

**DEERING LAKE IMPROVEMENT ASSOCIATION
CONSTITUTION AND BYLAWS**

(As adopted July 4, 1992, incorporating amendments through July 10, 2021)

CONSTITUTION

Article I. NAME

The name of this association shall be: The Deering Lake Improvement Association, Inc. (the "Association").

Article II. PURPOSE

The purposes of this Association shall be:

(A) To encourage and give opportunities to the members and all lake residents to meet and develop good social relations.

(B) To stimulate interest in, and disseminate information on the conservation, protection, and improvement of Deering Lake, especially with concern to: water quality, recreational resources, safety, and natural resources of the lake and its shoreline.

(C) To be the unofficial representative of Association members in good standing ("members") with public, private, town, county, state and federal entities and agencies in matters that have the potential to have an impact on the Deering Lake watershed.

Article III. NON-PROFIT

The Association shall be maintained as a domestic New Hampshire non-profit corporation.

Article IV. OFFICERS

The officers (the "Officers") of the Association shall consist of a:

- President
- Vice President
- Secretary
- Treasurer

Article V. COUNCIL

There shall be four (4) Association directors (the “Directors”) who, along with the Officers and the immediate Past President compromise the council (the “Council”) of the Association.

Article VI. ELIGIBILITY

Any person is eligible for membership subject to conditions defined in the Bylaws Article V, Section 1.

Article VII BYLAWS

The Association shall, by the enactment of suitable bylaws (the “Bylaws”), provide for the election of the Council; the determination and dissemination of the length of Council terms; the inclusion of, and communication with, the Members; the rules of conduct for all Association meetings and events, the amount of annual dues, and any such other matters which the Council, in its sole discretion, deems to be in the best interest of the Association and its Members. The Bylaws shall contain nothing inconsistent with this Constitution, the Association’s Certificate of Incorporation, or applicable law.

Article VIII. AMENDMENTS

Amendments to the Constitution may be proposed in the following way:

A proposal for amendment must be made in writing and adopted during one of three (3) official Association general meetings (the “Meetings”) as described in the Association’s Bylaws, Article I, Section 4. If the proposed amendment is adopted, it shall be posted on the Association website, and distributed electronically to all full Members as defined generally in Article 5. A vote on the proposed amendment shall be held at the Labor Day meeting, or by a special meeting designated for this specific purpose. Approval will require a two-thirds (2/3) majority vote of the Members attending the meeting.

BYLAWS

(As adopted July 4, 1992, incorporating amendments through July 10, 2021)

Article I. OFFICERS

Section 1. Duties

1. The duties of the Officers of this Association shall be the usual duties pertaining to these officers. They shall also perform any duties assigned to them by the Bylaws, or by a vote of the Members of the Association, or by the Council.
2. Maintain a current list of Members in good standing.

Duties of the President:

1. Preside and conduct the order of business at all Annual Meetings, General Membership Meetings, Council meetings, and Special meetings.
2. Act as a member ex-officio of all Association committees.
3. Exercise check-signing authority.

Duties of the Vice-President:

1. Act on behalf of the President in his or her absence.

Duties of the Secretary:

1. Record the minutes for all Meetings and ensure the timely and accurate distribution of minutes to the Members.
2. Execute all Association communication, as directed by the Council
3. Manage and maintain all official Association records.

Duties of the Treasurer:

1. Manage and maintain all Association financial accounting.
2. Provide GAAP financial reports of all accounts during Meetings, or when directed to do so by the Council.
3. Submit proposed annual budget to the Council.
4. Accurately prepare and submit all tax and governmental filings and ensure the Association's compliance in all related matters.
5. Exercise check-signing authority.

Section 2. Compensation

No member of the Council shall receive any compensation for services rendered.

Section 3. Expenditures

Expenditures shall be paid by the Treasurer with the approval of the President. Expenditures more than \$500.00 shall require the approval of the Council.

Section 4. Membership Meetings

Membership Meetings shall be held three times annually; occurring on or around Memorial Day, Independence Day, and Labor Day.

Section 5. Reports

Formal reports shall be made by the DLIA officers at the Labor Day Meeting. The Treasurer's report shall be reviewed annually by the Council.

Section 6. Terms of Office

The term of officers shall be two (2) years, commencing at the conclusion of the Labor Day Annual Meeting during which their election was certified by the Members and Council.

The Secretary and Treasurer may be re-elected for an indefinite number of terms. Each Director shall hold office for two (2) years. Two (2) Directors shall be elected every year.

Section 7. Employees

The Council of this Association shall have the right to engage professional services in excess of \$500.00 and to pay for these services, subject to approval by a majority of the members of the Council.

Article II. ELECTIONS

Section 1. Time

The certification of the Council shall be held during the Labor Day Meeting.

Section 2. Procedure

The Council will present a slate of Officers to the Members prior to the Labor Day meeting. At that time, the President shall call for nominations from the floor. If there are no nominations a

motion shall be made from the floor for the election of the slate (the "Slate") as presented by the Council.

If additional nominations are made a ballot vote will be used.

Section 3. Official Ballot

In the event multiple persons are nominated to an office, the appropriate ballot (the "Ballot") shall be posted on the Association website and distributed electronically to all full Members.

Section 4. Ballot Voting

A vote on the Ballot shall be held during the Labor Day Meeting. The candidate receiving the largest number of votes for a particular Council position shall be added to the Slate, voted on by Members, and declared elected to their respective offices upon certification by the Council.

Section 5. Vacancy

If a Council vacancy occurs, the remaining council shall meet and a quorum of Council members, as defined in Article III, Section 3 herein, shall participate in a meeting called specifically for this purpose, and shall elect a Member to fill such vacancy in an interim capacity until the next Meeting, during which a Member vote shall select a permanent replacement Council member.

Article III. THE COUNCIL AND DIRECTORS

Section 1. Duties

The Council may delegate to the elected Officers special assignments in addition to the usual duties as described in Article 1, Section 1.

The Council shall enforce the Constitution and Bylaws by declaring null and void any practices or procedures on the part of any Officer or Committee that are non-compliant with the Constitution and Bylaws. The Council shall have final decision in all disputed matters through a majority vote of Council members.

Section 2. Council Meetings

Meetings of the Council shall be held in advance of each Meeting.

Special meetings of the Council (the “Special Council Meetings”) may be called at any time by the President or by the majority of Council members, providing reasonable notice is given.

Council members may participate in meetings virtually, so long as all participants are able to hear one another.

Section 3. Quorum

A majority of Council members shall constitute a quorum, provided at least two (2) of the elected Directors are present.

Section 4. Officers

The President and Secretary of the Association shall serve as President and Secretary of the Council.

Section 5. Reports

The Secretary shall deliver a report of all Council Meeting minutes at each the next scheduled Meeting.

Section 6. Committees

Committees may be created at any time with the approval of the Council and shall consist of one or more Council members. These Committees shall be responsible to the Council. Any committee shall be dissolved automatically upon completion of the special duties for which it was formed, and the Committee Chairperson shall immediately forward to the President all documents and records pertaining to the work of the Committee.

There shall be two (2) ongoing Committees: Membership Committee and Nominating Committee. The Membership Committee is charged with the duties prescribed in Article V of the Bylaws. The Nominating Committee is charged with nomination of Officers and Directors and supervision of elections of Officers and Directors as prescribed in Article II of the Bylaws.

Article IV. MEMBERSHIP

Section 1. Eligibility

A. The term “Full Member” shall be defined as an individual, or a designated representative of a group with common or joint ownership and will have only one (1) Ballot vote. Full Members shall be limited to owners of Deering Lake real property with deeded access to the waterfront.

B. The term "Associate Member" shall be defined as above, but with no Ballot voting rights. Associate membership in the Association requires sponsorship by a Full Member.

Section 2. Annual Dues

The Association is hereby permitted to collect (the "Dues") from Members. The amount of the Dues shall be determined by the majority vote of the Council.

The annual dues are due and payable by Full Members no later than the conclusion of the Memorial Day Meeting. If dues remain outstanding for over sixty (60) days, the Member shall become suspended automatically. Upon receipt of any overdue Dues, the Member is automatically reactivated as a Full Member of the Association.

Associate Members are not required to pay annual dues.

Section 3. Resignation

A member wishing to resign their membership shall so notify the Secretary in writing. There shall be no remission of dues. He/She may be reinstated upon application providing their membership was in good standing upon resignation.

Section 4. Roster of Members

The roster of full members shall be kept up to date by the Council.

Article V. MEMBERSHIP MEETINGS

Section 1. Election Meeting

The Election Meeting shall be held on Labor Day weekend.

Section 2. Special Meetings (for general body)

Special Meetings may be called at any time by the President with the approval of a majority of the Council.

Section 3. Quorum

The presence in person or by proxy of five (5) full Members shall be necessary to constitute a quorum for the transaction of business.

Section 4. Notices

Notices of all Regular or Special Meetings will be communicated via email not less than seven (7) days before the date of such meeting.

Article VI. GUEST PRIVILEGES

Guests may be present at any social activity of the Association provided they are vouched for and accompanied by a member in good standing. They shall have the usual privileges of guests, but not of members.

Article VII. FISCAL YEAR

For the purposes of this Association the fiscal year shall be from July 1 to June 30.

Article VIII. RULES OF ORDER

The procedure of the Association, Council and Committee Meetings shall follow and be governed by Roberts Rules of Order in all matters not specifically covered in the Constitution and Bylaws.

Article IX. AMENDMENTS

Amendment to the Bylaws may be proposed in the following way:

As prescribed in the Association's Constitution, a proposal for amendment must be made in writing and adopted during one of three (3) official Association general meetings (the "Meetings") as described in the Association's Bylaws, Article I, Section 4. If the proposed amendment is adopted, it shall be posted on the Association website, and distributed electronically to all full Members as defined generally in Article IV. A vote on the proposed amendment shall be held at the Labor Day meeting, or by a special meeting designated for this specific purpose. Approval will require a two-thirds (2/3) majority vote of the Members in good standing attending the meeting.