

***DRAFT* CONSTITUTION AND BYLAWS**

Lake Onderdonk Improvement Association
Westerlo, New York

Draft Date: May 24, 2025

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with any comments, questions, or concerns.*

Codification Explanation

This constitution is organized into articles by general subject matter and codified as follows:

- a. Constitutional provisions are codified with two sets of numbers, preceded by an “A”: the article number followed by a period, and a two-digit sequence number also followed by a period. Such provisions are adopted and amended in accordance with Chapter 11 of this document.*
- b. The Association may adopt bylaws related to its organization and operation. Each bylaw is associated with a single provision in the constitution and may be used to add specific detail to the associated provision. An example of this would be member meeting frequency and dates. In many cases, bylaws are referenced in the constitutional provision, and as such, an associated bylaw must exist. However, not every bylaw need be referenced in the constitutional text.*

If the Association chooses to adopt bylaws, they are codified with three sets of numbers, each followed by a period: the article number (preceded by an “A”), the related constitutional provision number, and a two-digit bylaw number. For example, a bylaw could be codified as A5.02.01. Bylaws are adopted and amended in accordance with Chapter 10. Bylaws are incorporated following the constitutional provisions to which they apply for clarity. They should not be organized in a separate section or document.

Article 1.

NAME AND INCORPORATION

- A1.01.** The name of this organization shall be Lake Onderdonk Improvement Association, Inc.
- A1.02.** For the purpose of this constitution and the accompanying bylaws, the organization is hereinafter designated as “the Association.”
- A1.03.** This organization shall be incorporated as a domestic not-for-profit corporation under the laws of the State of New York.

Article 2.

STATEMENT OF PURPOSE

- A2.01.** The purpose of the Association is to promote the general improvement of conditions on and about Lake Onderdonk for the well-being, safety, and enjoyment of its members and neighbors.
- A2.02.** To accomplish this purpose, the Association shall endeavor to:
 - a. Enable recreational use of the lake by providing for control of invasive plants and animals.
 - b. Protect the lake and its wildlife.
 - c. Protect the community from harmful or dangerous behavior by all lake users, such as introduction of invasives into the environment, dangerous/unlawful boating practices, etc.
 - d. Maintain the Association’s clubhouse and grounds and make them available for member use and enjoyment.
 - e. Advocate with the Town of Westerlo, Albany County, and the State of New York on issues affecting the safety and quality of life of members and neighbors.
 - f. Advocate and educate for lake care throughout its watershed.
 - g. Provide additional lake access for members via the Association’s lakefront property.
 - h. Organize social events for members and neighbors.

Article 3.

POWERS OF THE ASSOCIATION

- A3.01.** The powers of the Association are those necessary to fulfill its purpose.
- A3.02.** The powers of the Association are vested in the member meeting – regular and special – called and conducted as provided in this constitution and bylaws.
- A3.03.** Only such authority as is delegated to the Board of Directors or other organizational units in the Association’s governing documents is recognized. All remaining authority is retained by the Association members in aggregate. The Association is authorized to:
 - a. elect its officers and board of directors, and require them to carry out their duties in accordance with the constitution and bylaws;
 - b. approve the annual budget;
 - c. adopt amendments to the constitution, as provided in Article 11, and amendments to the bylaws, as specified in Article 10.

Article 4.

PROPERTY OWNERSHIP

- A4.01.** The Association has the authority to:
- Acquire real and personal property by gift, devise, purchase, or other lawful means.
 - Hold title to and use its property for any and all activities consistent with its purpose.
 - Sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means.
- A4.02.** Gifts of real or personal property offered to the Association shall only be received following agreement with the donor on all terms and conditions associated with the gift and an affirmative vote by the Board of Directors.
- A4.03.** If the Association is dissolved as a corporate entity, title to undisposed property shall pass to a governmental or charitable entity as specified in the bylaws.
- A4.03.01** In the case of the dissolution of the Association, undisposed property shall pass to the Town of Westerlo.

Article 5.

MEMBERSHIP

- A5.01.** Members of the Association shall be those persons on the roll of the Association at the time that this constitution is adopted and those who are admitted thereafter and who maintain their membership in accordance with the provisions of this constitution and its bylaws.
- A5.02.** Members shall be classified as follows:
- Eligible** persons are those individuals/families owning property on or near Lake Onderdonk as described in the bylaws. Such persons will be invited annually to establish or renew their membership in the Association in accordance with the requirements listed in the bylaws.
 - Active** members are eligible persons who have paid their family or individual membership dues for the current year. An individual membership grants active status to one adult per household only. A family membership grants active status to up to two adults per household, plus all children living with them.
 - Voting** members are active members who are 18 years of age or older and further qualify as described in the bylaws. Voting members shall have the privilege of voice and vote at every regular and special meeting of the Association, and shall be counted as such in calculating the quorum for a meeting in which a vote will be taken.
 - Associate** members are persons whose property lies outside of the eligible member area but who have an interest in the lake and its surroundings. Associate members are such persons who have paid the annual associate membership fee as specified by the Board of Directors. They have all the privileges and duties of membership except voting rights and eligibility for elected offices.
- A5.02.01** All persons who own property on the following roads shall be eligible for membership: Lake Road, Echo Point Road, Beaver Shores Drive, Abby Road, Knight Court, Carl Road, and High Tide Lane. Additionally, any owner of lakefront property not officially listed as being on one of these roads shall be eligible.

- A5.02.02** Any renter with an active lease on an eligible property may replace the property owner as an eligible person with the formal approval of the property owner.
- A5.02.03** Eligible persons may become active members by paying their annual membership dues. Both a family membership (up to two adults plus children) and an individual membership will be offered. Prices for the two types of membership will be set by the Board of Directors each year and communicated in the welcome letter sent to each eligible household in the winter/spring. The family membership will generally be priced at twice the individual membership amount.
- A5.02.04** Active members may become voting members by paying the full amount – membership dues, plus lakefront assessment and other special fees if applicable – invoiced to them at the beginning of the year. A fully-paid household with a family membership allows two adults the privilege of voting and a fully-paid household with an individual membership allows one. If active children 18 and older result in a fully-paid household having more than two adults, each in excess of two wishing to qualify as a voting member must have a paid individual membership.
- A5.02.05** If financial hardship prevents a household from paying the full amount invoiced, a waiver of the lakefront assessment or other special fee for the current year may be requested from the Board of Directors. A waiver may be granted only for the lakefront assessment or special fees, not for the membership dues.

Article 6.

MEMBER MEETINGS

- A6.01.** The member meetings of the Association shall be held at times specified in the bylaws.
- A6.01.01** Four (4) member meetings of the Association shall be held each year on or near the following dates:
- a. Saturday of Memorial Day weekend.
 - b. The third Saturday of June.
 - c. The third Saturday of July.
 - d. The third Saturday of August.
- A6.01.02** The order of business at each member meeting shall be specified in a written agenda.
- A6.01.03** Fifteen (15) percent of the current voting members shall constitute a quorum. No vote shall be taken, nor considered legal, unless a quorum of voting members is present.
- A6.02.** A special member meeting may be called by the Board of Directors, or the president of the Association, and shall be called by the president of the Association upon the written request of 10 percent of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.
- A6.02.01** A special meeting of the Association may also be called by majority vote of the voting members at a member meeting.
- A6.03.** Notice of all meetings of the Association shall be posted on the Association's signs on Lake Road and be given, if possible, by electronic means, to all members at least 5 days in advance of the date of the meeting.

- A6.04.** All member meetings shall be held in person only at the Association's clubhouse or other suitable site. Voting by proxy or by absentee ballot shall not be permitted.
- A6.05.** All actions approved by the Association shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- A6.05.01** In the following cases, voting shall be by written ballot:
- a. To adopt or amend the Articles of Incorporation, Constitution or Bylaws of the Association.
 - b. To dispose of, encumber, or purchase real property.
 - c. When requested by a majority of the voting members present.
- A6.06.** Real property shall not be purchased, disposed of, or encumbered in any manner except by resolution adopted by not less than a three-fourths majority vote of the members present and voting at a legally called special meeting of the Association, subject to the requirements of A6.02.
- A6.06.01** The quorum for such a meeting shall be 30 percent of voting members.
- A6.07.** The *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of the Association.

Article 7.

OFFICERS

- A7.01.** The officers of the Association shall be a president, vice president, secretary, and treasurer.
- a. Duties of the officers shall be specified in the bylaws.
 - b. The officers shall be voting members of the Association.
 - c. The officers of the Association shall serve similar offices of the Board of Directors and shall be voting members of the Board.
- A7.01.01** The president shall preside over the meetings of the Board of Directors and of the member meetings unless a majority of those present votes otherwise.
- A7.01.02** The vice president shall preside in the absence of the president unless a majority of those present votes otherwise.
- A7.01.03** The secretary shall keep the minutes of all Board of Directors and member meetings of the Association. The minutes shall include a list of members and guests present. The secretary shall ensure that all pertinent records are archived yearly.
- A7.01.04** The treasurer shall collect and disburse all budgeted and special funds of the Association and shall disburse all funds in accordance with the decisions of the Association or the Board of Directors. The treasurer shall present a brief financial report at each member meeting, an audited annual report at the first member meeting of each year, and such other reports to the Board of Directors as may be required.
- A7.01.05** The officers, working in partnership, shall endeavor to keep an up-to-date roll of all members and non-member eligible persons and shall encourage membership and payment of dues and assessments at all times.
- A7.02.** The officers shall be elected by the Association at the first member meeting of the year and shall serve for two years. The term shall begin on the day elected and end when a successor is elected.

- A7.03.** No officer shall hold more than one office at a time. No elected officer shall be eligible to serve more than three consecutive terms in the same office unless no candidate is found to fill the position. In this case, the incumbent may continue to serve only until a suitable replacement is identified.

Article 8.

BOARD OF DIRECTORS

- A8.01.** The voting membership of the Board of Directors shall consist of the officers and three to five at large members. Any voting member of the Association may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Board of Directors shall be declared vacant if the member a) ceases to be a voting member of the Association or b) is absent from four successive regular meetings of the Board of Directors without cause. Consistent with the laws of the State of New York, the Association may adopt procedures for the removal of a member of the Board of Directors in other circumstances.
- A8.02.** The members of the Board of Directors shall be elected to serve for two years or until their successors are elected. Such members shall be eligible to serve no more than three full or partial terms consecutively. Their terms shall begin at the conclusion of the member meeting at which they are elected.
- A8.02.01** The members of the Board of Directors shall be elected in such a manner that approximately one-half are elected each year.
- A8.02.02** As the Board of Directors is meant to be a representative body of the Association, effort should be made to elect members representing different constituencies. For example, at least one member from each of the major lakefront streets – Lake Road, Echo Point Road, and Beaver Shores Drive – should serve concurrently; at least one seasonal resident and one year-round resident should serve; etc.
- A8.02.03** Nominations for all elected positions may be made by the Board of Directors or may be made from the floor of the member meeting.
- A8.03.** Should a member's place on the Board of Directors be declared vacant, the Board of Directors shall elect, by majority vote, a successor until the next member meeting.
- A8.04.** The Board of Directors shall have general oversight of the activities of the Association. The duties of the Board of Directors shall include the following:
- a. To lead the Association in stating its purpose, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its purpose and goals.
 - b. To seek to involve all members of the Association in learning, advocacy, service, and support.
 - c. To oversee and provide for the administration of the Association to enable it to fulfill its functions and achieve its purpose.
 - d. To promote a climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- A8.04.01** The Board of Directors shall direct, advise, promote, and support all planning teams, committees and other organizations within the Association.

- A8.05.** The Board of Directors shall be responsible for the financial and property matters of the Association.
- a. The Board of Directors shall be responsible for maintaining and protecting the Association's property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of New York, except as otherwise provided herein.
 - b. The Board of Directors shall be authorized to set one or more special assessment fees each year for purposes of funding the Association's necessary activities. The most common instance of this is the lakefront assessment fee assigned to all properties with lakefront access (i.e. riparian owners) for purposes of funding weed control and any other program deemed necessary to keep the lake usable for its intended purposes. This assessment will be set each year based on a property's lakefront footage, specified as a price per foot subject to a maximum number of feet. Other assessments may be made to cover mandatory or critical expenses that may arise from time to time. These assessment amounts will be set with the intention to raise only the necessary funds for the specified and communicated need, and in no case will be designed to cover general or usual expenses. All fees will be invoiced early in the year, along with the membership dues, in conjunction with the annual welcome letter. Payment will be due prior to the anticipated date of weed control application or other necessary expenditure.
 - c. The Board of Directors shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by three-fourths vote of a member meeting of the Association.
 - d. The Board of Directors may enter into contracts for items not included in the budget, as specified in the bylaws.
 - e. The Board of Directors shall prepare an annual budget for adoption by the Association, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than the amount specified in the bylaws in excess of the anticipated receipts only after approval by a member meeting.
 - f. The Board of Directors shall ascertain that the financial affairs of the Association are being conducted efficiently, giving particular attention to the prompt payment of all obligations.
 - g. The Board of Directors shall be responsible for the Association's investments and its total insurance program, as applicable.
- A8.05.01** The financial records of the Association shall be kept on a fiscal year ending December 31.
- A8.05.02** The property of the Association shall be for the use of the Association in its normal function and shall not be used in any way not in harmony with the purpose of the Association.
- A8.05.03** Buildings which are the property of the Association shall not be lent or rented to any group or individual not affiliated with the Association unless application for such use has been approved by the Board of Directors.

- A8.05.04** The Board of Directors shall operate within the limits of the approved budget of the Association. Any expenditures in excess of the total voted budget must be approved by the Association at a member meeting.
- A8.06.** The Board of Directors shall see that the provisions of this constitution and its bylaws are carried out.
- A8.07.** The Board of Directors shall provide for an annual review of the membership roll.
- A8.08.** The Board of Directors shall normally meet immediately prior to each member meeting. Special meetings may be called by the president and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- A8.12.** A quorum for the transaction of business shall consist of a majority of the members of the Board of Directors.
- A8.13.** The Board of Directors and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

Article 9.

COMMITTEES AND PARTNERSHIPS

- A9.01.** The officers of the Association shall constitute the *Executive Committee*.
- A9.02.** An *Audit Committee* shall be formed in accordance with the bylaws.
- A9.02.01** An audit committee composed of two or more Association members shall be appointed by the president with the approval of the Board of Directors. The treasurer is not eligible to be on the audit committee but rather will provide the committee with all necessary financial documentation and answer any questions that arise during the audit.
- The audit committee shall review all financial records of the Association for the audit period to insure that sound financial practices are being followed. It shall present its report to the first member meeting of the following year in writing.
- A9.03.** Other committees of the Association may be formed, as the need arises, by decision of the Board of Directors.
- A9.04.** Duties of committees of the Association shall be specified in the bylaws.
- A9.05.** The president of the Association shall be an *ex officio* member of all committees and boards of the Association.
- A9.06** The Association shall seek to form partnerships where possible and practicable to further its purpose. Membership in other organizations, such as the New York State Federation of Lake Associations (NYSFOLA), should be encouraged.

Article 10.

BYLAWS

- A10.01.** The Association may adopt bylaws. No bylaw may conflict with this constitution.
- A10.02.** Bylaws may be adopted or amended at any legally called meeting of the Association with a quorum present by a majority vote of those voting members present and voting.
- A10.03.** Changes to the bylaws may be proposed by any voting member, provided that such additions or amendments be submitted in writing to the Board of Directors at least 30 days before a regular or special member meeting called for that purpose. The Board of

Directors shall notify the Association's members of the proposal with the Board's recommendations at least 14 days in advance of the member meeting. Notification may take place by mail or electronic means, as permitted by state law.

- A10.04.** Approved changes to the bylaws shall be published on the Association's website (or if no website exists, on its social media platform) by the secretary of the Association within 30 days of approval.

Article 11.

AMENDMENTS

- A11.01.** Amendments to this constitution may be proposed by at least 10 percent of voting members or by the Board of Directors. Proposals must be filed in writing with the Board of Directors 60 days before formal consideration by the Association at a regular or special Member Meeting called for that purpose. The Board of Directors shall notify the Association's members of the proposal together with the board's recommendations at least 30 days in advance of the meeting. Notification may take place by mail or electronic means, as permitted by state law.
- A11.02.** An amendment to this constitution, proposed under A11.01., shall:
- a. be approved at a legally called member meeting according to this constitution by a majority vote of those present and voting;
 - b. be ratified without change at the next member meeting by a two-thirds majority vote of those present and voting; and
 - c. have the effective date noted in the constitution.