

MERRYMEETING LAKE ASSOCIATION
New Durham, New Hampshire

Mission Statement

“It is the mission of the MMLA to assist residents and the town of New Durham and to protect the beauty, integrity and value of Merrymeeting Lake for the future generations as the irreplaceable resource that it is. It is MMLA’s goal to be a credible, professional and influential factor in the town of New Durham and the state of New Hampshire.”

BYLAWS

As adopted and amended through June 29, 2002

Article I. Name of Association

- 1.0 The name of this voluntary Association shall be called the “Merrymeeting Lake Association”, herein after referred to as “the Association” or “MMLA” or “MM Lake Association”, a not for profit organization incorporated under the laws of the state of New Hampshire.

Article II. Objectives

- 2.0 The Association is formed for the furtherance and betterment of the safety, health, welfare, and enjoyment of the inhabitants of the Merrymeeting Lake watershed area. The Association is dedicated to the mission of preserving the natural beauty and pristine water quality of Merrymeeting Lake.

Article III. Membership

- 3.1 Membership in this 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 MM Lake watershed that has an inhabitable dwelling located on it shall be entitled to appoint two (2) Voting Members. Each Voting Member shall be entitled to only one vote on all matters submitted to a vote of the members. Voting Members are entitled to all rights available to any class of member and are eligible to hold office in the MMLA.

B. Associate Members. The Board of Directors 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 lifetime achievement in service to MM Lake and MMLA. Lifetime Members will receive the following special benefits:

- Their dues shall be waived for life.
- They shall be entitled to all rights and privileges of a Voting Member for life.

- 3.2 A Voting Member shall be deemed a member in good standing if said member has (a) paid the current year’s dues in a timely manner, and (b) is not in default of any of the Rules and Regulations promulgated pursuant to these Bylaws.

- 3.3 Any Voting Member as described in Article III, Section 1, who fulfills the requirements for membership as described in Article III, Section 2, 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.
- C. The right to serve on committees of the Association.

3.4 The term of membership in the Association shall be for the current fiscal year of the Association in which the annual dues are paid (June 1 to May 31).

Article IV. Officers

4.1 The officers of the Association shall be the 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 election of officers are set forth in Article VIII.

4.2 Powers and Duties of Officers

- A. **President.** The President shall be the chief executive officer of the Association, shall preside over all meetings of the Association and its Board of Directors, and, with approval of the Board of Directors, shall appoint any committees necessary to accomplish the objectives of the Association. The President shall be an *ex officio* member of each and every committee of the Board. S/he may sign deeds, mortgages, leases, bonds, contracts, or other instruments which 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; and in general 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 of Directors unless and until the event of a tie in any matter voted on by the Board. In the event of a tie vote, the President shall cast a vote, and such vote shall be the tie-breaking vote and shall determine the question at issue.
- 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.
- C. **Secretary.** The Secretary shall maintain all records of the Association; shall record action minutes of all meetings of the Association and the Board of Directors; shall issue notices of meetings of the Association and Board of Directors; and shall attend to Association correspondence.
- D. **Treasurer.** The Treasurer shall be the chief financial officer of the Association. He/she 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, shall report at each meeting of the Board of Directors, and shall prepare an annual financial statement. He/she shall file all necessary financial reports required by federal and state agencies. The Treasurer shall bill the membership for annual dues. He/she shall be responsible for the collection of dues. He/she shall also maintain an up-to-date list of members.

4.3 Terms

- A. The terms of office of the President, Vice-President, Secretary, and Treasurer shall be for one year.
- B. Officers shall assume their duties immediately upon election. Terms run from Annual Meeting to Annual Meeting.

- C. At the expiration (or termination, if earlier) of his/her term, each officer shall deliver to his/her successor all books, records, documents, money, and other property of the Association that is in his/her control.
- 4.4 Expenses. Officers shall receive no compensation but shall be entitled to reimbursement of expenses for Association 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 is unable to fulfill his/her duties. The Officer so replaced will serve until the next Annual Meeting. Approval requires over 50% approval by the remaining Board members.
- 4.6 Removal of Officers. Executive officers of the Association may be removed for misfeasance, for malfeasance, or for nonfeasance in office by a three-fourths vote of the Directors then in office, excluding for purposes of such vote the officer with respect to whom removal is contemplated.

Article V. Board of Directors

- 5.1 Members of the Board of Directors shall consist of President, Vice-President, Secretary, Treasurer, immediate past president (according to Article V, Section 3B), and twelve (12) Directors. Procedures for the election of Directors are set forth in Article VIII.
- 5.2 Powers and Responsibilities of the Board of Directors. The Board of Directors shall be responsible for the management of the Association; 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; shall carry out actions voted by the membership; shall determine the annual dues required for membership in the Association; shall approve the nomination of committee chairs; shall confirm nominations for vacancies occurring in any elected office in accordance with Article IV, Section 5, and Article V, Section 5; shall suggest policies for consideration by the membership; shall prepare an agenda for Association meetings in accordance with Article VI, Section 2; shall authorize an audit of the Association's financial records whenever necessary; shall approve non-budgetary expenses over \$250; shall vote to remove members holding executive office in accordance with Article IV, Section 6; shall vote to remove members holding the position of Director in accordance with Article V, Section 10; and shall propose members for election to the Board and/or as officers of the Association at the Annual Meeting in accordance with Article VIII, Section 2.
- A. The duties of the Board of Directors shall be to: (a) administer the affairs of the Association; (b) carry out actions voted by the members of the Association; and (c) in the interim between meetings of the members, to meet at the call of any one of the officers or of any three Directors, to consider and take such action as the Board deems advisable, provided such action will be for the best interests of the Association and its members.
- B. Powers not delegated to the officers in the Association shall be vested in the Board of Directors.
- 5.3 Terms
- A. The terms of the members of the Board of Directors shall be for one year, with the exception of the immediate past president.
- B. The immediate past president of the Association shall become a voting member ex-officio of the Board following his/her term of office for one year.
- C. Directors 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 Director shall deliver to his/her successor all books, records, documents, money, and other property of the Association that is in his/her control.

5.4 Expenses Directors shall not receive any compensation but shall be entitled to reimbursement of expenses for Association business in accordance with Association policy.

5.5 Vacancy The Board of Directors has the authority to replace any Director in the event that the Director resigns, dies, or is unable to fulfill his/her duties. The Director so replaced will serve until the next Annual Meeting. Approval requires over 50% approval by the remaining Board members.

5.6 Meetings. The Board of Directors shall meet as often as necessary, but not less than six (6) times each fiscal year, to transact business at the call of the officers or any three of the Directors.

5.7 Agenda and Notification of Meeting

- A. An agenda setting forth the Order of Business for each Board meeting shall be prepared in advance by the President.
- B. All Directors shall be notified in writing, via email, fax or U.S. mail, of all meetings sent at least fifteen (15) days in advance. In an emergency, this fifteen-day notice may be reduced by a majority vote of the Board of Directors.
- C. Directors who notify the President in advance of a meeting may be excused without prejudice from the meeting. The President must use reasonable consideration to each request.

5.8 Quorum A simple 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 of Directors unless and until the event of a tie in any matter voted on by the Board. In the event of a tie vote, the President shall cast a vote, and such vote shall be a tie-breaking vote and shall determine the question at issue. Attendance at meetings need not be in person, but may be made via speaker phone or conference call or other technology as long as all attending Directors are able to hear and communicate with each other simultaneously.

5.9 Rules of Procedure. All decisions shall be by majority vote of the members of the Board in attendance at a duly called meeting of the Board, unless otherwise specified. All business shall be conducted by rule of the chair subject to a challenge from the floor. In the event of a dispute, "Robert's Rules of Order, Revised" shall be the authority of the Association.

5.10 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Board of Directors as evidenced by one (1) or more written consents describing the action taken, signed by all of the Directors and filed with the minutes or corporate records. Action taken by consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

5.11 Removal from Office. Directors who cease to be members in good standing, or who fail to attend two or more consecutive meetings during their term without a valid excuse in accordance with Article V, Section 7C, may be replaced upon a simple majority vote of the remaining Board members.

Article VI. Association Meetings

6.1 Membership Meetings. The Board of Directors shall arrange at least one general membership meeting each year, which shall be the Annual Meeting for the purpose of electing officers and directors of the Association. The Annual Meeting shall be on a day of the weekend immediately preceding, following, or on the Fourth of July at 9:00 a.m. The President or the Board of Directors may call other general membership meetings of the Association. Meetings shall be held in an adequate facility for the comfort and accommodation of its members.

6.2 Agenda and Notification of Meeting

- A. An agenda setting forth the Order of Business for each membership meeting shall be prepared in advance by the Board of Directors.
- B. All members shall be notified in writing sent via email, fax or U.S. mail and by posting notice, of all meetings sent or posted at least fifteen (15) days in advance. In an emergency, this fifteen-day notice may be reduced by a simple majority vote of the Board of Directors.

6.3 Quorum. A quorum for any general membership meeting shall be twenty (20) percent of the members in good standing as of the December 31st date previous to the meeting.

6.4 Rules of Procedure.

- A. The Presiding Officer shall judge the qualifications of the voters, receive the votes cast, and declare the results of the votes cast.
- B. The Presiding Officer may, at his/her discretion, call a vote on any question by show of hands, voice vote or by written secret ballot. A majority of the Voting Members in attendance may compel a vote by secret ballot, voting by show of hands upon a motion to that effect 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 a dispute, the Presiding Officer shall decide questions raised concerning proper parliamentary procedure in accordance with "Robert's Rules of Order, Revised".

Article VII. Finance/Administration

7.1 Annual Dues

- A. The Board of Directors will set the annual dues for Associate and Voting Members of the Association.
- B. A bill for Association dues, prepared by the Treasurer and approved by the Board of Directors, shall be sent to all members each year in advance of the Annual Meeting.
- C. The Treasurer shall collect the annual dues for the ensuing year no later than December 31st of that fiscal year.

7.2 Treasury

- A. The funds of the Association shall be disbursed by the Treasurer for proper expenses of the Association, as voted by the members or by the Board of Directors.
- B. All checks and drafts on the funds of the Association shall be signed by a person or persons designated by the Board of Directors.
- C. The Board of Directors may require that more than one person sign 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 Secretary, of any policy adopted pursuant hereto.

7.3 Authorized Signatories. No officer of the Association shall commit the Association to the payment of any money in excess of an amount established by policy of the Board of Directors. Any such policy shall specify the office of the person so authorized.

- 7.4 Property. Any use of the real or personal 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 of Directors.
- 7.5 Fiscal Year
- A. Both the membership year and the fiscal year of the Association shall be from June 1 to May 31.
 - B. The Treasurer shall cause an annual review of the Association's books to be performed by an independent certified public accountant within 90 days from the end of each fiscal year, with the review report to be distributed to the Officers and Directors upon completion.
- 7.6 Applicable Laws. The Association shall comply with all applicable local, state, and federal laws and regulations with respect to its operations.

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 III, Section 2. A candidate for officer must have served a minimum of one (1) year on the Board of Directors prior to his/her election.
- 8.2 No later than March 31st a written notice, using best efforts possible, will be sent to all members requesting nominations for candidates for Officers and Directors in accordance with election and nomination procedures. In order to be placed on the ballot, a candidate must submit his/her name for nomination as Officer or Director of the Association to the Board no later than thirty (30) days prior to the date of the Annual Meeting. The Nominating Committee will prepare a list of eligible and willing candidates.
- 8.3 All Officers and Directors shall be elected for a term of one year by a simple majority vote of the Voting Members at the Annual Meeting.

Article IX. Committees

- 9.1 In addition to the Standing Committees listed in Section 7 below, the Board of Directors may appoint one or more committees as may be necessary or convenient for promoting the mission of the Association.
- 9.2 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.
- 9.3 The term of each committee member shall expire at the Annual Meeting, subject to reappointment in accordance with the provision of this Article IX.
- 9.4 Each committee shall submit a written outline to the Board of Directors prior to the Annual Meeting for presentation at the Annual Meeting. Such report shall include a summary of its activities during the immediately preceding year and a list of its current members and chair.
- 9.5 The funds of any committee that is dissolved or shall have had no meeting for a period of one year shall be turned over to the Treasurer and used as the Board of Directors may direct.
- 9.6 Committee chairs shall be entitled to reimbursement of expenses for Association business in accordance with Association policy.

9.7 Standing Committees

- A. Membership Committee [insert description of committee's duties]
- B. Environmental and Safety Committee [insert description of committee's duties]
- C. Fundraising/Special Events Committee [insert description of committee's duties]
- D. Financial and Legal Committee [insert description of committee's duties]
- E. Nominating Committee [insert description of committee's duties]

Article X. The Amendment Process

- 10.1 A proposal to amend these Bylaws may be submitted by the Board Directors, or by written petition of fifteen (15) percent of the Voting Members of the Association.
- 10.2 These Bylaws may be amended (a) by a vote of 2/3 (two-thirds) of the Voting Members present and voting at any general membership meeting of the Association, provided that the full text of such amendment shall have been included in the notice of such meeting; or (b) by a unanimous vote of the Directors present and voting at any Board of Directors meeting, provided that the full text of such amendment shall have been included in the notice of such meeting.
- 10.3 An official copy of these Bylaws, as they may be amended from time to time, shall be filed by the Secretary with the official records of the Association.
 - A. Upon the adoption of any amendment, it shall be incorporated into these Bylaws, deleting any deleted matter and adding any new matter.
 - B. The Secretary shall make such changes in the numbering of Articles or Sections, or in references to Articles or 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 & Indemnification

11.1 Limitation of Liability; Indemnification of Directors. Directors shall not be personally liable for any debt, liability or other obligation of the Corporation. Except as limited by New Hampshire law, the Corporation shall indemnify and hold harmless each Director or Officer who is made a party to any legal proceeding because he/she was or is a Director or Officer of the Corporation, provided that such Director or Officer acted in good faith and reasonably believed that his/her conduct was in the best interest of the Corporation. This indemnification shall extend to all settlements approved by the Board, all judgments or verdicts and all expenses of defense, including reasonable attorneys' fees.

Article XII. Conflict of Interest; Pecuniary Benefit Transactions

12.1 Conflicts of Interest Generally. Each board member shall serve only for the charitable purposes of the Association, and not for other expressed or intended reasons. Board members shall avoid conflicts of interest and the appearance of conflicts of interest and shall comply with the provisions of this Article. As described in this Article, certain transactions between the Association and a Board Member require specific disclosure and non-participation in board meetings, and other transactions between the Association and a Board Member are prohibited altogether.

Each board member and officer shall annually submit to the Board a Conflict of Interest Disclosure Statement. The Statement shall be distributed to board members and officers prior to taking office, and shall be completed, signed and delivered by each board member and officer upon taking office,

and annually thereafter and at such other dates as the circumstances may require in order to fully and fairly disclose potential conflicts of interest.

12.2 Pecuniary Benefit Transactions Under State Law. Pecuniary benefit transactions are prohibited, unless expressly exempt by New Hampshire law or unless permitted under this Article.

Definitions.

- a. "Financial Interest" means an interest in a transaction exceeding \$500.00 in value for any officer or board member on an annual aggregate basis.
- b. "Fiscal Year" means the Association's fiscal year which commences _____ and ends on the immediately following _____.
- c. "Immediate Family" means the spouse, parents, children and spouses of children of an officer or board member and such other applicable persons as may be defined under administrative rules or otherwise.
- d. "Indirect Financial Interest" means an interest in a transaction that involves a person who is an immediate family member of an officer or director, or an entity of which an officer or board member (or member of the immediate family of an officer or board member) is a proprietor, partner, employee or officer.
- e. "Pecuniary Benefit Transaction" means a transaction with the Association in which an officer or board member has a direct or indirect financial interest.

Exempt Transactions. The following transactions are **not** considered Pecuniary Benefit Transactions:

- a. reasonable compensation for services of a person who serves as an executive director (or comparable position);
- b. reimbursement of expenses incurred in connection with the official duties of an officer or board member;
- c. a benefit provided to an officer or board member, or a member of the immediate family thereof, if (i) the benefits are provided or paid as part of a program, benefit or payment to the general public; **and** (ii) such benefit is provided pursuant to the Association's written eligibility criteria as adopted in accordance with its bylaws or applicable law; **and** (iii) the board member, officer or immediate family member meets **all** such eligibility criteria;
- d. a transaction entered into by the Association prior to the date the person with the conflict of interest became an officer or board member which is not completed on the date the person becomes an officer or board member; and
- e. a transaction between the Association and an officer or board member involving less than \$500.00 in value on an annual aggregate basis during the fiscal year of the Association.

Prohibited Transactions. The following Pecuniary Benefit Transactions are prohibited:

- a. loans of money or property to an officer or board member; and
- b. the sale, lease (for a term of greater than 5 years), purchase or conveyance of any interest in real property to or from an officer or board member, **unless**

approved in advance by the probate court, or **unless** it is a bona fide gift to the Association from the officer or board member.

Permitted Transactions. Pecuniary Benefit Transactions are permitted if **all** of the following conditions are met:

- a. the transaction is in the best interest of the Association;
- b. the transaction is for goods or services purchased or benefits provided by the Association in the ordinary course for reasonable, actual or discounted value;
- c. the transaction is fair to the Association;
- d. the transaction is approved by a two-thirds majority of the Board (excluding the affected officer or board member, or any other officer or board member who has had a Pecuniary Benefit Transaction (which is not exempt or permitted) with the Association in the same fiscal year) after notice of the transaction to and full discussion by the board in the absence of the involved officer or board member and others who have had a Pecuniary Benefit Transaction (which is not exempt or permitted) in the same fiscal year;
- e. the minutes of the meeting report in detail the discussion and record the action taken;
- f. the Association maintains a list of the Pecuniary Benefit Transactions and reports such transactions to the Director of Charitable Trusts with its annual report; and
- g. if the transaction, singly or when aggregated with other transactions involving the same officer or board member in the same fiscal year, amounts to \$5,000.00 or more, newspaper publication and notice to the Director of Charitable Trusts is provided **before consummating the transaction**, said notice stating, at a minimum, the Association's name, the name of the officer or board member, the nature of the transaction, and the specific dollar amount at issue.

Record and Filing. The Association shall keep records of all board meetings at which Pecuniary Benefit Transactions are discussed and shall compile a list of all such transactions which are approved. The list shall be filed by the Association with its annual report to the Director of Charitable Trusts.

Duty to Report. Any officer or board member who believes he or she is involved in a Pecuniary Benefit Transaction (which is not exempt or permitted) shall promptly bring this to the attention of the executive director (or comparable position) and the chairperson of the board. This applies to direct or indirect involvement through an immediate family member or a business of which the officer or board member (or an immediate family member) is an owner, officer, director or employee.

12.3 Excess Benefit Transactions Under Federal Law. Federal law and regulations prohibit transactions between the Association and persons with substantial influence over the Association ("disqualified persons"), in which the disqualified person, directly or indirectly, receives an economic benefit in excess of the value of the product or service provided (an "excess benefit transaction"). Board members shall exercise reasonable care to assure that no excess benefit transactions are permitted and to comply in all other respects with the applicable law and regulations.

Duty to Disclose. Each board member and officer, prior to taking office, and all present Board members and officers shall submit in writing to the President of the Board a list of all businesses or other organizations of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Association has, or might reasonably in the

future enter into, a relationship or a transaction in which the board member has, or will have, conflicting interests. The President of the Board shall be familiar with the statements of all Board members and officers in order to guide his or her conduct should a conflict arise. This duty to disclose shall be continuing and updated annually and whenever the circumstances warrant.

Voting. At such time as any covered Pecuniary Benefit Transaction matter comes before the board, the affected board member shall make known the potential conflict, whether or not disclosed in his or her written statement, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other board members, who themselves have had Pecuniary Benefit Transactions (which are not exempt or permitted) with the Association within the same fiscal year, shall not participate in the discussion and shall withdraw. Should the matter be brought to a vote, neither the affected board member nor any other board member with a Pecuniary Benefit Transaction (which is not exempt or permitted) with the Association in the same fiscal year shall vote on it. The board will comply with all the statutory requirements of applicable law where conflicts of interest are involved, including but not limited to the requirement of a two-thirds vote where the financial benefit to a board member is between \$500.00 and \$5,000.00 in a fiscal year, and the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000.00 in a fiscal year.

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