

# THREE LAKES COUNCIL BY-LAWS

## ARTICLE I NAME AND ACTIVITIES

**Section 1.1 Name.** The name of this organization shall be The Three Lakes Council, Inc. (the "Council"). This organization is a 501(c) (3) organization incorporated under the laws of the state of New York.

**Section 1.2 Activities.** The Council's activities principally relate to the watershed of Lakes Waccabuc, Oscaleta, Rippowam in the Town of Lewisboro, NY.

## ARTICLE II PURPOSES

**Section 2.1 Purposes.** The purposes of The Three Lakes Council are:

1. To maintain and improve the condition and quality of the waters and watershed of Lakes Waccabuc, Oscaleta, and Rippowam.
2. To inform and educate the residents of the community in the Three Lakes watershed about safeguarding and improving the quality of the waters and the watershed.
3. To encourage and support the management, preservation and conservation of valuable wetlands, shoreline and other wild portions of the watershed of the Three Lakes.
4. To address issues and concerns which may impact the enjoyment of the lakes by residents of the community.
5. To conduct research and study potential issues relevant to these purposes, and to coordinate community action when necessary.

## ARTICLE III MEMBERSHIP

**Section 3.1 Eligibility for Membership.** All listed below shall be eligible for membership in the Council.

- a. property owners of land bordering any of the Three Lakes
- b. individuals who possess deeded rights or easements giving them the right or privilege of access to any of the Three Lakes
- c. any existing corporation or any existing club possessing any such rights or privilege.
- d. the holder of a Certificate of Membership or voting privilege in The South Shore Waccabuc Association, Inc.

**Section 3.2 Annual Dues.** All members shall pay annual dues by August 1 in an amount determined by the board of directors. Any member whose dues are outstanding for one year or longer shall be dropped from membership.

**Section 3.3 Eligibility for Associate Membership.** Other individuals or legal entities in the community who are not eligible to be members may support the organization financially or in kind, and will be designated as associate members. Individuals who occupy property boarding on any of the Three Lakes under a lease will be designated as associate members. Stockholders of any existing corporation or members of any existing club will also be designated as associate members. Associate members do not have voting rights. Lake access or other property rights are not conferred by being an associate member.

**Section 3.4 Resignation.** A member or associate member may resign at any time by giving notice to the Council.

#### ARTICLE IV MEMBERSHIP MEETINGS

**Section 4.1 Voting.** There will be one vote for each household or property owned by a member ("Authorized Votes"). A simple majority of those present in person or by proxy will carry the vote if a quorum is present.

**Section 4.2 Quorum.** The presence in person, or by written proxy, of at least twenty percent (20%) of the members shall be necessary to constitute a quorum for the transaction of business at any meeting of the members.

**Section 4.3 Annual Meeting.** An annual meeting of the Three Lakes Council membership shall be held once a year in either July or August. The purpose will be to receive the reports of the president and treasurer, and for the transaction of any business that may be presented to the membership.

**Section 4.4 Special Meetings.** Special meetings of the membership may be called at any time by the Board of Directors, or by at least twenty-five percent (25%) of the members.

**Section 4.5 Notice of Meetings.** Notice of each annual and special meeting shall be given to each member in writing at least 10 days prior to the meeting.

#### ARTICLE V BOARD OF DIRECTORS

**Section 5.1 General Powers.**

1. The property, management, and affairs of the Council shall be vested in and controlled by the Board of Directors.
2. The Board is specifically responsible for implementing the stated purposes of the Three Lakes Council.

**Section 5.2 Number, Qualification, and Membership.** The Three Lakes Council Board of Directors will be composed of representatives from the lakes associations (8), the officers of the Three Lakes Council (4) and up to two (2) directors-at-large. An appointed or elected director may also serve as an officer. Some representatives may hold more than one of the designated Board positions but will have only one vote as a director.

**Section 5.3 Lake Association Board Members.** The following associations shall each appoint one director and one alternate director:

- Lake Waccabuc Association
- Lake Oscaleta Association
- South Shore Association
- Lakeside Association
- Two Lake Club, Inc
- Perch Bay Association
- Waccabuc Landowners Council
- Waccabuc Country Club

The term of office for directors appointed by such associations shall be one year. Such representatives may be reappointed annually by the respective association, with no term limits. In the absence of the director, the alternate director will attend meetings and exercise the rights, powers and privileges of the absent director.

**Section 5.4 At-Large Directors.** Up to two at-large directors may be elected at the annual meeting by a simple majority of the authorized votes present. The term will be for two years. Nominees will be recommended by the Board of Directors. Individuals who have provided signatures of at least 10% of the membership to the Board of Directors at least 10 days before the annual meeting may also be nominated from the floor.

**Section 5.5 Resignation.** A director may resign at any time by giving notice to the Council. The resignation of a director shall be effective without acceptance when the notice is given to the Council, unless a later effective time is specified in the notice. Written notice or an electronic communication may satisfy the notice requirement.

**Section 5.6 Quorum.** Fifty percent (50%) of the board of directors present at any board meeting shall constitute a quorum.

**Section 5.7 Voting.** Once a quorum is met, a vote by a simple majority of those present shall be required to take action. Individual board members shall have one vote, even though they may hold more than one board position.

**Section 5.8 Regular Meetings.** The Board shall schedule and meet a minimum of three times per year.

**Section 5.9 Special Meetings.** The President or a majority of the directors may schedule special meetings of the Board when necessary. The President may also hold a vote of the board by email or telephone.

**Section 5.10 Committees.** The Board may create Committees and appoint Committee Chairs consistent with Article VII.

## ARTICLE VI EXECUTIVE OFFICERS

**Section 6.1 Officers, Term, and Election.** The officers of the Council shall be the President, Vice-President, Treasurer and Secretary, all of whom shall be elected by the board of directors for a term of two years. There shall be no limit on the number of terms the Board of Directors may elect a person to serve in any office.

**Section 6.2 Resignation.** An officer may resign at any time by giving written or electronic notice to the Council.

**Section 6.3 Removal.** An officer may be removed from office, with or without cause, by a vote of two-thirds of the Board of Directors.

**Section 6.4 President.** The President shall:

- a. Preside at all meetings of the membership of the organization and of the Board of Directors.
- b. Have general active management of the business of the council
- c. See that the resolutions of the Board of Directors are implemented.
- d. Recommend all committee chairs (except Nominating Committee) to the Board of Directors for approval.
- e. Have oversight responsibility for fiduciary matters executed by the Treasurer.
- f. Sign and execute all contracts, agreements or other obligations on behalf of the Council.
- g. Be a member ex officio of all committees, except the Nominating Committee and the Audit Committee.
- h. Communicate periodically with all council members on relevant topics.
- i. Keep a current copy of the Council's by-laws.
- j. Review minutes before distribution.
- k. Review all statements prior to public release.
- l. Make an annual report to the members at the Annual Meeting.

**Section 6.5 Vice President.** The Vice-President shall:

- a. Have such power as may be specifically assigned to him/her by the Board of Directors or the President
- b. Act as president in the absence, inability, or unwillingness of the president to act
- c. Maintain a current list of committee chairs and members of each committee.

**Section 6.6 Treasurer.** The Treasurer shall:

- a. Be custodian of the funds of the Council.
- b. Receive all monies, including dues and contributions.
- c. Keep full and accurate account of receipts and expenditures and financial records of the Council.
- d. Present a financial report at the Annual Meeting and Board of Directors' meetings.
- e. Provide all ledgers, checkbooks, bank statements, and receipts from the previous fiscal year to the Audit Committee.
- f. Prepare a budget for submission to the Board of Directors for review, and to the membership for approval at the Annual Meeting.
- g. Make disbursements in accordance with the budget approved by the membership or as authorized by the Board of Directors.
- h. File all forms required by the IRS and New York State agencies.
- i. Maintain a current roster of all members and a record of their dues paid.
- j. Maintain a list of associate members who make financial contributions.
- k. Ensure there is Board approval before paying for any non budgeted items over \$1500.

**Section 6.7 Secretary.** The Secretary shall:

- a. Keep, maintain, and distribute to the Board of Directors, the minutes of all meetings of the Board of Directors, the Executive Committee, and the membership.

- b. Give proper notice of meetings of the Board of Directors, the Executive Committee, and the general membership, to members of the Board of Directors and Committee Chairs.
- c. Notify committee chairs of pertinent matters arising at Board Meetings.
- d. Keep a current copy of the Council's by-laws and distribute them to all new directors.
- e. Perform whatever duties specifically assigned to him/her by the Board of Directors.
- f. Prepare correspondence, as needed, for the President or the Board of Directors.

## ARTICLE VII EXECUTIVE COMMITTEE

**Section 7.1 Composition.** The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary.

**Section 7.2 Activities.** The Executive Committee shall:

- 1. Generally meet monthly between the scheduled meetings of the Board and manage the normal operations of the Council at such interim meetings.
- 2. Communicate any decisions or significant information to the Board of Directors on a timely basis following such meetings.
- 3. Any decisions that have a financial impact over \$3000 must either be in the board approved budget or have prior board approval. The executive committee may also approve any non-budgeted expenditures up to \$1500.

## ARTICLE VIII COMMITTEES

**Section 8.1 Committees.** The Three Lakes Council Board of Directors will establish standing committees as needed to effectively accomplish the purposes of the Council.

**Section 8.2 Committee Chairs.** Committee Chairs will be appointed by the Board. Committee Chairs shall:

- a. Communicate with the Board of Directors regarding activities and decisions made by his/her committee.
- b. Attend board meetings as necessary or appropriate.
- c. Submit articles and/or information to the Council newsletter editor and webmaster.
- d. Request approval of expenditures from the Board.
- e. Submit budget requests to the Treasurer in preparation for the fiscal year budget.
- f. Be responsible for executing the actions to accomplish the Council's purposes.
- g. Prepare minutes of the committee meetings for the executive committee.

**Section 8.3 Nominating Committee.** A Nominating Committee will be appointed each year that elections take place. This committee shall:

- a. Be composed of three or five Council members
- b. Develop, and provide to the Board, a slate of candidates for Officers and Directors at large.
- c. Review recommendations with the Board for consent, and with the membership for approval.

**Section 8.4 Audit Committee.** An Audit Committee will be appointed each year to review and reconcile the financial records and to verify full and accurate accounting of all financial transactions. This committee will be chaired by a Board member and may include two other Council members as well. Each member of the Audit Committee shall be financially literate.

**Section 8.5 Standing Committees.** The board can appoint standing committees. The board will review the need for these committees each year and adjust as necessary

## ARTICLE IX BOOKS OF RECORD

The president will retain correct and complete copies of

- a. Council Certificate of Incorporation and Bylaws
- b. Accounting records
- c. Minutes of meetings of the Board of Directors

## ARTICLE X INDEMNIFICATION

The corporation shall indemnify persons to the extent required by the New York Not-For-Profit Corporation Law, and shall have the power otherwise to indemnify persons for such expenses and liabilities in such manner, under such circumstances, and to such extent as permitted by applicable law.

## ARTICLE XI DISSOLUTION

**Dissolution:** Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## ARTICLE XII AMENDMENTS

These by-laws may be amended, altered or repealed, in whole or in part, at any meeting of the members, by affirmative vote of two-thirds of those present once a quorum is met.

AMENDED BY-LAWS APPROVED ON: August 10, 2019