

# PEQUAWKET LAKE PRESERVATION ASSOCIATION

## BY-LAWS

(Revised Changes Adopted July 2010)

### ARTICLE I

#### NAME and CORPORATE SEAL

- A. The name of this Corporation is PEQUAWKET LAKE PRESERVATION ASSOCIATION.
- B. It shall have a Corporate Seal bearing the inscription, Pequawket Lake Preservation Association “Maine” Incorporated 1995.
- C. The fiscal year shall be from June 1<sup>st</sup> up to and including May 31<sup>st</sup>.

### ARTICLE II

#### MISSION STATEMENT

The purpose and mission of the Pequawket Lake Preservation Association (PLPA) is to represent the interests of the residents and property owners on Pequawket Lake and its surrounding watershed. To this end, The PLPA will continually monitor, protect, and preserve the lake’s water quality along with the surrounding watershed ecosystem. The PLPA will create and nurture a community of lake and watershed stewards, occupants, and visitors; being always mindful that human interests and concerns need to be balanced when considering our natural environment.

### ARTICLE III

#### MEMBERSHIP

##### Section I FULL MEMBER

Any person at least twenty-one (21) years of age and owning property on Pequawket Lake may, and is encouraged to, become a Full Member of the Pequawket Lake Preservation Association (hereinafter referred to as “the Association” or “PLPA”)

- A. If one (1) member of an immediate family is a Full Member of the Association, then membership status, obligations, and privileges shall be extended to all members of that Full Member’s immediate family. (Immediate family shall be defined as spouse, children, and grandchildren who are at least twenty-one (21) years of age.)

- B. Any person at least twenty-one (21) years of age and not owning property on Pequawket Lake may become a Full Member of the Association upon approval of at least two-thirds (2/3) of the membership at the annual meeting. Such individuals cannot hold office in the Corporation but can vote.

Section II      ASSOCIATE MEMBER

Any other person at least twenty-one (21) years of age and not owning property on Pequawket Lake may become an Associate Member, but their membership does not entitle them to vote at the Association's meetings or to hold office. Associate Members shall be elected by the Officers.

ARTICLE IV

DUES

Section I      AMOUNT

Membership in the Association shall require the payment of annual dues. The amount of annual dues to be paid shall be recommended by the Board of Directors and approved by two-thirds of the voting members at the annual meeting. This membership shall be in effect from June 1st up to and including May 31<sup>st</sup> of the following calendar year.

Section II      NON-PAYMENT OF DUES

Members who have not paid dues for the current fiscal year shall not have the right to vote, serve on committees, or to hold office until said dues are paid. For the purpose of voting, dues must be paid up.

ARTICLE V

ANNUAL MEETINGS

Section I      TIME AND PLACE

There shall be at least one (1) annual meeting of the Association each year. This annual meeting shall be held at a date, time, and location determined by the Officers and Board of Directors. The meeting will take place on the Saturday preceding or following the Fourth of July weekend, or a Saturday as near as possible to either one of these days. The starting time will be in the morning of the determined Saturday, and the location will be arranged by the Board.

Section II      NOTIFICATION

Notification of the date, location and time of the annual meeting shall either be posted on the Association's website, sent to all members in the Association's annual mailing, or via any other reasonable method. Direct mailing will be the preferred method of notification.

### Section III PURPOSE FOR MEETINGS

Election of the Officers and the Board of Directors; presentation of annual reports by committees and Officers; proposed By-Law changes/addendums; and an accounting by the Treasurer shall occur at the annual meeting.

### Section IV SPEAKERS

The President shall have the authority to allow or deny a non-member from speaking at any Corporation meeting. The President cannot deny any member the right to speak. He may, however, set a time limit for speakers on any one subject matter.

### Section V QUORUM

A quorum shall consist of at least twenty (20) percent of the paid membership. This applies to either the annual meeting and/or special meetings.

### Section VI VOTING

Voting privileges apply only to paid Full Members, their co-owners, and/or spouses/significant others.

However, if an Officer or Board member determines an issue to be voted on to be controversial or will have a significant impact, only paid Full Members of the Association are entitled to vote. In the event that the Full Member of a family cannot attend the meeting, his one (1) vote can be exercised by another family member in attendance.

### Section VII PROXIES

Any Full Member entitled to a vote may vote by proxy. The proxy must be in writing (excluding email) and must be made available to the Board prior to the start of the meeting.

### Section VIII ORDER OF BUSINESS

Topics for the order of business shall be at the discretion of and set by the President and/or the Board of Directors. At a minimum, the order of business for the annual meeting shall include:

- A. Attendance
- B. Verification of time and method of notification for the meeting
- C. Reading and approval of the minutes from the previous meeting
- D. Treasurer's report
- E. Water quality report

- F. COLA (Congress of Lake Associations) updates
- G. Committee reports
- H. Town of Limington updates/correspondences impacting the Association
- I. New business

## ARTICLE VI

### SPECIAL MEETINGS

#### Section I AUTHORITY TO CALL SPECIAL MEETINGS

Special meetings of the Association may be called from time to time as deemed necessary. Said meetings may be called by the President, a majority of the Board of Directors, or requested by 1/20 of the membership entitled to vote.

#### Section II TOPICS

Special meetings shall be called to consider specific issues. No business other than that specified in the notification to all members for that meeting shall be discussed and/or transacted upon at said special meeting.

#### Section III TIME AND PLACE

Notification of the date, time, and location for the special meeting shall be given in the same manner as the annual meeting.

## ARTICLE VII

### OFFICERS

#### Section I TERM LIMITS AND DUTIES

The Officers of the Association shall include the following: President, Vice President, Secretary, and Treasurer. They must be members in good standing; i.e. their dues are paid in full. Officers will hold a three (3)-year term and can be elected to a second three (3)-year term. Officers will hold office during their term (s) until their successors are elected, they resign, or are dismissed by a majority vote of the Board.

Members of the immediate family should not be in office simultaneously, unless no other nominations are made at the annual meeting and voted upon. Such appointments will be temporary until the next annual meeting wherein the position shall be filled pursuant to terms herein. In the case of two (2) immediate family members holding office, only one (1) family member will be eligible to run for a second three (3)-year term. Every attempt will be made to find new Officers to replace immediate family members. In the event that no replacement

candidate is nominated, the immediate family member may be re-elected for a second and subsequent one (1)-year term, not to exceed a total of six (6) years.

- A. **President:** The President shall preside over the meetings of the Association and the Board of Directors. The President shall also be a voting member of all committees. The President shall also communicate to the Association or the Board of Directors such matters and make suggestions as may tend to promote the prosperity, welfare and effectiveness of the Association. The President shall perform such other duties as necessary and pertinent to the office of President of the Association. His expenditure authority shall be determined by a majority vote of the members.
- B. **Vice President:** In case of absence, incapacity, inability to act, or death of the President, the Vice President shall perform the duties of the office of the President until the next annual meeting. The Vice President should monitor and/or represent the Association in matters relating to the MOY-MO-DA-YO Recreation Committee and any other Town of Limington activity/actions that may have an impact on Pequawket Lake.
- C. **Secretary:** It shall be the duty of the Secretary to give notice to members of all Association meetings and keep the minutes of said meetings. The secretary shall also keep the membership records, voting records, and conduct correspondence on behalf of the Association. (This does not include maintaining the PLPA website.)
- D. **Treasurer:** It shall be the duty of the Treasurer to keep an accounting of all money received and disbursed on behalf of the Association. The Treasurer shall also receive and keep records of funds received on behalf of the Association and deposit funds into an account approved by the Board of Directors. Funds deposited into investment and savings accounts will be directed by the Board of Directors. The Treasurer shall be required to immediately produce an accounting of all financial records upon the request of the Board of Directors. Funds may be dispersed from the Association account (s) only upon authorization and signature of the President, unless it is an annual-occurring expense or previously authorized by the membership. This includes, but is not limited to, water testing, State of Maine Corporation fees, COLA annual dues, and annual meeting expenses, up to \$200 per expenditure. The treasurer will keep all vouchers, statements, and pertinent financial records for a minimum period of seven (7) years.

## Section II NOMINATION AND ELECTION

All Officers of the Association shall be elected by the members of the Association. Elections shall take place at the annual meeting, and the term of office for all Officers shall be three (3) years. Nominations for candidates shall be presented to the Board of Directors before the annual meeting, if at all possible. The Board of Directors shall have the right to screen potential candidates for holding office, and may make their recommendations to the membership at the annual meeting. Nominations can also be made by the membership at the annual meeting.

## Section III VACANCIES

The Board of Directors shall fill all vacancies as soon as practical. Such appointments shall be temporary until the next annual meeting wherein the position shall be filled pursuant to terms herein.

#### Section IV DUTIES AND POWERS OF OFFICERS

Except as otherwise provided specifically above, all Officers shall have the authority and obligation to carry out their duties to the best of their abilities, and to promote the purpose and mission statement of the Association.

#### Section V SUCCESSION PLANNING

The Vice President will automatically become a candidate to replace the President at the end of the President's term. Other Officer replacements will be recruited among the membership. All Officers have the right to be voted into a different office after their term is completed. They can be voted into a previous office in which they have served after vacating that office for a minimum of three (3) years.

### ARTICLE VIII

#### BOARD OF DIRECTORS

##### Section I COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors will consist of the current Officers. The President of the Association will serve as the President of the Board. Out-going Officers will automatically serve on the Board for a three (3)-year term. Additional Board members needed will be nominated and approved by a majority vote of the membership at the annual meeting. Members of the Board shall be members in good standing; i.e. having their dues paid in full.

##### Section II NUMBER OF DIRECTORS

There shall be a minimum of seven (7), but no more than ten (10), members on the Board of Directors. The Board of Directors may exceed ten (10) members at the discretion of the President or the Board of Directors, and only upon a majority vote of the members present at the annual or special meeting.

##### Section III DUTIES

The Board of Directors (hereinafter the "Board") shall have the power to:

- A. Hold meetings at such times, frequency, and locations as the Board deems necessary; however, the Board shall meet at least two (2) times per calendar year.
- B. Suspend or expel members, Officers and Board members. Suspension or expulsion will require a two-thirds (2/3) vote of the Board.

- C. Create committees and appoint committee chairpersons.
- D. Audit bills and payments.
- E. Discuss, advise, and carry out other measures, actions or activities as deemed appropriate in conjunction with the mission of the Association; and support the best interests of the Association.

#### Section IV TERM AND ELECTION

Each member of the Board shall serve a three (3)-year term, and can be re-elected without regards to term limits. Election or re-election of Board members shall occur at the annual meeting.

#### Section V VACANCIES

If a Board member is unable to complete his/her term and, as a result, the number of Board members falls below the minimum of seven (7) members required, then a new Board member shall be elected at the next annual meeting or special meeting to complete the remainder of the term. If the remainder of the term is less than one (1) year, a new Board member may be appointed by a majority of the existing Board to complete the term.

#### Section VI QUORUM

A minimum of five (5) members of the Board must be present at the meeting for the Board to conduct business.

#### Section VII SCHEDULE FOR MEETINGS

The President of the Board of Directors shall schedule meetings of the Board at such times, frequency, and locations as deemed necessary. However, the Board shall meet at least two (2) times per calendar year. Voting on an individual issue, which does not justify holding a formal meeting, may be permitted by telephone, U. S. mail, email, or other electronic communication. Notification of Board meetings to the general membership shall not be required.

### ARTICLE IX

#### COMMITTEES

##### Section I CREATION

From time to time the Board of Directors may create committees to deal with issues faced by the Association or to further promote the goals and mission of the Association. Creation of a Committee may be at the request of any member or Officer. Committees can be formed either by majority vote of the members in attendance or by majority vote of the Board of Directors.

## Section II COMMITTEE MEMBERSHIP

Whenever a Committee is created, members of said Committee shall be approved by, and serve at the pleasure of, the Board of Directors. Committee members can be at large and do not have to be members of the Association.

## Section III FUNDING

If a Committee requires funding to carry out its purpose or objectives, said funding must be requested from the Board of Directors. Funding will be approved by a majority vote of the Board and shall not exceed \$1,000 without prior majority vote of the membership.

## ARTICLE X

### DISPOSAL OF ASSETS

If (in accordance with Title 13-B, Chapter 11 of the Maine Non-Profit Corporation Act) the Association is to be terminated, the assets shall be deposited into a trust account. If the PLPA does not apply for reinstatement with the Secretary of State before the end of six (6) years, the last members of the Board of Directors, who can be located, shall have the authority to transfer or convey all assets to a non-profit organization(s) engaged in activities on Pequawket Lake similar to those of the PLPA. If no such organization exists at the time, monetary assets shall be donated to the Maine Congress of Lake Associations (COLA); and the deed to the property, known as the dam property, shall be transferred to the Town of Limington.

## ARTICLE XI

### AMENDMENTS TO THE BY-LAWS

The Association By-Laws may be amended, repealed, or altered in whole or in part by a majority vote of the Association members present at the annual meeting or by proxy. Any proposed alterations must be communicated to members at least ten (10) days prior to the annual meeting.

Any change to expenditure limitations or annual dues may be modified by majority vote at the annual meeting without prior notification.

## ARTICLE XII

### OTHER ISSUES

All other issues not covered in these By-Laws shall be controlled by the State of Maine Non-Profit Corporation Act, Title 13-B and Robert's Rules of Order.