

# MASCOMA LAKE ASSOCIATION

## BYLAWS

### ARTICLE I. General

**Section 1. Name.** The name of this Association, formerly Mascoma Lake Community Association, henceforth shall be Mascoma Lake Association, hereinafter referred to as “the Association”.

**Section 2. Mission.** The objectives of the Association are to protect Lake Mascoma and its environment, promote the responsible and sustainable enjoyment of the Lake by all its users, and to educate the public on issues related to these objectives.

**Section 3. Limitation of Methods.** The Association shall be nonprofit, nonpartisan, nonsectarian, and nonpolitical. No substantial part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by IRC 501c(3)), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.

### Article II Membership

**Section 1. Eligibility.** Membership in the Association shall be open to any individual or family that subscribes to the objectives of the Association.

**Section 2. Application.** All applications for membership shall be signed by the applicant, and accompanied by the payment of one year’s dues.

**Section 3. Dues.** The annual calendar year membership dues shall be established from time to time by action of the Board of Directors.

**Section 4. Forfeiture.** A person in arrears on yearly dues shall forfeit membership, but may be readmitted on payment of the current year’s dues.

### Article III Meetings

**Section 1. Voting.** Any individual member may cast only one vote on any question called to a vote. Although only one (1) dues payment per family is required for membership, two (2) adult persons 18 years of age or older per family membership are entitled to vote at any and all duly called meetings of the Association. A member must be present at the meeting at the time a vote is called in order to vote. No member may vote by proxy or absentee ballot. All votes shall be counted by a show of hands or by paper ballot at the discretion of the moderator or by the request of 10 or more members. Any act by a majority of the members present and entitled to vote shall be an act of the membership, unless otherwise specified by these Bylaws.

**Section 2. Annual Meeting.** The Annual Meeting of the Association shall be held in July of each year at a date specified by the Board. The Board shall cause notice of the date, time, and

place of such Annual Meeting to be issued by the Secretary and sent to each member not less than thirty (30) days prior to the date of said Annual Meeting. The agenda shall include election of officers and directors, discussion of projects, member concerns, and an educational program.

**Section 3. Special Meetings.** Special meetings may be called at any time by order of the Board or by its President or upon written request of any fifteen (15) members in good standing. Notice of the date, time and place, and specific purpose of such meeting shall be issued by the Secretary and sent by mail to each member not less than thirty (30) days prior to the date of the meeting. Copies of the minutes of any Annual or Special Meeting shall be mailed to any member upon written request to the Secretary.

**Section 4. Quorum.** Twenty-five (25) members in good standing shall constitute an official quorum for any regular or special meeting of the Association.

## Article IV Board of Directors

**Section 1. Authority.** Subject to directives of annual and special meetings and these Bylaws, the Board of Directors (“the Board”) shall have authority over the activities and assets of the Association.

**Section 2. Composition.** The Board shall include the President, the other duly elected officers, the immediate past-president, and no less than five (5) or more than ten (10) other members

**Section 3. Election.** At the annual meeting the Nominating Committee shall nominate one or more members for each vacant position on the Board. Additional nominations of members present and willing to serve shall be taken from the floor. The nominees shall be members in good standing.

**Section 4. Terms of Office.** Directors are elected for three year terms and shall serve until the annual meeting in the year of the expiration of their term, except that at the annual meeting following the adoption of these Bylaws one-third of the directors shall be elected for terms of one year, one-third for terms of two years, and one-third for terms of three years.

**Section 5. Vacancies.** Any director who misses three consecutive meetings without cause may, at the discretion of the Board, be removed from office. In the event of a vacancy on the Board, the President, with approval of a majority of the Board, may appoint a replacement to serve until the next Annual Meeting.

**Section 6. Compensation.** Each board member shall serve only for the charitable and educational purposes of the Association and shall serve without compensation.

**Section 7. Regular Meetings:** A regular meeting of the board of directors shall be held within thirty (30) days of the annual meeting. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at a public meeting place.

**Section 8. Special Meetings:** Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at a public meeting place.

**Section 9. Notice:** Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his or her home address, or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

**Section 10. Quorum:** A majority of the duly elected directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book.

**Section 11. Rules.** Robert's Rules of Order shall govern meetings of the board of directors

## **ARTICLE V Officers**

**Section 1. Officers.** The officers of the Association shall be: President, Vice President, Secretary, and Treasurer, and such other officers as the membership may vote.

**Section 2. Election, Tenure, and Qualifications.** The officers shall be nominated and elected by the members at the annual meeting from among the duly elected directors, and each shall serve as officer and director concurrently, except that the term of office of officers is one year. Upon resolution of the Board the Nominating Committee shall nominate for election other officers.

**Section 3. President.** The President shall be the presiding officer of the Association; shall call and preside at all meetings of the Association and the Board; shall appoint the chairs of all committees and serve as ex-officio member of all committees with the exception of the nominating committee; shall report to the membership at the Annual Meeting and shall represent the Association as chief executive officer at other organizations or gatherings

**Section 4. Vice President.** The Vice President shall assist the President in all ways and in specific assignments as designated by the President; and shall perform all the duties of the President in his/her absence.

**Section 5. Secretary.** The Secretary shall maintain a complete record of the proceedings of the Association at its Annual Meeting and all meetings of the Board; issue notices of meetings to the membership; and conduct all correspondence of the Association not cared for by committees or other officers. The Secretary shall maintain safe storage for all non-financial records or other valuable papers submitted to his/her care.

**Section 6. Treasurer.** The Treasurer shall collect and accurately record the annual dues of the membership; be responsible for all funds of the Association; maintain bank accounts and safe storage for all financial records, securities or other valuable papers submitted to his/her care;

disburse funds and pay all bills upon receipt of proper invoices and upon approval of the Board or President; Submit to the Board as requested, and for each annual period, a statement of the financial condition of the Association summarizing all receipts and disbursements for the period being reported. The Finance and Audit Committee shall approve annual period statements for presentation by the Treasurer at the Annual Meeting.

**Section 7. Vacancies.** Any officer may be removed by a 2/3 vote of the Board of Directors. A vacancy among the officers may be filled by a majority vote of the Board of Directors until the next annual meeting.

## **ARTICLE VI Committees**

**Section 1. Committees.** The standing committees of the Association shall be: Nominating, Membership, Activities, Water Quality, Invasive Species, Communication, and Finance and Auditing. The President may appoint such other committees as may seem advisable or necessary, after consultation with the Board, to carry out special functions of the Association. Such committees shall be discharged upon completion of their special function or assignment. If their function or assignment is not completed within an annual period the Board shall review the work and status of such committees.

**Section 2. Nominating Committee.** It is the duty of this committee to select nominees who are members in good standing and willing to serve for all officer and Board positions. It shall prepare a list of officer and board nominees to be voted on at the Annual Meeting. No officer shall serve on the nominating committee.

**Section 3. Membership Committee.** This committee shall maintain a complete and current roster of the membership of the Association, showing names and addresses (both summer and winter) of each member. It shall check members in to the annual and special meetings and verify their dues paying status. It shall develop and pursue a plan for recruitment of new members and offer advice to the Board on retention of members.

**Section 4. Activities Committee.** This committee shall be responsible for developing, planning, obtaining approval of the Board and placing in effect all activities of a social, sports, or general interest nature not specifically within the jurisdiction of/or assigned to the Board or other committees.

**Section 5. Water Quality Committee.** This committee shall represent the Association at meetings and public hearings relating to zoning, sanitation, subdivision ordinances, pollution sources, and changes in land use, which might affect water quality. It shall monitor water quality, fish and wildlife habitat and water levels. It shall offer proposals to the Board regarding land use, water quality and management of the fishery.

**Section 6. Invasive Species Committee.** In co-operation with state and local authorities, this committee shall devise and execute plans for the control of invasive species. It shall maintain and operate the barge and other equipment owned by the Association for this purpose. It shall recruit and supervise volunteer divers and weed watchers. It shall offer proposals to the Board to maintain a high level of alert among the membership and to encourage boating practices conducive to control of invasive species.

**Section 7. Finance and Audit Committee.** Prior to the end of each fiscal year this committee shall prepare a budget for the ensuing fiscal year and present it to the Board for

approval. It shall offer proposals to the Board for fund raising activities and shall organize such activities. It shall annually audit the financial records of the Association. The Treasurer shall not be a member of this committee.

**Section 8. Communications Committee.** This committee shall prepare publicity releases for the Association and shall edit the newsletter and manage the website. It shall send out notice of annual dues by May 1 of each year or as soon thereafter as possible.

## **Article VII Miscellaneous Provisions**

**Section 1 Fiscal Year.** The Fiscal Year shall be the calendar year.

**Section 2. Financial Commitments.** The Board may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Association. No officer or director shall obligate the Association financially beyond the limits of the items in the approved budget, except as approved by the Board.

**Section 3. Indemnification.** The Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

**Section 4. Conflict of Interest.** Any possible conflict of interest on the part of any member of the Board, officer or employee of the corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member or officer exceeds five hundred dollars (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000.00) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the newspaper is required. The Minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area.

## **ARTICLE VIII- Adoption and Amendments to these Bylaws**

These Bylaws may be adopted or amended by a majority vote of the members in attendance at the annual meeting or special meeting called for that purpose. By-laws and amendments to the Bylaws must be summarized in the notice for the meeting at which they are to be voted on.

## **ARTICLE IX – Dissolution**

The Board of Directors, by a two-thirds affirmative vote, may recommend that the Association be dissolved and that a plan of dissolution be prepared for presentation to the membership. At a meeting called to consider the question of dissolution a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. In a subsequent vote a majority of members present and entitled to vote may approve the plan of dissolution.

## **Certification**

These Bylaws were adopted by The Board of Directors of The Association, meeting on this \_\_\_\_ day of \_\_\_\_ 20\_\_

\_\_\_\_\_  
*Secretary*