

Certified to be a true and correct copy of the
By-Laws of the NEW YORK STATE
FEDERATION OF LAKE ASSOCIATIONS,
INC., adopted by the Board of Directors on
January 14, 1984, as amended through
September 2019.

Janet Andersen, Secretary

BY-LAWS

-of-

NEW YORK STATE FEDERATION OF LAKE ASSOCIATIONS, INC.

ARTICLE I

PURPOSES

The purposes for which this Corporation is formed are:

(a) To provide a clearinghouse for environmental expertise; to disseminate environmental information; to coordinate research; to educate; and to establish liaison with other environmental organizations, in order to promote the sound management, study, protection, preservation, enhancement and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.

(b) To utilize the net funds of the Corporation exclusively to carry out the foregoing purposes and to exercise all powers incidental to or connected with or appropriate to the carrying out of the foregoing purposes.

ARTICLE II

MEMBERS

SECTION 2.1 Classes of Membership. There shall be three classes of membership in the Corporation.

- (a) Association Members. The classification of Association Member shall apply only to not-for-profit clubs, organizations, corporations and associations dedicated to promoting the sound management, study, protection, preservation and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.
- (b) Individual Members. The classification of Individual Member shall apply only to individuals who are dedicated to promoting the sound management, study, protection, preservation and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.
- (c) Corporate Members. The classification of Corporate Member shall apply to for-profit corporations, partnerships, organizations and associations and to government agencies, departments or councils dedicated to promoting the sound management, study, protection, presentation and wise use of the lakes, rivers, streams, watersheds and shorelines of New York State.

SECTION 2.2 Dues. The schedule of minimum dues for each category of membership in the Corporation shall be set by the Board of Directors from time to time.

SECTION 2.3 Election of Members. Members may be elected as members of the Corporation by filing a written application with the President or Secretary together with payment of such dues as may be required for membership, upon an affirmative vote of a majority of the Board of Directors.

SECTION 2.4 Rights of Members. All categories of membership may participate in the activities of the Corporation and its committees. Individual Members and duly authorized representatives of the Association and Corporate Members may be elected to serve on the Corporation's Board of Directors, and any committee thereof, provided, that no more than one (1) representative of any Association or Corporate Member shall serve

Directors who are not parties to such proceeding or (ii) if such a quorum is not obtainable, or if obtainable, such a quorum so directs, by the Board of Directors upon the written opinion of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct has been met, or by the members upon a finding that such standard of conduct has been met.

SECTION 7.4 Contractual Article. 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 to such 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 7.5 Non-exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person covered hereby may be entitled other than pursuant to this Article. The Corporation is authorized to enter into agreements with any such person providing rights to indemnification or advancement of expenses in addition to the provisions therefore in this Article, and the Corporation's members and its Board of Directors are authorized to adopt, in their discretion, resolutions providing any such person with any such rights.

SECTION 7.6 Insurance. 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 7.7 Indemnification of Employees and Agents of the Corporation. 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 VIII

FINANCES

SECTION 8.1 Dividends, Etc. No part of the assets or net earnings of the Corporation shall be distributed to or inure to the benefit of any member, director or officer by means of dividends or otherwise except that reasonable compensation may be paid for services rendered to the Corporation.

SECTION 8.2 Bills, Notes, Etc. All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Corporation shall be made in the name of the Corporation and shall be signed by such officer or officers or such other person as the Board of Directors may from time to time designate.

ARTICLE IX

AMENDMENTS

The Board of Directors shall have the power to amend or repeal the By-Laws of the Corporation by a two-thirds (2/3) vote of the entire Board of Directors at any meeting of the Board. The By-Laws may also be amended or repealed by a two-thirds (2/3) vote of the members at the Annual Meeting or at any Special Meeting of the members called for that purpose.