

**By-Laws
of
Long Lake Association
Long Lake, NY**

**Article I
Purposes**

The Corporation shall be organized exclusively as a nonprofit, tax-exempt organization.

It shall be the purpose of the Long Lake Association (LLA) to preserve and enhance the tranquility, the natural features, and the air and water quality of Long Lake; to promote safety on the lake; and to reduce and control all sources of pollution on the lake.

The mission of the LLA is to preserve and enhance the health and beauty of the lake and to promote its wise use for the benefit and enjoyment of present and future generations.

**Article II
Members**

Section 1: Membership

All full and part-time residents of Long Lake are part of the LLA. There is no membership required.

Section 2: Meetings

The annual meeting of the members shall be held each year at the place, time, and date in July or August as may be fixed by the Board of Directors, or as determined by the Chairman of the Board.

Special meetings shall be held whenever called by the Board of Directors or the Chairman.

Section 3: Notice of Meetings

Written notice of the place, date, and hour of any meeting shall be given to each member entitled to vote at such meeting by email or by mailing the notice by first class mail, postage prepaid, or by personal delivery.

Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 4: Quorum, Adjournments of Meetings

At all meetings, at least 25% of the LLA Board Members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Board of Directors present may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

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	01	11/11/1996	Original
	02	04/30/2020	Update to current structure and general edits – Approved by LLA Board
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A Director may participate in a meeting of Directors remotely by conference call and participation in a meeting in this manner constitutes presence in person at the meeting.

Meetings of the Directors shall be presided over by the Chairman of the Board, or in the absence of the Chairman, by the Vice Chairman. The Secretary or an Assistant Secretary of the Corporation, or in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 5: Organization

The Chairman of the Board, also known as the President, shall preside at all meetings of the Board of Directors. In the absence of the Chairman of the Board, the Vice Chairman shall preside.

The Secretary of the Corporation shall act as Secretary at all meetings, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6: Voting

At any Board of Directors meeting, each member present in person shall be entitled to one vote. Voting by proxy shall not be permitted.

Section 7: Action by the Members

Except as otherwise provided by law or by these By-Laws, the vote of a majority of the Board of Directors entitled to vote, if a quorum is present, shall be the act of the members.

Article III

Board of Directors

Section 1: General Powers and Number

The Board of Directors shall have the general power to control and manage the affairs of the Corporation in accordance with the purpose and limitations set forth in the Certificate of Incorporation.

The number of Directors constituting voting members of the Board shall be no less than five and not more than fifteen.

Section 2: Election and Term of Office

1. Nomination for the LLA Board will be reviewed by current board, recommended in writing or oral statement.
2. New Board members shall be announced at any time someone decides to join the LLA Board.
3. Any member at the Annual Meeting in August can nominate from the floor.
4. No person may be nominated without his or her express consent.
5. Vacancies shall be filled at any time, and to follow terms in this Article.
6. Each Director shall hold office until a successor has been elected and qualified, or until resignation or removal.

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7. Each Director shall be at least eighteen years of age.

Section 3: Newly Created Directorships and Vacancies

Newly created directorships and vacancies among the Directors may be filled by vote of the majority of the Directors then in office and the Directors so elected shall serve until resignation or removal.

Section 4: Resignations

Any Director may resign from office at any time by providing a letter of resignation to the Chairman of the Board, and the acceptance of the resignation shall not be necessary to make such resignation effective.

Section 5: Removal

Any Director may be removed for cause by a majority vote of the entire Board, at any special meeting of the Board called for that purpose, or without cause by the vote of the members.

Section 6: Meetings

See Article II, Sections 2 -7.

Section 7: Action of the Board

If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written consent shall be filed with the minutes of the proceedings of the Board of Directors.

Section 9: Compensation

Directors shall not receive any compensation for their services, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of the activities for the benefit of the Corporation.

Article IV

Officers

Section 1: Officers

The Officers of the Corporation shall be a Chairman of the Board or President, one or more Vice Chairmen or Vice Presidents, a Treasurer, a Secretary and such Assistant Secretaries or other Officers as may be elected by the Board of Directors.

Officers whose authority and duties are described in these By-Laws, shall have the authority and perform the duties prescribed by the Board of Directors.

Any two or more offices may be held by the same person, except the offices of the Chairman and Secretary.

Section 2: Election and Term of Office

The Officers of the Corporation shall be chosen and agreed upon by the Board of Directors annually at the Annual Board meeting.

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1. Terms shall be for three years from the annual meeting at which they were elected, renewable for one additional term (three years).
2. Nomination for the Officers of the LLA Board will be reviewed by current Board, recommended in writing or oral statement.
3. No person may be nominated without his or her express consent.
4. An Officer may resign by written notice to the Chairman of the Board and shall be effective upon receipt of the notice or at a subsequent time specified in the notice of resignation.
5. The Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

Section 3: Compensation

The Officers of the Corporation shall not receive any compensation for their services, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of the activities for the benefit of the Corporation.

Section 4: Removal

Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the entire Board of Directors then in office.

Section 5: Chairman of the Board or President

The Chairman of the Board or President shall preside at all meetings of the members and of the Board of Directors and assume such duties as may be assigned by the Board of Directors.

The Chairman shall have general supervision of the affairs of the Corporation and discharge all such other duties prescribed by the Board of Directors.

The Chairman shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, the Chairman may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer theretofore authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 6: Vice Chairmen

The Vice Chairmen, in the order designated by the Board of Directors, or lacking such designation, by the Chairman, shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Board of Directors shall prescribe.

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Section 7: Secretary

The Secretary or designated meeting recorder shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings. Minutes shall be reviewed and accepted at the next scheduled meeting.

The Secretary or Chairman shall provide notice of all meetings of the Directors.

The Secretary shall execute with the Chairman all authorized conveyances, contracts, or other obligations in the name of the Corporation except as otherwise directed by the Directors.

Section 8: Treasurer

The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in QuickBooks and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors.

The Treasurer and the Chairman of the Board are signatories on the bank accounts for the Corporation.

The Treasurer shall render to the Chairman and the Directors at regular meeting of the Directors, or whenever they may require it, an account of all transactions as Treasurer of the financial condition of the Corporation.

The Treasurer shall at all reasonable times exhibit the records and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned by the Board of Directors.

Annually, at a meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail that shall be filed with the minutes of the meeting of the Board:

1. The assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting;
2. The principle changes in assets and liabilities during that fiscal period;
3. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes; and
4. The expenses or disbursements of the Corporation for both general and restricted purposes during said fiscal year.

The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or to the Attorney General of the State of New York which includes the information hereinabove specified.

Section 9: Assistant Secretaries and Assistant Treasurers

Assistant Secretaries and Assistant Treasurers respectively may be assigned (in the order designated by the Directors or, lacking such designation, by the Chairman), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the

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powers of the Secretary or Treasurer and shall perform other duties as the Directors shall prescribe.

**Article V
Committees**

Section 1: Committees of Directors

The Board of Directors, by resolution adopted by the majority of the Directors of each office, may designate one or more committees, each of which shall consist of two or more Directors, who are designated by the Chairman with the consent of the Board, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it by law.

Section 2: Term of Office

Each member of a committee shall continue as such until the Annual Board Meeting, unless the committee shall be sooner terminated, or unless such member be removed from the committee, or unless such member shall cease to qualify as a member thereof.

Section 3: Rules

Each committee may adopt rules for its own government no inconsistent with these By-Laws, or with rules adopted by the Board of Directors.

**Article VI
Board of Advisors**

Section 1: Powers

The Board of Directors may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees.

Each advisor shall hold office during the pleasure of the Board of Directors and shall have only the authority or obligations as the Board of Directors may from time to time determine.

Section 2: No Compensation

No advisor of the Corporation shall receive, directly or indirectly, any compensation for any service rendered to the Corporation except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

**Article VII
Contracts, Checks, Bank Accounts, and Investments**

Section 1: Checks, Notes, and Contracts

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The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation.

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contract or to execute and deliver other documents and instruments.

Section 2: Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, person, or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

Section 3. Financial Audit Committee

Prepares an audit of the LLA Annual Treasurer's Report by August 1 of each year for presentation at the Annual Meeting.

Article VIII

Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Article IX

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Article X

Seal

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of New York."

Article XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act of the State of New York or under the provisions of the Articles of Incorporation or By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII

Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a director, officer, employee, or agent of

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the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

Article XIII

Initial Ratification

These By-Laws shall become effective upon ratification by sixty percent of the voting Directors at any meeting of the Board of Directors.

Article XIV

Amendments

These By-Laws may be amended by the affirmative vote of sixty percent of the voting Directors in office at any meeting of the Board of Directors, or by sixty percent of the members of the Corporation attending a meeting duly called for the purpose of amending these By-Laws, providing notice of the proposed amendment has been included in the notice of the meeting.

The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

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