

# **Bylaws of the Seneca Lake Pure Waters Association, Inc.**

*Proposed: 16 March 2017*

*Adopted: 20 April 2017*

*Revised:*

**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 (SLPWA) develops partnerships with relevant organizations, supports broad-based volunteer efforts, and actively seeks membership and grant funding to complete its high priority projects.

**Section 5. Fiscal Year.** The SLPWA 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. The annual membership cycle begins June 1 and ends on the following May 31. Memberships can be renewed at any time. 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 President of the Association 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 on a daily basis. 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 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. The term for each Board Member ends at the Annual Meeting of the year their term ends. Directors may be re-elected for three-year terms at the Annual Meeting.

**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 SLPWA 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 five-person 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 for Operations, Vice President for Water Quality Programs, Treasurer, and Secretary. The term for officers is one year and ends 30 days after the Annual Meeting or when new officers are elected. Officers may succeed themselves for up to three consecutive years from the date of initial installation into office. 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 both Vice Presidents are responsible for organizational succession planning and leadership development.

**Section 3.2 Vice President for Water Quality Programs.** The Vice President for Water Quality Programs 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 for Water Quality Programs is also responsible for coordinating the work of all program committees which include but are not limited to the following: Stream and Lake Water Sampling, HABS, Lake Levels, LPG, and The Seneca Watershed Inter-municipal Organization.

**Section 3.3 Vice President for Operations.** The Vice President for Operations works closely with the President and, in the absence of the President, performs the functions and assumes the responsibilities of the Vice President for Water Quality. The Vice-President for Operations is also responsible for coordinating the work of all standing committees and for leading annual audits of the corporation's finances and compliance with 501(C)3 legal, financial, and IRS requirements. Standing committees include but are not limited to electronic and printed communications, education, finance, fund development, archives, and membership.

**Section 3.4 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 3.5 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 SLPWA Board.

**Section 3.6 Executive Committee.** An Executive Committee of five officers and two to four committee chairs named by the president, acts on behalf of the Board between regularly scheduled meetings. Minutes must be circulated within ten business days to the full Board of Directors.

**Section 3.7 Vacancy of Officers.** The Board of Directors can appoint any Director to fill a vacancy for the remainder of the annual term.

**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. Committee leadership can be shared by one Director and one non-director.

**Section 2. Standing Committees.** Chairs of standing committees are under the supervision of the Vice President for Operations 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. The following committees are included: Marketing and Communications, Nominating, Governance, Finance, Annual Meeting, Membership/Fund Development.

**Section 3. Program Committees.** Chairs of Program Committees are under the supervision of the Vice President for Water Quality Programs and are appointed by the President to serve annual terms. Program Committees can continue from year to year but their terms depend on program goals. The following committees are included but others are expected to develop: Stream and Lake Water Sampling, Harmful Algal Blooms (HABs), Lake Levels, Liquid Propane Gas Storage (LPG), and Government Relations.

**Section 4. 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 Director's Web Site.

## **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.

## **Conflict of Interest Policy**

Approved:

### **Article I – Purpose**

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II – Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;
  - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
  - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement,
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III – Procedures**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and

voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy:
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV – Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or

arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V – Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation

#### **Article VI – Annual Statements**

- a. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:
- b. Has received a copy of the conflicts of interest policy.
- c. Has read and understood the policy
- d. Has agreed to comply with the policy, and
- e. Understands the organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII – Periodic Reviews**

- a. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- b. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- c. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment.

**Seneca Lake Pure Waters Association – Board of Directors  
Annual Acknowledgement Re: Conflict of Interest**

I \_\_\_\_\_, being a member of the Board of Directors of the Seneca Lake Pure Waters Association, hereby confirm and acknowledge that I have received a copy of the Conflict of Interest Policy of said organization, have read and understood its contents, agree to comply with the policy, and also understand that the organization must engage primarily in one or more of the charitable activities that allow its tax exempt purposes.

Signature \_\_\_\_\_

Print Name \_\_\_\_\_

Date \_\_\_\_\_