

BY-LAWS OF COUNTRY POND LAKE ASSOCIATION

ARTICLE I - NAME AND LOCATION

The name of this organization shall be Country Pond Lake Association (CPLA).

The location of CPLA shall be at Country Pond in the towns of Kingston and Newton N.H. The address established is 74 Wilders Grove Rd, Newton, N.H. 03858.

ARTICLE II - OBJECTIVE AND PURPOSES

The objective and purpose of CPLA shall be to protect and enhance the quality of Country Pond and its surroundings for the collective interests of the members. To carry out the program of the Association and to make representations on behalf of its members, the Association shall be organized as a non-profit, non-stock corporation under Chapter 292 of the New Hampshire Statutes. The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No asset of the Association shall benefit any officer or member. The CPLA may:

- A) Conduct regular scientific testing of lake waters to determine sources and levels of pollution and other factors affecting water quality.
- B) Keep residents informed of the results of testing programs, and educate them in the methods and techniques they should employ to protect the lake and environs and otherwise accomplish the goals of CPLA.
- C) Represent its membership and other lake residents at meetings of planning boards, conservation boards, environmental protection agencies, and other governmental organizations.
- D) Attempt to foster a sense of community, in an effort to achieve maximum participation in the programs and events sponsored by CPLA.
- E) Cooperate with other associations, groups and agencies in developing programs and in distributing information and ideas relative to environmental management.
- F) Engage in any activity, except for partisan political activity, that, in the opinion of its members, serves to accomplish the aforementioned objectives and purposes.

ARTICLE III - MEMBERSHIP

Membership shall be limited to persons, families, households or businesses having a vested interest in the CPLA and who are sincerely and unselfishly interested in the association's objectives.

A person, family, household or business is eligible to become a voting member by paying dues annually. Up to two memberships per family, household or business are allowed. The membership term will extend from January 1 to December 31. Dues will be set by the Board annually. A member shall be considered in good standing if his/her dues are paid for the current year.

Honorary memberships may be granted by the Board, or by vote of the members, to any individuals who make extraordinary contributions to the purposes of CPLA and are considered to be sincerely and unselfishly interested in the purpose of CPLA. Honorary members are not subject to dues, and honorary membership expires at the direction of the Board.

The Board of Directors may revoke the membership of any person, family, household or business that is found to be acting against the objectives and purposes of the Association. A written warning letter will be sent to the member and if that member's actions continue, a vote of at least three-fifths (60%) majority of the Board is required to revoke the membership.

Monetary donations shall be accepted in the interest of preserving and protecting Country Pond.

ARTICLE IV - VOTING

At a members' meeting any individual member in good standing may cast only one vote on any question called to a vote. If a family, household or business has more than one membership, it may vote once for each membership in good standing.

No formal business may be conducted at membership meetings unless one twentieth of the members, or six members, whichever is greater, are present.

A member must be present at the meeting at the time a vote is called in order to vote. No member may vote by proxy or absentee ballots. All votes shall be counted by a show of hands unless otherwise specified in these Bylaws. Motions will be carried by a simple majority vote.

There may be times, when at regular or special meeting, that a vote of the membership be done by paper ballot. Notice of the vote will be included in the

Notice of Meeting sent to the voting members at least seven (7) days prior to the meeting. Absentee ballots may be submitted by USPS or email. Absentee votes must be received at least 24 hours before the meeting in order to be properly counted.

The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered binding or advisory on the Board. The annual meeting may initiate an advisory or binding referendum and shall specify the exact wording of the question and the required follow up actions of the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form not more than 90 days after the response deadline.

At a Board meeting, at least three-fifths (60%), of the members must be present in order to conduct business. At least three-fifths (60%) majority of the entire Board is required in order to pass a motion. Only Board members may vote, either in person or by phone conference, providing that all board members present can hear each other on the conference call.

Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer.

ARTICLE V - FINANCIAL

All dues and monetary donations will be accepted and recorded by the Treasurer.

Dues may be collected at any time and be recorded for the calendar year. The calendar year will be defined as January 1 to December 31.

Funds of the Association shall be promptly deposited at a financial institution designated by the Board of Directors.

The records or accounts of the Association shall be maintained on a calendar year basis.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Officers: The officers of CPLA shall be: President, Vice President, Secretary, and Treasurer.

President: It shall be the duty of the President to preside at all meetings of CPLA and to call meetings whenever he/she considers it advisable, or when requested to do so by a majority of the Board of Directors. If the President cannot attend a meeting, he/she may designate another Board member to preside over the meeting.

The President shall have the power to appoint committees as he/she may deem necessary. The president serves as the chairman of the Board of Directors. The President shall also perform such other duties as may be required of him/her by virtue of the office.

Vice President: It shall be the duty of the Vice President to assist the President in the discharge of all his/her duties and to officiate in the absence of the President or his/her inability to perform.

Secretary: It shall be the duty of the Secretary to keep a correct record of all formal meetings. The Secretary shall keep the minutes of the meetings. In case of his/her inability to attend any meeting, the Secretary shall forward the necessary books and papers to the President or Vice President. In the absence of the Secretary during any meeting, the President, or acting President may appoint a member of the association to perform these responsibilities.

Treasurer: It shall be the duty of the Treasurer to collect and receive all monies for CPLA and to keep correct account thereof and to deposit same in CPLA's name in a bank or banks selected by the Board of Directors. All payments shall be made by the Treasurer. The Treasurer shall also render a report of the funds on hand, and of income and expenses of CPLA at each meeting, or whenever requested by the President. In case of his/her inability to attend any meeting, the Treasurer shall forward the necessary books and papers to the President or Vice President.

Elections:

A) The Officers and Board members of CPLA shall serve staggered terms of two (2) years. For the initial year of the Association's operation, the terms of the President, Secretary and board members shall be one (1) year, thereafter the terms shall be two (2) years. The Vice President and Treasurer shall hold initial terms of two (2) years followed by terms of (2) years. The Officers and Board members may not serve more than three consecutive terms in office. After a year off, Officers and Board members may be permitted to hold the same office again. The Officers and Board members shall be elected at the annual meeting of CPLA as set forth below.

B) Nominating Committee: The President will appoint three (3) persons to the Nominating Committee at the annual meeting each year. The Board of Directors may challenge the selection of the nominating committee by requesting the Board go into executive session during or after the meeting. The Board of Directors may override the President's appointments.

C) Within thirty (30) days of the annual meeting, the Nominating Committee is to contact existing officers to determine interest in remaining in their current positions. The Committee shall also obtain names from members who would like to

appear on the ballot. Once all candidates have been determined, the names and positions will be forwarded to the Secretary at least ten (10) days prior to the annual meeting for preparation of ballots.

D) If there are no contested races, there will be no ballots. Rather, the chairman of the Nominating Committee will present a single slate of officers. The President will ask if there are any nominations from the floor. If there are none, the President will ask that one voice vote be cast for the entire slate. If there is a nomination(s) from the floor, a vote will be taken by a show of hands for each individual position.

E) Only those persons who have signified their consent to serve, if elected, shall be nominated for, or elected to, such office.

F) Officers and Board members are elected by a simple majority vote.

G) An Officer or Board member may be removed by a two-thirds (66%) majority vote at a regularly scheduled meeting, where the item was placed on the written agenda distributed at least two weeks ahead.

ARTICLE VII - BOARD OF DIRECTORS

There shall be a Board of Directors consisting of the Officers of CPLA, the Chairmen of all committees, and no more than two (2) members-at-large designated by the President and approved by a majority of the voting membership.

The Board of Directors shall be empowered to act on behalf of CPLA from one regularly scheduled meeting to the next, and all actions taken under this section shall be reported at the next scheduled meeting and shall be subject to approval of CPLA.

The Board of Directors shall meet a minimum of three times per year.

If a Board member wishes to or needs to leave the Board before the end of his/her elected term, he/she shall provide 60 days advance notice in writing to the President. The President will then appoint a new Board Member to be approved by the board. In the event that the President is leaving the Board, the Vice President shall be notified and he/she shall become the acting President for the rest of the President's term.

From time to time the membership of CPLA may request the establishment of rules further describing or limiting the behavior and activities of the Board of Directors.

ARTICLE VIII - LIMIT OF LIABILITY

The members, directors and officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the organization, may look only to the funds and property of the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may- otherwise become due or payable to them from the organization.

ARTICLE IX - COMMITTEES

The President, with the approval of a majority of the Board of Directors, may create standing committees and special committees as he/she may deem necessary to promote the purposes and carry on the work of the CPLA.

The chairman of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of a majority of the Board of Directors.

ARTICLE X – MEMBERSHIP MEETINGS

CPLA's annual member meeting shall be held in June of each year. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, committee reports, discussion of projects, adoption of a budget, member concerns, and an educational program (whenever possible). Special meetings of CPLA may be called at any time by the President or by a majority of the Board of Directors. All members shall be notified at least seven (7) days before such meetings, and the purpose of such meetings shall be made known.

Every annual and special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. Notification may be by hand delivery, USPS or by email at least 30 days, but not more than 50 days, prior to annual meetings and at least 7 days but not more than 30 days prior to special meetings. The notice shall summarize any proposed changes to the Bylaws, shall highlight any proposal to dissolve the Association, and may include a detailed agenda.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended or repealed (in whole or in part) at any regular or special meeting of CPLA by a simple majority of the members present and voting

(or voting by absentee ballot), provided that written notice of any such change shall first be forwarded to each member seven (7) days in advance of that meeting. Any such action shall be reported to CPLA at the next annual meeting.

ARTICLE XII – CONFLICT OF INTEREST

Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the Chairman of the Board a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The Chairman of the Board shall become familiar with the statements of all Directors in order to guide his/her conduct should a conflict arise.

ARTICLE XIII – MISCELLANEOUS

The Association shall have a permanent mailing address and email account to facilitate contact with members and other organizations.

The Association will create and maintain a website to be used for the purposes of communication, education and providing information to its membership and the general public that is appropriate to the purpose and objectives of the Association. All content of the website must be approved by the Board of Directors.

The Association may also host a Facebook page as a forum for topics related to Country Pond and the Association. It will not be an official communication channel of the Association. The opinions and or views expressed on the Facebook page represent the thoughts of individuals and on-line communities and not those necessarily of CPLA or any of its directors, officers or members. CPLA will make reasonable efforts to monitor and/or moderate content; it may not moderate all comments and cannot always respond in a timely manner to requests for information. CPLA reserves the sole right to review, edit and/or delete any content it deems inappropriate. The Facebook page must have a disclaimer stating as such and shall refer viewers to the website for official information.

Article XIV - DISSOLUTION

The Board of Directors by a two thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent membership meeting. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval of the members as

provided under NH law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

CERTIFICATION

These Bylaws were adopted by vote of 35 yes and 0 no at the Association meeting on this 2nd day of June, 2018.

Jean Cadore Secretary.