BY-LAWS
of
THOMPSON'S LAKE IMPROVEMENT ASSOCIATION, INC.
as amended March 11, 2018

ARTICLE I.
Membership

1. Membership: Membership in the association shall be open to: (a) any owner of real property within one quarter mile of the shoreline of Thompson's Lake, (b) any person who is part of the immediate family of such owner and resides with such owner, and (c) any renter of real property within one quarter mile of the shoreline of Thompson's Lake who has rented such property for at least five (5) consecutive seasons; provided that an individual must be at least eighteen (18) years old to be a member. In these by-laws, "member in good standing" shall mean a member who has paid dues when due.

2. Member Properties: In these by-laws, the word "parcel" shall have the same meaning as in the Real Property Tax Law section 102, and the term "member property" shall mean any parcel of real property owned or occupied by one or more members of the association in good standing, or any contiguous set of parcels owned or occupied in common by one or more members of the association in good standing; provided that if separate dwellings are occupied by separate sets of individuals, those dwellings shall be regarded as separate member properties; and further provided that no vacant or unoccupied parcel shall be regarded as a separate member property if the owner of such parcel also owns another member property. The term "member property present" shall mean a member property represented at a meeting by at least one individual member in good standing in attendance.

3. Resignation:
Any member may withdraw from the association by giving written notice of such withdrawal to the secretary and such notice shall be presented by the secretary to the board of directors at the first meeting after the receipt of the same. If the fiscal year has commenced, the dues of such withdrawing member shall be payable to the association. If the notice of withdrawal is received before the commencement of the fiscal year, dues shall not be payable for any such ensuing fiscal year.

4. Suspension or Expulsions:
A member may be suspended for a period or expelled for a cause such as violation of any by-law or rule of the association or for conduct unbecoming a member of this association or for conduct prejudicial to the best interests of the association. Such suspension or expulsion shall be by a two-thirds vote of the board of directors, and a written statement of charges shall be delivered to the member under charges by personal delivery of said statement or by mailing the same by certified or registered mail addressed to the member's last known place of residence and delivered personally or mailed at least fifteen (15) days before final action is taken thereon. The statement of charges shall recite the time when and place where the board of directors will meet and the member under charges shall be given an opportunity to appear before the board of directors and present a defense.

ARTICLE II
Dues

1. Dues: Annual dues for membership shall be twenty dollars ($20) per member property, regardless of the number of individual members.

2. The annual dues are payable with the application for membership and thereafter annually on or before the date of the annual meeting. If an application for membership is refused or rejected the fee accompanying the application shall be forthwith returned to the applicant.

3• Arrears: Members who fail to pay their dues, subscriptions, or assessments within sixty (60*)* days from the time the same became due, may be notified by first class mail, by the secretary, and if payment is not made within the next succeeding sixty (60) days, may be reported to the board of directors as in arrears, and if so ordered by the board shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE III.
Meetings

1. Annual Meeting: There shall be an annual meeting of the association, on a date determined by the Board of Directors between June 15th and July 15th inclusive. The purposes of the annual meeting shall be the election of directors, receiving reports of officers, directors and committees and transaction of such other business as may properly come before the meeting. Notice of such annual meeting, signed by the secretary, shall be sent to each member by electronic mail or first class United States mail, or be hand-delivered to the member's Thompsons' Lake residence, at least 10 (ten) days before the time appointed for the meeting. The notice shall state the purposes for which the meeting is called and the date, time and place where it is to be held.

2. Special Meetings: Special meetings of the association may be called by the board of directors at its discretion. Upon the written request of members in good standing representing ten member properties, the board of directors shall call a special meeting to consider a specific subject. Notice of a special meeting shall be given in the same manner as for an annual meeting. No business other than that specified in the notice of special meeting shall be transacted at any special meeting.

3. Quorum: The presence in person of members in good standing representing one quarter of the member properties shall constitute a quorum for the transaction of business, except at a special meeting for the election of directors as provided in section 604 of the Not-for-profit Corporation Law, and except that a meeting for amendment of the by-laws shall require a quorum of members in good standing representing two-thirds of the member properties.

4. Voting: At any annual meeting or special meeting of the association, each member property present shall be entitled to one vote. All questions shall be decided by majority vote of the member properties present, except for questions for which the by-laws prescribe otherwise.

5. Order of Business: The order of business shall be as follows at all meetings of the association:
a. Ascertainment of a Quorum
b. Proof of Notice of Meeting or Waiver of Notice
c. Reading of the Minutes.
d. Receiving Communications
e. Reports of Committees
f. Election of Directors
g. Unfinished Business
h. New Business
Any questions as to the priority of the business shall be decided by the chair without debate. The order of business may be altered or suspended at any meeting by a majority vote of the member properties present. The president shall preside over and conduct the regular annual meeting or any special meeting, and in the president's absence the vice president shall preside. If neither the president or vice president is present, a chairperson pro tem shall be elected to preside over the meeting by a majority vote of the member properties present.

ARTICLE IV.
Directors

1. Number: The property, affairs, business and concerns of the association shall be vested in a board of directors consisting of at least three (3) and not more than seven (7) directors, provided however, that whenever the president, vice president, secretary or treasurer of the association shall not be an elected director, such officer shall be an ex officio director, with the right to vote. Every director must be at least eighteen (18) years old, must be a member in good standing, and must have been nominated by a member in good standing.

2. Election of Directors and Terms: The directors shall be elected at the annual meeting for a term of three (3) years each. Any director may be reelected for successive terms. The members of the board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

3. Duties: The board of directors shall have the power to hold meetings at such times and places as they may think proper; to admit members and expel members for cause; to appoint committees on particular subjects, such appointments to be made from members of the board or members of the association, or from both members of the board and members of the association; to audit bills and disburse funds of the association; to carry on correspondence; to publish articles and to print and circulate documents on the Thompson's Lake area, its lands and waters, and the use and control thereof; to seek the advice and assistance of town, county, state and federal officials, departments, bureaus and boards in the control of a proper, safe or adequate water level for Thompson's Lake, the prevention of flood in periods of high water, and the conservation of water in periods of excessively low water or drought; to seek to prevent danger to life or property in the use of the waters of the lake and to petition for proper and adequate police protection; to hire attorneys, technical and professional assistance, agents, servants and employees; and to devise and carry into execution such other measures as they may deem proper and expedient to promote the objects of the association and to best protect the interests and welfare of the members.

4. Meetings of the Board: A regular meeting of the board of directors shall be held immediately succeeding the annual election and the president may as he deems advisable or the secretary shall, at

the request in writing of three members of the board, issue a call for a special meeting of the board. Special board meetings shall be held on two days notice given personally or by electronic mail addressed to the last known address of each director receiving notice by mail. A special meeting of the board of directors may be held without any notice provided all members of the board in writing waive notice of such meeting.

5. Quorums: A majority of the members of the board of directors shall constitute a quorum for the transaction of all business. In the absence of the president, the vice president shall preside and in the absence of both the president and vice president the quorum present may choose a chairperson for that meeting. The chairperson may vote on all matters or business before the board and under consideration at the board meeting,

6. Vacancies: Whenever for any reason any vacancy shall occur in the board of directors, it shall be filled within sixty days by a majority vote of the remaining members at a special meeting of the board, and the person so chosen shall hold office as a director until the next annual meeting, or until the succeeding director shall have been elected and qualified,

ARTICLE V
Officers

1. Number: The officers of the association shall be a president, vice president, secretary and treasurer. The offices of secretary and treasurer may be combined as secretary-treasurer upon a majority vote of the directors present at a board meeting.

2. Method of Election: The board of directors shall elect all officers for a term of two years. The president, vice president, secretary and treasurer may be elected by the board of directors from among their own number or from the membership of the association.

3. Duties of Officers: The duties and powers of the officers of the association shall be as follows:

President

The president shall preside at the meetings of the association and of the board of directors and shall be a member ex-officio, with right to vote, of all committees except a nominating committee. The president shall perform such other duties as are necessarily incident to the office of president of the association.

Vice President

In case of the death or absence of the president or in case of the president's inability to act, the vice president shall perform the duties of president.

Secretary

It shall be the duty of the secretary to give notice of and attend the meetings of the association and all committees and keep a record of their doings, to conduct all correspondence and to carry into execution all orders and resolutions not otherwise committed; to keep a list of members of the association, to keep a list of official committees and their members and to keep the seal of the association. In case of the absence or disability of the secretary the board of directors may appoint a secretary pro tem.

Treasurer

The treasurer shall collect and receive the fees, annual dues and subscriptions and keep an account of all monies received and expended for the use and benefit of the association and cause to be prepared all forms, reports and tax returns required to be filed by the association. He shall deposit all monies received in a bank or trust company approved by the board of directors and make a report at the annual meeting. Funds may be drawn only upon the signature of the treasurer or the president. The funds, books and vouchers in the hands of' the treasurer shall at all times be subject to the inspection of the president. At the expiration of the treasurer's term of office, the outgoing treasurer shall within ten days deliver to the treasurer-elect all books, monies, records and other property of the association, or in the absence of a treasurer-elect then to the president. In case of the absence or disability of the treasurer the board of directors may appoint a treasurer pro tem. The office of secretary-treasurer may be held by the same person.

4. Bond of Treasurer: If the board of directors shall decide that the funds of the association in the hands of the treasurer are such as to require protection by bond, such security at the cost of the association, shall be given as the board may direct.

5. Vacancies, How Filled: All vacancies in any office shall be filled by the board of directors.

6. Compensation of Officers: The officers, directors and all committees of the association shall act without salary, fee or compensation.

ARTICLE VI
Committees

1. Appointment: The board of directors may, at any time appoint any committee on any subject relative to the purposes of the association from among the members of the board, or from among the regular members of the association, or both.

2. Committee Quorum and Voting: A majority of any committee of the association shall constitute a quorum for the transaction of business*;* provided, however, that any committee may by a majority vote decide otherwise and fix a different quorum. Voting in any committee shall be by individual members, unless the board of directors when appointing the committee specifies that voting therein shall be by member properties.

3. Committee Vacancies: In case a vacancy shall occur in the membership of any committee of the association, it shall be filled by action of the board of directors except that in case of a vacancy on a nominating committee, if any such committee be appointed, such vacancy shall be filled by a majority vote of the members of such nominating committee.

ARTICLE VII.
Seal

1. The seal of the association shall be in the usual form and merely contain the words: "Seal of the Thompson's Lake Improvement Association, Inc., incorporated 1956" on the face thereof.

ARTICLE VIII.
Amendments

1. Amendments of these by-laws may be recommended either by a majority of the whole board of directors (including any ex officio directors), or by petition of members representing at least ten member properties of the association. The adoption of such recommended amendments shall require a two-thirds vote of the member properties present at an annual or special meeting of the association, for which the meeting notice has included a statement of the proposed amendments. A repeal of these bylaws shall be considered an amendment under this Article.

These by-laws were adopted at the first annual meeting of the association held at the Albany Boys Club, Thompson's Lake, New York, on July 7, 1956. Amendments were adopted by the board of directors on July 14, 1956, August 6, 1979, August 7, 2008, June 14, 2017, and March 11, 2018.

George Christian
Secretary