

CONSTITUTION / BYLAWS

OF

THE BURDEN LAKE CONSERVATION ASSOCIATION, INC.

Article I NAME

The corporation shall be called, "The Burden Lake Conservation Association, Inc.", hereinafter referred to as the "Association".

Article II PURPOSE

The purpose of the Association is the preservation, improvement and environmental protection of Burden Lake and its surroundings as a recreational facility for the continued enjoyment of residents of the Lake, members of the Association and the general public.

Article III STATUS

The Association shall be organized as a not for profit, 501-c-3. non-stock corporation. No assets of the Association shall benefit any officer or member.

Article IV MEMBERSHIP

Section 1 – VOTING MEMBERS – PROPERTY OWNERS: Owners of property on the Third Burden Lake or those people with deeded access to the Third Burden Lake who pay dues to the Association and the spouses or domestic partners of the owners, if family membership dues are paid, may vote.

Section 2 – VOTING MEMBERS – FAMILY OF PROPERTY OWNERS: Dues paying children over the age of 18 years and grandchildren over the age of 18 years of individuals who own property on the Third Burden Lake or who have deeded access to the Third Burden Lake and the spouses or domestic partners of those children or grandchildren, if family membership dues are paid, may vote.

Section 3 – NON-VOTING MEMBERS: Non-voting members shall include dues paying individuals who subscribe to the purposes of the Association but are not eligible to be voting members as defined above.

Article V VOTING

Section 1 – VOTING MATTERS: The membership shall vote to elect members of the Board of Directors, to amend the By-Laws or Certificate of Incorporation, for the purchase and sale of real property, for the dissolution of the Corporation, and for any other matters brought forth for consideration of the membership by the Board of Directors or by the members as is hereinafter set forth.

Section 2 – NOTICE OF A VOTE: The membership will be notified 30 days prior to a vote. Notices shall be sent to the member at the address provided when member pays required dues including e mail, face book, notice on BLCA website and notice in local newspapers.

Section 3 – CASTING BALLOTS: Any voting member may cast his/her ballot in person, by proxy, or by absentee ballot. Absentee ballots will be mailed or emailed and posted on the BLCA website. with the notice of a voting matter. Members wishing to vote by proxy must designate their proxy in

writing prior to the vote. An assigned proxy voter must be present at a meeting to cast a vote. A copy of any proxy must be presented to the presiding officer prior to the convening of the meeting. The presiding officer shall announce that proxy notices have been received and each proxy holder must identify the member on whose behalf the vote is being cast. Absentee ballot voters must be identified to the Board. All absentee ballots received at any time after the date of notice but prior to the called vote will be counted. All votes of those in attendance, including votes by proxy, shall be counted by a show of hands unless otherwise specified prior to the vote.

Article VI GENERAL MEETINGS

Section 1 – ANNUAL MEETING: The annual meeting of the Association shall be held in July. The agenda of the annual meeting will include the election of the Board of Directors.

The Board of Directors will determine the need for and schedule additional meetings.

Section 2 – SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President, by a majority vote of the Board of Directors, or by the written request of twenty voting members. Only those matters described in the notice of the meeting shall be discussed at the meeting.

Section 3 - NOTIFICATION: The annual meeting and all special meetings must be preceded by notice to all paid members and members from the preceding year who have not yet renewed their membership. Notification may delivered by hand or mail, email, posting on BLCA Web Page; Facebook page and public posting in local newspapers at least 30 days prior to the annual meeting and 15 days prior to any special meeting unless the Board of Directors declares there to be an emergency when a special meeting may be called on three days notice. Notification regarding any meeting requiring a vote of the membership will include a description of the issues or matters requiring the vote.

Section 4 – QUORUM: No business that requires a vote may be conducted at a membership meeting unless at least one third of the paid members are present or represented by proxy or absentee ballot. Changes to the By-Laws or Certificate of Corporation must be approved by two-thirds of the votes cast. Other matters will require approval by a simple majority of the votes cast.

Section 5 -PROCEDURES: Meetings shall be informal unless three members of the Board of Directors request that Roberts Rules of Order be used to guide proceedings.

Article VII BOARD OF DIRECTORS

Section 1 – AUTHORITY: The Board of Directors shall have authority over the activities and assets of the Association.

Section 2 – COMPOSITION: The Board of Directors will be composed of nine members. From those Directors the Board will elect the officers of the Association by a simple majority vote. The officers will include the President, Vice-President, Secretary, and Treasurer. The President will appoint representatives to the Preservation Corporation and Chairs of standing committees from the members of the Board of Directors. The composition of the Board may be changed as needed by a two-thirds vote of the Board of Directors.

Section 3 – TERMS OF OFFICE: With the exception of the first year in which these By-Laws are in effect, Directors are elected for a two-year term. Four members of the Board of Directors elected in the first year in which these By-Laws are in effect will serve for one year. Terms of office will expire on **July 31st**.

Section 4 – ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. Elections for the Board of Directors will be conducted at the annual meeting. The Board of Directors will take office on August 1st and will meet no later than the 30th day of July to elect officers.

Section 5 – QUORUM: A quorum will consist of two-thirds of the Board of Directors. Decisions shall be made by a majority vote of the Directors present, unless otherwise stated herein.

Section 6 - VACANCIES: Any vacancy on the Board of Directors may be filled for the remainder of the term by the affirmative vote of a majority of the Directors then in office. Any Director who misses two consecutive meetings without good cause may be removed from office by an affirmative vote of the majority of the other Directors.

Section 7 - COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

Article VIII OFFICERS

Section 1 - PRESIDENT: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association. The President is an ex-officio member of all committees.

Section 2 - VICE PRESIDENT: The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall arrange for the educational segment of the annual meeting and carry out other assignments at the request of the President.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare the Association newsletter and assist the Communications Committee with general Association Communication. The Secretary shall serve on the Communications Committee.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks. In the absence or incapacity of the Treasurer, the Chair of the Finance Committee will sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed-budget to the annual meeting. The Treasurer shall serve on the Finance Committee.

Section 5 - OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the majority of the Board.

Section 6 – REPRESENTATIVES TO THE BURDEN LAKE PRESERVATION

CORPORATION: The President will appoint three members of the Board of Directors to represent the interests of the Association within the Burden Lake Preservation Corporation. One of these representatives will also be a member of the Water Quality Committee.

Section 7 – TERM OF OFFICE: The term of any officer shall be for two years commencing August 1st subsequent to election by the Board of Directors and ending on July 31st. The term of any officer appointed by the president shall cease when the term of the president ceases.

Section 8 – REMOVAL OF AN OFFICER: By a vote of majority members of the Board of Directors an officer, whether elected by the Board or appointed by the President, may be removed from his or her office prior to the expiration of his or her term.

Article IX COMMITTEES

Section 1 - FINANCE COMMITTEE: The Finance Committee shall review and recommend all capital improvements and expenditures. The Committee shall oversee all Grant applications. The Committee will assist the Treasurer in all financial matters including billing and collections. The Treasurer will be a member of the Finance Committee.

Section 2 – WATER QUALITY COMMITTEE: The Water Quality Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, wildlife habitat, water levels, control of nuisance plants, and protection of desirable vegetation. The Committee shall offer proposals to the Board regarding land use issues, water quality monitoring, and ecological management. The Committee will develop and present to the Board for approval a long term vegetation management and water plan.

Section 3 – COMMUNICATION AND EVENTS COMMITTEE: The Communications and Events Committee shall recommend fund raising activities and events to the Board, and after receiving Board approval, shall organize such activities. The Committee will also be responsible for marketing and communicating the Association’s events and news to the Membership. The Committee will be responsible for updating the BLCA Website and planning all social medial correspondence and postings. The Secretary will be a member of the Committee.

Section 4- OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

Article X DUES

Section 1 – DUES: The Board of Directors shall establish the dues for the organization. Dues shall be payable on or before the end of the fiscal year, June 30th.

Article XI MISCELLANEOUS PROVISIONS Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS:

The Association shall indemnify any officer, director, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a fiscal year basis.

Section 3 - ACCOUNTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors.

Article XII ADOPTION AND AMENDMENTS

This Constitution/Bylaws, and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members entitled to vote. Proposed amendments to the Constitution/Bylaws must be summarized in the notice for meeting during which the membership vote will be called.

Article XIII DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved. A meeting of the membership will be called with the notice to state that the subject of the meeting is dissolution of the Association. A two-thirds majority of those members voting will be required to approve dissolution of the Association. Adopted: July 14, 2020.

7/14/20