

## Long Pond Association

### By-Laws

#### Introduction to By-Laws

Every association is required to have by-laws and must be in accordance with state and government procedures. Association by-laws regulate the internal practices and procedures of associations by defining the relations, rights and duties of the members and the powers, duties and limitations of the officers and directors. Power to adopt or amend the by-laws is the responsibility of the Board of Directors, if a conflict arises between the by-laws and state and government laws, the state and government laws take precedence.

#### Article I-Name

The organization shall be known as the Long Pond Association, Inc. (herein known as LPA) is an all-volunteer organization

#### Article II-Purpose

##### Mission Statement

To protect and/or improve the water quality of Long Pond

Eradicate the invasive weeds

To stabilize and protect the water level

To preserve Long Pond's status as a complete recreational body of water

To preserve wildlife and ecosystem health of the pond

In general, protect the property rights and promote the general welfare of Long Pond and its members

#### Article III-Membership

There are two categories of membership.

Resident members: Membership in this category is open to all households residing within and/or owning property within the following boundaries:

a.1 The southerly side of Highland Road, from the corner of Route 18, proceeding west along Highland Road to Route 140 south.

a.2 The easterly side of Route 140 to County Road, the easterly side of County Road, proceeding south along County Road crossing the Freetown line, to Mason Road.

a.3 The northerly side of Mason Road, proceeding east to Route 18. The westerly side of Route 18 ,proceeding north to Bedford Street.

a.4 The southerly side of Bedford Street, proceeding northwest to Highland Road.

They must be at least 18 years of age by the date of the Annual meeting and must endorse the purpose of the LPA as set forth in these by-laws. Resident membership is granted upon filling out and submitting a signed membership form and the payment of annual dues. Resident members may vote in the annual meeting and may hold office.

Associate members:

Membership in this category is open to all other households that endorse the purpose of the LPA as set forth in these by-laws. Associate membership is granted upon filling out and submitting a signed membership form and the payment of dues. They may attend the annual meeting, but may not vote or hold office.

#### Voting Rights

Each resident member shall have one vote in association elections at the annual meeting and on other matters submitted to a vote of the members. Absentee voting will be allowed.

#### Termination of membership

Any member who has dues in arrears for the year prior to the annual meeting shall be subject to loss of membership until dues are up to date. Dues are due and payable on annual date, July 1<sup>st</sup>.

#### Dues

Dues for membership shall be paid on an annual basis. The amount will be set by the Board of Directors and approved by the membership at the annual meeting. The monies collected shall be expended under the direction of the Executive Committee.

#### Financial Report

A financial report of the LPA shall be prepared annually by the Treasurer and distributed to at the annual meeting. A copy of the report may be obtained by any member in good standing upon written request.

#### Article IV- Annual Meeting

The annual meeting of the members shall be held at such a time and place as the Board of Directors may select, for the purpose of electing Directors and for the transaction of other such business as may come before the meeting. It shall be held on the 3<sup>rd</sup> Saturday of July.

#### Special Meetings

Special meetings of the members may be called by the President of the Executive Board or by written request to the President or Secretary of the majority of the Board of Directors or of a minimum of ten resident members.

#### Notice

Written notice of the day, time and place of any meeting of members shall be sent to the members no less than 10 days before such date of such meeting. The purpose for which the meeting is being called shall be stated in the notice.

#### Quorum

Twenty-five voting members shall constitute a quorum.

#### Majority Approval of Decisions

All decisions made at a member's meeting require a simple majority of the voting members attending or having sent in an absentee voting form. Any change to the by-laws requires a 2/3 majority of the voting members with a quorum being present.

#### Article V Officers

A slate of directors to fill open director positions will be presented for election at the annual meeting. Following the annual meeting, the Board will meet and elect from its directors the association officers. There shall be minimum of 6, 5 Resident members with 1 associate member, and a maximum of 18 directors, 15 Resident members with 3 associate members, and shall serve for 3 years.

#### President

With advice of the Board of Directors will prepare an agenda and will chair all of the meeting of the membership and the Board. He will represent the association before Town agencies and other bodies, unless another person or director has been specifically designated for the purpose by the President or by the Board. He/she will appoint a nominating committee annually to prepare a slate of directors for the annual meeting.

#### Vice-President

The vice president will preside at meetings in the absence of the President and otherwise assume the duties of the President when the latter is not available.

#### Treasurer

The treasurer will receive, hold and expend the funds of the LPA as directed by the Board. The treasurer will submit a written account of all of the funds to the membership at the annual meeting and to the Board at each meeting. The treasurer shall be the official custodian of the list of members as defined by the by-laws. Withdrawals in excess of \$100 will require the signature of the President and the Treasurer. Withdrawals in excess of \$500 will require the approval of the Executive Board.

#### Secretary (Clerk)

The Secretary shall act as the chief recording and corresponding officer of the LPA. He/She will see that all notices are provided to members in a reasonable and timely fashion. The secretary shall keep the minutes of the annual meeting and the board meetings. He/she will also be responsible for all records, agreements and correspondence which relate to the LPA.

#### Executive Board

The president, Vice-President, Treasurer and secretary are all members of the executive board. In addition, no more than three members at large may be appointed by the President to serve on such committee. Such appointments must be renewed on an annual basis following the annual meeting.

#### Special Committees

Special committees such as fundraising and education shall be formed as necessary to conduct the business of the LPA. The need for each special committee and its composition will be determined by the President with the concurrence of the Executive Board. Each Special Committee will choose a Chairperson

#### Resignation of officers

Any officer may resign at any time by giving notice to the Executive Board or to the President. Any such resignation shall take place on the date of the receipt of such notice or at the time specified therein.

#### Vacancy

In the event of any vacancy in any office, the Executive Committee may designate any qualified member to complete the unexpired term of any officer or member of the executive board.

## Meetings

Executive Board shall meet at the call of the President. It requires a presence of the majority of the members to conduct any business.

The Board of Directors shall meet every three months.

The annual meeting will take place annually.

## Article VI-Association Funds

### Annual dues

Annual membership dues will be \$25.

### Expenditure of funds

The LPA funds will be used to cover administrative costs including the cost of keeping and maintaining the records of the association and preparation and mailing meeting notices to members. From time to time, funds may be expended in the pursuit of the objectives of the organization, and may include such items as hearings, legal fees and filings.

### Donations

Donations will be accepted by the LPA and will be added to the general fund unless otherwise specified by the donor.

### Fiscal year

The fiscal year will run from June 30 to July 1.

### Dissolution

In the event the LPA dissolves, any excess moneys accumulated, net of expenses, will be donated as a charitable gift to a like cause.

## Article VI-Amendments

The by-laws may be amended by a 2/3 majority vote of those present at the annual or Special meeting, with a quorum present. Questions concerning the interpretation of any provision of these by-laws shall be finally resolved by the Executive Board.

## Article VII-Indemnification

The members of the Board of Directors who may serve or who have served at any time shall be indemnified and held harmless from the consequences of any and all actions and omissions to act which they or any of them may take or fail to take in the course of attempting in good faith to effect the purposes of LPA or to carry out any policies or programs approved by the Board; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of LPA. Such indemnification shall include payment by LPA of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The indemnification provided hereunder shall inure to the benefit of the heir(s), personal representative(s), and administrator(s) of an Executive Board member, officer, or other person entitled to indemnification hereunder.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Directors, Executive Board members, or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which LPA members, other than Executive Board, Directors, and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

It is the intention of this article to provide the broadest indemnification possible to the Directors consistent with the laws of the Commonwealth of Massachusetts. To that end LPA may maintain insurance coverage to meet its obligations under this Article, and such coverage shall be for such amounts, as the Board of Directors may deem appropriate.