

Constitution

Forest Lake Improvement Association

Forest Lake, Winchester, New Hampshire

Amended June 24, 2007

Amended August 8, 2010 (draft, pending actual approval)

[no quorum for August 8, 2010 meeting, proposed for adoption at July 31, 2011 meeting]

Amended, July 31, 2011

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

Reviewed, tidied February 27, 2021

Preamble

For the purpose of consolidating the interest of property holders around the border of Forest Lake in Winchester, New Hampshire, and also, those owning property thereto, into a permanent organization for the improvement of the physical conditions of the Lake and the better relationship of the people concerned: we ordain the following Articles of Constitution as a guide toward the objective.

Constitution Amended and Approved August 24, 2003

Article Number 1 – Name

1. The name of this organization shall be the Forest Lake Improvement Association of Winchester, New Hampshire (Inc.)

Article Number 2 – Membership

2-1. Active voting members of the Association shall be limited to deeded property owners abutting the Lake and 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.

[DAVE, yellow section above was the proposed amendment, now, as of our August 11, 2019 meeting, it is approved]

2-4. Voting rights shall be limited to Members-in-Good-Standing, defined as Members who have paid their current year dues 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.

2-6. Dues are effective for a full calendar year and dues payments are due by August 1 of each calendar year and will be considered delinquent if unpaid by the last meeting of the year. At its discretion, the Executive Board may present recommendations for changes in annual dues and the Association shall vote on any such changes.

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 five (5) elected members at large. Together these nine elected members serve as the Executive Board of the Association

3-2. The officers of the Association shall be president, vice president, secretary, and treasurer. All officers and 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 members at large shall be five (5) years beginning on September 1 of the year elected and ending on August 31 five years later. The members at large shall operate on a rotating basis with one member at large being retired each year and one new member at large being elected.

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 five year term.

[[**Amendment, Dropped** as of September 1, 2012 based on vote taken at July 31, 2011 business meeting: No officer may be elected to more than two consecutive two year terms for the positions of president, vice president, secretary, and treasurer. An officer may be elected to other positions in the association immediately following two terms in one office and can be re-elected to a position previously held for two terms after a one year hiatus. (Amendment introduced at June 27, 2010 meeting and approved at August 8, 2010 meeting)]]

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

3-6. "The terms of office for president, vice president, secretary, and treasurer shall be two (2) years beginning on September 1 of the year of election and ending on August 31 two years later, *with the exception* of the year 2012. In order to introduce staggered terms for officers (as ordained by the Association), the term for the president elected in Summer 2012 to begin a new term on September 1 shall be *three* (3) years. The term for the vice president shall be two (2) years. The term for the secretary shall be three (3) years. The term for the treasurer shall be one (1) year."

3-7. At the meetings of the Executive Board and votes taken by the Executive Board, a quorum shall consist of no fewer than five (5) members of the Executive Board.

3-8 *Amendment*: A quorum for a meeting of the Association shall be a minimum of ten dues-paying members, according to the voting rules of the Association. [Amendment introduced at August 27, 2006 meeting, approved at June 24, 2007 meeting]

Article Number 4 – Duties of Officers

4-1. The duties of the president, vice president, secretary, and treasurer shall be such as are usually performed by such officers. The treasurer shall have charge of all monies of the association, shall collect all dues, and shall pay all bills after approval by the Executive Board. The treasurer, shall also keep an itemized report of such receipts and expenditures at the annual business meeting of the Association.

Article Number 5 – Committees

5-1. Committees 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.

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 directors 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 members. Notice of each special meeting shall be sent by mail to all members at least ten (10) days prior to the meeting and shall state the purpose for which said meeting is called.

6-3. At all meetings of the association, a quorum shall consist of no fewer than ten (10) members-in-good-standing.

Article Number 7 – Amendments

7-1. The executive board shall have the power to propose amendments or modifications to these articles of constitution. Proposed amendments or modifications must be submitted in writing to a regular meeting of the association, or one called in accordance with these articles of constitution. Proposed changes cannot be approved during the meeting in which they are presented, but must be approved or denied at one of the next two meetings of the association. Once a proposed amendment or modification is presented, changes to said amendment or modification shall not constitute a new proposal.

7-2. Members in good standing may submit proposed amendments or modifications to the executive board for review. The executive board may bring such proposals forward for a vote by the members as described 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. The decision of the executive board regarding any such proposals is final.

Article Number 8 – Indemnification

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 August 24, 2003.

Douglas Sears
Secretary

(updated with quorum amendment, July 6, 2007, document name: filiacon07amended1.doc c/o Doug Sears, 5 Forest Avenue, dsears@bu.edu)

[quorum amendment under Article 3 introduced for consideration at August 27, 2006 meeting and approved at June 24, 2007 meeting.]

[officers' term amendment introduced July 27, 2010, considered and adopted--with additional amendments, July 31, 2011]

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