

BALLSTON LAKE IMPROVEMENT ASSOCIATION

Special Membership Meeting, April 15, 2015

Meeting called to order by President Pete Herman at 7:00 pm.

Members present: Fifteen BLIA Members were in attendance.

Ballston Lake Improvement Association (BLIA) President Pete Herman welcomed the BLIA Members in attendance. Pete noted that the reason for the Special Membership Meeting was to obtain a vote on proposed changes to the BLIA Articles of Incorporation and the BLIA Constitution. The specific changes are contained in Appendix A. and Appendix B. of these minutes. Pete noted that the proposed changes are necessary for BLIA to obtain 501(c)(3) tax exempt status for the organization.

Pete noted that all BLIA paid members (as of 2014 and 2015) had received notification of the Meeting two weeks prior to April 15, 2015. Included in the USPS mailing was a voting ballot for those members who could not attend the meeting.

Pete then turned the meeting over to Frank Shipp who, along with Judy Brodeur, had done a significant amount of work preparing for the 501(c)(3) application.

Frank Shipp noted that he had received assistance from the New York State Federation of Lake Association's (NYSFOLA) attorney during the process. Frank noted that the primary reasons for requesting 501(c)(3) status for BLIA included the following:

- Individuals contributing to BLIA would receive a tax deduction.
- BLIA would no longer need a surrogate when applying for grants. The use of a surrogate costs the Association ten percent of the grant.
- Tax exempt status will allow the BLIA Membership Team to solicit business memberships.

Frank noted that the following is left to do:

- Pete Herman will send the necessary documents to the Secretary of State to change the BLIA Articles of Incorporation.
- Judy Brodeur will file the necessary documents with the IRS including a check for \$400.

Frank indicated that he anticipated approval of the application by the June BLIA Annual Meeting.

Following Frank Shipp's presentation, a motion was made, seconded, and approved to accept the changes to the BLIA Articles of Incorporation and Constitution as noted in Appendix A. and Appendix B. of these minutes.

Pete Herman noted that the proposal to amend the Articles of Incorporation and the By-Laws of the Ballston Lake Improvement Association to have new wording consistent with IRS requirements for 501(c)(3) status was passed 47 (yes) and 0 (No). Pete further noted that the vote count included both members present at the Meeting and all email / USPS votes received.

The meeting was adjourned at 7:29 pm.

Respectively submitted:

David W. Duglin, Secretary
Ballston Lake Improvement Association

Appendix A.

Note

Deletions are ~~red strikethrough~~ and additions are *green bold italics*

Ballston Lake Improvement Association, Inc.

Pursuant to the Membership Corporations Law *amended as of April 24, 2015*

We the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, hereby certify:

1. The name of the proposed corporation shall be The Ballston Lake Improvement Association, Inc.
2. The purposes for which it is to be formed are:
 - a. ~~To promote the general betterment and welfare of all persons owning and/or occupying property on or near Ballston Lake or its inlet, outlet and watershed.~~

To conduct scientific research, studies and analyses, and to collect data, concerning the biology, ecology and limnology of Ballston Lake and its watershed, and to educate the public and users of the lake, how to respect its environment.
 - b. To make investigations and inquires into the causes and extent of pollution, excessive algae and improper drainage, from whatever source or reason, and to seek and obtain appropriate remedies for correction or elimination of the same.
 - c. To make investigations and inquiries into the drainage channel or channels from said Ballston Lake and to seek and obtain proper drainage from said lake.
 - d. To assemble and to disseminate to the persons interested, information which affects or influences the uses, conditions, and environment of Ballston Lake.

- ~~e. To seek to obtain, where necessary, appropriate Federal, State, County and Town legislation or group individual action, in an effort to accomplish the purposes set forth in Section (a) of this paragraph.~~
- ~~f. To provide a common swimming area, swimming instruction and a recreation area on or near said Ballston Lake.~~
- g. To seek and obtain means of controlling or eliminating insects, weeds, navigation hazards, illegal and hazardous operation of boats and airplanes, erosion, obstructions on, over or under the lake and the introduction of foreign water, animals and/or fish into said Lake or its adjacent area.
- h. To protect the sanitary conditions of said Lake by obtaining local legislation regulating the discharge of waste, debris, garbage, and other foreign matter into said Lake or into adjoining areas which are so contiguous thereto as to drain into said Lake;
- i. To attempt to regulate, where possible, the reclamation of adjoining swamplands so that the same will be done in a manner which is not harmful to the Lake or its waters.
- ~~j. To attempt to regulate and control or prevent the indiscriminate use of lake waters for industrial, commercial or irrigation purposes or for a source of water supply for houses or areas not essential to said Lake.~~
- ~~k. To attempt to regulate or eliminate the use of houseboats for living purposes on said Lake.~~
- l. To seek to control the inflow of water into said Lake so as to keep the waters thereof pure and clear and at a reasonably constant level.

- m. To purchase or lease or otherwise obtain, real property or rights therein such as shall be necessary and proper to ~~maintain fire lanes and any of the other purposes heretofore set forth.~~ *maintain the health and safety of the lake and its residents.*
- n. To do such other and further acts and things relating to said Lake and the aforesaid purposes, as may be found necessary and convenient so far as the same shall be consistent with Law.
- o. To make no pecuniary profit for any of its members.

3. The territory in which its operations are principally to be conducted are the Towns of Ballston, Clifton Park and Malta, County of Saratoga, New York.

4. The Town and County in which its office is to be located is the Town of Ballston, County of Saratoga, New York.

5. The number of its directors shall be not less than three or more than nine.

6. The names and residences of the Directors until the first annual meeting are:
[deleted]

7. The meetings of the Board of Directors shall be held only in the State of New York.

8. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York. Of the persons named as Directors, at least one is a citizen of the United States and a resident of the State of New York.

9. No portion of the assets of the corporation may inure to the private benefit of any member.

10. Upon dissolution, any assets of the corporation shall be transferred to an entity

organized and qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

11. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In witness whereof, we have made, subscribed and acknowledged this Certificate originally adopted November 19, 1960 is hereby amended on April 15, 2015.

Appendix B.**Note**

Deletions are **red** and additions are **green bold italics**

Constitution of the Ballston Lake Improvement Association, Incorporated

Recommended immediate changes (3)

1. The name of the document shall be changed to “By-Laws of the Ballston Lake Improvement Association, Incorporated”. **The word Constitution will be deleted.** Our NYSFOLA attorney informs us that the designation Constitution has no legal standing in this regard.
2. Article IX Meetings. Wording shall be added as follows: ***Notice of all meetings may be done via USPS or by e-mail according to the individual members expressed preference.***

Article XVIII: Dissolution now reads:

“In the event this organization is ever dissolved all of its records, books, documents and property shall be delivered and transferred to the Saratoga County Historical Society or if there be none to the Saratoga County Historian.”

3. 501(c)(3) regulations require that in the event of a dissolution the receiving entity must be a designated 501(c)(3).

I suggest wording as follows: ***“In the event this organization is ever dissolved all of its records, books, documents and property shall be delivered and transferred to an IRS designated 501 (c) (3) organization. Our preference is the Saratoga County Historical Society or if there is none to the Saratoga County Historian provided they qualify as a 501(c)(3).***