

## **BYLAWS**

### **LAUREL LAKE PRESERVATION ASSOCIATION, INC.**

#### **ARTICLE I**

##### **Name and Purpose**

Section 1. The name of the Association shall be the Laurel Lake Preservation Association, Inc., a Massachusetts non-profit corporation. It may be referred to hereinafter as the Association or Corporation.

Section 2. The purposes of this Association are to:

- Preserve and improve the natural body of water known as Laurel Lake, located in the towns of Lee and Lenox, in Berkshire County, Massachusetts.
- Provide a forum and vehicle for the education of individuals and organizations interested in matters that affect the lake and the surrounding area.

Section 3. The Association may undertake projects that serve the purposes stated above.

#### **ARTICLE II**

##### **Membership**

Section 1. Membership shall include persons interested in the purposes of and membership in the Association, who contribute financially to the Association. Each household making a financial contribution is entitled to one vote at the annual Association meeting. Organizations making financial contributions are not considered members and are not granted voting or other rights of membership.

Section 2. Members shall be considered in good standing and eligible to vote at the annual membership meeting if they contributed a minimum of \$25 during the fiscal year prior to the one in which the annual meeting is held.

Section 3. Members will be requested to participate actively in the meetings, processes, and projects that are organized or undertaken by or for the Association.

## **ARTICLE III**

### **Board of Trustees**

Section 1. The Association shall be governed by a Board of Trustees of six (6) to fifteen (15) members, elected annually by the membership from among the members at the annual meeting. The elected President of the Association shall serve as Chairman of the Board of Trustees.

Section 2. The purpose of the Board of Trustees is to plan, develop and execute policies that promote the purposes of the Association. In so doing, it shall act on matters of business and policy on behalf of the Association. Trustees may represent the Association and its membership to the community at large.

Section 3. The Board of Trustees may delegate its authority to execute policies through the election of officers thus authorized to handle the specific business of the Association and act for the Board and the Association on a day-to-day basis. In this capacity the Board shall require the officers to routinely report to it at each of its regularly held meetings on the responsibilities so delegated. The vote of the majority of trustees at the duly constituted meeting shall be required for approval of any specific matter. Meetings of the Board may be held in person, by telephone, by email or other method of communication provided all trustees are notified of such meeting.

Section 4. The Board of Trustees shall meet no less than three (3) times during the fiscal year in addition to a meeting held in conjunction with the annual meeting of the Association.

## **ARTICLE IV**

### **Officers**

Section 1. The standing officers of the Association shall include: President, Vice President, Treasurer, and Secretary (Clerk). Officers shall be elected at the annual meeting of the Board of Trustees from among the Board of Trustees. Their terms of office shall be one (1) year.

Section 2. The officers' responsibilities are:

- The President shall be responsible for organizing, setting the agenda for, and conducting all Board of Trustees and membership meetings. The President shall serve as the Chairman of the Board of Trustees. The President may appoint, subject to approval by the Board of Trustees, ad hoc committee chairpersons for projects and activities deemed necessary and appropriate to accomplish the Association's purposes.
- The Vice President shall be responsible for publicizing, advertising, and selecting a venue for the annual meeting. Additionally, the Vice President will perform such duties specifically assigned by the Association President and will assume the President's responsibilities whenever the President is absent or unavailable to preside over Annual or Board of Trustees meetings.

- The Treasurer shall be responsible for the receipt, banking, and disbursement of the all moneys raised or contributed for the purposes of the Association. The Treasurer will provide biannual reports of the Association's finances to the Board of Trustees and an annual financial report for the annual meeting., Additionally, the Treasurer shall complete and file required tax and other financial statements to governmental authorities.
- The Secretary, also known as Clerk, shall be responsible for keeping the minutes of all Board of Trustees and the annual members' meeting, and will file required statements to governmental and grant authorities. Additionally, the Secretary shall be responsible for maintaining lists of members and their addresses, and sending meeting notices to members. The Secretary will also maintain files of Association correspondence.

## **ARTICLE V**

### **Fiscal Year**

The fiscal year of the Association shall be the year ending June 30, of each year.

## **ARTICLE VI**

### **Meetings of the Membership**

Section 1. The annual meeting of the membership shall be held in July at a place within Berkshire County, Massachusetts, at a time determined by the officers. Written notice of this meeting shall be mailed or emailed to members and other interested individuals not more than thirty (30) days and not less than fifteen (15) days prior to the meeting. Regular parts of the annual meeting will be the election of the members of the Board of Trustees for the coming year, a report of Association activities carried out during the past year, a report of financial activities during the same period, and other matters which may come before the Association. Members may vote in person or proxy. An affirmative vote at the meeting shall require the majority vote of members present in person or by proxy.

Section 2. A special meeting of the membership may be called by the President at any time provided that notice of this meeting shall be mailed or emailed to members and other interested individuals not more than thirty (30) days and not less than fifteen (15) days prior to the meeting. A special meeting may be held in person, by electronic teleconferencing, or by combined in person or electronic methods.

## **ARTICLE VII**

### **Prohibition Regarding Use of Funds and Distribution of Assets upon Dissolution of the Association**

Section 1. No part of the net earnings or receipts of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation or any private individual, provided that this shall not prevent the payment to any such person of reasonable compensation for services actually rendered to or for the Corporation affecting one or more of its activities.

Section 2. No member, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining shall be distributed transferred, conveyed, delivered, and paid over to such institutions or organizations that most closely match the conservation and preservation, educational and charitable purposes of this Association, within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1954 as it has been or may from time to time be amended, and shall be held upon such terms and in such amounts and proportions as the Board of Trustees may impose and determine, to be used by such institutions or organizations receiving the same for purposes similar or kindred to the purpose which is set forth in the charter and by-laws of this Corporation and any and all amendments thereof, or as a court of competent jurisdiction may direct. In such an event, the preferred organization to which such distribution shall be made is the Massachusetts Audubon Society.

## **ARTICLE VIII**

### **Indemnification of Trustees and Others**

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a trustee or officer of the Corporation or at its request a trustee, officer, member of committee, trustee, employee and agent, or fiduciary, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by her/him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while serving or thereafter, by reason of her/his being or have been such a trustee, officer, member of a committee, fiduciary, employee, or agent, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her/his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such trustee, officer, member of a committee, fiduciary, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided, unless:

a) such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification;

i) by a disinterested majority of the Board of Trustees then in office; or

ii) by a majority of the members of the Corporation entitled to vote for Trustees;

or

b) in the absence of action by disinterested Trustees or member of the Corporation, there has been obtained at the request of a majority of the Board of Trustees then in office an opinion in writing of independent legal counsel to the effect that such trustee, officer, member of a committee, fiduciary, employee, or agent appears to have acted in good faith in the reasonable belief that her/his action was in the best interests of the Corporation.

Expenses including counsel fees, reasonably incurred by any such trustee, officer, member of a committee, fiduciary, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of any undertaking by individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such a trustee, officer, member of a committee, fiduciary, employee, or agent (collectively "Indemnities") may be entitled. Nothing contained in this Article shall affect any rights to indemnification to these corporate personnel other than such a trustee, officer, member of a committee, fiduciary, employee, or agent entitled by contract or otherwise under law. As used in this Article, the terms "trustee", "officer", "member of a committee", "fiduciary", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" trustee, officer, member of a committee, fiduciary, employee, or agent is one against whom in such capacity proceeding in question or other proceedings on the same or similar grounds is then pending. The Association is authorized to cover the Indemnities with errors and omissions and/or liabilities insurance.

## **ARTICLE IX**

### **Amendments**

These by-laws may be amended at any annual or special meeting of the corporation by the affirmative vote of not less than two-thirds of the members present in person or by proxy and voting at such meeting: provided notice of the proposed amendment or amendments or of the substance thereof shall have been included in the call for the meeting.

## **ARTICLE X**

### **Gender**

Wherever in these by-laws words connoting the masculine gender are used, such use also connotes the feminine gender.