



BYLAWS
OF THE
ALAMOOSOOK LAKE ASSOCIATION

Approved by Membership August 2016

ARTICLE I:
Name and Location

Section 1.1 Name. The name of this incorporated non-profit corporation shall be the “ALAMOOSOOK LAKE ASSOCIATION” (the “Association”) and its principal location and functioning shall be in the Town of Orland, Hancock County, Maine.

ARTICLE II:
Purpose

Section 2.1 Purpose. The Association is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. More specifically, the purpose of this Association shall be:

- To preserve and improve Alamoosook Lake and its surrounding watershed as a natural resource for quality use by current and future generations through participation in programs related to water quality testing, fish and wildlife habitat, and best practices to mitigate shoreline erosion and pollution while supporting development that is sustainable.

- To represent its Members' interests in predictable water level, shoreline integrity and wildlife habitat of Alamoosook Lake.
- To carry on activities permitted by exempt organizations under Section 501c3 of the Internal Revenue Code, as amended.

To fulfill our purpose the Association will undertake educational activities and outreach to involve the association membership and wider community in addressing shared concerns for environmental quality to preserve natural and scenic areas and recreational resources within the Alamoosook Watershed.

ARTICLE III: Membership

Section 3.1 Membership Qualifications & Rights. Membership in the Association shall be open to any person or entity meeting the following qualifications: (1) the person or agent of an entity with property ownership bordering on or having deeded access to Alamoosook Lake, head of Dead River and Narramissic River above the Alamoosook Dam site; and/or (2) anyone with an interest in the environmental stewardship of Alamoosook Lake.

The Membership year of the Association shall run from January 1st through December 31st. Dues are applied for the year in which they are paid.

The rights of each Member shall be the following: (a) to attend and vote at the Annual Meeting of the Membership (and any other special meeting of the Membership called by the Board); (b) to be eligible to serve on the Board of Directors or as an Officer of the Association if named to a slate by the existing Board and approved by vote of the Membership; (c) to nominate and vote on new Board members and Officers; (d) to vote on the amount of annual dues; and (e) to propose and vote on Resolutions of the Association.

Section 3.2 (a) Quorum. Twenty percent (20%) of the Membership shall represent a quorum.

Section 3.2 (b) Voting. In order to vote at any Association meeting (Annual Meeting or special meeting called by the Board), (1) a Member may be physically present at the time of the vote or provide a proxy or absentee ballot verified by the Secretary of the Association and presented in advance of the meeting; (2) Membership dues must be current; (3) each Membership is limited to one vote; (4) the Secretary of the Association shall maintain the official roster of Membership, shall act as the sole and conclusive judge of elections, and shall make any necessary final determination of voting eligibility or disputed voting outcome; (5) all votes of the Membership shall be based upon a simple majority (over 50%) of the votes presented at the Membership meeting, except that approval of Bylaws amendments, annual dues, and any Resolution of the Association shall be based upon an affirmative vote of 2/3's (two-thirds) of the votes presented.

Section 3.2 (c) Property Owner Voting. Notwithstanding these voting rights, the Board of Directors may determine that certain voting issues shall be open only to the Membership who are property owners as defined in 3.1.(1) above, with one vote ascribed to each deeded property.

ARTICLE IV: Board of Directors

Section 4.1 Powers and Numbers. The Association shall be governed by a Board of at least 5 but not more than 9 Directors. The Board of Directors shall have authority over all Association affairs, except that the Membership shall approve new Board members, annual dues and resolutions.

Section 4.2 Qualification, Term Limits, and Removal. Directors are required to be Members of the Association but need not be residents of the State of Maine. An effort will be made to elect a Board that represents the various geographical areas of the Lake.

Each Director of the Board shall be elected for a three (3) year term in such a way that approximately one third of the Board shall be elected each year. To put such staggered terms in effect, the initial Board of Directors will designate the term of each initial Director as being a one, two or three year term.

Each Director named herein and each Director elected subsequently shall serve until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal from office.

Any Director may be removed from office, with or without cause, upon the affirmative vote of all other Directors by secret written ballot.

Section 4.3 Regular Meetings. The Directors will meet at least two times a year at any location within the State of Maine unless otherwise provided by 4.8. Such meetings of the Board are to be conducted in accord with Robert's Rules of Order, unless suspended for good purpose by the presiding officer. The Directors may provide by resolution the time and place for the holding of regular meetings of the Directors without necessity for notice other than such resolution.

Section 4.4 Special Meetings. Special meetings of the Directors may be called by the President of the Association or by a majority vote of the existing Directors, with two weeks' advance notice to the Directors.

Section 4.5 Annual Meeting. The Directors' Annual Meeting shall be held at such time and place as shall be set by the Board of Directors.

Section 4.6 Quorum. A 2/3's (two-thirds) majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.7 Vacancy. Any vacancy occurring in the Board of Directors occurring at a time when the Membership is not convened to vote may be filled by the Directors remaining. A Director so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 4.8 Meetings by Electronic Media. Directors may conduct Board meetings by electronic means whereby each person's participation shall constitute his/her presence at such meeting.

ARTICLE V: Officers

Section 5.1 Election and Term Limits. The Officers of the Association shall consist of a President, a Vice President, a Treasurer, and a Secretary, and such other officers that the Board deems necessary. All Officers shall be elected or appointed annually at the Annual Meeting of the Board of Directors. Any two or more offices may be held by the same person providing, however, one person shall not be President and Treasurer at the same time. Each Officer shall hold office until such Officer's successor shall have been duly elected.

Section 5.2 Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors, subject to the provisions of Section 5.1.

Section 5.3 President and Vice President. The President is responsible for leading the affairs of the Association consistent with the Statement of Purpose in cooperation with the Board. The President shall have general supervision of the affairs of the Association assisted as needed by the Vice President, who shall serve as President in the absence of the President or the inability of the President to serve. The President or Vice President shall

preside at meetings of the Board of Directors^[R1]. The President and Vice President shall each serve a two (2) year term, and may be re-elected to subsequent terms not to exceed six (6) consecutive years.

Section 5.4 Secretary. The Secretary shall maintain a current record of official Association activities, give notice of all meetings to the Membership, record minutes of Membership and Board of Director Meetings, and maintain the Membership Directory. The Secretary shall serve a two (2) year term, and may be re-elected with no term limits.

Section 5.5 Treasurer. The Treasurer shall have responsibility for the charge and custody of all funds and securities of the Association; shall receive and give receipts for monies due and payable by the Association; shall deposit all such monies in the name of the Association with banks or other financial companies as selected and approved by the Board of Directors; shall maintain the financial records related to the Association's receipts, outlays and assets; and shall make available the Treasurer's reports to the Membership. The Treasurer shall serve a two (2) year term, and may be re-elected with no term limits.

ARTICLE VI: Committees and Task Forces

Section 6.1 General. Committees of the Association may be established by the Board of Directors as either a Standing Committee, ad hoc Committee or Task Force. A Committee or Task Force may consist of either members of the Board, Officers, Members of the Association, or other interested and supporting persons who may be designated by Board resolution authorizing that Committee.

Section 6.2 The Alamoosook Dam Committee shall be a Standing Committee formed to research and address issues regarding the ownership and maintenance of the Alamoosook Dam and

associated water rights. It shall consist of at least 3 persons, one of whom shall be a Director, and act as a repository of information, questions and concerns from the Association Membership and report to the Board of Directors.

**ARTICLE VII:
Contracts, Checks, Deposits and Funds**

Section 7.1 Contracts. The Board of Directors may authorize any Officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association with an aggregate value less than Three Hundred and One Dollars (\$301.00) may be signed by the President or Treasurer, acting singly. Any such instrument with an aggregate value in excess of such amount shall be signed by the Treasurer and countersigned by the President.

Section 7.3 Gifts. The Board of Directors may accept or decline to accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

**ARTICLE VIII:
Books and Records**

Section 8.1 Books and Records. The Association shall keep correct and complete books and records and shall keep minutes of each meeting of the Board of Directors and Membership. Minutes and Treasurer reports of the Membership meetings will be provided electronically and presented at the Annual Membership meetings for approval.

ARTICLE IX:
Fiscal Year

Section 9.1 Fiscal Year. The fiscal year of the Association shall begin on January 1st and end December 31st.

ARTICLE X:
501(c)(3) Prohibitions on Corporate Earnings, Activities, & Distribution

Section 10.1 Prohibitions on Earnings & Activities. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association purposes as set forth above in Article II on Purposes. To the extent allowed by section 501(c)(3) of the Internal Revenue Code, no activity of the Association shall be the carrying on of political campaigning, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

Section 10.2 Distribution of Assets Upon Dissolution. Upon the dissolution of the Association or the complete termination of its activities, the assets of the Association remaining after the payment of all its liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Selection of a specific alternative as set forth above shall be in the sole discretion of the Board of Directors as appropriate and permitted under the State of Maine Articles of Incorporation.

**ARTICLE XI:
Investments**

Section 11.1 Investments. The Association shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction, or would result in the loss, or in any manner impair, the tax exempt status of the Association.

**ARTICLE XII:
Seal**

Section 12.1 Seal. The seal or logo of the Association may, but need not, be affixed to any properly executed document, and its absence therefrom shall not impair the validity of the document or any action taken in pursuance thereof or in reliance thereon.

**ARTICLE XIII:
Amendments to Bylaws**

Section 13. Amendments to Bylaws. These Bylaws may be amended by (a) a 2/3's (two-thirds) majority of the Board of the Directors present at any regular meeting or at any special meeting, and (b) subsequent approval by a 2/3's (two-thirds) majority of Membership according to the terms of Section 3.2.

**ARTICLE XIV:
Indemnification**

Section 14.1 Indemnification. The Association shall have the power to indemnify and shall in all cases indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, employee, or agent of the Association, or is or was serving in a volunteer capacity at the written request of the Association against expenses, including attorneys fees, judgments, fines and amounts paid in settlement of any such action, suit, or proceeding, provided that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his actions were in the best interest of the Association or, with respect to any criminal action, had reasonable cause to believe his action was unlawful. Indemnification pursuant to this Article shall be provided as described in the Maine Non-Profit Corporation Act, as amended from time to time, and subject to any limitations therein provided.

Date Adopted: _____

Katherine M. Greenman, President

Joseph A. Giard, Vice President

Martha Blodgett Pedrick, Treasurer

Anne Buck Davis, Secretary