

Constitution and Bylaws of LMPA

CONSTITUTION Of LAKE MISHNOCK PRESERVATION ASSOCIATION, INC.

*Adopted May 31, 2005
Amended March 28, 2006*

ARTICLE I – NAME

The name of this organization shall be

***“LAKE MISHNOCK PRESERVATION ASSOCIATION, INC.”
aka LMPA
P.O. Box 240
Coventry, Rhode Island
02816***

ARTICLE II – MISSION STATEMENT

The Lake Mishnock Preservation Association, an all-volunteer organization, is dedicated to the safety, improvement and protection of Lake Mishnock and strives to ensure its biological integrity and natural beauty for future generations.

ARTICLE III – MEMBERSHIP

Section 1. Any person 18 years or older who sincerely subscribes to the Constitution and By-Laws of the Association and submits a written application to be approved by the Board shall be eligible for active membership in the Association.

Section 2. Only Members in good standing shall exercise full voting member privileges.

ARTICLE IV – GOVERNMENT

Section 1. The general management and control of the affairs, funds and property of the Association shall be vested in the Officers and up to fifteen (15) Directors; 1/3 of the Directors to be selected each year by the membership present at the Annual Association meeting. The retiring President shall continue as a Director for an additional two (2) years. Both the Officers and the Directors will be referred to as the “Board”.

Section 2. The Board shall establish standing committees.

Section 3. A member of the Board must attend the majority of the meetings to remain a member of the Board. After review by the Board, the member may be replaced by a two-thirds vote of the Board.

ARTICLE V – REVENUE

The amount of Annual Dues of the Association shall be determined and proposed by the Board at any meeting of the Association, and requires approval by two-thirds vote of the Membership present.

ARTICLE VI – OFFICERS

Section 1. The Officers of the Association shall be a President, a Vice-President, a Treasurer and a Secretary, to be elected at the Annual meeting by the Membership present for a three (3) year term.

Section 2. The Directors, at the Annual meeting, shall be elected for three (3) year terms. However, when the need arises, lesser terms may be established to keep the Board balanced among members with three (3) year, two (2) year and one (1) year tenure.

ARTICLE VII – AMENDMENTS

Amendments to the Constitution and By-Laws may be proposed at any meeting of the Association. The Board will then review the proposed amendments and make a recommendation to approve or disapprove the proposal. The proposed amendments will be presented to the Membership at the next meeting for a vote. Approval of the amendments will require a two-thirds (2/3) vote of the Membership present.

BY-LAWS

ARTICLE I - THE BOARD

The powers of the “Board” shall be as follows:

Section 1. To do any and all such acts as shall be necessary, reasonable or proper for the protection or advancement of the interests of the Association or the conduct of its affairs and as shall be consistent with the Constitution and By-Laws.

Section 2. The Board shall have the power to fill any vacancy that may occur on the Board whether they are Officers or Directors, except the Presidency as referred to in Article II, Section II.

ARTICLE II – DUTIES OF OFFICERS

Section 1. The President shall call to order and preside at all meetings of the

Association and of the Board under the auspices of Robert's Rules of Order. The President shall appoint all committee chairpersons, with the exception of the nominating committee and shall ex-officio be a member of each committee, (exception being the Nominating Committee), and shall, in general, have those powers to perform those duties customary to the office of President of an Association of this kind.

Section 2. The Vice President shall assume the duties and responsibilities of the President in the event of his/her absence or disability. The Vice President shall become President when a vacancy in the Presidency occurs. The Vice President will assume office until the next regular election or if a majority of the Directors votes to hold a special election prior to the expiration of the regular term. The Vice President shall, in general, have those powers to perform those duties customary to the office of Vice President of an Association of this kind.

Section 3. The Secretary shall conduct the correspondence of the Association, notify members and the Board of all meetings, keep minutes of meetings of the Association and Board and shall, in general perform those duties customary to the office of Secretary of an Association of this kind.

Section 4. The Treasurer shall receive and deposit all monies of the Association in the name of the Association as directed by the Board, and under the direction of the Board, shall disburse the funds of the Association by checks drawn and signed by the Treasurer and Vice President. As chairperson of the Budget Committee, the Treasurer shall submit, first to the Board, and then to the Membership a budget to be approved for the following year. The Treasurer shall keep regular accounts and submit them to the Board at the Annual Association meeting or whenever requested by the President, and shall, in general, perform those duties customary to the office of Treasurer of an Association of this kind. The Treasurer shall be bonded at the expense of the Association.

ARTICLE III – COMMITTEES

Section 1. The Nominating Committee will consist of an uneven number (minimum of three) volunteers from the Membership who have identified themselves to the Board at the Annual Association meeting for service the following year. If there are no volunteers from the Membership, the Board will have the responsibility of identifying a minimum of three members from the Membership willing to serve on this committee. Members of this committee will select a chairperson.

Section 2. The Nominating Committee will present a slate at the following Annual Meeting, consisting of at least one candidate for each vacancy to be filled. Any voting Member may make a competing nomination from the floor.

Section 3. The Board shall establish standing and Special Committees.

ARTICLE IV – MEMBERSHIP AND BOARD MEETINGS

Section 1. Annual Meeting There shall be an Annual Association Meeting. The time, date and location of the meeting shall be set by the Officers with the approval of the majority of the Board.

Section 2. Special Meetings A Special Meeting of The Association may be called at any time by the President, by a majority of The Board, or by written request of ten or more Association Members.

Section 3. Notification Notification of all Annual and Special Meetings of The Association must be made at least thirty days but no more than 45 days prior to the meeting. The notice shall summarize the Agenda.

Section 4. Meetings of The Board The President may call a meeting of The Board at any time.

ARTICLE V – COMPLAINTS

Any Member is entitled to make a complaint regarding activities affecting the general purpose of the Association. The complaints shall be made in writing and signed or submitted in person to the Board. The Board will review and determine what action, if any, is appropriate and will notify the Member in writing, of its findings.

ARTICLE VI – QUORUM

Section 1. A majority of the Board shall constitute a quorum of the Board.

Section 2. One tenth (1/10) voting Members shall constitute a quorum at any meeting of the Association.

ARTICLE VII – EXPENDITURE

The Officers shall be limited to a maximum expenditure as set forth by a two-thirds (2/3) vote of the Directors present.

ARTICLE VIII – DISSOLUTION OF ASSOCIATION

In the event it becomes necessary to dissolve the Mishnock Lake Preservation Association, all funds left in the treasury will be divided among local Tax-exempt charities. The Board will decide which charities will receive the money.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1. Indemnification of Officers and Directors: As provided by Rhode Island law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be

involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.