

BY-LAWS OF COUNTRY POND LAKE ASSOCIATION

Revised April 2023

ARTICLE I - NAME AND LOCATION

The name of this organization shall be Country Pond Lake Association (“CPLA” or “the Association”). The location of CPLA shall be at Country Pond in the towns of Kingston and Newton, NH. The established address is P.O. Box 262, Newton, NH 03859.

ARTICLE II - OBJECTIVE AND PURPOSES

The objective and purpose of CPLA shall be to protect and enhance the water quality of Country Pond for the collective interests of the members. To carry out the programs 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 Association 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) Foster a sense of community 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 CPLA and who are sincerely and unselfishly interested in the Association’s objectives.

A person, family, household or business becomes eligible to vote by paying membership dues annually. 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 their dues are paid for the current year.

Honorary memberships, not subject to dues, 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 memberships will be reviewed annually.

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 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, either physically or virtually, at the meeting in order to make a motion or vote. 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, at a special meeting, that a vote of the membership may be done by paper or email 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. Ballots may be submitted by USPS or email. 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 and suggestions from members via paper or email surveys. The Board will set a response deadline. Results shall be announced by email no more than 30 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 to pass a motion. Only Board members may vote, either in person, virtually 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 membership year. The membership year will be defined as January 1 to December 31. Dues collected on or after October 1 of the current year will be applied to membership in the new year beginning on January 1.

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 they consider it advisable, or when requested to do so by a majority of the Board of Directors. If the President cannot attend a meeting, they may designate another Board member to preside over the meeting.

The President shall have the power to appoint committees and directors as they may deem necessary, with majority approval of the Board of Directors. The President serves as the chairman of the Board of Directors. The President shall also perform such other duties as may be required of them 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 their duties and to officiate in the absence of the President or the inability of the President to perform their duties.

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 their inability to attend any meeting, the Secretary shall forward the necessary information 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 an accurate 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 their inability to attend any meeting, the Treasurer shall forward the necessary information to the President or Vice President.

Elections: A) The officers 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 four (4) 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) Nominations will be accepted from members in good standing at any time prior to or during the annual meeting. C) Within thirty (30) days prior to the annual meeting, the President is to contact existing officers to determine interest in remaining in their current positions. D) If there are no contested races, there will be no ballots. The President will ask if there are any nominations from the floor. If there are none, the President will ask that one 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 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 Chairs of all committees, Directors of key functions, 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 their elected term, they 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 they 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, Board members 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 AND DIRECTORS

The President, with the approval of a majority of the Board of Directors, may create standing committees and special committees, and may appoint committee chairs and directors as they may deem necessary to promote the purposes and carry on the work of the CPLA. The Committee Chair or Director shall present a plan of work to the Board of Directors for approval. No 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, a budget report, member concerns, and, whenever possible, an educational program. 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 prior to annual meetings and at least 7 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 voting, 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 their 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 they are 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 their 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 Board members, 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 Board members, 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 RSA 292:9-10.