

BY-LAWS for the LAKE WESSERUNSETT ASSOCIATION

As approved January 11, 2007
and as amended July 10, 2011

Article I: NAME

The name of this organization shall be "LAKE WESSERUNSETT ASSOCIATION."

Article II: PURPOSE

The purpose of this association shall be (1) to perform all acts appropriate to a non-profit scientific, literary and educational corporation dedicated to the promotion and development of environmental quality standards; and (2) to preserve, enhance and protect Lake Wesserunsett and its environs.

Article III: MEMBERSHIP

Membership shall be open to all persons who support the purposes of the association as stated in Article II.

A membership is entitled to one vote and must be in good standing. A voting member is any member in good standing. Good standing means that the member has no outstanding dues (see Article X).

Article IV: TRUSTEES AND OFFICERS

The governing board of this association shall be seven (7) Trustees. Trustees shall be elected for 3-year terms.

Officers shall be nominated by Trustees from within the current Board of Trustees, and they shall be voted on at the Annual Meeting. Officers shall consist of a President, Vice-President, Secretary, and Treasurer. All positions are for a one-year term. All Trustees and Officers must be good standing members of the lake association (see Articles III and X).

Article V: DUTIES OF OFFICERS

Trustees shall have the responsibility for conducting the affairs of the Association between Annual Meetings.

The President shall be the Executive Officer.

Duties of Officers shall be as follows:

President: The President shall: preside over and conduct all meetings of the Association; prepare the agenda for all meetings; appoint committee membership and oversee progress on committee work; and oversee the general management of the Association.

Vice President: The Vice President shall: assist the President and, in the absence of the President, perform all the duties of the President. In the case of the resignation, incapacitation, removal, or death of the President, the Vice President shall become the President for the remainder of the term of office.

Treasurer: The Treasurer shall keep accurate records of all money received and paid out by the Association; provide temporary custody of funds and keep and maintain all bank or other financial records. The Treasurer shall maintain accurate records of all membership dues paid to the Association. The Treasurer shall maintain records in such a way that they provide a full and accurate accounting and history of the financial transactions of the Association including all sources of revenue and money paid out. Itemized treasurer reports shall be prepared for and presented at all Regular Meetings. An annual financial report shall be presented at the Annual Meeting. Additional financial reports shall be prepared as the President requires.

The Treasurer and President are authorized to expend moneys for previously approved budgeted expenses. Any and all other expenditures (i.e., not budgeted) exceeding \$200.00 must have prior approval by vote of the Trustees. The Treasurer shall complete and maintain any records necessary to maintain the non-profit corporation status of this Association under Maine and Federal law

Secretary: The Secretary shall: take and maintain minutes of meetings; maintain records on attendance at meetings and maintain a log of volunteer activities and committee membership. In the event that there is a dispute over whether a member qualifies as a voting member or not, the judgment of the Secretary, in consultation with the Treasurer, shall prevail. The Secretary may present a secretary's report at each Regular Meeting and at the Annual Meeting. The Secretary shall: provide notification of all meetings; maintain membership records; and prepare regular and special newsletters and all other general correspondence for the membership, as well as all correspondence deemed necessary by the Trustees.

Removal of Officers: Any Officer failing to attend three or more consecutive meetings, without logical explanation and proper notification, may be removed by vote of the Trustees. Such removal shall be an agenda item and cannot be accomplished as miscellaneous business at a meeting. In the case of the removal of the President, if the majority of the Trustees at a meeting votes to take up the removal of the President at its next meeting, then the Vice-President shall prepare the agenda for the next meeting. A vote to remove an Officer requires approval of at least four (4) of the Trustees to pass. The Officer under consideration for removal may not vote on the matter.

Vacancies: In the event that there is a vacancy in any office, other than that of the President who will be succeeded by the Vice President, the Trustees may elect a new

Officer. Said election shall be an agenda item and not taken up as miscellaneous business at a meeting.

Article VI: NOMINATIONS AND ELECTIONS

A Nomination Committee consisting of a minimum of three Trustees shall be appointed when necessary by the President, subject to the approval of the Trustees. The President and Vice President shall not be eligible to serve on the Nominating Committee. The Nominating Committee shall meet at least sixty (60) days prior to the Annual Meeting. The Nominating Committee shall present a slate of Officers to be approved by the Trustees. The slate of Officers and Trustees shall be voted on at the Annual Meeting. Elections shall be by plurality of vote of all members present who are in good standing and by absentee ballot of members who are in good standing and shall be conducted at the Annual Meeting.

Members who are absent from the Annual Meeting may vote by absentee ballot on the slate of Officers and Trustees only. Any request for an absentee ballot shall be made by the absentee member and must be received by the Secretary at least fourteen (14) days prior to the meeting.

Article VII: MEETINGS

There are three types of meetings: (1) Annual; (2) Special; and (3) Regular Trustee.

An Annual Meeting shall be held in the month of July at a time and place to be selected by the President and Trustees.

Special Meetings open to all members may be called by the President or by the petition of any ten (10) members. Advance notice of at least 30 days shall be given to the members.

The Board of Trustees shall meet annually at the time of the Annual Meeting of the Association and at such other times as the president or any three (3) Trustees may decide. Regular Trustee Meetings shall be held as needed. Regular Trustee Meetings are open to participation by all members, but voting is limited to Trustees. Regular Trustee Meetings may include conference calls and email voting.

Article VIII: QUORUM

Ten (10) Members in good standing shall constitute a quorum for Special Meetings and Annual Meetings. Four (4) Trustees shall constitute a quorum for Regular Trustee Meetings.

Article IX: COMMITTEES

Committees shall include a Water Quality Committee, an Audit Committee, an Invasive Plants Committee, a Nominating Committee, a Hospitality Committee, and any other

ad hoc committee found to be necessary. Additional committees may be appointed by the President.

The Audit Committee shall consist of two (2) members of Lake Wesserunsett Association appointed by the President to audit its financial records annually and report the results of their work to the membership at the Annual Meeting. They may use the services of a professional auditor to review and compile the financial records.

Article X: DUES

The Trustees shall have the power to set the amount of the Annual Dues. Effective 2003, Annual Dues for each year's membership in the Lake Wesserunsett Association are due to the Treasurer by June 30 of each year.

Article XI: AMENDMENTS

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 by First Class mail, by hand, or electronically at least thirty (30) days in advance of the meeting date. Individual Members are responsible for providing the Secretary with current contact information such as mailing and email addresses, and telephone numbers. Failure to do so will void the requirement to be notified in writing.

Article XII: PARLIAMENTARY AUTHORITY

In all matters not covered by these By-Laws, the Parliamentary Authority shall be the most recent edition of ROBERT'S RULE OF ORDER-REVISED. The President may appoint a Member having appropriate expertise to serve as a Parliamentarian as necessary.

Article XIII: ENABLING CAUSE

Any amended By-Laws shall become effective as soon as adopted.

Article XIV: Conflict of Interest

A Conflict of Interest Policy will be maintained in accordance with the Internal Revenue Code 501(c) (3). See Exhibit A: Conflict of Interest Policy.