

Seneca Lake Pure Waters Association
Proposed changes to Bylaws (16 June 2020 Version)
September, 2021

Bylaws of the Seneca Lake Pure Waters Association, Inc.

Proposed: 19 August 2021

Adopted: September 2021

Overview: The Seneca Lake Pure Waters Association, Inc. is a nonprofit 501(C)3 educational corporation chartered by the State of New York in 1991 to protect and improve the environmental health of Seneca Lake, New York, and its watershed.

Article I. The Corporation

Section 1. Name. The Seneca Lake Pure Waters Association, Inc., a New York State chartered 501(C)3 corporation. Its current mailing address is P.O. Box 247, Geneva, New York, but may be changed by a majority vote of the Board of Directors.

Section 2. Area Served. Seneca Lake and its watershed include all or parts of five counties -- four with shoreline on Seneca Lake (Ontario, Seneca, Schuyler, and Yates) and one in the southernmost watershed area of Catherine Creek (Chemung).

Section 3. Mission and Goals. The mission of the Seneca Lake Pure Waters Association is to assure an environmentally healthy lake and watershed for today's populace and for future generations by monitoring water quality, informing and educating the public, evaluating threats to the lake, and supporting partnerships and programs that lead to solutions and long-term best management practices.

Its goals include:

- a. Investigating and articulating well-researched and well-reasoned positions on potential and actual threats to the waters and watershed of Seneca Lake,
- b. Initiating and supporting successful collaborative projects that maintain and improve the lake, surrounding streams, and watershed,
- c. Informing and engaging the public in discussions, forums, media presentations, and web-based references about key issues affecting the watershed,
- d. Developing a broad support base through increased memberships, partnerships, area-wide alliances, fundraising, and grant support,
- e. Protecting the charitable tax status of the Seneca Lake Pure Waters Association, IRS 501(c)3 when possible while also carrying out the mission set out above.

Section 4. Methods. The Seneca Lake Pure Waters Association (the Association or the Corporation) develops partnerships with relevant organizations, supports broad-based volunteer efforts, and actively seeks members, donors and grant funding to complete its high priority projects.

Section 5. Fiscal Year. The Association fiscal year begins June 1 and extends to May 31 of the following year. The budget must be approved by the Board 30 days before the first day of the fiscal year. Amendments to the budget can be approved by the Board at any time throughout the year due to program or financial changes.

Article II. Membership of the Corporation

Section 1. Eligibility. Membership is open to everyone who resides or has interests within the watershed. This includes people from businesses, agriculture, associations, education, government, and those who visit for recreational purposes or own or rent property in the watershed.

Section 2. Dues. The Board of Directors establishes annual dues for each level of membership. Memberships can be renewed at any time. Membership will be active for 1 year from a qualifying payment. Members must be in good standing 30 days prior to the Annual Meeting to vote on matters before the corporation.

Section 3. Responsibilities. At its annual meeting corporation members elect the Board of Directors, review program accomplishments, accept the annual financial report, and suggest future initiatives.

Section 4. Annual Meeting. An Annual Meeting of the Membership shall be held on a date, time and location set by the Board of Directors. Notice of the meeting agenda, time, and location shall be made to the members and public at least 30 days prior to the meeting.

Section 5. Special Meetings. Special meetings of the membership may be called by the written petition of ten percent of the Members of the Association or by the Board of Directors to consider a specific subject. The Board shall establish a meeting date, time, and location within 30 days of receipt of the request and shall announce the meeting and agenda to the full membership at least 10 days prior to the meeting. No business, other than that specified in the request, shall be transacted at any special meeting.

Section 6. Open Meetings. All meetings of the members, the Board of Directors, and their committees are open to all members in good standing. The Annual Meeting is open to the public, an exception being made for personnel, legal or financial issues which may have to be discussed in private sessions.

Section 7. Voting Rights and Quorum. Each member shall have one vote. To be eligible to vote a member must have a paid membership for the 30 days prior to the vote. A quorum at meetings of the members is 10% of the members in good standing. A simple majority of those voting is necessary to pass any resolution.

Section 8. Voting by Absentee Ballot. Voting on a specific motion before the corporation may be completed by written ballot or verified electronic means when the motion is written and circulated at least 10 days prior to the Annual Meeting or Special Meeting of the members. Proxies are not allowed.

Section 9. Committees of the Corporation. Committees established from time to time by the corporation must be identified as "Committees of the Corporation" and must distribute minutes to the Secretary within ten business days following any committee meetings.

Article III. The Board of Directors

Section 1. Purpose. The Board of Directors develops policy and manages the business of the corporation. The number of Board positions is set by the Board and can range between 17 and 30. The composition of the board should be representative of the Seneca Lake Watershed and the membership of the corporation.

Section 2. Duties of the Board. The Board of Directors is the policy-forming body of the Association; it elects officers, conducts business on behalf of the membership, meets on a regular basis, communicates with the membership periodically on significant issues, and provides an Annual Report of results to the membership. Board Members are expected to be active as officers, chairpersons, co-chairs, team leaders or team members of Board initiatives. Board Members are also expected to be prepared for all meetings and to communicate constructively with other members of the Board, corporation, and the public. Each Director must annually file a signed Conflict of Interest statement approved by the Board and which satisfies the New York State nonprofit legal requirements. Directors are required to understand the SLPWA Conflict of Interest Policy, to identify potential and perceived conflicts, and to abstain from voting on any issues in which they may have a material interest.

Section 3. Nomination of Directors. The President of the Board appoints and serves on a five-person Nominating Committee chosen to broadly represent the interests of the corporation and the watershed. Nominees for Board positions are solicited from the Board and Members at least two months prior to the Annual Meeting.

Section 4. Election of Directors. Directors are elected by the membership to serve three-year terms when openings permit, but shorter terms may be required from time to time to maintain balance among shorter-term classes. Vacancies may be filled at any time upon recommendation of the Nominating Committee and election by the Board. Each new Director is elected by the Association's membership at the Annual meeting, from which their 3-year term begins. The term for each Board Member ends at the Annual Meeting of the year their term ends. Directors may be reelected for additional three-year terms with no limit on the number of consecutive terms.

Section 5. Meetings. The Seneca Lake Pure Waters Association promotes collaboration, teamwork, and partnerships to accomplish its program goals. Committee Meetings may include volunteers who are not Directors as well as others interested in contributing to specific programs. Board Leaders value full discussion by all Board Members and seek to obtain consensus on issues related to program goals. Board Meetings, with unanimous consent of those present, may be managed informally. However, the formal use of Roberts Rules of Order can be requested at any time by any Director in attendance.

Section 6. Quorum and Voting. A quorum of a simple majority (50% or the next higher number) of the current Board membership is required to open an official meeting. Voting at Board meetings is by simple majority of those present unless otherwise specified in the By-Laws.

Section 7. Electronic Participation. Members of the Board or any committee may participate in a meeting of such board or committee by means of a conference telephone, video communication, or similar communications equipment or program that allows all persons participating in the meeting to hear each other, see pertinent visuals, and to respond at the same time. Participation by such means

constitutes presence in person at a meeting and permits voting by the same means. Minutes must identify the Board Members who participate remotely. Proxies are not permitted.

Section 8. Communications. Every effort should be taken to assure that each Board Member is informed about all the initiatives of the Board and all of its committees in a timely fashion. Acceptable forms of notices, reports and other communications from the Board and its Committees to the membership may be by one or more of the following means: mail, e-mail or other electronic means addressed to the individual members, posting on the website and publication in the periodic newsletter of the Association. All committees of the Board and the Executive Committee are required to circulate minutes of their meetings to all Board Members within 10 business days.

Section 9. Resignations. Any Director may resign at any time by giving written notice to the President of the Board or to the Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, then upon delivery.

Section 10. Consistent Failure to Attend Meetings. Any Director may be deemed to have resigned from the Board following a third unexcused absence from three consecutive general meetings of the Board of Directors in any given year, upon the majority vote of the Board. Any vacancy thus created shall be filled as allowed by the Bylaws.

Section 11. Removal of Directors. Any Director may be removed for reasons other than unexcused absences by a two-thirds vote of the Board of Directors. A vote for removal of a Director may be initiated by petition of three Directors or at least ten (10) members in good standing delivered to the President or to the Secretary in writing.

Section 12. Compensation. Members of the Board of Directors may not receive any salary or compensation (other than reimbursement of reasonable expenses). Any request for reimbursement of expenses must be accompanied by documentary evidence in a form satisfactory to the Internal Revenue Service for reimbursement of business expenses.

Section 13. Employee Status. No employee, agent or contractor of Seneca Lake Pure Waters Association may be a member of the Board of Directors.

Section 14. Indemnification. It is the intent of the organization that all employees, directors, officers, volunteers, and others authorized and acting within the scope of this organization be indemnified up to the limits of the liability insurance maintained by the Seneca Lake Pure Waters Association.

Section 15. Insurance. The organization shall obtain both liability and board member coverage on a continual basis with limits as approved by the board of directors.

Article IV. Officers.

Section 1. Nomination of Officers. The President of the Board appoints and serves on a Nominating Committee chosen to broadly represent the interests of the corporation and the watershed. Nominees for officers are solicited from the Board and Members at least two months prior to the Annual Meeting.

Section 2. Election of Officers. The Board of Directors elects officers at a reorganization meeting held within the 30-day period following the Annual Meeting. There shall be a President, Vice President,

Treasurer, and Secretary. Officers may succeed themselves by annual re-elections. All officers must be members of the Board of Directors.

Section 3. Duties of Officers.

Section 3.1 President. The president is responsible to the Board of Directors for proposing program priorities, leading meetings of the Board and Membership, appointing committee chairs, developing plans for leadership succession, and, with the concurrence of the Board of Directors, executing agreements and hiring employees. The President and Vice President are responsible for organizational succession planning and leadership development. The President and Vice President will oversee the corporation's employees.

Section 3.2 Vice President. The Vice President works closely with the President and, in the absence of the President, performs the functions and assumes the responsibilities of the President. The Vice President is also responsible for leading annual audits of the corporation's finances and compliance with 501(C)3 legal, financial, and IRS requirements.

Section 3.3 Treasurer. The Treasurer provides financial leadership for the Board of Directors and is directly responsible for: maintaining the financial accounts of the organization, paying all approved bills, accounting for all authorized deposits, and supervising all organizational bookkeeping work done by others.

The Treasurer is also responsible for submitting all required tax forms, maintaining, and archiving the financial records of the organization, participating in the annual budget development process, supplying reference materials as requested during the annual audit process and for providing the following reports to the Board of Directors on a monthly basis:

- Balance sheet
- Year to date income and expense -- actual against budget
- Income and expenses for each grant extending beyond our fiscal year
- A list of approved outstanding invoices

Section 3.4 Secretary. The Secretary is responsible for maintaining the records of the Association and for assuring that accurate minutes of all board meetings and all committee meetings are circulated to all board members in a timely fashion and archived as required by New York State 501(C)3 corporation laws. The Secretary is also responsible for corresponding with other watershed stakeholders on behalf of the Seneca Lake Pure Waters Association Board.

Section 3.5 Executive Committee. An Executive Committee, consisting of four officers and additional board members as determined by the President, acts on behalf of the Board between regularly scheduled meetings. The Executive Committee will act as a steering committee for the Board. It will vet issues and prioritize them for the full Board to address. If there is an urgent matter requiring immediate Board action, the Executive Committee will convene to act on behalf of the Board. The Executive Committee schedule will be announced to the full Board and any Board member may attend.

Section 3.6 Vacancy of Officers. The Board of Directors can appoint any Director to fill a vacancy for the remainder of the annual term.

Section 3.7 Employees. The Board of Directors hire and establish compensation for the corporation's employees. The President and Vice President supervise all employees.

Section 3.8 Contractors and Agents. With the advice and consent of the Board of Directors, the President may contract with agents for services such as research, technical support, bookkeeping, accounting, and legal assistance.

Article V. Committees of the Board of Directors.

Section 1. Membership and Chairs. Committees of the Board can include interested community members, members of the corporation, experts on watershed issues, members of partner organizations, as well as Directors.

Section 2. Standing Committees. Chairs of standing committees are responsible to the Executive Committee and the Board and are appointed by the President to serve annual terms. Standing Committees generally continue from year to year but can be reorganized as circumstances require.

Section 3. Special Committees: Special committees may be formed at the discretion of the Board of Directors. Board of Directors will reassess the need for special committees on a regular basis.

Section . Committee Minutes and Communication. All committees of the Board must distribute their meeting minutes to the Directors within 10 business days. In addition, each committee is responsible for helping Directors understand their challenges and proposed activities by posting references and other general information on the organization's online repository.

Article VI. Bylaws

Section 1. Approval of the Bylaws. The Bylaws are proposed by the Directors and approved by a majority of Directors in good standing at two consecutive meetings of the Board of Directors.

Section 2. Amendments to the Bylaws. Amendments to the Bylaws are proposed by the Directors and approved by a majority of Directors in good standing at two consecutive meetings of the Board of Directors.