

PLEASANT RIVER LAKE ASSOCIATION BY -LAWS
Motto: Clean Water and Green Forests

INTRODUCTION

August 23, 1973 - A committee was established "to develop a set of By-Laws to be presented to the group at large for their comments and or corrections". Those were completed and distributed to camp lot owners sometime after the August meeting. At the second annual meeting on August 31, 1974, the By-Laws were passed as read.

Reviewed and Revised August, 2017 - Association members approved the motion to review and revise the Association By-Laws at the August 6, 2016 annual meeting. A committee was established to perform this task. A document for association members to consider was developed, presented to the Association membership and approved on August 5, 2017

Reviewed and Revised August, 2020 – Association members approved the motion to become a nonprofit Association under the laws of the State of Maine in August 2019. This action required the Association By-Laws to be reviewed and added to in order to meet the criteria as a nonprofit incorporation. A document for consideration was developed by a committee established to perform this task. This document was presented to the Board of Directors and approved on September 4, 2019. It was approved by the Association membership at the annual meeting on August 7, 2021.

ARTICLE I: NAME

Section I. The name of this organization shall be the Pleasant River Lake Association.

ARTICLE II: DESCRIPTION

Section I. The Pleasant River Lake Association shall be a nonprofit, nonpartisan incorporated organization.

ARTICLE III: PURPOSE

Section I. The purpose of the Pleasant River Lake Association is to protect, conserve and enhance the environment of Pleasant River Lake for present and future generations.

Section II. This association is formed in the best interest of the members to suggest and execute improvements and regulations which can only be accomplished through a unified effort.

Section III. Membership in and all association tasks or requests are financially and physically voluntary.

ARTICLE IV: BOARD OF DIRECTORS

Section I. The Board of Directors shall consist of three [3] members. In addition, the officers of the Association [the President, the Vice-President, Secretary, and Treasurer] shall also serve on the Board of Directors.

Section II. Duties of the Board of Directors are:

- Help define and articulate the purpose of the Pleasant River Lake Association.
- Set annual goals for the Pleasant River Lake Association and develop an action plan to meet these goals.
- Establish committees to further new or established endeavors of the Pleasant River Lake Association.
- Access the overall operations of the Pleasant River Lake Association.
- Oversee the finances of the Pleasant River Lake Association.
- Develop the agenda for the annual membership meeting of the Pleasant River Lake Association.
- Prepare a slate of Board Members and Association officers at least 30 days prior to the Annual Meeting, at which time the Association Membership will vote on the persons nominated to serve on the Board of Directors and as officers of the Association. All nominees must be a Member in good standing of the Pleasant River Lake Association.

Section III. A person must be recognized as a member in good standing of the Pleasant River Lake Association to be a member of the Board of Directors.

Section IV. Each Director may serve for a term of three [3] years or until their successor is elected. A person may serve consecutive terms. The Board may implement a system of staggered terms for Directors whereby approximately one-third of Directors may be elected by the Association Members at each annual meeting.

Section V. In the event of a vacancy on the Board of Directors, the President shall have the right to appoint another Director to serve until the next Annual Meeting of the Association.

Section VI. Fifty percent of the members of the Board of Directors shall constitute a quorum.

Section VII. For all matters coming before the Board of Directors, a majority vote of those present at a meeting at which a quorum is present shall govern.

Section VIII. The Board of Directors may conduct business by any means such as phone, email, fax, or similar communications equipment.

Section IX. Three (3) absences from meetings of the Board of Directors shall constitute grounds for disqualification.

Section X. Any Director may be removed from the Board of Directors for due cause by a vote of two-thirds (2/3) of the Board. This person shall be given at least seven days notice of the

proposed removal, the reasons for removal, and the date of the meeting called for that purpose. Any Officer of the Association may be removed by the Board using like procedures.

Section XI. The Board of Directors, at their discretion, shall set times and days for meetings as agreed by a majority of the Board. A written notice of meetings will be sent at least two weeks (14 days) in advance.

Section XII. Neither the officers of the Association nor Board members shall receive any salary or compensation for services rendered to the Association.

ARTICLE V: OFFICERS

Section I. The officers of the association shall be a President, a Vice-President, Secretary and Treasurer, who shall be elected by the association membership at the annual meeting. They shall hold office for one year or until their successor is elected. Officers may serve consecutive terms.

Section II. Duties

- A. The President shall preside at all membership meetings of the association; he or she shall have the responsibility of overseeing officers in fulfilling their duties; and shall have the responsibility of representing this organization, or appointing a designated representative, at functions or business calls. The President may appoint an interim Secretary or Treasurer if the elected individual cannot or does not perform his or her duties.
- B. The Vice-President shall, in the absence of the President, fulfill the duties of the President and shall fulfill other duties as designated by the President or the general membership.
- C. The Secretary shall keep the minutes of all meetings held and make reports of the same to be distributed to association members; he or she shall keep and maintain an orderly, accessible file of all business of the association; he or she shall maintain a current record of names and contact information of association members; and he or she shall send notices to association members for meetings, etc.
- D. The Treasurer shall keep all records of financial transactions of the association; he or she shall prepare and present an annual financial statement for the annual meeting; and he or she shall pay all bills.
- E. The President, together with either the Secretary or the Treasurer, shall, on being so directed by the Association, sign all leases, contracts, or other instruments in writing.

ARTICLE VI: MEMBERSHIP

Section I. Membership is open to all Pleasant River Lake Lot Owners who share in the purpose of the Pleasant River Lake Association. Membership will be considered activated upon payment of annual dues.

Section II. It shall be the responsibility of each association member to inform the Secretary of their change of contact information: address, phone number, and email address.

ARTICLE VII: ANNUAL MEMBERSHIP MEETING

Section I. The annual meeting of the association shall take place on the first Saturday in the month of August at 9:00 AM. The place of the meeting will be announced at the previous year's annual meeting.

Section II. The agenda of the annual meeting shall include: Welcome, introductions, and reports of membership accidents, sickness, or death; an open forum for comments, compliments, or complaints; acceptance of the previous years minutes; acceptance of the treasurer's report and agreement on dues; committee or individual assignment reports; unfinished business; new business; announcements; election of officers; and closing.

Section III. Acceptance, rejection or deferral of all reports and business topics shall be made by voting after presentation of the specific and prior to moving to the next item.

Section IV. All agenda issues to be voted on shall be decided by the majority of those present at the meeting in which the vote takes place. Voting will be conducted by a show of hands. Only Pleasant River Lake Lot owners who are current with payment of dues are eligible to vote. Voting is limited to two votes per membership.

Section V. Special membership meetings may be called by the President. The Secretary shall notify members of any Special meeting at least two weeks (14 days) in advance and give a report of Emergency Meetings as soon as possible.

Section VI. Motions made at the annual meeting shall use the following parliamentary procedures: Is there a motion to _____?; Is there a second?; the motion is repeated to the assembly of members; Discussion or debate of the motion; All in favor of (repeat the motion); Opposed?; Motion carries and the _____ is approved OR The motion is lost.

ARTICLE VIII: DUES

Section I. The association dues shall be determined at the annual meeting by a majority vote.

Section II. Association dues shall be paid before or on the day of the annual membership meeting.

Section III. Any Pleasant River Lake Lot Owner upon payment of the association dues shall be a member in good standing from the day of the annual meeting to the day of the annual meeting in the following year.

Section IV. Any Pleasant River Lake Lot Owner joining the association after the Annual Membership Meeting, shall pay dues for a full year.

ARTICLE IX: COMMITTEE/ INDIVIDUAL ASSIGNMENTS

Section I. Road Committee – A committee of volunteers shall be formed to maintain and improve the roads designated to the Pleasant River Lake Association. One person from this committee will act as the Road Commissioner, who will oversee this group and will provide a report to the membership at the annual meeting.

Section II. Water Quality Committee – An individual or individuals shall be trained by the Maine Volunteer Lake Monitoring Program to monitor the water quality of Pleasant River Lake. This individual or individuals will perform water checks as recommended by the VLMP, send data to this organization, and make a report to the membership at the annual meeting.

Section III. Dam Committee – One individual from the association will be identified to represent the association with the State of Maine Department of Marine Resources and Bureau of Searun Fisheries and Habitat. This person will make a report to the membership at the annual meeting as needed.

Section IV. Loon Count Committee – An individual or individuals shall represent the Pleasant River Lake Association in the Maine Loon Project sponsored by the Maine Audubon Society, which takes an annual loon count on Maine lakes. A report shall be made to the association of this count at the annual membership meeting.

Section V. Safety Committee – A committee of volunteers shall be formed to create a structure and the procedures for response to an emergency on the lake; the committee will arrange for appropriate training sessions for members for such emergencies; and will oversee the safety of our roads by posting and maintaining speed limit signs on the roads designated to the Pleasant River Lake Association for maintenance. One person from this committee will oversee this group and provide a report to the membership at the annual meeting.

Section VI. Neither Committee members nor persons assigned an Association duty shall receive any salary or compensation for services rendered to the Association.

ARTICLE X: POWER TO INDEMNIFY

Section I. A corporation shall have power to indemnify, or if so provided in the By-Laws 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 corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings; provided 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 proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of

the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or pleas or nolo contendere or its equivalent, shall not of itself create a presumption that such a person did not act in good faith in the reasonable belief that his action was in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE XI: BUSINESS RECORDS

Section I. The records of the Pleasant River Lake Association shall be available upon request to any member.

ARTICLE XII: ADOPTION AND AMENDMENTS OF ASSOCIATION BY-LAWS

Section I. Any By-Law change will not be made effective until a vote of the Pleasant River Lake Association membership is taken and returned affirmative.

Section II. All members shall be given a copy of the By-Laws and any subsequent changes of same.

Section III. This document shall be reviewed and revised as needed every five years.