

# Canandaigua Lake Watershed Association, Inc.

## Bylaws

As Amended and Adopted 8-22-09

### Preamble

Effective upon the filing of the certificate of merger with Canandaigua Lake Association by the Department of State, the name of the not-for-profit corporation (the “Corporation” or the “CLWA”) shall be Canandaigua Lake Watershed Association, Inc. The Corporation is a not-for-profit, community organization whose purpose is to protect the water quality and overall environment of the Canandaigua Lake Watershed through the application of scientifically grounded research and analyses. It advocates for sound public policy, offers educational programs, seeks to balance development with conservation, and promotes appreciation of local history and heritage.

### Article I Membership

**Section 1. Membership.** Membership in the CLWA shall be open to all persons who are interested in the future of the Canandaigua Lake Watershed and who would like to advance the principles and purposes of the CLWA.

**Section 2. Dues.** Membership in the CLWA for private individuals, corporations and/or other entities requires the payment of annual dues, except as may be waived by the Board.

**Section 3. Member Vote.** The directors and officers of the Corporation shall be elected by the Members at the Annual Meeting of the Members to be held each year jointly with the Annual Meeting of the Board of Directors. Each Member, whether an individual or an entity, public or private, shall be entitled to cast one (1) vote for each director and/or officer as set forth hereafter in Article IV of these Bylaws, or on any other matter to be voted on by the Members. Except as otherwise provided by the certificate of incorporation of the CLWA or the Not-for-Profit Corporation Law, any matter coming before the Members for a vote, including the election of directors and officers, shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.

**Section 4. Fiscal Year.** The calendar year and fiscal year shall coincide and shall each extend from January 1 to December 31 of each year.

**Section 5. Special Meetings of Members.** At any time in the interval between Annual Meetings, special meetings of the Members may be called by the President or by a majority of the entire Board of Directors. Special meetings of the Members may also be convened by the Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting, who may, in writing demand the call of a special meeting specifying the purpose of such meeting and the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such

written demand. The Secretary of the Corporation, upon receiving the written demand, shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days thereafter, any Member who signed the demand may give such notice. In any case of a special meeting, only those items of business for which such meeting has been called may be transacted at that meeting.

## **Article II Board of Directors**

**Section 1. Role of the Board of Directors.** The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen (18) years of age. Directors shall act in the best interests of the Corporation. The primary duties of the Board of Directors include, but are not limited to:

Establishing corporate policies and procedures;

Establishing goals and objectives consistent with the purposes of the Corporation;

Monitoring the implementation of corporate policies and procedures;

Authorizing contracts and agreements on behalf of the Corporation;

Engaging in community outreach and representing the Corporation in the community;

Engaging in oversight of the Corporation's officers;

Establishing from time to time the annual dues to be paid by members of the Corporation;

Authorizing fund-raising and other development activities to add to the Corporation's capacity to conduct research and outreach;

Interpreting and/or amending the Corporation's By-laws;

Authorizing bank accounts and other depository accounts with financial institutions for the deposit of the Corporation's funds, designating access to any such accounts and implementing appropriate controls consistent with the recommendations of the Corporation's Treasurer, authorizing the expenditure of funds and the hiring of staff and/or consultants and/or other professionals, including but not limited to an independent auditor to review the financial affairs of the Corporation every three years or upon the appointment of a new Treasurer and at such other times as may be required by the Board of Directors and/or by law;

Managing the Canandaigua Lake Legacy Fund to ensure its reasonable growth and adding to it by fund-raising efforts;

Authorizing the commencement of legal proceedings on behalf of the Corporation in matters of community concern consistent with the Corporation's purposes;

Purchasing insurance on behalf of the Corporation and/or its officers and/or directors; and

Assuring the fiscal viability of the Corporation, including but not limited to the adoption of the annual budget which shall be compiled and approved by the Board of Directors in the fourth quarter of each fiscal year, before the start of the succeeding fiscal year, for such succeeding fiscal year.

Notwithstanding the foregoing, the Corporation may only incur debt upon the written recommendation of the Treasurer and upon the affirmative, two-thirds vote of the Board of Directors.

**Section 2. Composition of the Board.** The Board of Directors of the Corporation shall consist of not more than fifteen (15) and not less than eleven (11) at-large directors. The number of directors may be changed from time to time by a resolution of a majority of the directors of the Corporation, provided that no decrease in the number of directors shall shorten the term of any incumbent director. The officers of the Corporation will include a President, Past-President, President-Elect, Secretary and Treasurer, all of whom shall be members of the Board of Directors.

**Section 3. Terms of Office.** Directors shall be elected for a term of three (3) years and may serve up to three (3) consecutive, three-year terms. The Board of Directors shall stagger the terms of directors so as to provide that the terms of one-third of the directors shall expire each year. New terms shall commence at the Annual Meeting. The President, President-Elect and Past-President shall be elected for a term of one year; Secretary and Treasurer shall be elected for a term of two (2) years. The President shall serve no more than three (3) consecutive terms in that office. Other officers may serve consecutive terms as determined by the Board of Directors.

**Section 4. Vacancies.** Notwithstanding the provisions of Article I of these Bylaws that require directors and officers to be elected by vote of the Members at the Annual Meeting of the Corporation, in the event of a vacancy on the Board of Directors for any reason, the vacancy in any such position on the Board of Directors shall be filled for the balance of the term by majority vote of the Board of Directors. All directors shall remain in office until such time as their respective successors are elected and qualified.

**Section 5. Resignations and Removal of Directors.** Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary. Such

resignation shall take effect at the time specified therein, or if no time be specified, then upon delivery. Any director may be removed, with cause, by a two-thirds vote of the Board of Directors of the Corporation or by vote of the Members, and, without cause, by vote of the Members.

**Section 6. Consistent Failure to Attend Meetings.** Any director may be deemed to have resigned from the Board following his or her third, unexcused absence from three consecutive general meetings of the Board of Directors, upon the majority vote of the Board. Any such vacancy thus created shall be filled as required by Section 4 of Article II of these Bylaws.

## **Article III Operation of the Board of Directors**

**Section 1. Action by the Board of Directors.** Any corporate action to be taken by the Board of Directors or by any committee thereof shall mean either action taken at a meeting of the Board or of the Committee at which a quorum is present or action taken pursuant to a written resolution authorizing the action to which all members of the Board have consented in writing. Any one or more members of the Board may participate in a meeting of the Board or of a committee by means of a telephone conference or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for quorum and all other purposes.

**Section 2. Quorum and Vote.** A quorum for action by the Board of Directors shall be defined as a majority of the directors then serving. A quorum, once present, shall not be lost due to a director leaving a meeting. Each director shall have one vote. A majority of votes cast shall be sufficient to take corporate action. Except as otherwise stated in these Bylaws with respect to vacancies, directors shall be elected by the Membership at the Annual Meeting by majority vote of the Members as set forth in Article I of these Bylaws. Robert's Rules of Order (Revised) shall be the parliamentary authority at all meetings of the CLWA.

**Section 3. Principal Office.** The principal office of the Canandaigua Lake Watershed Association shall be P O Box 323, Canandaigua, NY 14424. Notices may also be directed to CLWA@Canandaigualakeassoc.org.

**Section 4. Organization.** At each meeting of the Board of Directors, the President or in his or her absence, the President-Elect or in his or her absence the Past-President shall preside, or in the absence of any of such officers, a chairperson chosen by a majority of the Directors present shall preside. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its Secretary.

**Section 5. Annual Meeting.** The Annual Meeting of the Board of Directors shall be held jointly with the Annual Meeting of the Members at such time during the each calendar year as may be fixed by resolution of the Board of Directors for the purposes of

receiving the annual report, electing officers and transacting such other business as may properly come before the meeting.

**Section 6. Regular Meetings.** Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors upon five days written or email notice. At least five regular meetings of the Board of Directors shall be held at the discretion of the Board of Directors in any calendar year. Until such time as meeting date(s), time(s) and/or place(s) are changed by resolution of the Board of Directors, regular meetings of the Board of Directors shall be held at 5:00 p.m. on the third Monday of each month in each calendar year or at such other date, time and/or place as the Board designates to the directors upon at least five days written notice.

**Section 7. Special Meetings and Notice Requirements for Special Meetings.** Special meetings of the Board of Directors shall be called by the President on the written request of any director or on the written request of at least ten percent of the Members. Notice shall be given orally, in person or by telephone, email, facsimile transmission, or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if it is given by email, facsimile transmission or mail, it shall be given not less than two days before the meeting. Notice is deemed effective when sent.

**Section 8. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any director.

## **Article IV Committees of the Board of Directors**

**Section 1. Role of Committees.** Committees of the Board of Directors shall recommend policies to the Board and shall oversee the implementation of Board policies. The President may assign staff personnel to serve as liaison between the Board and the Committees. Each such Committee of the Board of Directors shall elect a Chair by majority vote.

**Section 2. Committee Membership.** Every standing committee shall have at least three Board members. Each Committee of the Board and every member there of shall serve at the pleasure of the Board. All action undertaken by any Committee, including a vote on any final recommendation to the Board of Directors, shall be by majority vote of the Committee members.

**Section 3. Standing Committees.**

**Subsection a. Executive Committee.** The President, President-elect, Treasurer and Secretary of the Corporation and two at-large Directors shall make up an Executive Committee. The President of the Corporation shall Chair the Executive Committee, and the Executive Committee shall elect another

director to serve as its Vice-Chair in the event of the President's unavailability. The Executive Committee shall act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for the purpose of ratification of its acts at the next regular or special meeting of said Board of Directors. In addition to its other responsibilities, the Executive Committee shall monitor the implementation of corporate policies in the administrative operation of the Corporation. The Executive Committee shall receive and review the review and/or audit of the Corporation's finances prepared by the Corporation's independent accountants. The meetings of the Executive Committee may be called at the request of any member of the Executive Committee. During an interval between the meetings of the Board of Directors, the Executive Committee shall have the full power of the Board of Directors except that such Committee shall have no authority as to the following matters:

- (i) The filling of vacancies in the Board or in any committee;
- (ii) The amendment or repeal of the By-laws, or the adoption of the new By-laws;
- (iii) The election of officers;
- (iv) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and
- (v) The submission to Members of any action requiring Members' approval pursuant to the Not-for-Profit Corporation Law.

At any meeting of the Executive Committee the presence of the majority of members of such Executive Committee shall be necessary to constitute a quorum sufficient for the transaction of business. All business shall be transacted by majority vote.

**Subsection b. Audit Committee.** An audit committee of three at-large Board members shall review the Treasurer's reports and shall recommend to the Board such audits and/or reports of the Corporation's financial position as may be prepared by professional entities.

**Subsection c. Nominating Committee.** A nominating committee of three members shall solicit eligible members to stand for election to any vacant director or officer positions at its Annual Meeting to be held each year as required by these By-laws and to arrange for the Secretary to certify that all such candidates are in good standing with the Corporation, having paid their respective dues, and to recommend such candidates to the Board of Directors to stand for election at such Annual Meeting. Any member in good standing interested in being considered for election as a director or an officer of the

Corporation shall submit his or her name to the Chairperson of the Nominating Committee. The Nominating Committee may also independently nominate any member for any vacant officer or director position. The Committee shall compile the list of individuals interested in standing for election as a director and/or officer of the Corporation for vacant positions at the next Annual Meeting and shall deliver such list to the Secretary of the Corporation for certification that all dues are paid and are current and that all such individuals are in good standing. The list of certified candidates shall be promptly delivered to the Board of Directors by the Nominating Committee.

**Section 4. Other Committees.** The President, with the approval of the Board of Directors, may from time to time appoint such other Committees of the Board of Directors, whether permanent or ad hoc, as shall be necessary and/or desirable.

## **Article V Officers**

**Section 1. Officers.** The Officers of the Corporation shall be a President, the Past-President, a President-Elect, a Treasurer and a Secretary. Officers must be Directors of the Corporation. The President shall preside at all meetings at which he or she is present, including but not limited to the joint Annual Meeting of the Members and Board of Directors. In the event of the temporary absence or incapacity of the President, the President-Elect shall act. In the event of the permanent absence or incapacity of the President, the President-Elect shall act in the President's place for the remainder of the President's unfinished term, at which point such President-Elect shall assume the responsibilities and duties of President for his or her own one year term without further election. In the event of the temporary absence or incapacity of both the President and the President-Elect, the Past President shall act in the place of the President and President-Elect. In the event of the permanent absence or incapacity of both the President and the President-Elect, the Board of Directors shall designate one of its Directors other than the Secretary or Treasurer to act in the place and stead of the President for the remainder of the President's term and until the next Joint Annual Meeting of Members and the Board of Directors when a new President and President-Elect shall be elected by the Members.

**Section 2. Election and Term of Office.** Officers shall be elected by the Board of Directors at the Joint Annual Meeting of the Members and the Board of Directors. President, President-Elect and Past President shall serve a term of one year and Treasurer and Secretary shall serve a term of two year unless a shorter term is provided in a resolution electing said officer or pursuant to these By-laws. The President may serve no more than three consecutive terms in that office. Other officers may serve consecutive terms as determined by the Board of Directors.

**Section 3. Removal of Officers.** Any officer may be removed by the Board of Directors with or without cause at any time by a two-thirds vote of the Board.

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any resignation shall take effect at the time specified therein; if no time is specified, then upon delivery.

**Section 5. Vacancies.** Subject to the requirements of these By-laws, a vacancy in any office shall be filled by the majority vote of the Board of Directors for the balance of the vacant term.

**Section 6. Duties of the President and Past-President.** The President shall preside at the Joint Annual Meeting of the Members and Board of Directors and at all Board of Director meetings at which the President is present. The President shall act as the Chief Executive Officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board. The President who is finishing his or her term(s) shall automatically take the post of Past-President without any further election.

**Section 7. Duties of the President-Elect.** The President-Elect shall be elected by the Members and shall succeed the President in any unfinished portion of any term and shall succeed to the office of President upon the expiration of the President's term(s) automatically and without need for further election. Each President-Elect shall have such powers and shall perform such duties as may be assigned to him or her by the Board of Directors or the President.

**Section 8. Duties of the Treasurer.** The Treasurer shall, in cooperation with the President, keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. He or she shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors. The Treasurer shall make a full and complete report of the Corporation's finances to the Members each year at the Joint Annual Meeting of Members and the Board of Directors, cause to be prepared such reports as necessary for the IRS and other authorities, and cooperate with the Audit Committee's role at such time as an audit or report of the Corporation's financial position is prepared.

**Section 9. Duties of the Secretary.** It shall be the duty of the Secretary to attend all meetings of the Board of Directors and to cause minutes of all such meetings to be kept; he or she shall see that all notices required to be given by the Corporation are duly given and served; he or she shall keep a current list of the Corporation's members, directors and officers and their residence and/or business addresses and shall certify that candidates for the Board and Officer positions are members in good standing. The Secretary shall have custody of the minute book containing the minutes of all meetings of directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the

Corporation, or in the custody of some other person authorized by the Board of Directors to maintain such custody.

## **Article VI Joint Annual Meeting of the Members and the Board of Directors of the CLWA**

**Section 1. Joint Annual Meeting of the Members and Board of Directors.** A joint Annual Meeting of the Members and Board of Directors (the “Annual Meeting”) of the Corporation shall be held each calendar year in the third quarter of the fiscal year on a date and at a time and location fixed by the Board of Directors for the purpose of: (a) the election of directors and officers by the Members; (b) the delivery by the Treasurer of his or her annual report regarding the Corporation’s finances; (c) the delivery of the Annual Report of the Directors required pursuant to Section 519 of the Not-for-Profit Corporation Law and such other reports of stewardship by the officers and/or directors of the Corporation verified by the President and Treasurer; (d) the confirmation of awards and other public acknowledgements for good stewardship of the Canandaigua Lake Watershed; and (e) the conduct of such other and further business as may properly come before the Members and/or the Board of Directors. A complete, written list of all of the candidates standing for election to any vacant officer and/or director position at the Annual Meeting, specifying each such person’s name and address and the position for which he or she is seeking election, shall be displayed at the Annual Meeting.

**Section 2. Notice of the Annual Meeting.** Notice of the joint Annual Meeting of the Members and Board of Directors of the Corporation shall be given to the Members by the Board of Directors in writing, stating the date, time, place and purpose(s) for which the meeting is called. Notice must be given to the Members either personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting.

**Section 3. Election of Officers and Directors.** The Directors and Officers of the Corporation shall be elected by a vote of the Members entitled to vote thereon at the Annual Meeting. Each Member in good standing with the Corporation is entitled to vote at the Annual Meeting and shall be entitled to cast one vote for each vacant Officer and Director position consistent with the requirements of these By-laws. The candidate(s) receiving the greatest number of votes cast by the Members at the Annual Meeting for each such vacant position shall be deemed elected for the applicable term.

**Section 4. Quorum for Member Meetings.** At the Annual Meeting, or any other meeting of Members, either one hundred members or one-tenth of the total number of Members, whichever is less, must be present to constitute a quorum.

## **Article VII Compensation**

**Section 1. Compensation.** No Officer or other elected member of the Board of Directors shall receive any salary or compensation (other than reimbursement of reasonable expenses) by reason of his or her office. Any request for reimbursement of expenses shall be accompanied by documentary evidence in a form satisfactory to the Internal Revenue Service for reimbursement of business expenses.

**Section 2. Employment Status.** No employee shall be a member of the Board of Directors.

## **Article VIII Prohibition of Certain Activities**

**Section 1. Partisan activities.** The Corporation shall not participate in political campaigns for or against any candidate for political office.

**Section 2. Conflicts-of-interest.** In the event that any director or officer has any financial or personal interest in any contract to come before the Board or with any individual, association or corporation which has a contract with the Corporation which is subject to Board approval, such director or officer must disclose said interest to the Board of Directors prior to a vote being taken in any such matter. Any director with an interest shall abstain from voting with respect to said matter unless, by a majority vote of the remaining directors, interested directors are authorized to vote on the matter. The interested director may be counted in determining the presence of a quorum at a meeting which authorizes such contract or transaction.

## **Article IX Amendments**

**Section 1. Changes to By-Laws.** The By-laws of the Corporation may be amended, altered or repealed by the Members at the time entitled to vote in the election of Directors and by the Directors at any regular meeting of the Board of Directors or at any special meeting that the Directors called for that purpose provided that a quorum of Directors is present at such regular or special meetings. For the purpose of amending, altering, adding or repealing these By-laws, the presence of a majority of the Board of Directors shall be necessary for a quorum. Any amendment regulating or affecting the election of directors or officers may only be made by Member vote at an Annual Meeting of the Members upon proper, prior Notice.

## **Article X Indemnification of Officers and Directors**

**Section 1.** Subject only to the exception that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to such person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that

he personally gained in fact a financial profit or other advantage to which he was not legally entitled, the Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another company, partnership, joint venture, trust, employee benefit plan or other enterprise against all expense, liability and loss (including ERISA excise taxes or penalties), judgments, fines, penalties and amounts paid in settlement (provided the Corporation shall have given its prior consent to such settlement (which consent shall not be unreasonably withheld by it) and reasonable expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent under the circumstances permitted by Sections 721-726 of the New York Not-for-Profit Corporation Law as may be amended from time to time.

**Section 2.** The foregoing indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because there is no judgment or other final adjudication adverse to the director or officer that establishes that his acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, (a) by independent legal counsel in a written opinion that indemnification is proper, or (b) by the members.

**Section 3.** The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 4.** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.

**Section 5.** The rights conferred by this Article are contract rights which shall not be abrogated by any amendment or repeal of this Article with respect to events occurring prior to such amendment or repeal and shall, to the fullest extent permitted by law, be retroactive to events occurring prior to the adoption of this Article. No amendment of the Not-for-Profit Corporation Law, insofar as it reduces the permissible extent of the right of indemnification of an indemnitee under this Article, shall be effective as to such a person

with respect to any event, act or omission occurring or allegedly occurring prior to the effective date of such amendment irrespective of the date of any claim or legal action in respect thereto. This Article shall be binding on any successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the Corporation's assets.

**Section 6.** The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any employee or agent of the Corporation with the same scope and effect as provided in this Article to directors and officers of the Corporation.

## **ARTICLE XI DISSOLUTION OF CORPORATION**

**Section 1.** Dissolution of the Corporation. In the event that it should become necessary or advisable for the Corporation to be dissolved, the Board of Directors shall dispose of the assets of the Corporation for the purposes of the Corporation in accordance with the provisions of the Certificate of Incorporation and the provisions of the Internal Revenue Code of 1986, as amended, applicable to exempt organizations under Section 501(c)(3) of the Code.

Adopted by the Board of Directors this 22nd day of August, 2009.

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Leanna Landsman, Secretary

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Martin DeVinney, President