

## ARTICLES OF ASSOCIATION

### ARTICLE I - NAME

The name of this Association shall be the Miles Pond Campers' Association.

### ARTICLE II – MISSION STATEMENT

The mission of this Association shall be to unite the Miles Pond community in protecting and preserving the unique character and heritage of Miles Pond, in North Concord, Vermont for current and future generations.

The purpose of the Miles Pond Camper's Association is to:

1. Promote stewardship of the pond's natural resources including its water quality and fish and wildlife habitat.
2. Promote sound land use practices by acknowledging their impact on water quality and property values
3. Unite the Miles Pond community, both year-round and seasonal, in enjoyment of recreational and social activities, while enhancing quality of life on the pond for all residents.
4. Nurture a positive relationship with our Concord town neighbors to accomplish mutually-beneficial leisure activity and cultural goals.
5. Further awareness of the fragility of the character of Miles Pond and actively advocate for the preservation of its peaceful, rural tradition and aesthetic qualities.

### ARTICLE III – ADDRESS

The mailing address of the Association shall be: The Miles Pond Campers' Association, PO Box 656, North Concord, VT 05858.

### ARTICLE IV – CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSE

Said 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)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE V – COMPLIANCE WITH TAX CODE

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 purposes set forth in Article II hereof. The Association shall not carry on any other activities not permitted to be carried out (a) by an Association exempt from Federal income tax under Section 501(C)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE VI - DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such Organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(6) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States internal Revenue Law), as the Board of Directors shall determine.

## ARTICLE VII - BOARD OF DIRECTORS

The governance of the Association and the administration and control of its affairs shall be managed by a Board of Directors elected by the members as provided in the Bylaws.

## ARTICLE VIII - AMENDMENTS

These articles may be amended by a two-thirds (2/3) vote of paid Regular Members present and voting at a regular or special meeting of the membership provided the proposed amendment has been approved by the Board of Directors and included with the notice of the meeting.

## BYLAWS

### PART 1 - MEMBERS AND MEETINGS OF MEMBERS

#### ARTICLE 1 - MEMBERSHIP

Membership shall consist of Regular Members and Associate Members.

Membership categories are defined as follows:

Regular Membership shall be open to owners of property, or their designee, whose property is located on or adjacent to Miles Pond. Regular Membership shall be limited to two (2) such memberships for each of the above properties regardless of how many properties he/she own.

Associate Membership will be open to any individual, family or business with an interest in Miles Pond. Associate Members are welcome to participate in Association events, attend meetings and take part in discussions, but will not have voting privileges nor be eligible to serve as Directors.

The Membership year follows the fiscal year from October 1<sup>st</sup> to September 30<sup>th</sup> per Article XVII for both Regular and Associate Members. To be eligible for voting at the Annual Meeting, Regular Members must pay their dues before or at the meeting. Membership fees for both membership categories (and any other categories that may be created by the Board of Directors) will be confirmed or changed for the following year by vote of the Regular Members at the Annual Meeting.

#### ARTICLE II- ANNUAL MEETING

There shall be an annual meeting of the Members on the first Saturday after the 4th of July.

The Board Chairperson, in coordination with the Board of Directors, will create the agenda for the Annual Meeting to reflect Association goals as outlined in the Mission Statement and Board priorities and in keeping with By-laws requirements.

If, due to extraordinary circumstances and by vote of the Board of Directors, the Annual Meeting does not take place on the day designated by this article, a Special Annual Meeting of the Members may be held in its place. Any business transacted or elections held at this Special Annual Meeting will have the same effect as if transacted or held at the Annual Meeting. The Membership will be advised of any such Special Annual Meeting as far in advance of the originally-assumed Annual Meeting date as reasonable.

### ARTICLE III - SPECIAL MEETING OF MEMBERS

The Chairperson of the Board may call a special meeting of the Members at any time. Ten or more Regular Members may also request a Special Meeting of the Membership by delivering to any officer a signed and dated written appeal for a meeting describing the purpose for which the meeting is to be held. A thirty (30) days notice of the time and place of a meeting shall be given.

### ARTICLE IV - PLACE AND MEANS OF MEETINGS OF MEMBERS

The Annual Meeting or any Special Meeting shall be held at a location chosen by the Board of Directors and designated in the meeting announcement. Any adjourned session of a meeting of the Members will be held at a location designated in the vote of adjournment. As deemed reasonably necessary or appropriate, the Board of Directors may choose to conduct any meeting of the Membership by electronic or other remote-access means. The Board will use its best efforts to implement such virtual meetings, recognizing the need to maintain as much flexibility as possible for all Regular Members, including those with disabilities or lacking access to required technology tools.

Any action taken at a virtual meeting will have full authority as if taken at an in-person meeting and all reasonable technology must be used to authenticate participants who attend.

### ARTICLE V- QUORUM OF MEMBERS

At any meeting of the Members of the Association, a quorum for the election of a Director or for the consideration of any question shall consist of one-third (1/3) of the paid Regular Members. If a quorum is not present at any meeting of the Members, then Regular Members present may, by a majority vote, adjourn the meeting to a later date. Any business may be transacted at the later date which might have been transacted if the meeting had been held as originally called. The Regular Members present at a duly organized meeting may continue to transact business until adjournment even with the departure of one or more participants that leave less than the required quorum present.

### ARTICLE VI- MEMBER VOTING

Each Regular Member shall have one vote and may only vote in person. When a quorum for the consideration of a question or election is present at any meeting, a plurality of the votes cast will confirm election of a candidate and the majority of the votes cast on any question will decide the question.

## PART 2 - DIRECTORS AND BOARD OF DIRECTORS MEETINGS

### ARTICLE VII- BOARD OF DIRECTORS

- Section 1. The governance of the Association and the management and control of its affairs shall be administered by a Board of Directors consisting normally, of not more than seven (7) nor less than five (5) Regular Members. If possible, at least one Board member will be a full-time, year-round resident of Miles Pond.
- Section 2. Directors shall be elected by the Regular Members present at the annual meeting. They must be a Regular Member of the Association for at least one year prior to accepting nomination for office. Directors shall serve for a term of three (3) years but not more than two consecutive terms. Past Board Members are eligible for reelection after a hiatus of one year.
- Section 3. The board of Directors may fill any vacancy on the Board by the affirmative vote of a majority of the remaining Directors present and voting at an announced Board meeting. The Director elected to fill a vacancy is elected for the balance of the term of the predecessor.
- Section 4. The board of Directors shall have and may exercise all its power notwithstanding the existence of one or more vacancies in its number, provided there be at least four (4) Directors. In the event that fewer than four Directors are serving, the only Board action authorized by these By-laws is the election of additional Board members until the stated minimum complement of four Directors is in place.

### ARTICLE-VIII - MEETINGS OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall meet at least three (3) times per calendar year. One Board of Directors meeting will be held at least 15 days prior to the Annual Meeting of Members. The board will meet soon after the Annual Meeting to elect a Chairperson, Vice-chairperson, Treasurer and Secretary. The timing of a third meeting of the Board of Directors will be at the discretion of the Board.
- Section 2. Additional meetings of the Board of Directors may be held at any time and at any place upon written request of the Board Chairperson, any other Officer, or three (3) or more Directors provided reasonable notice is provided to all Board members by the Secretary.

Section 3. Board members will be polled to reach a mutually-agreeable date and time for scheduling meetings. Members of the Board of Directors will be required to attend two-thirds (2/3) of all meetings held annually. Failure to attend constitutes grounds to be removed by the Board of Directors in accordance with Article XVI.

Section 4. As deemed reasonably necessary or appropriate, the Board of Directors may choose to conduct any meeting of the Board by electronic or other remote-access means. The Board will use its best efforts to implement such virtual meetings, recognizing the need to maintain as much flexibility as possible for all Board Members, including those with disabilities or lacking access to required technology tools.

Any action taken at a virtual meeting will have full authority as if taken at an in-person meeting and all reasonable technology must be used to authenticate participants who attend.

#### ARTICLE IX- QUORUM OF DIRECTORS AND VOTING OF DIRECTORS

At any meeting of the Board of Directors, a quorum for any election or for the consideration of any question shall consist of one half (1/2) of the Directors then in office, consistent with Article VII, Section 4. Any meeting may be adjourned to a later date by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of those present will be sufficient for election to any office, and to decide any question brought before the meeting. Any action consented to in writing by each and every Director will be valid as if adopted by the Board of Directors at a duly held meeting. Such written consent will be inserted in the Board's record.

#### PART 3 - OFFICERS

#### ARTICLE X- OFFICERS

Section 1. The Officers of the Association shall be (1) the Chairperson, (2) the Vice-chairperson, (3) the Secretary, and (4) the Treasurer. The Board of Directors may appoint other Officers at anytime by vote of the majority of the Directors present and voting. The Chairperson, Vice-chairperson, Treasurer and Secretary will be members of the Board of Directors.

Section 2. Each Officer shall hold office for three years or until a successor is elected or appointed by the Board to fill a vacancy due to term completion, resignation, or removal from office.

## ARTICLE XI – CHAIRPERSON

- Section 1. The Chairperson shall preside at all meetings of the Association and the Board of Directors. The Chairperson will lead the Board in setting goals, and implementing projects consistent with the Association’s Mission Statement and current direction.
- Section 2. The Chairperson will appoint all Committee heads and may appoint Committee members with the agreement of the Board of Directors.
- Section 3. The Chairperson will appoint a member of the Board to assist the Chair and Treasurer in drafting an annual budget as a guideline to reflect the policy and program priorities of the association. Following approval by the Board, this group will monitor the budget as the coming year progresses.

## ARTICLE XII – VICE-CHAIRPERSON

The Vice-chairperson shall perform duties as assigned to them by the Association’s Board of Directors and the Chairperson. In the absence of the Chairperson for any reason, the Vice-chairperson will perform the duties and be invested with the powers of the Chairperson.

## ARTICLE XIII- TREASURER

- Section 1. The Treasurer shall be the financial officer of the Association and keep itemized records of all its financial transactions. The Treasurer is in charge of all Association funds and accounting records. With approval of the Board of Directors, the Treasurer will determine accounting procedures based on generally-accepted accounting principles for non-profit organizations, and will have other duties and powers as designated by the Board of Directors.
- Section 2. The Treasurer will apply the budget parameters as approved by the Board per Article XI, Section 3. to expenditures and income and report on budget adherence as the fiscal year progresses.
- Section 3. The Treasurer will establish with Board approval a bank account for ordinary financial transactions including, but not limited to: deposits, withdrawals, and disbursement by check of monies owed. Additional accounts may be set up as appropriate for special Association projects and as approved by the Board of Directors. A second signee will be appointed by the Board of Directors to act in place of the Treasurer when necessary.

- Section 4. The Treasurer and designated second signee will review the Association's financial records and accounts three times a year including for presentation to the Board of Director's meeting as scheduled each year prior to the Annual Membership meeting. Two other presentations will be at times requested by the Board. Results of these reviews will be forwarded in report form to the Secretary for disbursement to Board Members prior to the meetings.
- Section 5. The Treasurer will be responsible for the timely filing of annual Internal Revenue Service information returns required of organizations exempt under 501(C)(6) per then-current IRS requirements.
- Section 6. The Chairperson or Board may appoint alternate designees to carry out any of the treasurer's duties described in this Article.

#### ARTICLE XIV– SECRETARY

- Section 1. The Secretary shall keep a summarized written record of the proceedings of all meetings of the Association, and the Board of Directors. These records will be available to the Board of Directors and Membership. The Secretary will prepare and present the minutes of the previous year's Annual Membership Meeting at the succeeding year's meeting. In the absence of the Secretary from any meeting, the Board Chairperson may choose a temporary Secretary who will record the proceedings and add them to the written record.
- Section 2. The Secretary shall update and maintain membership records in collaboration with the Treasurer and current lists of all Miles Pond residents. Only the names of current members shall be available upon request to other members.
- Section 3. Upon request of Officers, or Board Members per Article VIII, Section 2, the Secretary will notify all Directors of scheduled meetings of the Board of Directors.
- Section 4. The Secretary will generate and file all reports required by the Secretary of State, keep certified copies of these reports, and file copies of other important correspondence as requested by the Chairperson or Board.
- Section 5. The Chairperson or Board may appoint alternate designees to carry out any of the secretarial duties described in this Article.



## ARTICLE XV – COMMITTEES

- Section 1. The Board may decide at any time to appoint standing or temporary committees to further projects or accomplish specific tasks as outlined by the Board's mandate to the Committee.
- Section 2. The Chairperson will appoint all Committee heads with agreement of the Board and may choose to appoint Committee members or leave that designation to the individual Committee head. All Committee heads and members serve at the pleasure of the Board of Directors for terms the Board deems appropriate to complete the Committee's mandate.
- Section 3. The Board may direct a Committee to hold meetings at specific times or choose to leave scheduling of meetings to the Committee head's discretion. A quorum of ½ the then-serving Committee members will be required to conduct meetings and decide issues before the Committee.
- Section 4. Minutes of all Committee meetings will be provided to the Association Secretary for forwarding to the Board of Directors. All minutes will be part of required reports provided by each Committee to the Association Board at the Board of Director's scheduled meetings.

## PART 4 - GOVERNANCE

### ARTICLE XVI RESIGNATIONS AND REMOVALS

Any Director or Officer may resign at any time by delivering a written resignation to the Chair of the Board or Secretary or to a meeting of the Board of Directors. The Directors, by vote of a majority then in office, may remove from office any Officer, Director or Directors whenever in their judgment the best interests of the Association will be served thereby. The Board of Directors may at any time by a vote of the majority of Directors present and voting, terminate or modify the authority of any agent.

### ARTICLE XVII - FISCAL YEAR

The fiscal year of the Association shall be October 1st to September 30th

### ARTICLE-XVIII PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws and except where the board has otherwise specifically adopted provisions with respect to its special rules of order, the latest revision of Robert's Rules of Order shall be the parliamentary authority of this association.

## ARTICLE XIX - AMENDMENTS TO THE BYLAWS

Any Regular Member of 1 year's standing may propose an amendment, alteration or repeal of these Bylaws by written request to the Board of Directors. No such proposal will be submitted to the Membership for consideration unless first reviewed by the Board of Directors. Any proposed amendments to the Bylaws will be provided to the Members at least 30 days prior to the Annual Membership Meeting, or the date of any vote on Bylaws changes requested by the Board. In addition, the Board's recommendation regarding the proposal, or reason for not recommending the amendment will be provided to the Members with the proposed amendment(s). A two-thirds (2/3) vote of Regular Members present and voting is required to amend, alter, or repeal these Bylaws in whole or in part.