

BY- LAWS
CHENANGO LAKE PROPERTY OWNERS ASSOCIATION, INC.
APPROVED 7/26/73 - REVISED 8/4/96
AMENDED AUGUST 13th, 2000
AMENDED AUGUST 2014

ARTICLE I - NAME AND MISSION OF CORPORATION

SECTION 1. This corporation shall be known as the Chenango Lake Property Owners Association, Inc.

SECTION 2. The MISSION of the Corporation shall be to promote the preservation of the Lake Environment for the enjoyment of its present and future residents:

- a. To promote cooperation among property owners and other interested persons entitled to use the facilities of Chenango Lake.
- b. To promote the maintenance of water cleanliness through the monitoring and prevention of introduced pollutants including monitoring of water purity, and to support the testing of septic systems by appropriate agencies.
- c. To promote water, boat and personal safety in accordance with New York State Boating Regulations. This shall include watercraft hours of operation and noise levels.
- d. To promote a cooperative dialogue with the Norwich Common Council and Norwich Water Authority regarding the lake and including the establishment of consistent water levels.
- e. To promote the equitable recreational use of the lake for a variety of activities including but not limited to: swimming, sailing, fishing, canoeing, water skiing and personal water craft use.
- f. To promote the conservation of forest and wildlife in the vicinity of the lake and to prevent the erosion of soil and other foreign matter from the lake watershed into the lake.
- g. To work with County and Town officials to secure the consistent policing of roads, traffic and properties surrounding the lake.
- h. To work with State, County and town officials to establish safe speed limits consistent with the varying needs and conditions of each of the roads surrounding the lake.
- i. To effect by all lawful means, an equitable taxation on properties on and about Chenango Lake, and to promote the proper and equitable expenditure of such taxes for improvements on, in, and about Chenango Lake.
- j. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of

its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

ARTICLE II – MEMBERSHIP

SECTION 1. The membership of the association shall consist of those persons who have signed the certificate of incorporation as incorporators, together with all persons who are hereafter received in or elected to membership as hereinafter provided.

SECTION 2. All persons shall be eligible for membership who shall own or be Trustee of a Trust that owns real property on, in and about Chenango Lake, be the domestic partner of such a person, or the child/spouse of legal age of such persons, .(and within a .distance of 1/4 mile from the shores of said lake. Each property shall be limited to two voting memberships, with all other property members eligible for Associate membership subsequently and in addition to the two voting memberships. Such Associate members would be at a reduced annual rate as determined by the same process as for full membership. An Associate member shall enjoy the same benefits as full members, save for the right to vote and to be a Board member. Such persons may become members upon their signing an application for membership, and paying the first years dues..

Any disputes or questions concerning the right to vote or the right to any of the responsibilities, rights and privileges of membership shall be determined by the Board of Directors and shall be final and binding upon all parties. Each member shall have only one vote regardless of number of properties owned.

SECTION 3. Membership shall be terminated by death, resignation, expulsion, cessation of ownership of real property in, on or about Chenango Lake, expiration of a term of membership or dissolution and liquidation under Articles 10 and 11 of the Not-for-Profit Corporation Law.

SECTION 4. Membership and the rights and privileges of a member shall not be assignable, and any person divested of the rights of possession of any of the real property or facilities described in Section 2 above shall, upon such divestment, cease to be a member, unless otherwise agreed by the Board.

SECTION 5. In order to vote, a member must have paid dues for the current year from (June 1st to May 31st). Annual dues are payable on June 1st and dues must be paid by the date of the annual meeting..

ARTICLE III – GOVERNANCE

SECTION 1. Management of the affairs of the association shall be vested in the Board of Directors who shall be elected as provided in Article V of the By-laws. Eligibility for Board membership is limited to full voting members.

SECTION 2.The officers of the association shall consist of a President, a Vice President, a Secretary and a Treasurer elected from the Board of Directors. The offices of Secretary and Treasurer may be held by one person.

SECTION 3. The President shall be a member, ex officio, of all committees and working groups..

SECTION 4. Any Director who will be on an extended absence from three consecutive board meetings may be asked by the President to be placed on inactive status. Any Director who is absent from three meetings for which he/she was on active status may have their directorship forfeited at the discretion of the Board of Directors.

SECTION 5. Notwithstanding the use of electronic communications, the association shall have an Executive Committee consisting of the President, Vice President, Treasurer, and Secretary.. The committee shall function, in case of emergency, or at any time when the regular Board of Directors is not in session. The committee shall be directly responsible to the Board of Directors for its specific actions and their actions shall be ratified at the next subsequent meeting of Directors.

ARTICLE IV MEETINGS

SECTION 1. The annual meeting of members of the Association should be held in August of each year on a date and at a place fixed by the Board of Directors. Notice of the date, time and place of holding same shall be communicated to each member at least fifteen days previous thereto by direct or electronic mail.

SECTION 2. Special meetings of members may be called by the President at any time on his/her own initiative, or by the President or Secretary upon request of twenty five members made in hard copy writing or electronic means; notice of such a meeting shall be communicated to each member at least fifteen days prior to such meeting; and at such special meeting there shall only be considered such business as is specified in the notice of the meeting.

SECTION 3. At meetings of the association, either regular or special, 51% of the members entitled to cast a vote shall constitute a quorum. Action may be taken at a meeting by vote of the majority of members present.

SECTION 4. If a quorum be not present, the presiding officer may adjourn the meeting to a time and place fixed by him/her, no sooner than 15 days, but not later than 45 days afterwards

SECTION 5. At all meetings of the association, the order of business shall be as follows:

1. Reading of minutes of immediate prior meeting for information and approval.
2. Reports of officers.
3. Reports of committees.
4. Elections.
5. Unfinished business.
6. New Business.

SECTION 6. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person, , to act for him/her by written proxy obtained through the Secretary..

SECTION 7. Formal Board of Directors meetings should be held at least three times each year. Additional meetings may be called by the President on his/her own initiative whenever, in his/her judgment, it may be deemed necessary, or by the secretary upon request of any two members of the Board of Directors. Not less than seven days' notice of meetings of the board shall be communicated electronically or directly. Further it is recognised that where unanimous decisions are made through circular electronic communications, this can constitute a formal Board meeting.

ACTION 8. A majority of the Board of Directors or the entire Executive Committee on active status shall constitute a quorum. Action at a meeting may be taken by the vote of a majority of the Directors present.

ARTICLE V – ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. The Board of Directors shall be reduced by attrition to 11 members beginning August 2014 with each Director holding office for 3 years. Each full member shall be entitled to one vote for each Director to be elected and the candidates receiving a majority of the votes cast shall be declared elected.. Each Director shall hold office until the expiration of the term for which he/she is elected and until his/her successor has been elected and qualified.

SECTION 2. The Board of Directors shall elect one of their numbers President, one of their number Vice President, one of their numbers Secretary, and one of their numbers Treasurer. The meeting of the Board of Directors to elect officers shall be done within one month following the annual meeting of the members; and each officer elected shall hold office until the next annual meeting and until his/her successor has been elected and qualified.

SECTION 3. The Board of Directors should consist of representation of at least one from each 4 sides of the lake.

ARTICLE VI - FILLING OF VACANCY

SECTION 1. If a vacancy occurs among the officers or in the Board of Directors, reducing the number of Directors to less than 11, such vacancy may be filled by the Board of Directors. An appointed Director or Officer shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until his/her successor is elected and qualified.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the association and of the Board of Directors and shall appoint such committees as he/she or the Board of Directors shall consider expedient or necessary.

SECTION 2. In the absence of the President, the Vice President shall perform his/her duties, and in the absence of both President and Vice President, the Treasurer shall preside and assume the duties of the President.

SECTION 3. The Secretary shall keep the minutes of all meetings of the association and of the Board of Directors. Such minutes shall be approved at the beginning of each subsequent meeting.

SECTION 4. The Treasurer shall keep accurate account and collect all dues and charges , pay all bills and perform such other duties as may be required of him/her by the by laws, the President, or the Board of Directors.

SECTION 5. The Treasurer shall have charge of all receipts and monies of the association, deposit same in the name of the association in the bank designated as depository by the Board of Directors, and distribute said funds as ordered or authorized by the Board of Directors. He/she shall keep regular accounts of all receipts and disbursements, submit said record when requested and give an itemized statement of same at regular meetings of the association. The Treasurer or the President shall have such authority with reference to the signing and endorsing of checks and withdrawal slips as shall be given to him/her by resolution of the Board of Directors.

SECTION 6. The President and Secretary shall, on being so directed by the Board of Directors sign all leases, contracts or other instruments in writing.

ARTICLE VIII – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have general charge and management of the affairs, funds and property of the association. They shall have full power and it shall be their duty to carry out the purposes of the association according to its certificate of incorporation and these By-laws; and to determine whether the conduct of any member is detrimental to the welfare of the association.

SECTION 2. The Board of Directors shall have the power to vote the expenditure of money as it may deem necessary or advisable; and to contract properties, or facilities for the use of the members.

SECTION 3. The Board of Directors may authorize and empower the officers of the association to prepare and present to any county or town officer or board suitable petitions with reference to any of the purposes of the association.

SECTION 4. The Board of Directors shall nominate a slate of candidates for position of Director and shall accept additional nominations from the membership for position of Director.

SECTION 5. The President shall designate two board members to assess and review the Treasurer's report not less than two weeks prior to the annual meeting. This review shall be made public at the forthcoming Annual Meeting as part of the Treasurer's report.

ARTICLE IX – COMPENSATION OF DIRECTORS AND OFFICERS

SECTION 1. Neither the Officers, Directors nor members shall receive any salary or

compensation for services rendered to the association, except that the Secretary and the Treasurer may be authorized to expend annually such sum as may be fixed by the Board of Directors for administrative, , legal, and accounting assistance and for purposes deemed appropriate in the normal course of business.

ARTICLE X – APPLICATIONS, FEES AND DUES

SECTION 1. All applications by persons for membership shall be accompanied by the annual dues of the association for one year.

SECTION 2. The members, by majority of the votes cast, shall have the sole authority to set fees, dues and assessments on the members of the corporation at the annual meeting of the members provided notice, that a change of fees, dues or assessments will be proposed at the meeting, is stated in the call for the meeting.

SECTION 3. The annual dues shall be payable by all members on or before the date of the annual meeting and shall be paid to the Treasurer.

SECTION 4. Any member whose dues are unpaid as of the annual meeting will not be eligible to vote at the annual meeting of the association. If dues remain unpaid, membership shall automatically cease unless during said 30 day period from the annual meeting all back dues are paid to date

ARTICLE XI – RULES AND REGULATIONS FOR MEMBERS AND GUESTS

SECTION 1. The Board of Directors may suggest such rules and regulations as may, in their opinion, be necessary for the reasonable use of Chenango Lake and vicinity when pertaining to the activities of the members of the association and their guests. Such rules and regulations, however, shall be of no force and effect unless voted upon by the members at a regular or special meeting of the membership. Any member violating the rules and regulations properly adopted aforesaid shall cease to be a member of this association after a hearing before the Board of Directors and following an adverse decision by such board, and such member shall thereupon cease to be entitled to any of the benefits or privileges of this association.

ARTICLE - XII NOTICES

SECTION 1. All notices to members shall be mailed to their addresses given in the books of the association, or electronically transmitted where an email has been provided, and such mailing shall constitute presumptive evidence of service thereof.

ARTICLE XIII - STANDING COMMITTEES

SECTION 1. Immediately following the annual meeting the President of the association shall establish Committees or Working Groups as required. These may cover the below areas, or be expanded to cover other areas of interest as required.:

1. Membership and Directory Services.
2. Water safety/Courtesy.

3. Neighborhood Watch.
4. Newsletter.
5. Lake Quality and Water Testing.
6. Finance.
7. Legal
8. Facebook, Website and IT.

These Working Groups or Committees are to serve for a period of one year until the next annual meeting or until such time as the need has passed.

ARTICLE XIV - WAIVERS OF NOTICE

SECTION 1. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by that member.

ARTICLE XV - LIST OR RECORD OF MEMBERS AT MEETINGS

SECTION 1. A list or record of members entitled to vote, shall be produced at any meeting of members upon the request of any member.. If the right to vote at any meeting is challenged, the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

ARTICLE XVI - PROXIES

SECTION 1. Except as otherwise provided in the certificate of incorporation or the By-laws:

1. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another member or attorney to act by proxy.

2. Every proxy must be signed and dated by the member or his or her Attorney-in-fact for a specific meeting date or issue. Every proxy shall be revocable at the pleasure of the member executing it.

ARTICLE XVII – BOOKS AND RECORDS, RIGHT OF INSPECTION: PRIMA FACE EVIDENCE

SECTION 1. Except as otherwise provided herein, CLPOA, through the Secretary, shall keep correct and complete books and records of account and minutes of the proceedings of its members, board and executive committee, if any, and shall keep a list or record containing the names and addresses of all members. These records may include electronic format and all records should be kept for 7 years unless otherwise required.

SECTION 2. Such records shall be available to the membership for review within a reasonable time after a request in writing from a member.

ARTICLE XVIII – AMENDMENTS

SECTION 1. These By-laws may be amended only by a majority vote of the members present at a regular or special meeting of the association provided notice of the purpose of the proposed amendment has been stated in the call for the meeting.