

# **West Pond Association By-Laws - 2010**

## **ARTICLE 1 – NAME**

1.1 The name of the voluntary association shall be called the "West Pond Association, Inc.", hereinafter referred to as "the Association" or "WPA."

## **ARTICLE 2 – PURPOSE**

2.1 The Association is formed to promote the protection and enhancement of the water quality of West Pond and to preserve its ecological, economic, recreational and aesthetic value.

2.2 WPA will work closely with the other organizations that share this purpose and will coordinate its activities in order to minimize duplication of efforts.

## **ARTICLE 3 – OBJECTIVES**

3.1 Foster a partnership for the mutual benefit of individuals and organizations concerned with lake and watershed improvement and protection.

3.2 Promote and provide a forum for sharing of information and experiences on scientific, administrative and financial aspects of lake and watershed management.

3.3 Assist in the development and execution of lake restoration and protection programs in accordance with appropriate management strategies and techniques by using education, political action and volunteerism.

3.4 Encourage support and development of local, state and national programs promoting lake and watershed management.

## **ARTICLE 4 – MEMBERSHIP**

4.1 All property owners on West Pond and those with a legal "right of way" to West Pond can be members of the WPA by paying dues and registering with the Membership Committee. Each WPA household is allowed one vote.

4.2 Non-watershed property owners may join the Association, as "Associate Members", by paying dues and registering with the Membership Committee. These members shall have all the rights and privileges of membership with the exception of voting and holding office.

4.3 The membership shall consist of those individuals and organizations whose interests are consistent with the purpose and objectives of the Association.

4.4 The annual dues of the Association shall be established by the Officers and approved by the membership. The dues are payable by July 31<sup>st</sup> for the ensuing calendar year.

4.5 Membership dues shall be reviewed as needed by the Officers and any recommended revisions to the dues structure shall be put before the Association members.

4.6 Special Assessments may be levied by majority vote at any Annual or Special meeting of the membership

4.7 Any member, all dues and assessments having been paid, may withdraw or resign by notice in writing to the Secretary, but all members who cease to be members for any reason, lose all the rights and privileges of membership and waive all claims against WPA.

## **ARTICLE 5 – OFFICERS**

5.1 The Association will be governed by three Directors and three Officers, who shall have full power to manage the affairs of the Association to accomplish its purpose and objectives, subject to the specific conditions of these Bylaws. The officers shall be a President, a Vice President, a Treasurer and Three (3) Directors voted on by the membership.

5.2 The Officers will be elected in July and will take office on July 31st following their election. The term of each Officer is open until replaced.

5.3 The President shall have general supervision of the affairs of the Association. He shall preside at all meetings of the Association. He shall appoint the members of all Committees, and may serve as an ex-officio member of any and all Committees. He shall see that all Bylaws and any rules and regulations as may be adopted by the Association are enforced. He shall execute all contracts and other instruments, which shall have been first approved by the Officers.

5.4 The Vice Presidents primary role is to perform the duties of the President in case of his absence or inability to attend the duties of the office. In addition, the VP will play an integral role in negotiating / executing all contracts for the Association.

5.5 The Secretary shall keep the minutes of the Association meetings and shall maintain all permanent records of the Association. The Secretary will also play an active role in the communication of information throughout the Association.

5.6 The Treasurer shall collect and manage the funds of the Association to support its objectives and projects, prepare an annual report for the Association membership to review.

5.7 If an Officer can no longer fulfill their duties, a replacement may be made by the power of the existing Officers for the remainder of the vacated term.

5.8 A Nominating Committee shall nominate the Officers for the Association membership to elect. Nominations for Officers for the following year shall be received from the Nominating Committee and delivered to the President 45 days before the annual meeting. The Officers shall submit a ballot of its nominations to the membership of the Association for election. The Officers may nominate one or more candidates for each office to be filled and each candidate must be a voting member of the Association.

5.9 Officers shall be elected by a plurality vote of the Association members voting.

5.10 Additional nominations for Officers may also be made from the membership by entering the name of a "write-in" candidate in the space provided on the official ballot.

5.11 The Officers shall strive to achieve the objectives of the Association. Each Officer shall be responsible for preparation and presentation of pertinent lake and watershed management topics for Association consideration, and shall act upon the business of the Association in a thoughtful and conscientious manner. Officers are expected to take an active role in the promotion and development of

the Association. They should engage in planning and carefully consider the long-run future, purpose and objectives of the Association.

5.12 An Officer may be recalled by a two-thirds (2/3) vote at any Annual or Special Meeting, provided that written notice has been sent to members at least ten (10) days in advance of the meeting date.

5.13 No two members of the same household shall serve as Officers during the same term of office.

## **ARTICLE 6 – COMMITTEES**

6.1 Standing committees of the Association shall be: the Fund Raising Committee, the Membership Committee, the Nominating Committee, the Education Committee, and other such committees as the Officers may see fit to establish. Committee membership is appointed by the Officers and shall include a cross-section of the Association. Any Association member may request to serve on any committee. Members of the Standing Committees and other established committees shall serve for two (2) years and shall be eligible for reappointment. Each committee shall elect their own chairperson.

6.2 The committee appointment process is as follows: In between the annual meeting in July and the next meeting, the President-Elect should appoint members to the open positions on the Standing Committees.

6.3 The primary purpose of the Lake Education Committee is to inform and educate the membership about water quality issues and the activities of the Association. A newsletter and educational meetings are two of the key ways to achieve this task

6.4 The Membership Committee 1) encourages members to actively pursue the purpose and objectives of the Association, 2) promptly (within 30 days), meets and welcomes new members of the watershed, gives them a special newsletter about lake management techniques and invites them to participate in the Association and 3) maintains a listing of names, mailing addresses, phone numbers and email addresses of the members of the Association.

6.5 Each committee shall provide a status report of their activities at each meeting of the Association.

6.6 No committee may expend Association funds without authorization by the Treasurer and the President.

## **ARTICLE 7 – COMPENSATION**

7.1 The Officers and Committee members shall serve without pay, but may be reimbursed actual expenses while conducting Association business, providing that these expenses receive prior authorization from the President.

## **ARTICLE 8 – MEETINGS OF THE ASSOCIATION**

8.1 An annual meeting of the Association shall be held in July, at a time and place approved by the Officers. The Secretary will give at least thirty (30) days notice of the annual meeting to the Association membership.

8.2 Special meetings can be called by the President upon written petition of not less than ten (10) Association members, or may be called, when in the opinion of the President, there is business which should be brought before the membership for action prior to the next regular meeting. No business may be transacted at a special meeting other than that stated in the petition. The Secretary should attempt to give at least seven (7) days notice of all special meetings to the Association membership.

8.3 There will be (1) meeting in the Fall of the officers and Directors, to review the current year and plan for the following year.

8.4 All actions (motions, resolutions, elections, etc) voted on by the Association membership requires that a quorum of Association members vote. Five (5) percent of the Association members are necessary to form a quorum. Unless specified otherwise, actions voted on by the Association require a simple majority (greater than 50%) of the Association members voting in order to pass. If a vote is tied then the President shall cast the deciding vote.

8.5 Absentee voting will be permitted for registered members. Members wishing to vote absentee should give a written note to one of the Officers prior to the regular vote. The note should indicate that they wish to absentee vote, indicate what issues (or elected positions) they are voting on and how (for or against) they would like to vote. The Officers will then present the absentee ballot for inclusion in the vote count when the issue (or election) is voted on by the general membership.

8.6 All meetings of the Association shall be conducted in accordance with "Robert's Rules of Order".

#### **ARTICLE 9 – LAKE ASSOCIATION CALENDAR**

9.1 The fiscal year of the Association shall begin on July 1st and end on June 30th of each year.

9.2 The Association will have one (1) Annual Business meeting each year.

9.3 The new Officers and Committee Members shall begin their new terms on July 31st. The outgoing Officers and Coordinators of the various committees should provide a year-end report of the activities completed, still in progress and the success of those activities. Additionally, the incoming President should outline their objectives for the Association for the next year.

#### **ARTICLE 10 – DISSOLUTION**

11.1 In the event of the dissolution of this Association, its assets shall be given to the Town of Parsonsfield.

#### **ARTICLE 11 – LIABILITY**

12.1 It is implicitly understood that the Association assumes no responsibility or liability for the well being of any member or representative of a member attending, managing, or participating in meetings or any other functions of the Association.

12.2 No Officer, former Officer nor any authorized agent of the Association shall be liable in any manner to the Association or any persons or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Officer or agent in good faith, if they exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs.

#### **ARTICLE 13 – AMENDMENT**

13.1 These By-Laws may be amended by majority vote of the membership at any Annual or Special Meeting, provided that written notice has been sent to members at least ten (10) days in advance of the meeting date.

## **ARTICLE 14 – ENABLING CLAUSE**

14.1 These By-Laws shall become effective as soon as adopted.