

By-Laws of the Ballston Lake Improvement Association, Incorporated

**Article I: Name**

The name of this organization shall be: Ballston Lake Improvement Association, Inc.

**Article II: Purpose**

The purposes for which this organization has been formed are:

- a) 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 inquiries 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 same.
- c) To make investigations and inquiries into the drainage channel or channels from Ballston Lake and to seek and obtain proper drainage from the lake.
- d) To assemble and disseminate to the persons interested, information which affects or influences the uses, conditions and environment of Ballston Lake.
- e) To seek and obtain means of controlling or eliminating insects, weeds, and navigation hazards in and around Ballston Lake.
- f) To seek and obtain means of preventing and/or reporting illegal or hazardous operating of boats, watercraft, airplanes, motor vehicles and snowmobiles on, in and around Ballston Lake.
- g) To seek and obtain means of preventing erosion of the land areas under and along the shoreline of Ballston Lake.
- h) To seek and obtain means of preventing obstructions on, in, and under Ballston Lake.
- i) To seek and obtain means of preventing the introduction of foreign water animals, foreign fish and/or foreign aquatic life into Ballston Lake or its adjacent areas.
- j) To protect and preserve the sanitary conditions of Ballston Lake by obtaining judicial action regarding the discharge of waste, sewage, garbage and/or other foreign matter into the lake or its adjoining areas.
- k) To support compliance with all Federal and State regulations regarding swamplands and wetlands.
- l) To seek to control and monitor the inflow and influx of water into Ballston lake so as to maintain the level of water purity and clarity at a reasonable constant level.
- m) To purchase, lease or otherwise obtain real property or interests and rights therein as shall be necessary and proper to maintain the health and safety of the lake and its residents.
- n) To make no pecuniary profit for any of its members.
- o) To provide for scientific testing for public safety of the water of Ballston Lake.

- p) To provide for the application and administration of such treatments as may be necessary to correct or eliminate pollution, excessive algae, or nuisance species, and improper drainage.
- q) To do such other and further acts and things relating to Ballston Lake and the aforesaid purposes, as may be found necessary and convenient where they are consistent with law.

### **Article III: Governing Body**

The governing body of this organization shall be the Board of Directors who shall have general and plenary authority to decide upon and conduct all of the activities, business and other matters of this organization as they may come before it.

The Board of Directors shall be comprised of all officers, up to eleven (11) Directors, together with the immediate past president. In no event shall the number of directors be less than three (3).

The decisions and actions of the Board of Directors shall be governed by a majority vote, except that in the absence of a quorum (seven (7) Directors), the Board of Directors meeting may be adjourned into Executive Session for the transaction of business which must later be ratified or confirmed at a subsequent Board of Directors meeting having a quorum.

### **Article IV: Officers**

The officers of this organization shall be:

- a) President
- b) Vice President (a minimum of two, and such others as the Board of Directors may designate).
- c) Secretary
- d) Treasurer

In addition to the authorities and duties which are inherent by the nature of their respective offices, the authority and duties of the officers shall be as prescribed in the By Laws.

The President of this organization by virtue of his office shall also serve as the presiding officer at meetings of the Board of Directors; and shall also be an ex officio member of all committees, except the nominating committee.

### **Article V; Tenure in Office**

- a) All officers who are also directors by virtue of their respective offices shall be directors only so long as they are officers.
- b) The immediate past president shall be a director.

- c) All other directors shall hold their offices: (1) for a term of three (3) years from the date of their election or (2) for such time as remains in the term to which they may be appointed, but in no event beyond three (3) years from the date of the appointment.
- d) Only one third (1/3) of the authorized number of directors shall be nominated and elected annually.
- e) The terms of all officers shall be one (1) year from the date of their election.
- f) To be eligible to be elected President, that nominee must have previous service to this organization as an officer or director.
- g) Providing they are otherwise eligible for election to the office ~~ship~~ to which they are nominated, no officer is restricted upon the number of term, successive or otherwise, which he may serve.

### **Article VI; Membership**

Membership in this organization shall consist of the following types:

- a) Honorary: those persons who, in the opinion of this organization's Board of Directors, are deserving of this membership by virtue of their conduct, position, achievement or other value in relation to this organization or its purposes. Honorary members shall pay no dues.
- b) Active Annual: those persons over 18 years of age or families who are interested in furthering the purposes of this organization, and who apply for and are accepted into membership by the Board of Directors. In the case of families admitted to this form of membership, only the husband or wife can vote; children over the age of 18 years living with parents and desiring to vote or hold office must apply for and receive his or her own active annual membership.
- c) Business: those persons, firms, partnerships, corporations, institutions, or organizations having a special or limited interest in the activities or purposes of this organization, and who apply and are accepted into membership by this organization's Board of Directors.

Active Annual and Business members shall pay such annual dues as are prescribed by the Board of Directors.

The application for the various types of memberships shall be in such form as the Board of Directors shall prescribe.

The rights, privileges, and obligations of each respective type of membership are conditioned upon current payment of the dues allocable to that membership.

Only honorary and currently paid annual members are permitted to vote and hold office.

No person, firm, partnership, corporation, institution, organization or other entity shall be admitted to or hold more than one type of membership in this organization simultaneously.

### **Article VII: Committees**

There shall be such committees of this organization as the President shall, from time to time, create; and they shall continue in existence until terminated by the Board of Directors.

The President shall, with the consultation of the Board of Directors, appoint the chairmen of all committees who shall serve at the pleasure of the Board of Directors.

### **Article VIII: Elections**

The nomination and election of officers and directors shall take place at the annual membership meeting of this organization.

The President shall appoint a nominating committee at least sixty (60) days prior to the annual membership meeting.

The nominating committee shall meet at least once before making its report which shall contain a full slate of nominees for all vacant offices to be filled by election at the annual membership meeting.

The names of the nominees and the positions for which they are nominated shall be published in the written notice of the annual membership meeting, sent to the general membership at least fifteen (15) days prior to such meeting.

Nominations will be accepted from the floor at the Annual Meeting.

The election of officers and directors shall occur upon the casting and counting of a plurality of eligible votes present.

### **Article IX: Meetings**

The annual membership meeting, unless otherwise specified by the Board of Directors, shall be during the month of June.

The Secretary shall notify all members in writing of the date, time, and place of the annual membership meeting at least fifteen (15) days prior.

Notice of all meetings may be done via USPS or by e-mail according to the individual members expressed preference.

A special membership meeting may be held if there is a majority vote of those present at a Board of Directors meeting having a quorum, requesting that the Secretary of this

organization call such a meeting. If such a meeting be held, the business transacted thereat shall be limited to those items specified in the call to or notice of the meeting.

The Board of Directors shall meet at least three (3) times annually.

The Board of Directors shall also meet upon the request of any four (4) Directors, or upon the request of 20% of its existing number, whichever be greater, or upon written petition of at least ten (10%) percent of the active annual members.

All members of this organization may attend and be present during all meetings of the Board of Directors; and such members who will actually attend shall be afforded the Privilege of the Floor at the opening of the meeting.

All meetings, whenever possible, should be conducted pursuant to a written agenda; and shall take place within New York State.

Any and all disputes arising at any meeting shall be resolved in accordance with the applicable provision in this Constitution and/or By Laws. In the event a dispute is not completely covered by the Constitution or By Laws, or the Constitution or By Laws are silent regarding the same, such disputes shall be resolved by the President using Roberts Rules of Order, as revised.

### **Article X: Finance**

The dues payable for all types of membership, excepting honorary memberships, shall be according to a dues rate schedule as adopted annually by the Board of Directors.

All such dues rate schedules shall be effective indefinitely, unless and until changed by act of the Board of Directors.

All such dues shall be payable immediately upon application for membership; and in the case of renewal of membership, such dues shall be due and payable within thirty (30) days of expiration of the prior period of that membership being renewed. All dues paid are non refundable.

The fiscal year of this organization shall begin on January 1<sup>st</sup> and shall end on December 31<sup>st</sup>.

All of the funds of this organization shall be deposited only in the name of the organization in such financial institution, and in such accounts, as the Board of Directors shall, from time to time, designate.

At least fifteen (15) days prior to the beginning of each fiscal year, the Treasurer shall prepare and submit to the Board of Directors a written account of the anticipated revenues and expenses for the coming fiscal year.

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

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.

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.

#### **Article XI: Vacancies**

All vacancies in the positions of officers and directors shall be filled by the appointment of the President with majority approval of those directors present at a Board of Directors meeting for the period of the unexpired term, however created.

Any officer or director desiring to resign their office, shall do so in writing and submitted to the President of this organization, which shall be effective upon receipt.

Any officer or director who shall be absent from three (3) consecutive scheduled meetings of the Board of Directors, without giving valid cause, shall be subject to removal from office upon majority vote of the Board of Directors.

#### **Article XII: Identification**

This organization shall be known by such symbols as may be adopted by its Board of Directors. No other symbol shall be displayed by this organization for identification purposes.

### **Article XIII: Records**

A written record of all Membership Meetings and all Board of Directors Meetings shall be kept by the Secretary as a permanent record of this organization.

The President shall obtain from the chairman of each committee a record of the activities of that committee. These records shall be delivered by each retiring President to the President-Elect upon the later being inducted into office.

The Treasurer shall receive and disburse all of the funds of this organization only by written checks and deposits upon the accounts of this organization.

### **Article XIV: Publications**

This organization shall prepare and distribute such publications, from time to time, as the Board of Directors shall designate.

### **Article X: Public Relations**

For purposes of official contact with or communication to the general public, governmental bodies and/or the news media, only those persons specifically named or authorized by the Board of Directors shall be permitted to speak on behalf of this organization on any matter, issue or subject.

### **Article XVI: Limitation**

This organization has been formed exclusively for purposes not for pecuniary or financial gain; and no part of its asset, income or profit is distributable to, or inures to the benefit of its members, directors or officers except to the extent permitted by law; and none of its members, directors or officers shall, on behalf of the corporation, carry on to any substantial degree, activities or propaganda, participate or interfere in any political campaign or any other activity not directly related to the purposes of this organization as stated in Article II; and further, no part of the net earnings of this corporation may be used in any way, directly or indirectly, which would result in preventing this corporation from qualifying for tax exempt status under the Internal Revenue Code, section 501, or any of its subdivisions, as that Section now exists or shall hereafter be amended.

### **Article XVII: Amendments**

This Constitution and By Laws may be amended or changed by a resolution presented to any regular scheduled or special meeting of the Board of Directors, and adopted by a two thirds (2/3) vote of those directors present, provided an quorum exists; provided further that written notice of the proposed change, together with the date, time and place of the meeting shall have been sent to each member of the Board of Directors at least fifteen (15) days prior to such meeting.

### **Article XVIII: Dissolution**

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).

### **Article XIX: Privacy Policy**

For the ongoing operation of the organization it is necessary to maintain membership lists with certain information about its members. This information might include, but not be limited to, name, address, email address, and phone number. It is the policy of the BLIA that all member information which is maintained by the organization is to be treated as “private” information. It will not be shared with any third party and is to be used only in activities directly related to the business of the BLIA.