in a written **(or via e-mail)** request filed with the Secretary), at least eight days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be e-mailed or sent to him or her at such address or given personally by telephone, no less than forty-eight hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

ARTICLE IV. OFFICERS, EMPLOYEES AND AGENTS.

Section 1. Number and Qualifications. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers, if any, as the Board of Directors may from time to time appoint. Persons may hold more than one office in the Association except the offices of President and **Secretary**. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The President of the Association shall be elected at the annual meeting of members. All other officers shall be elected by majority vote of the Board of Directors.

Section 3. Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, and serve at the pleasure of the Board, and shall have such authority and

perform such duties and receive such reasonable compensation as the Board of Directors may from time to time determine

Section 4. Removal. Any officer, employee or agent of the Association may be removed with or without cause by a vote of the majority of the entire Board of Directors then in office. Any Director of the Association who fails to attend four meetings in a row will be removed from the Board of Directors and failure to attend 50% of the meetings in any calendar year is cause for removal.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors

Section 6. President: Powers and Duties. The President shall preside at all meetings of the membership and of the Board of Directors, shall have general supervision of the affairs of the Association, and shall keep the Board of Directors fully informed about the activities of the Association. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Association all contracts authorized either generally or specifically by the Board. He or she shall perform such other duties from time to time as may be assigned by the Board of Directors.

Section 7. Vice President: Powers and Duties. The Vice President shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President must be a member of the Board of Directors

Section 8. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the membership and the Board of Directors and shall keep the minutes of all such meetings. ***He or she shall be responsible for the giving and serving of all notices of the Association and shall perform all the duties customarily incident to the office of Secretary,*** subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association, and shall deposit or cause to be deposited all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Association's accounts. He or she shall at all reasonable times exhibit the Association's books and accounts to any officer or director of the Association and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors and shall, when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

ARTICLE V. BOARD OF ADVISORS AND STANDING COMMITTEES.

Section 1. Appointment. The Board of Directors may appoint from time to time any number of persons as advisors to the Association, to act either singly or as a committee or standing committees. Each such advisor shall hold office during the pleasure of the Board and shall have such authority and obligations as the Board may from time to time determine.

Section 2. Compensation. No such advisor of the Association shall receive any salary, compensation or emoluments for any service rendered to the Association, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred in the performance of activities for the benefit of the Association.

ARTICLE VI. CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS.

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized in the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

ARTICLE VII. OFFICE AND BOOKS.

Section 1. Office. *The office of the Association shall be located at such place as the Board of Directors may from time to time determine*

Section 2. Books. *There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By Laws, and all minutes of the membership meetings and of the Board of Directors.*

ARTICLE VIII. FISCAL YEAR.

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE IX. AMENDMENTS.

These By Laws may be amended by the affirmative vote of two-thirds of the Directors in office at any meeting of the Board of Directors, or by two-thirds of the members of the Association at a meeting duly called for the purpose of amending these By Laws providing notice of such proposed amendment has been included in notice of the meeting.