

BY-LAWS
Of
SENECA LAKE PURE WATERS ASSOCIATION, INC.

ARTICLE I
MEMBERS

Section 1. Election of Members.

Members of the Corporation shall be those persons and corporations who support the purposed of the corporation who have paid the annual dues fixed by the Board of Directors within one (1) year pre-ceding the fortieth (40th) day before the date set for the annual membership meeting.

Section 2. Annual Meeting.

There shall be an annual meeting of the members of the Corporation each year for election of members of the Board of Directors and for receiving the annual reports of Officers, Directors, and Committees, and the transaction of other business. The annual meeting shall be held during the month of August at a date, time and place fixed by the Board of Directors. (Amendment 2/91 changing Annual meeting month from July to August)

Notice of such meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least ten (10) days, but not more than forty (40) days, before the time appointed for the meeting.

Section 3. Special Meetings.

Special meetings of the members may be called by the President or the Board of Directors. Upon written request of ten (10) members of the Corporation, the President shall call a special meeting to consider a specific subject. Notices for any special meeting shall be given in the same manner as for the Annual Meeting, and shall specify the purpose of the meeting. No business, other than that specified in the notice of meeting, shall be transacted at any special meeting.

Section 4. Quorum.

A quorum at meetings of the members shall consist of ten percent (10%) of the members as determined as of the date of the meeting, but a lesser number may adjourn from time to time to some future date not less that six (6), nor more than fifteen (15) days later, and the Secretary shall thereafter mail notice of adjournment at least three (3) days before the adjourned meeting to each member entitled to vote who was absent from the meeting adjourned.

Section 5. Proxies.

Every member of the Corporation entitled to vote at any meeting thereof may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the member executing the same.

Section 6. Majority Vote.

Except as otherwise provided by law, all elections and all questions coming before any meeting of the members shall be decided by a majority vote of the votes cast at the meeting.

Section 7. Dues.

The Board of Directors may determine from time to time the amount of the annual dues payable to the Corporation by members.

Section 8. Order of Business.

The order of business at the meetings of the members shall be as follows:

1. Reading of Minutes
2. Election of Directors at Annual Meeting or special meetings called for that purpose
3. Reports of Committees
4. Unfinished business
5. New business.

The order of business may be altered or suspended at any meeting by a majority vote of members present.

ARTICLE II

DIRECTORS

Section 1. Power and Number.

Management of the business, property, and affairs of the Corporation shall be vested in a Board of Directors of not less than ten (10) nor more than fifty (50) directors. The number of Directors shall be fixed and may be changed from time to time by the Board of Directors but no person shall be removed from the office of Director by reason of a reduction in the number of Directors until the expiration of his or her term. (Amendment 2/91)

Section 2. Meetings.

The Board of Directors shall hold its annual meeting in August immediately following the annual meeting of the members. Such annual meeting of the Board may be held without formal notice.

Regular meetings of the Board may be held without formal notice at such times and such places as the Board shall determine.

Special meetings of the Board shall be held upon the written request of the President or any two (2) Directors at the time and place stated in the respective notice thereof and, at such meetings, any business of the Corporation may be transacted. Meetings of the Board of Directors may be held at any place within the State of New York at such place as may be determined from time to time by the Board. Members shall be present in person or by telephone or other electronic means. (Amendment 2/91 changing meeting Annual meeting from July to August)

Section 3. Notice of Special Meeting.

Notice of each special meeting of the Board of Directors shall be served personally or by mail or telephone upon each Director at least one (1) day before the date of the meeting and shall state the time when and the place where the meeting is to be held.

Section 4. Waiver of Notice of Meetings.

Notice of any meeting of the Board of Directors may be waived in writing by any Director, either before or after the meeting.

Section 5. Consent of Directors Without Meeting.

Any action required or permitted to be taken by the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the Minutes of the proceedings of the Board or Committee.

Section 6. Appointment and Term.

Directors shall be elected by a majority of members of the Corporation present, in person or by proxy, at the annual meeting of the members or at a special meeting called for that purpose and shall hold office for terms of three (3) years, or until their successors are chosen and qualify. The terms of the Directors shall be staggered so that one-third (1/3) are elected each year. Vacancies occurring in the Board, for any cause, including an increase in the number of Directors, may be filled by the vote of a majority of the remaining Directors.

A Director may resign at any time and every Director shall be subject to removal, without cause assigned, by the vote of a majority of the remaining Directors.

Section 7. Quorum.

Five members of the Board of Directors shall constitute a quorum at any meeting of the Board, but fewer than a quorum shall have the power to adjourn any meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present. The act of a quorum, at any duly called meeting of the Board at which a quorum is present, shall be an act of the Board, except as may be otherwise specifically provided by law or herein. (Amendment 9/28/95)

Section 8. Annual Report.

The Board of Directors shall present annually a report, certified by the Treasurer, setting forth in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year
2. The revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes for the year immediately preceding the date of the report.
3. The expenses or disbursement of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report

The annual report of the Directors shall be filed with the Minutes of the annual meeting of the Board.

ARTICLE III
OFFICERS

Section 1. Officers.

The Board of Directors shall elect, from among the Directors, a President and one (1) or more Vice Presidents and shall also elect a Secretary and a Treasurer, neither of whom need to be Directors of the Corporation. The Board may also appoint such other officers, none of whom need to be Directors of the Corporation, as the Board may from time to time determine. Any two (2) or more offices, except those of President and Secretary, may be held by the same person.

Section 2. Powers of Officers.

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of members and at all meetings of the Board of Directors and shall be charged with the administration of the business and affairs of the Corporation, subject to the direction of the Board of Directors.

The Vice President or, if there be more than one, the Vice Presidents, in the order of seniority in office, shall, in the absence of the President, perform the functions and have the powers and duties of the President. The Vice President or Vice Presidents shall have such other powers and perform such other duties as may from time to time be prescribed by the President or the Board.

The Secretary shall keep the Minutes of all meetings of the Board and of the members of the Corporation, shall have custody of the seal of the Corporation and shall affix the same to documents when authorized so to do. The Secretary shall perform all other duties usual to that office.

The Treasurer shall be the custodian of the funds and securities of the Corporation and shall cause to be prepared and shall certify the annual report and shall perform all the duties customary to that office. Such checks or drafts, as may be necessary for the conduct of the affairs of the Corporation, shall be signed by the Treasurer or such other officer or officers of the Corporation as may be authorized from time to time by resolution of the Board of Directors. The Treasurer shall give bond for the faithful performance of the duties of his office if the Board of Directors shall so direct.

The other officers of the Corporation shall have the powers and perform the duties that usually pertain to their respective offices or as may from time to time be prescribed by the Board.

Section 3. Compensation of Directors and Officers.

No Director or officer of the Corporation shall receive, directly or indirectly, any compensation or other payment from the Corporation, unless authorized by the concurring vote of two-thirds (2/3) of all the Directors then in office and in no event shall any compensation or payment be paid or made, except reasonable compensation for services actually rendered or reimbursement for disbursements actually incurred.

Section 4. Election of Officers.

The elected officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board. Vacancies shall be filled at any regular or special meeting of the Board. All officers, whether elected or appointed, shall hold office until the next Annual Meeting of the Board and until their successors shall have been elected and shall have qualified, unless removed from office prior thereto by action of the Board. The power of removal is hereby granted to the Board. (First amended for officers to hold office for two years 4/1991) (9/26/96 Amended Section, Reducing officers' terms from 2 years to one year)

Article IV Committees

Section 1. Executive Committee.

There shall be an Executive Committee consisting of the elected officers of the Corporation and the Executive Director (Amendment 9/28/95 changing previous "There shall be an Executive Committee consisting of three (3) additional members of the Board chosen by the Board of Directors..."). The Executive Committee is empowered during the intervals between the meetings of the Board of Directors to exercise all of the powers of the Board of Directors in the management of the business, properties and affairs of the Corporation except the election of officers and directors and the amendment of these By-Laws. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the vote of a majority of those present shall carry all questions. The Executive Committee may adopt its own rules as to notice of and order of business at any meeting.

Section 2. Committees.

The Board of Directors shall have power to appoint, from time to time, from among its members such committees as it may deem necessary or desirable for the performance of its duties or to delegate to such committees such powers as the Board deems necessary or desirable. The Board of Directors shall also have power to appoint, from time to time, such advisory committees (members of which need not be Directors or members of the Corporation) as it may deem necessary or advisable to assist or advise the Board with respect to the performance of its duties.

Article V Indemnification

Section 1.

To the fullest extent permitted by law, the Corporation shall indemnify each natural person, or if deceased, his personal representative made or threatened to be made a party to any action or proceeding, civil or criminal, including an appeal therein against the reasonable expenses, attorney's fees, judgments, fines and amounts paid in settlement thereof if such person is made or threatened to be made a party by reason of the fact that he or his testator or intestate is or was: (1) an officer, director or employee of the Corporation, or (2) an officer, director or employee of or served in any capacity in any other corporation, partnership, joint venture, trust or other enterprise, at the request of this

Corporation, or (3) the occupant of a position or a member of a committee or board or a person having responsibilities under federal or state law, who was appointed to or served in or assumed the responsibility of such position or to such committee or board or at the request or direction of the Board of this Corporation, provided only that such person acted in good faith for a purpose which he reasonably believed would be in the best interest of the Corporation or in the case of service for any other corporation or any partnership, joint venture, trust or other enterprise, not opposed to the best interests of this Corporation, and, in criminal proceedings, had no reasonable cause to believe that this conduct was unlawful.

Section 2. Insurance

The Corporation may purchase insurance to protect itself against the indemnity assumed by this Section. The Corporation's obligations under this Article shall be reduced by the amount of any insurance which is available to any such person whether such insurance is purchased by the Corporation or otherwise. The right of indemnity created herein shall be personal to the officer, director, employee, or other person and their respective legal representatives and in no case shall any insurance carrier be entitled to be subrogated to any rights created herein.

Article VI

Gifts to the Corporation

Section 1. Form.

All moneys, and properties given, devised or bequeathed to the Corporation and the income therefrom shall be funds, assets, and income of the Corporation, as such terms are used herein or in the Certificate of Incorporation, whether given, devised, or bequeathed directly to the Corporation or to a bank or trust company for the Corporation.

Section 2. Refusal of Gifts.

The Corporation shall refuse or renounce all grants, gifts, devises, bequests, and legacies, the acceptance of which would cause it to be treated as other than a charitable organization duly qualified under Section 501 (c) 3 of the Internal Revenue Code of 1954 or any similar section in any subsequent federal tax law.

Section 3. Reservation of Powers by the Corporation.

All grants, gifts, devises, bequests and legacies of the Corporation are made and accepted subject to all the terms, restrictions, requirements and powers contained in these By-Laws and the Certificate of Incorporation, as such documents may be amended, whether before or after the making of such grants or the like, and the donor or testator, by making such grant or the like and in consideration of the acceptance thereof by the Corporation, accepts and agrees to such terms, restrictions, requirements and powers.

Section 4. Grantor's Directions.

A grantor may, with respect to a grant or the like to the Corporation, give directions:

(a) as to the field of charitable purposes or objects for which the gift is to be held and used, and

(b) as to whether such gift shall be a permanent fund or whether both principal and income may be utilized by the Corporation.

The Corporation will use its best efforts to follow the directions of the grantor and to carry out his or its intent and purposes and all gifts to the Corporation are made and accepted subject to the provisions of Section 3 of this Article VI of these By-Laws and the power and duty of the Directors:

(a) to modify any such directions, restrictions, or conditions if the distribution of funds for the specified charitable purposes becomes, in the sole judgment of the Directors, unnecessary, or incapable of fulfillment.

Article VII

Miscellaneous

Section 1. Fiscal Year.

The fiscal year of the corporation shall end on May 31st of each year. (Amended 4/1991 changing end of fiscal year from December 31 to May 31)

Section 2. Seal.

The seal of the Corporation shall be circular in form and shall contain the name of the Corporation, the year of incorporation and the state of its incorporation.

Article VIII

Amendments

Section 1. Amendments.

These By-Laws may be added to, amended, or repealed in whole or in part, by the vote of a majority of the Board of Directors, at any meeting thereof at which a quorum is present, provided that written notice of the proposed addition, amendment, or repeal shall have been given to each Director in the notice of such meeting.

Adopted October 25, 1990

Amendments noted in body (ME Balyszak) 6 as noted