



Lakes to Locks Passage, Inc. BYLAWS

ARTICLE I – NAME

The name of this organization shall be Lakes to Locks Passage, Inc.

ARTICLE II – DEFINITIONS

The following terms shall have the following meanings when used in these bylaws:

A. local action committee = A grass roots committee consisting of local elected officials and representatives from local not for profit organizations and interested individuals. The committee's responsibilities include ensuring local control, management and implementation of policy, program and product.

B. corporation = Lakes to Locks Passage, Inc.

ARTICLE III – RULES OF ORDER

Robert's Rules of Order shall govern Lakes to Locks Passage when not in conflict with these bylaws.

ARTICLE IV – MISSION

The mission of Lakes to Locks Passage is to further the appreciation, recognition, stewardship and revitalization of the natural, cultural, recreational and historic assets of the communities along the interconnected waterway of the upper Hudson River/Champlain Canal, Lake George, Lake Champlain, Chambly Canal and Richelieu River.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of Lakes to Locks Passage shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer. In so far as possible, there shall also be an immediate past president whenever the individual serving as president is replaced. No officer shall receive compensation from the Corporation for services performed as such officer, but officers may be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties by authority of the Board of Directors or the Executive Committee.

Section 2. Terms of Office

- A. The President, First Vice-President and Second Vice-President shall serve as such from the adjournment of the annual meeting where they are elected until the adjournment of the following annual meeting.
- B. The Immediate Past President, whenever that position is filled, shall serve for one year only.
- C. The Secretary and Treasurer shall serve for two years from the adjournment of the annual meeting where they are elected until a successor is elected. Elections for the office of secretary shall be held in even numbered years. Elections for the office of treasurer shall be held in odd numbered years.
- D. Officers may be re-elected for consecutive terms.

Section 3. Vacancies and Removal from Office

The First Vice-President shall fill a vacancy in the office of President. The Second Vice-President shall fill a vacancy on the office of First Vice-President. An appointee designated by the Board of Directors to complete the unexpired term shall fill a vacancy in the office of Second Vice-President, Secretary or Treasurer.

An officer or director who is convicted of a crime, is found guilty of malfeasance, misfeasance or nonfeasance in the exercise of the duties and responsibilities or an officer or director found guilty of sexual harassment or of conduct deemed to be detrimental to the corporation may be removed from office by a two-thirds majority of the Board of Directors.

Any officer or director elected, or appointed, by the Board of Directors may be removed by the Board of Directors for or without cause whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. President

The President shall:

- A. Preside at all meetings.
- B. Appoint all standing committees subject to the approval of the Board of Directors.
- C. Present a report of activities during the term of office at the annual meeting.
- D. Appoint all members of special committees subject to the approval of the Board of Directors unless a specific action of the Board names the personnel of the committees.
- E. Be an ex officio member of all committees.
- F. Interpret these bylaws and the rules of order in the conduct of meetings.
- G. Perform all duties pertaining to the office of president.

Section 5. Vice President

The Vice Presidents in order shall, in the absence or incapacity of the President, exercise the duties of and possess the powers of the President; and shall perform such other duties as may be assigned by the President and the Board of Directors.

Section 6. Secretary

- A. *General Duties.* The Secretary shall keep the minutes and records of the corporation and perform the duties usual and incidental to the office and the duties that are required to be performed by law and by these bylaws; and the duties that are properly assigned by the Board of Directors; and will be the official custodian of the records and seal of the corporation.
- B. *Reports.* The Secretary shall make a written report to the corporation at its annual meeting and special reports at other meetings of the corporation or Board of Directors as required.
- C. *Delegation of Duties of the Secretary.* The Secretary may, with the approval of the Board, delegate to the Executive Director and other assistants the actual performance of any or all of the appropriate duties and authorize such Executive Director and other assistants to sign under their respective titles the correspondence conducted by them; provided, however, that the Secretary shall not delegate the signing of any minutes of official reports which are assigned to the Secretary by the Board of Directors.

Section 7. Treasurer

- A. *General Duties.* The Treasurer shall exercise general supervision of the corporation's financial affairs, shall have care and custody of its monies and securities. The Treasurer shall have charge of the collection of all monies due the corporation and all disbursement of money of the corporation and may purchase, sell, assign, and transfer such of its securities as are placed in the Treasurer's charge. The Treasurer shall have charge of all matters relating to insurance, taxes, bonds, and investments of the corporation, and the keeping of the records and books of accounts of its financial transactions, and shall sign all instruments of the corporation whereon the signature of the office is required, and perform all duties required by law and these bylaws, and the duties that are properly assigned by the Board of Directors.
- B. *Reports.* The Treasurer shall make a written report to the corporation at its annual meeting and at other meetings of the corporation or Board of Directors as required.
- C. *Delegation of Duties of the Treasurer.* The Treasurer shall not authorize any person to sign any financial instrument, notice or agreement that requires the signature of the Treasurer, unless such delegation or authorization is expressly permitted by action of the Board of Directors, but may delegate to the Executive Director and other assistants the actual performance of the clerical bookkeeping, statistical collecting and recording work of the office and may authorize the Executive Director to sign under the title, checks of the corporation in the practices prescribed by the Board of Directors, records, vouchers, receipts, and other documents.
- D. *Liability of the Treasurer.* The Treasurer shall not be personally liable for any decrease in the capital, surplus, income balance, or reserve of any funds or account

resulting from any actions performed in good faith in conducting the usual business of the office.

Section 8. Executive Committee

The Executive Committee in its entirety shall act for and on behalf of the Board of Directors when the Board is not in session, and shall be accountable to the Board for its actions. The Executive Committee shall be composed of the President, First and Second Vice-Presidents, Secretary, Treasurer, immediate Past President, and Executive Director. Meetings of the Executive Committee may be conducted in person or by conference call, and Executive Committee members may vote by facsimile or email. No proxies shall be permitted.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Membership

The Board shall consist of from 7 to 20 directors. The Board shall be composed of the officers as designated in Section 1 of Article V, one director from each County in New York served by Lakes to Locks Passage, Inc., nominated by their respective local action committee, and such other directors as elected by the Board. No director shall receive compensation from the Corporation for services performed as such director, but Directors may be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties by authority of the Board of Directors or the Executive Committee.

Section 2. Term of Office

Directors will be elected for a term of three years. Each local action committee shall elect its director prior to the annual meeting, and the results of these elections shall be announced at the annual meeting. The nominating committee shall identify other directors in accordance with Section 5.C., Article VIII. Directors shall serve from adjournment of the annual meeting until their successors are duly elected. Directors may be re-elected to serve consecutive terms. Approximately one third of the Board shall be elected at each annual meeting.

Section 3. Directors

Directors shall actively participate in the governance of the organization, assimilating information, attending meetings of the Board and participating in making decisions. Directors are responsible for bringing issues to the Board, and for communicating Board actions as appropriate. Directors shall discharge their duties in good faith and in a manner that is in the best interest of the organization.

Section 4. Absences

In the event that any member of the Board of Directors shall miss 3 regular meetings of the Board in one calendar year, the Director shall be deemed to have resigned from the Board and the seat shall be deemed vacant. Exceptions to this provision must be approved by a majority vote of the Directors present at any meeting of the Board of Directors, provided a quorum is present.

Section 5. Vacancies

Any vacancy occurring on the Board of Directors shall be filled from nomination by the nominating committee and by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of office.

Section 6. Duties

The Board of Directors shall have the full control of the property, affairs, and business of the corporation. It shall carry the responsibility for all activities of the corporation. It shall exercise all authority, rights, and power granted to it by the State of New York and shall perform all duties required by said laws and these bylaws. It shall not delegate any of the authority, rights, or power or any other duties imposed upon it by these bylaws or otherwise, unless said delegation is specifically provided for in these bylaws.

Section 7. Meetings of the Board of Directors

The Board shall meet in order to transact business. A majority of the membership of the Board shall constitute a quorum for the transaction of business.

- A. Regular. Regular meetings of the Board of Directors shall be held four times per year, or otherwise as the Board determines. One regular meeting shall be held in conjunction with the annual meeting.
- B. Annual. The annual meeting of the Board of Directors shall be held during the month of September of each calendar year (beginning with the year 2003) for the purpose of electing successor Directors and the officers of the corporation and to conduct such other business as may come before the meeting.
- C. Special. Special meetings of the Board of Directors may be called by the President, either Vice President serving as the President or as otherwise authorized by the Board of Directors.

Section 8. Notice of Meetings

Unless otherwise provided by these bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

a) Regular Meetings: Notice of any regular meeting and/or its cancellation for holidays, weather or unforeseen circumstances may be oral or written, may be given personally, by first class mail, telephone, email, or facsimile machine.

b) Special Meetings: At least 5 days prior notice shall be given to each Director of the Board. Such notice may be oral or written, may be given personally, by first class mail, telephone, email, or facsimile machine. The business to be transacted at the meeting need not be specified in the notice unless specifically required by law or these Bylaws.

c) Meeting Cancellations: Whenever a regular or special meeting must be cancelled for any reason, members of the executive committee and the Executive Director shall notify all known attendees by whatever means are available.

d) Waiver of Notice: Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to a transaction of any business because the meeting was not lawfully called or convened.

Section 9. Order of Business

An agenda outlining the order of business shall be prepared for all Board meetings. The agenda shall be prepared under the general direction of the president and provided to all Board members at least 5 days prior to the meeting.

Section 10. Majority Action

Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws. Board members may vote by facimile, email or by proxy.

Section 11. Conflict of Interest

Any duality of interest or possible conflict of interest on the part of any Board member should be disclosed to the other members of the Board and made a matter of record when the interest becomes a matter of Board action. The Board member should not vote or use personal influence on the matter. The minutes of the meetings will reflect that a disclosure was made and indicate the abstention from voting.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1. Appointment

The Board of Directors may employ a person to be known and designated as Executive Director who shall be the chief executive officer of Lakes to Locks Passage, Inc. The salary, term of office and conditions of employment shall be established by the Personnel Committee.

Section 2. Duties

The Executive Director shall be and act as the chief executive administrative and operating officer of the corporation and as such shall have management and administrative responsibility for the corporation office and staff, and other corporate affairs, subject to the general direction and control of the Board of Directors. The Executive Director shall serve as advisor to the President and shall be a non-voting member of all committees. The Executive Director will be responsible for the hiring, discharging, directing and supervising all employees. The Executive Director shall be responsible for the preparation of an annual operating budget covering all activities of the corporation subject to the approval of the Board of Directors. The Executive Director shall not have a vote on the Board of Directors or the Executive Committee, but may,

with approval of the Board, engage and enter into contract with legal counsel and other experts to advise in the business of the corporation.

ARTICLE VIII – COMMITTEES

Section 1. Authorization and Appointment

Committees may be established to perform services for the corporation, and shall be under the jurisdiction of the Board of Directors. All committees shall be appointed as provided by Section 4 of Article V of these bylaws.

The Board may delegate to any of its officers the authority to supervise the work of any committee.

Section 2. Reports of Committees

Each committee shall report in writing annually to the Board of Directors at least 30 days prior to the annual meeting, and make interim reports to the Board as directed.

Section 3. General Procedure of Committees

Every committee shall perform in accordance with these bylaws and with the directions of the Board of Directors. No committee shall incur financial obligations unless funds have been properly appropriated and the Board has given specific authorization. No member or chairperson or any committee shall commit the corporation orally or otherwise to any matter unless specifically authorized by the Board.

Section 4. Terms of Committee Appointments

The term of committee appointments shall expire at the adjournment of the annual meeting except as otherwise provided by these bylaws or as indicated in writing at the time of appointment.

Section 5. Standing Committees

The following committees are hereby authorized as basic to proper functioning of the corporation:

- A. *Personnel Committee*. The committee shall be responsible for establishing the conditions of employment and overseeing the work of the Executive Director. The committee shall be a resource for the Executive Director on personnel matters for all staff, and shall recommend and keep current a personnel policy to the Board of Directors. Membership on the Personnel Committee is restricted to the President, First Vice-President, Treasurer and immediate Past President. The work of this committee is confidential, and will not be shared with the Board except as the committee deems necessary.
- B. *Finance Committee*. The committee shall review financial procedures, recommend financial policies to the Board, and in addition to the duties assigned from time to time by the Board, the Finance Committee shall:
 1. review and modify the annual operating budget prepared by the Executive Director and present the budget to the Board for approval;

2. review and modify the capital expenditure plan prepared by the Executive Director and present it to the Board for approval;
3. develop a mechanism for monitoring compliance with the annual operating budget and capital plan that have been developed by the Board;
4. report to the Board on its monitoring process on a regular basis; and review all insurance coverage for adequacy and financial viability.

The Finance Committee shall consist of no less than 3 members with the Treasurer as Chair.

The Finance Committee shall have the authority to engage an independent auditor, acceptable to the Board of Directors, to make an audit of the Corporation's financial records from time to time as deemed necessary.

C. Nominating Committee. The nominating committee shall be composed of a minimum of three members from the Board of Directors including the Second Vice-President who shall serve as the Chair.

The nominating committee shall identify a single nominee for each office as well as the nominees for membership on the Board of Directors and shall publicize its recommendations no later than 30 days prior to the annual meeting. Any director may make additional nominations by notifying the chair of the nominating committee in writing no later than 20 days prior to the annual meeting. The nominating committee shall distribute the final list of nominees, including those nominated by directors, to the entire Board of Directors no later than 15 days prior to the annual meeting.

All elections of officers shall be by written ballot at the annual meeting unless by a majority vote the Board of Directors agrees to waive this provision.

Section 6. Committees of Special and Limited Function

Such committees may be appointed from time to time to perform special and limited functions as assigned. The president shall appoint these committees subject to the approval of the Board of Directors.

ARTICLE IX – FINANCE

Section 1. Funds

All money received by the corporation shall be placed in a general operating fund, and money designated for a specified purpose shall be separately identified and maintained for such purpose.

Section 2. Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3. Contracts

The Board of Directors may authorize any officer, director or employee of the corporation, in addition to any as authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts and Orders for Payment

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers, directors or employees of the corporation in such manner as authorized by the Board of Directors.

Section 5. Deposits

All funds of the corporation shall be promptly deposited to the credit of the corporation in such banks, trust companies, or other depositories as approved by the Board of Directors.

Section 6. Gifts

The Board of Directors may accept on behalf of the corporation and for the general benefit and purpose of the corporation, any contribution, gift, bequest, or devise.

Section 7. Solicitation

The Board may solicit grants and contributions for any corporate purpose, and maintain a fund or funds of real or personal property for any corporate purposes.

Section 8. Fiscal Year

The corporation's fiscal year shall begin January 1, and end December 31.

Section 9. Securities and Investments

The Board of Directors shall have charge of the investment of all funds of the corporation. It shall sell, purchase, transfer, and convey securities and exercise all rights of proxy and similar rights of the corporation with respect to its holdings, or it may authorize such sales, purchases, transfers, conveyances and the exercise of any or all said right. The accounts of such investments shall be incorporated into the annual report to the Board.

The members of the Board shall not be personally liable for any decrease of the capital, surplus, income, balance, or reserve of any fund or account resulting from any of their acts performed in good faith.

ARTICLE X – AMENDMENTS

These bylaws may be altered, amended, repealed or added to when necessary by an affirmative vote of two-thirds of the Board of Directors. All amendments so adopted shall become effective immediately. There maybe voting by proxy. Proposed amendments must be submitted to the Secretary to be sent out with regular meeting notices.

ARTICLE XI – INDEMNIFICATION

Any person acting on behalf of the Corporation in attaining its corporate purposes and within the bounds of his or her authority to do so, shall be indemnified against any claims, settlements, or judgments, as well as any reasonable legal costs associated with such claims, settlements, or judgments, by the Corporation as provided for by the laws of the State of New York except in relation to matters where they are guilty of negligence or misconduct in respect to the matter for which indemnity is sought. Specifically included herein are officers, directors, employees and staff members functioning on committees of the corporation, any of whom were functioning in this capacity at the time of the alleged wrongdoing.

Approved February 21, 2002

Revised June 14, 2007: Article II – Definitions; Article VI, Section 10; Article VII, Section 1; Article VIII, Section 5-C and Section 6.

Revised December 20, 2007: Article VI, Section 1.