



**BYLAWS OF  
THE  
ALAMOOSOOK LAKE ASSOCIATION**

**Approved by Membership August 19<sup>th</sup>, 2025**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Maine and the Articles of Incorporation of Alamoosook Lake Association. In the event of a direct conflict between the herein-contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Maine, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Association, it shall then be these Bylaws that shall be controlling.

**ARTICLE I:  
Name and Offices**

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 located at PO Box 464, Orland, Maine, 04472, Orland, Maine 04472.

The Association may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Association may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

## **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 & Voting**

#### Section 3.1 Membership Qualifications, Voting & Rights.

**Tier 1** Members must be 18 years of age, members in “Good Standing” \* and with ownership of deeded lake front or deeded access to Alamoosook lake. Tier 1 membership shall be limited to one vote ascribed to each deeded lake front or deeded access to Alamoosook lake. A title held by a corporation, company, partnership or trust shall name one designee or agent as its Tier 1 member.

**Tier2 Members** must be members in “Good Standing” \* and are all other members with ties to Alamoosook lake.

**Tier 1 & 2 Members** shall have the following privileges:

- The right to attend all General and Special membership meetings.
- To participate in all discussions at General and Special Association meetings.
- To present resolutions from the floor at General and Special Meetings.
- To serve on Association committees.
- To Serve on Association Board of Directors.
- To vote in elections for Members and of the Board of Directors and Officers.
- To vote on all general and fiscal resolutions presented by the Board of Directors.
- To have access to all ALA minutes of meetings and newsletters.
- To attend all functions of the ALA.
- To have access to all Association minutes of meetings and newsletters.

The Boad of Directors may determine, at their discretion, specific voting issues that only Tier 1 Members shall be eligible to vote, as defined in 3.1 above, with one vote ascribed to each deeded property.

\* “Good Standing” member has paid the annual Membership dues during the prior or current year.

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

Section 3.3 (b) Voting. In addition to defined membership voting in section 3.1, 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) 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; (3) 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.

#### **ARTICLE IV: Board of Directors**

Section 4.1 Powers and Numbers. The Association shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maine. The Board shall establish policies and directives governing the business and programs of the Association. The Board shall establish policies and directives governing the business and programs of the Association. The Board 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. The Board shall have up to nine (9) members,

but no fewer than 5 (5) Board members. 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.

All appointments to the Board shall be for a term of three (3) years. No person shall serve more than 2 consecutive terms (6 years) unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to an additional term. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 2 years have passed since the conclusion of such Board member's service.

Any Director may be removed from office, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Section 4.3 Board Compensation. The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Association in any other capacity and receiving compensation for services rendered.

Section 4.4 Regular Meetings. The Directors will meet at least two times a year at such time and place as shall be determined by the Board

Section 4.5 Special Meetings. The President or majority of Board members may call a special meeting of the Board with One (1) week written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

Section 4.6 Annual Meeting. The Annual Meeting shall be held at such time and place as shall be set by the Board of Directors. Full Membership is invited via written notice at least 1 month in advance with agenda posted on website at least 1 week prior to meeting.

Section 4.7 Quorum. At each meeting of the Board of Directors or Board Committees, the presence of 2/3 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Section 4.8 Vacancy and Resignation. A vacancy on the Board of Directors may exist at the occurrence of the following conditions: a) The death, resignation, or removal of any director; b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 4 consecutive meetings of the Board of Directors. c) An increase in the authorized number of directors; or d) The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

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. Any vacancy on the Board may be filled by simple majority of the directors then in office, regardless of the number of directors then in office is less than a quorum. No reduction of the authorized number of directors shall go into effect before that director's term of

office expires.

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board, Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.9 Minutes. The Secretary shall be responsible for the recording of all minutes of annual meeting and special meetings. If the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be available electronically to the Association.

Section 4.10. Action by Written Consent. Any action required by law to be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Association and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

## **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 as the Board may designate by resolution. 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. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, or by

these bylaws, subject to the control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion. The officers will be selected by the Membership at its annual meeting and shall serve the needs of the Board.

All Officers to the Board shall be for a term of three (3) years. No person shall serve more than 2 consecutive terms (6 years) unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint an Officer to an additional term. After serving the maximum total number of consecutive years as an Officer of the Board, a member may be eligible for reconsideration as an Officer after 2 years have passed since the conclusion of such Board member's/Officer's service.

The Treasurer and Secretary may be re-elected with no term limits.

Section 5.2 Vacancies and Resignations. A vacancy, however occurring, in any office may be filled by the Board of Directors, subject to the provisions of Section 5.1. All vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Association, without bias or predisposition to all rights, if any, of the Association. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Section 5.3 President and Vice President. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Association, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Association, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board.

The President shall be responsible for the hiring and firing of all personnel and shall be responsible



for keeping the Board informed at all times of staff performance and for implementing any personnel policies that may be adopted and implemented by the Board. The President is authorized to execute in the name of the Association all contracts and other documents authorized either generally or specifically by the Board to be executed by the Association, and to negotiate any and all material business transactions of the Association.

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Section 5.4 Secretary. The Secretary, or his/her designee, shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Association, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Association.

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.

The Treasurer shall have responsibility to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Association, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions

as treasurer and of the financial condition of the Association.

## **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.

Section 6.3. The Finance Committee, if created, shall be responsible for making sure the Company/Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. The composition of the Finance Committee shall be approved by the Board.

Section 6.4 Nominating Committee. The Nominating Committee shall be a Standing Committee formed to foster enthusiasm among members for shared leadership and to assure that leadership positions in the association are filled as needed. It shall consist of at least 3 persons, one of whom shall be a Director. Any current voting member, excluding the current ASSOCIATION President, is eligible to serve on the Nominating Committee (no more than one board member out of the three). Nominating Committee members can be considered for nomination. The Committee shall appoint its Chair. Duties include:

- The Nominating Committee shall solicit candidates from the General Membership, via any communication process available.

- The Nominating Committee shall track anticipated vacancies and seek nominees continuously, with the expectation that a slate of nominees for Board Members and Officers will be made available to general membership a month prior to an election.
- The Committee shall have a process for nominations from the floor at the time of voting.

When the slate is unopposed, the election will be by a voice vote. When there is a contested election, a ballot vote will be taken. A majority vote is required for election.

## **ARTICLE VII: Execution of Corporate Instruments**

Section 7.1 Contracts. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Association, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Association shall be executed, signed, and/or endorsed by the President, Treasurer, or agent authorized by Board of Directors. No loans or advances shall be contracted on behalf of the Association and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Association may enter any contract or execute and deliver any instrument in the name of and on behalf of the Association.

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Association.

Section 7.2 Checks, Drafts, Etc. All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board of Directors shall authorize to do so with an aggregate value less than Five Hundred Dollars (\$500.00). Any amount of Five Hundred Dollars (\$500.00) or more shall be subject to Board approval. Authorization of the Board shall be noted within the meeting minutes or otherwise communicated electronically to include all members of the Board.

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: Report and Records**

Section 8.1 Report 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.

Section 8.2 Maintenance and Inspection of Articles and Bylaws. The Association Secretary shall keep the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 8.3 Maintenance and Inspection of Other Corporate Records. The Association shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Association. The minutes shall be kept in written or typed form, and other books and records shall be kept

either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Association shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Section 8.5. Reports. The Board shall ensure an annual Financial report is sent to all directors within 30 days after the end of the fiscal year of the Association, which shall contain the following information:

- The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year.

This report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

## **ARTICLE IX:**

### **Fiscal Year**

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

## **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. The Board of Directors may adopt, use, and alter an Alamoosook Association Seal or logo which may or may not be affixed to any corporate/organizational instrument, and shall not affect the validity of that instrument.

## **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, at any regular meeting or at any special meeting, and (b) subsequent approval by a 2/3's (two-thirds) majority of Membership.

## **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: August 19<sup>th</sup>, 2025



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Lisa Deweese, President



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April Giard, Vice President



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Mary Jane Cullinan, Treasurer



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Open, Secretary (A. Giard, VP signing in absence)