

# CONSTITUTION

FOREST LAKE IMPROVEMENT ASSOCIATION INC.

Winchester, NH 03470

Formed: July 28, 1928

Incorporated, State of New Hampshire: September 9, 1948

## CHANGES AND AMENDMENTS TO THE CONSTITUTION

DATE OF CHANGE	REVISION	ARTICLE & LINE	REASON FOR CHANGE	CHANGE
Apr-21		DOC	Retirement	Retirement of the past constitution
Apr-21	APRIL 2021	DOC	Successor Document	In order to apply for 501(c)3 Charitable status, major revisions were needed in order for the FLIA constitution to meet the IRS standards for Charitable Organizations
June 17,'23		doc	Refinements in governance	

*Prior to this Successor Document April 2021, the last three changes to the original constitution were as follows:*

Amended, August 11, 2019 (Article 2-3)

Amendment, effective September 1, 2012 based on vote taken at July 31, 2011 business meeting:

Ten paid members August 27, 2006 meeting, approved at June 24, 2007 meeting. Added language making explicit that the ten includes board members.

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## ARTICLE NUMBER 1      NAME, MISSION, TASKS

### 1-1.      NAME

The name of this organization shall be the Forest Lake Improvement Association Inc. ( Association ) of Winchester, New Hampshire a Domestic Non-Profit Corporation.

### 1-2      MISSION

The mission of the Association is to promote and protect the environmental and recreational quality of Forest Lake and the surrounding watershed area by addressing current and future issues as a volunteer association of property owners working in cooperation with State and Town authorities and other interested organizations and individuals.

### 1-3      TASKS

The ASSOCIATION is a non-stock incorporated entity organized and managed by an elected Board of Directors known as the Executive Board. The tasks of the organization include but are not limited to:

Dam Management and Maintenance. Including annual vegetation management, inspections, and repairs. Development of long-range fifty-year storm event plans for the life of the dam.

Seasonal and Emergency water level management. Including filing five-year Operation, Maintenance and Response plans per RSA/Rule: Env-Wr 303.05

Environmental Monitoring and Protection of the lake body and water sheds. Including, filing five-year environmental management plans with the New Hampshire Department of Environmental Services

Participation in the State Weed Watchers Program. Including development of annual Milfoil response plans and grants for diver harvesting and herbicide water treatment.

Semiannual water testing of the lake proper and the surrounding watersheds through the State Volunteer Lake Assessment Program

## ARTICLE NUMBER 2      MEMBERSHIP

2-1.      Active voting members of the Association shall be limited to deeded property owners abutting the Lake and property owners with deeded Right-of-Way in the Forest Lake District, so called. Deeded properties meeting the above definitions and having more than one owner may designate any member of the immediate family or any of the owners as the voting member, providing that such designation is submitted in writing to the Executive Board and approved by the Executive Board.

2-2.      No property, as described in these Articles of Constitution, whose deed or the deed owner's designated representative, per the above, shall be entitled to more than one (1) vote per deed or assembly of voters.

2-3. Members who hold more than one deed in the same name or names are *not* entitled to multiple votes based on number of deeds but, rather, one (1) vote based on the ownership of a deed in the Lake District and membership in good standing as defined below.

2-4. Voting rights shall be limited to Members-in-Good-Standing, defined as Members who have paid dues in the current or past year and who are otherwise in compliance with these Articles of Constitution.

2-5. Any person may become an Associate Member upon the approval of their application (verbal or written), by a majority vote at a regular Association Meeting, and upon payment of the annual dues for Associate Members as established by the Association. Associate Members do not have the right to vote but may participate in all activities and meetings. Associate members may not serve on the Executive Board or as Committee Coordinators.

2-6. Dues are payable starting on January 1st of the current year and valid until December 31 of that year. ( see 6- 5 for voting ) At its discretion, the Executive Board may present recommendations for changes in annual dues and the Association shall vote on any such changes.

2-7 With the assent of the Executive Board, Committee Coordinators appointed by the President under Article 5 may represent and speak for the Association in business matters as their representation pertains to the Committee, they are leading, or by special request of the Executive Board. Non-Board Members of the Association, other than a Coordinator, working on a Committee are prohibited from representing or speaking for the Association in business and public matters.

### **ARTICLE NUMBER 3      GOVERNMENT**

3-1. The government of the Association shall be vested in the Executive Board, consisting of four (4) elected officers and seven (7) functional [elected] member-at-large. Together these eleven elected members serve as the Executive Board of the Association along with any Committee Coordinators as provided for per Article 5.

3-2. The officers of the Association shall be president, vice president, secretary, and treasurer. All officers and functional members-at-large shall be elected at the last regular meeting of the year and shall take office on September 1 of the year they are elected.

3-3. The term of office for president, vice president, secretary, and treasurer shall be two (2) years beginning on September 1 of the year elected and ending on August 31 two years later.

3-4. The term of office for the functional members-at-large shall be two (2) years beginning on September 1 of the year elected and ending on August 31 two years later. The functions of the seven members-at-large are as follows:

- milfoil director
- VLAP director
- membership director
- development director
- social director
- web master
- director-at-large

[per vote of the Association board members currently performing functional tasks and either elected or appointed— under prior governance rules—to five year terms, will be able to continue through completion of those terms]

3-5. In the event a vacancy occurs among the elected members of the Executive Board, the remaining members of the Executive Board shall assume the responsibilities of that position for the remainder of the current year of office, ending on August 31. At the next regularly scheduled election, the Association shall nominate and vote a replacement member to the vacant position. In the case of officers, the replacement shall be elected to fill the remainder of the two-year term. In the case of a Member-at-Large, the replacement shall be elected to fill the remainder of the two-

year term.

3-6. At the meetings of the Executive Board and votes taken by the Executive Board, a quorum shall consist of no fewer than six (6) members of the Executive Board.

3-7. Members of the Association serving on the Executive Board and or Committees, either by a vote of the Membership or by means of a Presidential appointment (grandfathered appointments) do not receive compensation from the Association for performing their duties related to the Association as defined by the Constitution. Association work for all Members is strictly voluntary.

#### **ARTICLE NUMBER 4 DUTIES OF THE OFFICERS**

4-1. The duties of the president, vice president, secretary, and treasurer shall be such as are usually performed by such officers.

4-2 Task by office, including but not limited to the following:

##### **PRESIDENT**

File the State Dam Report annually along with the five year Operational & Maintenance dam programs with the state, county, and town.

File the State of New Hampshire five-year lake management program as required.

File the five-year Operation, Maintenance and Response plan

Oversee the installation and removal of the spillway gate seasonally as required.

Oversee the installation and removal of the Milfoil barrier in the campground channel.

Announce the date for the Association Annual Meeting, provide an agenda and oversee the meeting.

##### **VICE PRESIDENT**

Be prepared to conduct any and all tasks associated with the President.

Run the Association in the event the President is not available or unable to.

Perform any duties that the President and the Executive Board shall deem necessary.

##### **SECRETARY**

Maintain the Constitution and the revisions.

Maintain, and make available, minutes of Association and Executive Board meetings.

Verify all votes and record results.

##### **TREASURER**

Shall have charge of all monies of the Association, shall collect all dues and gifts, and shall pay all bills after approval by the Executive Board. The President or Vice President should be listed on Association accounts with authority to disperse funds in the event the Treasurer is unavailable or the position is temporarily vacant

Keep an itemized report of receipts and expenditures at the annual business.

Responsible for filing all state and federal tax forms, charitable contribution forms and banking requirements.

#### **ARTICLE NUMBER 5 COMMITTEES**

5-1. Committee Coordinators and Committees (if more than one person is required ) shall be appointed by the President, except as otherwise ordered by the Association in regular or special meetings. Committees appointed by the President outside of regular or special meetings shall be approved by the Executive Board.

5-2 Committee Coordinators and only the Coordinator shall serve as additional members of the Executive Board for as long as the Committee is formed and shall have full Executive Board voting rights on all Association matters.

5-3 Committee Coordinators appointed by the President under Article 5 may represent the Association in

business matters as their representation pertains to the committee, they are leading, or by special request of the Executive Board.

## **ARTICLE NUMBER 6        MEETINGS**

6-1.        The annual business meeting of the Association shall be held between June 1 and August 31 of each year. Officers and Members-at-Large shall be elected at said meeting, as required due to expiration of terms of office.

6-2.        Special meetings may be called by the President or Vice President or upon request of ten (10) or more Association members. Notice of each special meeting shall be sent by E-mail and or postal mail to all Association members at least ten (10) days prior to the meeting and shall state the purpose for which said meeting is called. The meeting may be posted on social media ten (10) days prior to the meeting but that posting does not serve as the primary means of notification.

6-3.        At all meetings of the Association, a quorum shall consist of no fewer than ten (10) Members in good standing and who have paid their current year dues per Article 2-1 thru 2-4.

6-4        Situations arise that require membership votes which cannot be delayed pending the organization of an in-person meeting in Winchester NH. The Executive Board may solicit a vote of the membership using e-mail and or postal mail. The Secretary will record the vote and make it available to the Association Membership following the vote. All e-mail and or postal mail votes will have a published start and end date of more than five ( 5 ) days and not to exceed seven (7) days of continuous voting rights. The Secretary and Treasurer will work together to validate the votes by current year paid membership based on Articles 2-1 thru 2-4. Article 6-4 should be the exception and not the rule.

6-5        For the purpose of voting only Members-in-good-standing may vote. A Member-in-good-standing is anyone who has paid dues in the current year or the previous year. ( see 2-4 & 2-6 )

## **ARTICLE NUMBER 7        AMENDMENTS**

7-1        The Executive Board shall have the power to propose amendments or modifications to these Articles of Constitution. The Executive Board may propose changes and amendments to the Constitution at any time. After written notification, electronically and or by postal mail to the Association of a proposed change, a minimum of fourteen days of Association review, question and answer time frame must follow. Following the fourteen-day review question and answer allocation the Executive Board may call for a vote of Approval by the Association during an in-person or electronic meeting or by e-mail and or postal mail solicitation. The voting window will be seven days per Article 6-4. If Approved by the Association, the change (s) must be Ratified by the Association no fewer than fourteen days following the completion of the Approval vote at an in-person or electronic meeting. When a proposed amendment is presented and reviewed, modifications to the proposal during the question-and-answer review time shall not constitute a new proposal.

7-3        Amendment of this Constitution or replacement with a Successor Document requires a quorum for Approving and Ratifying Constitutional changes during e-mail, postal votes and in-person or electronic meetings. That quorum will be twenty (20) paid Members in Good Standing.

7-2.        Members in good standing may submit written proposed amendments to the Executive Board for review at any time. The Executive Board may bring such proposals forward for a vote by the Association Members as described, with modification, or decline to do so. The Executive Board must provide a written response to said member in good standing as to its intended action regarding any such proposals within 30 days after receiving the written request. The decision of the Executive Board regarding any such proposals is final.

## **ARTICLE NUMBER 8        INDEMNIFICATION**

REVISION APRIL 2021

8-1. To the fullest extent permitted by the law, the Association shall indemnify and hold harmless the current and former members of the Executive Board against all liabilities, losses, costs, and reasonable expenses asserted against or incurred by them in the payment, settlement, and defense of claims, actions, or proceedings brought against them in such capacity or arising out of their status as such. However, if the Association determines that a member of the Executive Board has acted recklessly, with gross negligence, or in violation of his or her duties to the Association, any indemnification shall be provided only to such extent and under such conditions as the Association may authorize, in its discretion.

8-2. These revised Articles of Constitution replace all previous constitutions and by-laws, and were formally approved and accepted at a meeting of the Association on June 17, 2023

#### **ARTICLE NUMBER 9      DISSOLVING THE ASSOCIATION**

9-1. In the event the Association is disbanded or dissolved, the residual funds of the Association shall be conveyed—within the meaning of Section 501(c)3 of the Internal Revenue Code-- to State, Municipal, Non-Profit, or Charitable entities constituted in New Hampshire and having a specific, documentable interest in the well-being of Forest Lake (Winchester, New Hampshire) and demonstrable standing or authority to hold and deploy funds for the well-being of Forest Lake.

Including but not limited to:

Town of Winchester, Non-Lapsing Milfoil Fund  
Town of Winchester, Non-Lapsing Dam fund ( Pending )  
Town of Winchester Conservation Commission  
State of NH Volunteer Lake Assessment Program  
State of NH Weed Watcher Program  
State of New Hampshire Milfoil Lake Host Program.  
Pisgah Sportsmen's Club ( Non-Charitable Public Boat Launch Owner )

#### **ARTICLE NUMBER 10      CONFLICT OF INTEREST**

10-1 The purpose of the Conflict of Interest policy is to protect the Forest Lake Improvement Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, Committee Member or Member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict-of-interest applicable to nonprofit and charitable organizations.

Attachment A of this Constitution details the Conflict-of-Interest policy of the Association.

# CONSTITUTION, Cont.

## FOREST LAKE IMPROVEMENT ASSOCIATION INC.

### Attachment A: Conflict of Interest Policy

#### Attachment A    Article I            Definitions

1.        Interested Person            Any Executive Board member or member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2.        Financial Interest            A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a.        An ownership or investment interest in any entity with which the Association has a transaction or arrangement.
  - b.        A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement.
  - c.        A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article II, Section 2, a person who has a financial interest may have a conflict of interest only if the Executive Board or committee decides that a conflict of interest exists.

#### Attachment A    Article II            Procedures

1.        Duty to Disclose            In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board or Committee considering the proposed transaction or arrangement.
2.        Determining Whether a Conflict of Interest Exists            After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide if a conflict of interest exists.
3.        Procedures for Addressing the Conflict of Interest
  - a.        An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b.        The chairperson of the Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c.        After exercising due diligence, the Executive Board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Attachment A    Article III            Records of Proceedings**

The minutes of the Executive Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Attachment A    Article IV            Recusal**

- a. A voting member of the Executive Board and/or Committee who could have a direct or indirect personal or financial interest in services contracted or products purchased by the Association is obliged to disclose such interest and recuse themselves from voting and related deliberation on all matters relating to that contractual engagement or purchase.

**Attachment A    Article V            Annual Statements**

Each director, principal officer, and member of a committee with Executive Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



**Attachment A    Article VI            Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.        Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.        Whether partnerships, joint ventures, and arrangements with the Association conforms to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Attachment A    Article VII            Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

# State of New Hampshire

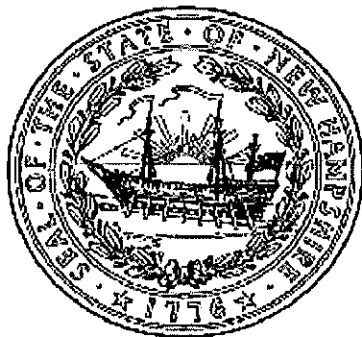
## Department of State

### CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FOREST LAKE IMPROVEMENT ASSOCIATION is a New Hampshire Nonprofit Corporation registered to transact business in New Hampshire on September 09, 1948. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 60572

Certificate Number: 0005290517



IN TESTIMONY WHEREOF,  
I hereto set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 14th day of March A.D. 2021.

A handwritten signature in black ink, appearing to read "William M. Gardner".

William M. Gardner  
Secretary of State