

# MERRYMEETING LAKE ASSOCIATION

## New Durham, New Hampshire

### BYLAWS

As amended and adopted on August 5, 2017

#### **Article I. The Organization**

- 1.1 **Name.** The name of this voluntary organization is the “Merrymeeting Lake Association,” hereinafter also referred to as “the MMLA” or “the Association.”
- 1.2 **Nonprofit and Tax-exempt Status.** The MMLA is organized as a domestic nonprofit corporation under New Hampshire RSA 292. The MMLA also is classified as a tax-exempt public charity under Section 501(c)(3) of the Internal Revenue Code.

#### **Article II. Mission and Objectives**

- 2.1 **Mission.** The mission of the Merrymeeting Lake Association is to preserve and protect the innate beauty, pristine quality, integrity, and value of Merrymeeting Lake and its surrounding watershed, with the goal of conserving this irreplaceable natural resource for future generations.
- 2.2 **Objectives.** The Association exists for the betterment of the lake and for the enjoyment of inhabitants in and around the Merrymeeting Lake watershed. The MMLA strives to be a supportive, influential organization in the town of New Durham and state of New Hampshire.

#### **Article III. Membership**

- 3.1 Membership in the Association shall be open to all persons residing in, using, or interested in the area contiguous to Merrymeeting Lake, New Durham, New Hampshire.
  - A. **Voting Members.** Voting members must be 18 years or older. Each distinct parcel of property in the Merrymeeting Lake watershed with a habitable dwelling shall be entitled to two (2) voting members per paid membership. Voting members shall include lifetime members in accordance with Article 3.1.C. Each voting member shall be entitled to only one vote on all matters submitted to a vote of the members.
  - B. **Associate Members.** The Board of Directors, hereinafter also referred to as “the Board,” may adopt such rules or policies as it deems appropriate governing the admission of persons or businesses as associate members. Associate members shall not be entitled to vote or hold office.
  - C. **Lifetime Members.** The Board of Directors may appoint lifetime members to honor a person for exceptional long-time service to the MMLA or the lake. Lifetime members shall have their dues waived for life and be entitled to all rights and privileges of a voting member for life.
- 3.2 Annual dues for voting members and associate members of the Association shall be set by the Board of Directors. Payment of dues is requested well in advance of the annual meeting.
- 3.3 A voting member shall be deemed a member in good standing if said member has paid the current year’s dues and is not in default of any rules and regulations promulgated pursuant to these Bylaws.
- 3.4 Any voting member as described in Article 3.1, who fulfills the requirements for membership as described in Article 3.3, has full rights of membership in the Association, including:
  - A. the right to vote at all general membership meetings of the Association;
  - B. the right to hold elective and/or appointive office in the Association; and
  - C. the right to serve on committees of the Association.

- 3.5 The term of membership in the MMLA shall be for the current fiscal year of the Association in which the annual dues are paid (January 1 to December 31).

#### **Article IV. Officers**

- 4.1 The officers of the Association shall be president, vice-president, secretary, and treasurer. A member may not simultaneously hold more than one officer position, with the exception that the same member may hold the positions of secretary and treasurer simultaneously. Procedures for the nomination and election of officers are set forth in Article 8.

#### 4.2 Powers and Duties of Officers

- A. **President.** As the chief executive officer of the Association, the president shall preside over all meetings of the Association and its Board of Directors, and, with approval of the Board, shall appoint any committees necessary to accomplish the objectives of the Association. He/she shall be an *ex officio* member of all committees of the Board.

The president may sign deeds, mortgages, leases, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed.

In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The president shall not vote as a member of the Board, except in the case of a tie in any matter voted on by the Board. In that event, the president shall cast a vote, and such vote shall be a tie-breaking vote and determine the issue being decided.

- B. **Vice-President.** The vice-president shall act in the stead and place of the president whenever the president is absent or unable to discharge his/her duties. The vice-president shall be encouraged to succeed the president in office, subject to the Association's nomination and election procedures.
- C. **Secretary.** The secretary shall issue notices of meetings of the Association and Board of Directors, record action minutes of all meetings of the Association and the Board, and attend to all organization correspondence. The secretary also shall maintain all records of the Association in the approved digital or other format for sharing and passing along information.
- D. **Treasurer.** As the chief financial officer of the Association, the treasurer shall hold the funds of the Association and disburse them upon appropriate authorization by the Board of Directors. He/she shall keep accurate accounts of receipts and disbursements and report at each meeting of the Board. The treasurer shall present the annual financial report to both the Board and the membership, as well as file all necessary reports required by state and federal agencies. The treasurer shall prepare and send a membership dues notice each year, with a goal of no later than April 30. He/she shall be responsible for collecting annual dues from renewing and new members, and well as for maintaining an up-to-date membership database.

#### 4.3 Terms and Term Limits

- A. The terms of office for the president, vice-president, secretary, and treasurer shall be for two (2) years.
- B. Term limits for the offices of president and vice-president shall be three (3) consecutive terms, with the provision that an individual can hold the same office after a one-term break. The offices of secretary and treasurer shall have no term limits.
- C. Officers shall assume their duties immediately upon election. Terms run from annual meeting to annual meeting.
- D. At the expiration (or termination, if earlier) of his/her term, each officer shall deliver to his/her successor all books, records, documents, monies, and other property of the Association that are in his/her possession.

- 4.4 Expenses. Officers shall receive no compensation but shall be entitled to apply for reimbursement of expenses for organization business in accordance with association policy.
- 4.5 Vacancy. The Board has the authority to replace any officer in the event that the officer resigns, dies, or otherwise is unable to fulfill his/her duties. The newly appointed officer shall serve until the next annual meeting. Approval requires a majority vote by the remaining Board members at a meeting.
- 4.6 Removal from Office. An officer of the Association may be removed for misfeasance, malfeasance, or nonfeasance, at the absolute discretion of the Board of Directors, by a three-fourths (3/4) vote of the Board members at a meeting, excluding for such purpose the vote of the officer with respect to whom removal is contemplated.

## **Article V. Board of Directors**

- 5.1 Members of the Board of Directors shall be the president, vice-president, secretary, treasurer, immediate past president according to Article 5.3.C., and twelve to fourteen (12-14) directors. Procedures for the nomination and election of directors are set forth in Article 8. All reasonable efforts shall be made to assemble a Board of Directors that represents all geographical areas surrounding Merrymeeting Lake.

### **5.2 Powers and Responsibilities of the Board of Directors**

The Board of Directors shall promote the wise use of the lake's shoreline and watershed among the membership in order to protect and conserve the lake's water quality for future generations. With responsibility for management of the Association, the Board shall administer the affairs of the Association; carry out actions approved by the members of the Association; and, in the interim between meetings of the membership, meet at the call of any one (1) of the officers or of any three (3) directors to consider and take such action as the Board deems advisable, provided such action would be in the best interests of the Association and its members.

A. The primary duties of the Board of Directors shall be to:

1. determine the annual dues required for membership in the Association;
2. hold at least one general membership meeting of the Association each fiscal year and prepare an agenda for each meeting in accordance with Article 7.2;
3. suggest policies, programs, and events for consideration by the membership;
4. propose a slate of candidates for election to the Board and/or as officers of the Association at the MMLA Annual Meeting in accordance with Article 8.2;
5. confirm nominations for vacancies occurring on the Board, including officers and directors, in accordance with Article 4.5 and Article 5.10;
6. approve the appointment of committee members and nomination of committee chairs;
7. establish policy for disbursement of funds and authorize payment of approved expenses;
8. approve nonbudgetary expenses over \$500;
9. authorize an annual, independent review of the Association's financial records, and;
10. remove officers and directors from the Board in accordance with Article 4.6 and Article 5.11.

B. Powers not delegated to the officers of the Association shall be vested in the Board of Directors.

### **5.3 Terms and Term Limits**

A. Director terms for the Board of Directors shall be for one (1) year.

B. Directors on the Board of Directors shall serve without term limits.

C. The immediate past president of the Association shall become a voting member ex-officio of the Board for one (1) year following his/her term of office, unless elected to another officer position with full Board membership.

- D. Directors shall assume their duties immediately upon election. Terms run from annual meeting to annual meeting.
  - E. At the expiration (or termination, if earlier) of his/her term, each director shall deliver to his/her successor all books, records, documents, and other property of the Association that are in his/her possession.
- 5.4 Meetings. The Board of Directors shall meet as often as necessary, but not fewer than four (4) times each fiscal year, to transact business at the call of any one (1) of the officers or any three (3) of the directors. At least two (2) of these meetings shall be face to face.
- 5.5 Agenda and Notification of Meeting
- A. All directors shall be notified via email or U.S. mail of all meetings at least fifteen (15) days in advance. In an emergency, this 15-day requirement may be reduced by a majority vote of the Board of Directors.
  - B. An agenda setting forth the order of business for each Board meeting shall be prepared in advance by the president.
  - C. Directors who notify the president in advance of a meeting may be excused without prejudice from the meeting. The president must give reasonable consideration to each request.
- 5.6 Quorum. A majority of the directors then in office shall constitute a quorum for any meeting of the Board of Directors. The president shall be included for purposes of the determination of a quorum but shall not vote as a member of the Board, except in the case of a tie in any matter voted on by the Board. In that event, the president shall cast a vote, and such vote shall be a tie-breaking vote and determine the issue being decided. Attendance at meetings need not be in person and may be via speaker phone, conference call, or other technology as long as all attending directors are able to hear and communicate with each other directly.
- 5.7 Rules of Procedure. All decisions shall be by majority vote of the members of the Board of Directors in attendance at a duly called meeting of the Board, unless otherwise specified in these Bylaws. All business shall be conducted by rule of the chair subject to a challenge from the floor. In the event of any challenge, "Robert's Rules of Order, Revised" shall be the authority of the Association.
- 5.8 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors at a meeting alternatively may be decided by written, signed consent of three-fourths (3/4) of the entire Board of Directors, provided that a full written description of the proposed action has been previously provided to all members of the Board for consideration. For purposes of this provision, email responses sent by Board members, using "reply-all" mode, shall serve as sufficient evidence of written consent. The action so decided shall become effective once a three-fourths (3/4) written approval is achieved, unless the consent request specifies a different effective date, and shall be recorded along with the Association's regular meeting minutes. A signed consent has the effect of a meeting vote and may be described as such in any document of the Association.
- 5.9 Expenses. Directors shall not receive any compensation but shall be entitled to apply for reimbursement of expenses for organization business in accordance with association policy.
- 5.10 Vacancy. The Board of Directors has the authority to replace any director in the event that the director resigns, dies, or otherwise is unable to fulfill his/her duties. The newly appointed director shall serve until the next annual meeting. Approval requires a majority vote by the remaining Board members at a meeting.
- 5.11 Removal from Office. Directors who cease to be members in good standing, who fail to attend two or more meetings during their term without being excused by the president, or who do not otherwise actively participate, may be replaced by a majority vote of the remaining Board members at a meeting.

## **Article VI. Committees**

- 6.1 To promote and fulfill the mission of the Association, the Board of Directors may appoint one or more committees to oversee various operational areas such as, but not limited to, lake preservation, water testing, lake hosting, membership, marketing, and special events.
- 6.2 The president, with the approval of the Board of Directors, shall appoint the chair and members of each committee. The president shall be *ex officio* member of all committees.
- 6.3 The term of each committee member shall be for one (1) year and expire at the annual meeting. Committee members shall be subject to reappointment in accordance with Article 6.2.
- 6.4 Each committee may submit a written summary of its activities and accomplishments to the Board prior to the annual meeting for presentation to the membership, as appropriate.
- 6.5 Committee chairs shall be entitled to apply for reimbursement of expenses for organization business in accordance with association policy.

## **Article VII. Association Meetings**

- 7.1 The Board of Directors shall hold at least one (1) general membership meeting each year, which shall be the MMLA Annual Meeting for the purpose of conducting Association business and for electing directors and/or officers of the Association. The annual meeting shall be on a Saturday or Sunday immediately preceding, during, or following the Fourth of July weekend, or, as circumstances may dictate, on another summer weekend day. The president or the Board of Directors also may call other general membership meetings of the Association. Meetings shall be held in an adequate facility for the accommodation and comfort of members.
- 7.2 **Meeting Notification and Agenda**
  - A. Members shall be notified of all meetings at least fifteen (15) days in advance. Communication methods include, but are not limited to, email, U.S. mail, the Association's website, and/or sign boards. In an emergency, this 15-day requirement may be reduced by a majority vote of the Board.
  - B. An agenda setting forth the order of business for each membership meeting shall be prepared in advance by the Board of Directors.
- 7.3 **Quorum**. A quorum for any general membership meeting shall be twenty (20) percent of the members in good standing on December 31 of the previous fiscal year.
- 7.4 **Rules of Procedure**
  - A. The presiding officer shall judge the qualifications of the voters, receive the votes cast, and declare the voting results.
  - B. The presiding officer may, at his/her discretion, call a vote on any question by a voice vote, show of hands, show of voter cards, or secret written ballot. A majority of the voting members in attendance also may compel a secret-ballot vote by a show of voter cards on a motion to that effect that was duly offered and seconded.
  - C. All business shall be conducted by rule of the chair subject to a challenge from the floor, and all decisions shall be by majority vote, unless otherwise specified. In the event of any challenge, the presiding officer shall decide questions raised concerning proper parliamentary procedure in accordance with "Robert's Rules of Order, Revised."

## **Article VIII. Nominations and Elections**

- 8.1 In order to qualify for nomination as an officer or director, a candidate must be a member in good standing of the Association according to Article 3.3. Any candidate for the offices of president and vice-president must have served a minimum of one (1) year on the Board of Directors prior to his/her election. No previous Board experience shall be required of candidates for the offices of secretary and treasurer.
- 8.2 Prior to the annual meeting, the Board of Directors shall prepare a list of eligible and willing candidates to serve as directors, striving to achieve board composition that is representative of all geographical areas around the lake.

At the MMLA Annual Meeting, the Board of Directors shall propose the slate of officers, identifying those up for election or re-election. The Board also shall present a proposed slate of at least 12 directors. If additional director slots remain, members of the Association shall be invited to volunteer or nominate individuals from the floor. These candidates shall briefly speak to their interest, experience, and skills. Should the number of volunteers and/or nominations exceed the number of open director seats, members shall vote on each candidate, with the names of those receiving the most votes to be included on the proposed slate of directors. The officer and director slates shall be approved by a majority vote of the membership.

- 8.3 Officers shall be elected for terms of two (2) years and directors for terms of one (1) year by a majority vote of the membership at the annual meeting.

## **Article IX. Finance and Administration**

### 9.1 Fiscal Year

- A. The fiscal year of the Association shall be from January 1 to December 31.
- B. The treasurer shall initiate an annual review of the Association's financial books to be performed by an independent certified public accountant within ninety (90) days of each fiscal year-end. The final report shall be distributed to the officers and directors upon completion.

### 9.2 Annual Dues

- A. A membership dues notice, prepared by the treasurer, shall be sent to association members each year, with a goal of no later than April 30. A membership invitation, prepared by the treasurer, may be sent to non-members as determined by the Board.
- B. The treasurer shall accept annual dues for the calendar year through December 31. Membership dues shall be applied for the calendar year in which they are received.

### 9.3 Treasury

- A. The funds of the Association shall be disbursed by the treasurer for proper expenses of the Association, as approved by vote of the Board of Directors or the members.
- B. All checks and drafts on the funds of the Association shall be signed by a person or persons designated by the Board.
- C. The Board of Directors may require that more than one person signs checks or drafts in excess of an amount established by policy. All banks and other financial institutions holding funds of the Association shall be furnished with copies, certified by the treasurer, of any policy adopted pursuant hereto.

- 9.4 Expense Authorization. No officer, director, or committee chair shall commit the Association to the payment of any money in excess of the amount established in Article 5.2.A.

- 9.5 Property. Use of any property of the Association shall require the permission of the president with the consent of a majority of the Board of Directors present at a duly called Board meeting, with such consent not to be

unreasonably withheld. Such permission may be granted on a case-by-case basis or generally in accordance with policies specified by the Board.

9.6 Compliance.

- A. The treasurer shall ensure compliance with all procedures required to maintain the Association's nonprofit status.
- B. The Association shall comply with all applicable local, state, and federal laws and regulations with respect to its operations.

**Article X. The Amendment Process**

- 10.1 A proposal to amend these Bylaws may be initiated by the Board Directors or by written petition of thirty (30) percent of the Association's voting members.
- 10.2 These Bylaws may be amended by a three-fourths (3/4) vote of the Board of Directors at a meeting, provided that the amendment text shall have been made available at least fifteen (15) days prior to such meeting; or by a two-thirds (2/3) vote of the voting members present at any general membership meeting of the Association, provided that the amendment text shall have been made available at least fifteen (15) days prior to such meeting.
- 10.3 An official copy of these Bylaws, as amended from time to time, shall be filed by the secretary with the official records of the Association and shall be made available to association members via appropriate communications technology.
  - A. Upon the adoption of any amendment, it shall be incorporated into these Bylaws, deleting any old matter and adding any new matter.
  - B. The secretary shall make such changes in the numbering of articles and sections, or in references to articles and sections, as may be required at any time to incorporate such amendments so that these Bylaws will appear in their fully amended and restated form.

**Article XI. Limitation of Liability and Indemnification**

- 11.1 Limitation of Liability. The members, directors, and officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Association shall look only to the funds and property of the Association for the payment of any such contract or claim or for the payment of any debt, damages, judgment, or decree, or any money that may otherwise become due or payable to them from the Association.
- 11.2 Indemnification. The Association shall fully indemnify each of its officers, directors, and committee members from and against all liabilities and expenses imposed upon or incurred by such person in connection with any action or proceeding to which he or she may be made a party arising out of any act or failure to act while serving in his or her official capacity as officer or director or committee member of the Association acting within the scope of his or her authority. No indemnification, however, shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any action or proceeding not to have acted in good faith in the reasonable belief that his or her conduct was in or not opposed to the best interests of the Association.

For purposes herein, the term "expenses" includes, but is not limited to, legal fees and costs; the term "liability" means any obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding; and the term "proceeding" means any threatened, threatening, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

- 11.3 Insurance. The Board of Directors may authorize, by a majority vote of the Board of Directors at a meeting, the Association to purchase and maintain insurance on behalf of any person who is or was an officer, a director, and/or a member of a committee of the Board of Directors, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, and/or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of Article 11.2.

## **XII. Conflicts of Interest and Pecuniary Benefit Transactions**

- 12.1 Duty to Disclose and Voting Requirements. Any possible conflict of interest on the part of any member of the Board of Directors or officer of the Association 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 or transaction before the Board of Directors.

Where the transaction involving an officer or a board member exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a calendar year, then a two-thirds (2/3) vote of the Board of Directors at a meeting approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a calendar year, then a two-thirds (2/3) vote of the Board of Directors at a meeting approving the transaction and publication of a legal notice in a newspaper of general circulation in the community in which the Association's principal office is located both are required, together with a written notice to the Director of the Charitable Trust, of the New Hampshire Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made, and that the interested Board member and/or officer, and that all other Board members and officers with any pecuniary benefit transaction with the Association during the same calendar year, were all absent during both the discussion and the voting on the transaction.

Every new officer and member of the Board of Directors shall be advised of this requirement upon entering the duties of his or her office and shall sign a statement acknowledging, understanding of, and agreement with, this policy.

The foregoing provisions are intended to assure compliance with the requirements of New Hampshire RSA 17:9-a.

- 12.2 Other Statutory Requirements. The Board of Directors will comply with all requirements of New Hampshire law dealing with pecuniary benefit transactions including, but not limited to, New Hampshire RSA 7:19-a and New Hampshire RSA 292:6-a, and all such laws are incorporated fully into and made a part hereof. These requirements include, but are not limited to, absolute prohibition of any sale or lease (for a term greater than five years) or conveyance (other than a conveyance pursuant to a donation to the Association) of real estate from an officer or director without the prior approval of the probate court with requisite jurisdiction. These requirements extend to both direct and indirect financial interests, as defined by the Revised Statutes of New Hampshire.

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