

**Bylaws of the**  
**Howard Pond Preservation Association, Inc**  
**Hanover, ME**

**Article I – NAME**

The name of this organization shall be the Howard Pond Preservation Association

**Article II – Purpose**

The association is organized exclusively for charitable, environmental, educational, and scientific purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code. The nature of the activities to be conducted or the specific purpose to be promoted or carried out by the association are as follows:

- (1) To preserve, enhance, and protect the natural advantages of Howard Pond and its Environs;  
and
- (2) To allow appropriate public access to Howard Pond, including the beach area at the lower end of the pond; and
- (3) Ensure the upkeep of the outlet dam

No substantial part of the activities of the association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumerations of specific purpose should not be deemed to be exclusive and in general the association shall have the power to do all things incidental, necessary or convenient to the carrying out of its general names and as permitted by the bylaws the state of Maine as amended from time to time and Section 501 (C) (3) of the Internal Revenue Code, as amended.

## **Article III – MEMBERSHIP**

Membership and Associate Membership shall be opened to all persons and organizations interested in the purpose of the association and who meet or exceed full dues obligations. Associate Member is available to those contributing a lesser amount.

## **Article IV – DUES**

Dues shall be set at each annual meeting by a vote of the members in good standing and shall be payable by August 1st of the ensuing year.

## **Article V – VOTING**

All members in good standing whose dues are paid shall possess the right of one vote on all matters put before the membership. Members who are absent from any annual meeting or special meetings may vote by proxy. Associate members may attend all meetings and may address the meeting but are not entitled to a vote.

## **Article VI – MEETINGS**

The Annual Meeting of the members shall be held in the town of Hanover at a time and place to be selected by the directors.

Special Meetings of the Members may be called by the President, a majority of the Directors, or by the petition of ten (10) members. The purpose for which the Special Meeting is called shall be stated in the notice.

Advance notice by mail or at least fourteen (14) days for the Annual Meeting and all Special Meetings shall be given to the members.

The Board of Directors shall meet throughout the year at such time as the Board deems appropriate. Board meetings may be held by conference call if all directors can simultaneously hear one another. Board meetings by e-mail or web forum are prohibited unless relevant provisions of the Maine Nonprofit Corporation Act is amended to allow such meetings.

## **Article VII – Quorum**

Fifteen (15) members whose dues have been paid shall constitute a quorum for all Meetings of the members.

Three (3) Directors shall constitute a quorum for Board Meetings.

In the event of a tie vote, the President shall cast the deciding vote.

## **Article VIII – NOMINATIONS**

A Nomination Committee shall submit a slate of nominees for the Officers.

Elections shall be conducted each year at the annual meeting. All members in good standing shall be entitled to a vote.

In the event of a vacancy among the Officers or Directors through resignation or otherwise, the remaining directors shall appoint a successor to fill said vacancy until the annual election.

## **Article IX – OFFICERS AND DIRECTORS**

The Officers of the Association shall consist of the President, Vice President, Secretary, and Treasurer. Directors of the Association shall be the elected Officers of the Association, the immediate past President, and a Dam Master who shall be appointed by the aforementioned five (5) other Directors. A Director may be removed either with or without cause at a Special Meeting of Directors called expressly for the purpose, by a 2/3 vote of all the Directors. If any or all Directors are removed at such meeting, new directors may be elected at the same meeting without express notice being given of such election. Each member of the Board of Directors is expected to attend all scheduled meetings. Failure to attend meetings shall constitute cause for removal.

## **Article X – DUTIES OF THE DIRECTORS AND OFFICERS**

**The Board of Directors shall:**

- Be responsible for conducting the affairs of the Association between Annual Meetings
- Set a spending limit for the president
- Authorize all expenditures in excess of the limit set annually for the president

**The President shall:**

- Preside at all meetings, including those of the Board of Directors
- Carry out all the instructions of the board of directors
- Authorize all expenditures of the Howard Pond Preservation Association not exceeding the

limit set annually by the Board of Directors

- Sign all deeds and contracts on behalf of the Howard Pond Preservation Association, appoint Chairpersons or Committees from the membership with the approval of the majority of the Board of Directors

### **The Vice-President shall:**

- Act for the President in the event of his or her absence or inability to serve.

### **The Secretary shall:**

- Record minutes of all membership and Board of Directors meetings
- Send all notices concerning contributions received
- Receive and answer all correspondence under the Directorship of the President
- Handle all publicity under the direction of the President
- Prepare and submit the annual report to the Maine Secretary of State

### **The Treasury shall:**

- Be custodian of all monies of the association which shall be deposited in a bank to be designated by the Board of Directors
- Make an annual financial report to the membership
- Pay all obligations of the association by check with the approval of the President of the Board of Directors
- Oversee the request audits and filing of financial reports

### **The Dam Master shall:**

- Appoint deputies to assume his/her duties when he/she is not available
- Oversee the upkeep of the dam and supervise any repairs that may be necessary
- Keep the Board of Directors aware of the conditions of the dam and make recommendations to the Board of Directors for the care of the dam
- Update and hold all records pertaining to the dam
- Take charge in the event of an emergency involving the dam
- Notify the Board of Directors within seven (7) days of when the gate will be closed and opened excluding emergencies

## **Article XI – COMMITTEES**

Select committees may be appointed by the President as necessary.

These by-laws may be amended either in whole or in part at any Annual or Special Meeting of the Members by an affirmative vote of not less than 2/3 of the members present, provided that written notice (including proposed amendments) has been sent to members at least fourteen (14) days in advance of the meeting.

## **Article XIII – PARLIAMENTARY AUTHORITY**

In all matters not covered by these by-laws, the parliamentary authority shall be the most recent edition of Robert's Rules of Order.

## **Article XIV – LOANS**

No loans shall be contracted on behalf of the association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In accordance with 13-B M. R. S. A. § 712, in no event shall a loan be issued to a director or officer of the association.

## **Article XV – Protection of Directors**

### **Section 1 – Limitation of Liability**

The Director shall not be liable to the Association or to any other director for any mistake of judgment negligence or otherwise except for his or her individual willful misconduct or accept if he or she fails to act in good faith with a view to the interest of the Association and with that degree of diligence care and skill which an ordinary prudent person would exercise under similar circumstances in like position. No Director shall be liable out of his or her personal assets for any obligation or liability incurred by the Association or the Directors. The Association alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Association.

### **Section 2 – Indemnification**

Each Director of the Association may in the discretion of other members of the Board of Directors be indemnified by the Association against all loss cost damage expenses and charges

reasonably incurred and suffered by him or her in connection with the defense of reasonable settlement of any action, suit, or proceeding to which he or she may be made a party by reason of having been a member of the Board of Directors, provided, however, that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action suit or proceedings not to have acted in good faith in the reasonable belief that the action was in the best interest of the Association or with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

## **Article XVI – PROHIBITION AGAINST PRIVATE INUREMENT AND PUBLIC BENEFIT**

No part of net earnings of the Association shall inure to the benefit of any Director or Officer of the Association or any private individual excepting solely such reasonable compensation that the Association shall pay for services actually rendered to the association who were allowed by the Association as a reasonable allowance for authorized expenditures incurred on behalf of the Association and no Director or Officer of the Association or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Association (except that a director or officer may receive property of the Association in exchange for fair market value compensation to the Association.)

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Association by any Director duly authorized, and also shall not prohibit the employment of persons, including Directors and Officers, to perform duties for the Association and receive compensation therefore upon proper authorization of the Board of Directors.

## **Article XVIII – Dissolution**

The Association shall exist in perpetuity but in the event of dissolution of the Association or the termination of its activities the assets of the Association remaining after payment of all its liabilities shall be distributed exclusively to another nonprofit organization with purpose similar to the Association and that is organized and operated exclusively as an exempt organization under Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended.

## **Article XVIII – RIGHTS AND LIABILITIES OF CAMPERS ASSOCIATION**

The Association is the successor in interest to and assumes all the rights, liabilities, and assets of the Howard Pond Campers Association.

## **Article – ENABLING CLAUSE**

These bylaws shall become effective as soon as they are adopted.