

~ BYLAWS ~

**RUSHFORD LAKE LANDOWNERS' ASSOCIATION, INC.
RUSHFORD, NEW YORK**

September 1, 2018

[THESE BYLAWS REPEAL AND REPLACE THE EXISTING BYLAWS DATED AUGUST, 1992]
They were ratified at the 61st Annual Meeting of the Association on June 6, 2019.

ARTICLE I. NAME AND PURPOSE

Section 1: Name

Rushford Lake Landowners' Association, Inc. (RLLA) will be the name of this organization. It shall be governed by the laws of New York State.

Section 2: Purpose

To promote and unofficially supervise the general health and welfare of owners of land adjacent to and in the vicinity of Rushford Lake, Allegany County, New York, and of all persons using such lands and the waters of said lake for recreational purposes, to the end that all users of the area of Rushford Lake may be provided with maximum enjoyment and safety.

Section 3: Non-Discrimination Policy

This organization shall exist and operate without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE II. MEMBERSHIP

Section 1: Member

Only those real persons owning property within the boundaries of the Rushford Lake Recreation District (RLRD) shall be eligible for membership. Those in good standing shall have the right to vote at membership meetings.

Section 2: Affiliate Member

The Board of Directors (Board) shall have the power to make any interested person or parties an Affiliate Member. Affiliate Members will be eligible to vote.

Section 3: Dues

Annual membership dues are to be paid by each member. Dues amount will be set by the Board of Directors as necessary. Changes to the amount for the next calendar year must be approved by the Board by October 1st of the current membership year.

Section 4: Good Standing

A member whose obligation to pay is current shall be a member in Good Standing

ARTICLE III. BOARD OF DIRECTORS

Section 1: Eligibility

To serve on the Board of Directors one must be a member in good standing.

Section 2: Number of Directors and Compensation

The Board shall consist of one (1) Director for each twenty-five (25) or fewer members from each of the eleven (11) lettered areas and one (1) At-Large member. The Board receives no compensation other than reasonable expenses.

Section 3: Powers and Duties of the Board

The Board of Directors shall manage the business, property and affairs of the Association, and may exercise and delegate any and all of the powers of the Association as it sees fit, subject only to restrictions imposed by statute, these bylaws and the Association Articles of Incorporation, should they exist. The Board of Directors shall establish organization and administrative policies; authorize operational goals and objectives; emphasize overall planning; authorize agreements and contracts; adopt a budget; approve committees and committee appointments; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in board meetings, community outreach, gift solicitation, and event and various campaign planning.

Section 4: Term

Directors shall hold office for a term of two (2) years. In areas where there are multiple Directors, terms shall expire on alternating odd/even years.

Section 5: Elections

- 5.1** Directors will be elected at the Annual Membership Meeting. During New Business, nominations will be open to the floor for any open Area Director or At-Large position. Once nominations are closed, members in each Area shall separately elect their Director(s) by a majority of those present. Upon completion, a roll call of Areas shall be conducted and a vote by the membership present shall elect the At-Large Director (should the position be open for election). The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.
- 5.2** Interim Directors may be nominated and elected at any regular or special Board of Directors meeting, provided there is a quorum present and by a majority of votes.

Section 6: Quorum

The presence of at least fifty percent (50%) of all Directors and Interim Directors currently serving and one (1) Board Officer OR the presence of Directors and/or Interim Directors sufficient to represent at least six (6) of the eleven (11) lettered areas and one (1) Board Officer shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7: Meetings

- 7.1** An Annual Meeting of the Membership shall be held between Memorial Day and Labor Day each calendar year and at a time and location designated by the Board of Directors. A quorum shall be those members in good standing who are present.
- 7.2** Regular Meetings of the Board of Directors shall be held as determined by the Board provided a minimum of two (2) meetings occur within the calendar year.
- 7.3** Special Meetings of the Board of Directors may be called by or at the request of the President or any three (3) members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any time and location as the place for holding any special meeting of the Board called by them.
- 7.4** Committee meetings shall be called at the discretion of the Committee Chair.
- 7.5** Minutes of all meetings shall be recorded by the Secretary or, in his/her absence, by a delegate assigned by the presiding officer or committee chair.

Section 8: Notice of Meetings

- 8.1** Notice of the Annual Membership Meeting shall be posted in public and on the organization's website or other electronic media portal a minimum of fourteen (14) days prior to such meeting.
- 8.2** Notice of a Regular meeting of the Board of Directors shall be written stating the place, date and hour and shall be delivered personally, electronically, or by mail to each Officer and Director with a minimum of five (5) day notice by the Secretary or President.
- 8.3** Notice of a Special meeting shall be written stating the place, date and hour and shall be delivered personally, electronically, or by mail to each Director and Officer with a minimum of forty-eight (48) hours by the Secretary or President.

Section 9: Electronic Meetings

Members of the Board of Directors or any Committee designated by the Board may participate in a meeting of such Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 10: Electronic Voting

Members of the Board of Directors or any Committee designated by the Board may vote by email or other electronic means only if the vote is consistent with the laws and requirements set by the State of New York.

Section 11: Resignations, Termination and Absences

Resignation from the Board of Directors must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the Secretary prior to the scheduled meeting. Board members shall be terminated from the board due to excess absences. A board member may be removed for other reasons by a three-fourths (3/4th) vote of the remaining directors.

Section 12: Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds (2/3rd) vote of the Board of Directors. The appointment will be for the unexpired term of the position, subject to term limitations addressed in Section 4 of this Article.

ARTICLE IV. OFFICERS

Section 1: General

The Officers of this Association shall be President, Vice-President and Secretary-Treasurer. The Secretary-Treasurer position can be filled by either one or two persons. Each Officer of this organization shall be a member of the Board of Directors. A Director must have served at least one (1) two-year term to qualify for an Officer position.

Section 2: Election and Terms of Office

The Officers of the Association shall be elected every two (2) years (in even numbered years) by the Board of Directors at the first Board of Directors meeting following the Annual Membership Meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until his or her successor is elected.

Section 3: Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the association will be served, any officer may be removed from office by the affirmative vote of two-thirds (2/3rd) of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Secretary-Treasurer.

Section 4: Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next election:

- 4.1 President - The Vice-President shall assume the office.
- 4.2 In case of vacancy in the office of both President and the Vice-President, the duties of the Office of President shall be performed by the Secretary-Treasurer, until replacements are elected by the Board.
- 4.3 The Board of Directors shall elect replacements for all other vacancies.

Section 5: Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

5.1 The President of the Board shall:

- Preside at all meetings of the Board of Directors and the Executive Committee;
- Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
- Be an ex officio non-voting member of all committees.

5.2 The Vice-President of the Board shall:

- Perform such duties as the President and/or the Board of Directors may determine;
- In the absence of the President, shall perform the duties of the President.

5.3 The Secretary-Treasurer shall:

- Maintain a listing of Membership, Board of Directors and Officers;
- Send out notices to the Board of Directors as required in Article III, Section 8;
- Record and oversee notice and maintenance of the minutes of the meetings of the Association, Board of Directors, and the Executive Committee; and
- Accurately prepare and report minutes of meetings to the Association and Board of Directors on a timely basis;
- Send out Membership Dues requests;
- Oversee the production and distribution of newsletters;
- Be the custodian of the funds of the organization, however received, and entrust to the care and use to be used exclusively for the operation of the Association;
- Disburse the funds of the organization as ordered by the Board of Directors;
- Oversee day-to-day authority for managing the finances of the organization;
- Maintain and provide such financial records, reports and statements as the Board of Directors or Executive Committee may from time to time require or request; and
- Supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the Board of Directors and the Executive Committee;
- Perform other duties customary to the Office of the Secretary or Treasurer and as may be required by the Board of Directors or the President of the Board

Section 6: Bonding and Compensation

The Board of Directors shall secure bonding for the President and the Secretary-Treasurer of the Association. The Secretary and/or Treasurer is eligible to receive a stipend for his/her service to the Association at the discretion of the Board of Directors.

ARTICLE V. COMMITTEES

Section 1: Committee Formation

The Board of Directors may create committees as needed. The President appoints all committee chairs from the membership of the Board. Limited term task forces or ad hoc committees may be appointed by the President at any time with approval by the Executive Committee; standing and longer-term committees shall be created with the affirmation of a majority vote of the Board. Minutes of all committees or task forces shall be recorded and reported to the Board on a timely basis.

Section 2: Standing Committees

- 2.1 Executive Committee:** Board officers serve as the members of the Executive Committee. Except for the power to amend the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

ARTICLE VII. BOOKS AND RECORDS

The organization shall keep complete books and records of accounts including minutes of the proceedings of Membership, Board of Directors, Executive Sessions and Committee meetings and all financial accounts. These records should be kept digitally with proper and secure backup files and procedures in place. Additionally, hard-copy archives shall be preserved and secured in an appropriate manner.

The Board of Directors will establish and maintain Post Office box(es), email address(es), websites and any other communication means that the Board deems necessary.

ARTICLE VIII. ADMINISTRATIVE PROVISIONS

Section 1: Fiscal Year

The designated fiscal year of this Organization shall be January 1st to December 31st.

Section 2: Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the association.

Section 3: Limitations on Political Activity

- 3.1** No substantial part of the activities of the Association shall be on behalf of or in opposition to any candidate for public office. The Association shall not carry on any activities prohibited by law or the provisions of governing documents.
- 3.2** The Association may publicly support any legislation/regulation that affects or impacts the general welfare of Rushford Lake.

Section 4: Conflict of Interest.

A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interest of the Association, or in which the interests of an individual or another organization has the potential to be placed above those of the Association. Any interested individual must disclose the existence of any actual or

possible conflict of interest and all material facts to the Association considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Association entity.

ARTICLE IX. INDEMNIFICATION

Section 1: General

Unless expressly prohibited by law, the Organization shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, or agent of the Organization or serves or served any other enterprise at the request of the Organization, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2: Limitation of Liability

Officers, directors and other persons who perform services for the Organization and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly contracted or employed to perform a service shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Organization in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and agents shall not apply when the injury or damage was a result of the volunteer or agent's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or agent, or act or omission that was not in good faith and was beyond the scope of authority of the Organization pursuant to this act or the organizational charter. This limitation of liability shall not apply to any licensed professional agent operating in his or her professional capacity. The Organization is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE X. AMENDMENTS

The Bylaws should occasionally be reviewed by the Board. In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. An amendment of the By-Laws of the Rushford Lake Landowners' Association shall first be adopted by a majority vote of the Board of Directors present at a regular or special meeting. The proposed amendment must then be approved by a majority vote of the members present at a regular scheduled Annual Meeting of the Association. Approval by the Association vote will constitute adoption of the amendment as part of the By-Laws.

A chronological record of Amendments, once approved, are to be kept intact and added below in this section of the Bylaws noting the date the amendment was adopted by the Association

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ARTICLE XI. DISSOLUTION

This organization may be dissolved at any general or special membership meeting by a resolution adopted by an affirmative vote of two thirds (2/3) of the attending members.

ARTICLE XII. CONFIRMATION

Bylaws are hereby confirmed and certified by Board of Directors:

Dated this 6th Day of July, 2019.

Secretary-Treasurer, Board of Directors

President, Board of Directors
