

Bylaws of the Belgrade Lakes Association

Belgrade Lakes, Maine

Article I: NAME & PURPOSE

The name of this Association shall be the Belgrade Lakes Association [“Association” or “BLA”]. Founded in 1908, it was incorporated in 1919 as a private nonprofit Association under the laws of the State of Maine. Its purpose shall be to protect and improve the watershed of Great Pond and Long Pond through preservation, education, and community action. The Association shall be located in the town of Belgrade, Kennebec County, Maine.

Article II: MEMBERSHIP AND MEETINGS OF MEMBERS

1. **Eligibility:** Any person interested in the purpose of the Association may apply for membership and shall be admitted to membership upon payment of one year’s dues. A Member in good standing is defined as one who has paid his or her dues.

2. **Duties and Privileges:** Members in good standing are entitled to all the benefits and privileges associated with their membership. Only Members in good standing are entitled to vote at meetings of the Association, serve as Directors or Officers, or serve on a committee.

3. **Dues:** The annual dues for Members shall be set by the Board of Directors based on the needs of the Association and are payable no later than June 30.

4. **Annual Meeting:** An annual meeting of the Members shall take place during the months of July or August each year, the specific date, time and location of which shall be designated by the Board of Directors. At the annual meeting the Members shall elect Directors, receive reports on the activities of the Association, and conduct any other business permitted or required by law.

5. **Special Meetings:** Special Meetings may be called by the Board of Directors. A special meeting may also be called by a petition signed by 5 percent of the Members.

6. **Notice of the Member Meetings:** Notice of Member meetings shall be delivered to all Members of record not less than 10 nor more than 50 days before the date of the meeting.

6. **Quorum:** A quorum for voting purposes at any meeting of the membership shall be 20 Members or proxies, present at the time of the meeting. A majority vote shall prevail.

7. **Proxies:** If any Member is unable to attend any meeting of the Association he/she may designate in writing some Member as his/her proxy to attend the meeting in his/her stead and cast his/her vote.

8. **Poll of membership by mail:** The Board of Directors may put questions to the membership by mail or email if it is determined that this would be in the best interest of the Association. The Board of Directors will announce its position on questions posed.

Article III: BOARD OF DIRECTORS

1. **Responsibilities:** The management and administration of this Association shall be entrusted to a Board of Directors consisting of at least fifteen (15), but no more than twenty-one (21), persons. The Board of Directors shall define, establish and maintain such policies and procedures as are necessary for the efficient and effective operation of the Association. The Board of Directors shall have and may exercise all powers allowed to nonprofit Associations under the laws of the State of Maine and applicable federal laws, except as may otherwise be limited by the provisions of these bylaws and the Articles of Incorporation.

2. Nomination and Election: An *ad hoc* nominating committee consisting of at least three (3) Board Members shall be established for the purpose of developing a slate of Board Members to be presented to the Board for their approval by a majority vote no less than 45 days prior to the annual meeting at which time the membership will vote on the persons nominated to the Board of Directors. The President will appoint the chair of this committee; the chair will choose its members. All nominees must be a Member in good standing.

2. Meetings: Regular meetings of the Board shall be held at a time, date and location to be determined by the Board of Directors in October for the following calendar year. A person may be deemed present at a Board of Directors meeting when participating in person, by conference telephone or other medium as approved by the Board. Notice of regular meetings shall be provided to all Directors at least seven (7) days prior to the meeting. Special meetings may be called by the President, or upon petition of any two officers of the Association or one-third of the Directors, on not less than 24 hours notice to all Directors.

3. Term: Each Director may serve consecutive terms of three (3) years and remain on the Board until replaced. The Board may implement a system of staggered terms for Directors whereby approximately one-third of Directors may be elected by the Members at each annual meeting.

4. Quorum, Voting and Use of Electronic Means: A quorum will exist when one-half of the Board of Directors is present. A majority vote shall prevail on all matters to be voted on by the Directors present unless the by-laws otherwise provide. To the fullest extent permitted by law, the Board of Directors and committees may conduct business by electronic means, including but not limited to notices to Members and Directors.

5. Vacancy: In the event of a mid-term vacancy on the Board of Directors the seat may be filled by the Board of Directors. The term of any Director so elected by the Board shall end at the next annual meeting of the membership at which time such Director may run for election by the Members.

6. Removal: Any Director may be removed from the Board for due cause by a vote of two-thirds of the Directors, provided that such Director shall be given at least seven days notice of the proposed removal and the reasons therefore, an opportunity to be heard at the meeting, and the notice of the proposed removal shall be given in the notice of the meeting. Any Officer may be removed by the Board using like procedures.

7. Financial Compensation: Board Members receive no compensation other than for reasonable expense except by a majority vote of the Board.

Article IV: OFFICERS

1. **Officers:** The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer.

2. **Term:** The term of each office shall be for three years or until a successor is elected. Officers are elected for one (1) three (3) year term and may be reelected for one additional 3-year term.

3. **Election:** Officers shall be elected at the meeting of the Board of Directors immediately following the Annual Meeting of Members. The person then serving as President shall automatically become Immediate Past President upon election of a new President. All officers shall be elected by a majority of the Directors present in person. Officers may be elected for two consecutive terms. In the event of a vacancy in any office, the Board may fill that vacancy at any regular meeting

4. **Officer Duties:** The President shall be the chief executive and administrative officer of the Association and preside over all Board meetings and may attend all committee meetings. The Vice President(s) shall have and exercise all the powers of the President in the absence or disability of the President, and have other duties as the President may describe. The Secretary shall keep an accurate record of the meetings of the Association, the Board of Directors and the Executive Committee; shall give notice of Association, Board and Executive Committee meetings; tend to all correspondence designated by the Board; and shall ensure an accurate record of Board Member names, addresses and email addresses. The Treasurer shall keep the accounts and have charge of the funds of the Association, and render an account of the financial condition of the Association at each meeting of the Board and at the annual meeting. To the extent that the Board of Directors determines that an independent audit of the BLA's accounts is necessary or appropriate, the Treasurer, and at least one other Board Member chosen by the President, shall oversee such audit. The Secretary and the Treasurer shall also oversee filing of all appropriate government reports and forms.

Article V: FINANCES

1. **Finances:** All corporate funds shall be deposited in banks designated by the Board of Directors. The President, Vice President or treasurer shall sign corporate checks.

2. **Execution of Documents:** When authorized by the Board of Directors or these bylaws, the President and/or Treasurer shall execute all documents on behalf of the Association.

3. **Budgets:** at least once a year, the Board of Directors shall approve a budget for the Association for the subsequent fiscal year. Such budget may be amended during any fiscal year as the Board sees fit.

4. **Non-recurring capital expenses** over \$3000 must be approved by a majority of the Board of Directors.

4. **Fiscal Year:** The fiscal year, for the BLA, shall be the calendar year.

Article VI: COMMITTEES

1. **Executive Committee:** The Executive Committee may act on behalf of the Board of Directors between regular meetings of the Board. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, immediate past President and one other Member as appointed by the Board.

2. **Standing Committees** may be: Communications, Development, Education, Finance, Membership and Water Quality. The President shall appoint all committee chairs. Standing committee members are required to be Members in good standing. Standing Committees shall report to the full Board.

3. **Additional Standing and Ad Hoc Committees:** The Board of Directors may from time to time and for terms as they may see fit, create additional Standing Committees and appoint *ad hoc* committees as deemed necessary to implement the purposes of the Association.

4. **Advisory Committee:** Members in good standing may be invited by the Board to serve on an Advisory Committee for a term of one year, subject to automatic renewal for up to a total of three years.

Members of this committee will be encouraged to attend Board and Standing Committee meetings, but shall not have a vote in either.

ARTICLE VII: INDEMNIFICATION

1. **Indemnification:** The Directors, officers, employees, and agents of the Association shall not be individually or personally liable for the debts or obligations of the Association and shall be indemnified by the Association against all financial loss, damage, cost, and expense (including attorney's fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding, claim, or investigation in which they may be involved by reason of any action taken or omitted to be taken by them in good faith as a Director, Officer, or employee of the Association.

2. **Prudent Care:** Indemnification is subject to the condition that a majority of a quorum of the Board of Directors comprised of those Directors who are not parties to such action, suit, proceeding, claim, or investigation, or if there be no such quorum, independent counsel selected by a quorum of the entire Board of Directors, shall be of the opinion that the person requesting indemnification acted in good faith and in the reasonable belief, under the circumstances, that his or her actions were in the best interests of the BLA, or that such person took or omitted to take such action in reliance upon advice of counsel for the Association or acted on information furnished by an officer or employee of the Association and accepted in good faith by the person seeking indemnification.

3. **Benefit:** The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any Director, Officer or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board of Directors.

4. **Insurance.** The Association shall procure insurance covering the Directors, Officers, and any agents of the Association against any liability incurred in such capacity or arising out of his or her status as such.

Article VII: BYLAW AMENDMENTS

1. **Procedure:** These bylaws may be amended by a two-thirds majority of the Board of Directors. Any proposed amendments must be submitted to the President and Secretary to be sent out with regular Board announcements. Proposed changes may be presented to the Board by any member of the Board at least 20 days prior to any vote being taken.