

# **BASIN DAVID AND TILTON PONDS ASSOCIATION, INC.**

## **MISSION STATEMENT**

The Basin David and Tilton Ponds Association works to improve the water quality of the ponds and their total environment. The association also educates and informs landowners, their guests and other interested individuals on issues of water quality, invasive plants, and other environmental and safety concerns.

## **BYLAWS**

### **ARTICLE I**

#### Name and Location

The name of the corporation is BASIN DAVID AND TILTON PONDS ASSOCIATION, INC. and it shall be located and have its principal office in the town of Fayette, Maine.

### **ARTICLE II**

#### Seal

The corporation shall have a seal containing the name of the corporation, the year of its creation, and the word "Maine".

### **ARTICLE III**

#### Corporate Powers

As a body corporate this corporation shall have and assume all powers, rights, and duties incident to corporations, with the right to take by consolidation, gifts, purchase, devise, or bequest such personal and real property as may be of use in carrying on its work, together with the right to dispose of the same at pleasure. All rights and duties herein mentioned shall be exercised and performed in accordance with the applicable provision of Chapter 54 of the Revised Statutes of Maine, 1954, and all acts amendatory thereof or additional thereto.

## **ARTICLE IV**

### Membership

Owner membership shall consist of the owners of property in the David/Basin/Tilton watershed. Owner membership shall carry with it the right to participate fully and vote at the annual meeting and other special meetings, provided the clerk of the corporation shall have received written notice of ownership. The ownership of land in the David/Basin/Tilton watershed shall entitle the owner to just one vote regardless of the number of parcels owned. When title is held as tenants in common or a joint tenancy one vote only shall be permitted and the clerk of the corporation shall be notified in writing as to who the member entitled to vote shall be. Owner membership shall carry with it the right to participate fully and vote at the annual meeting and other special meetings, provided the owner member is not in arrears in payment of dues and provided the clerk of the corporation is notified in writing as to who the member entitled to vote shall be.

Members entitled to vote may vote at all meetings, whether annual or special, either in person or by proxy appointed by instrument in writing signed by such member and granted not more than six (6) months, or such other period as may be provided by statute, before the meeting. Before any such written proxy is voted upon it shall be filed with the clerk.

Meetings of the Basin David and Tilton Ponds Association shall be open to all interested parties.

## **ARTICLE V**

### Dues

The owner members of the corporation shall have power to raise money in order to pay its legitimate expenses, and to pay for all lawful expenditures by dues or assessments. The dues of the corporation and the amount of any assessment shall be fixed by the owner members at each annual meeting, or at a special meeting called for that purpose, after taking into account operating expenses and interests of the corporation.

## **ARTICLE VI**

### Meetings of Members

Section 1. The annual meeting of members shall be held in July or August of each year in the Town of Fayette, at the time and place stated in the notice of the meeting, such time and place to be determined by the president. Fourteen (14) days' notice of the annual as well as all special meetings shall be given the owner members of the corporation by mailing or email to their last known address a copy of the notice of such meeting. Such supplemental notice of such meetings may be given as the President and the Clerk at the time in office, or either of them, shall deem desirable. All notices to owner members shall be mailed or emailed return receipt to their addresses as given on the books of the corporation, and such distribution of information shall constitute conclusive evidence of service thereof. It is the responsibility of each member to advise the corporation of current contact information, and the corporation shall be entitled to rely on mail, or email service to the last known address given to the corporation by any owner member who is to be served with notice.

Section 2. Special meetings of the members may be held at such time and place as may be designated in the call. Such meetings may be called upon request of the president, a majority of the board of trustees, or any twenty (20) percent of the owner members of the corporation, by giving notice provided for in section 1 of this article.

Section 3. Twenty-five (25) percent of the owner members in good standing of the corporation shall constitute a quorum for the transaction of business but a lesser number shall adjourn the meeting to a later date.

Section 4. Voting may be by a show of hands unless any owner member present objects, in which case voting shall be by secret ballot.

## **ARTICLE VII**

### Officers

Section 1. The officers of the corporation shall consist of a president, vice-president, treasurer, and clerk/secretary, and such other officers as may from time to time be deemed necessary by the president.

Section 2. All officers shall be elected at the annual meeting of members and each officer shall be elected for a term of one year and until his or her successor shall be elected and qualified.

Section 3. There shall be a board of trustees consisting of three (3) members. They shall be elected in the first instance at the first meeting of the corporation occurring after the organization meeting for a term of one, two, and three years, respectively, and their successors shall be elected for a three-year term. The officers of the corporation shall be members ex officio of the board of trustees. No member of the board of trustees shall be eligible for reelection until the year following that in which his or her term expires. Any member of the board of trustees may hold other offices in the corporation.

Section 4. In case a vacancy occurs in any office or in the board of trustees, such vacancy may be filled by the board of trustees for the unexpired term.

Section 5. The president shall be the executive officer of the corporation and shall perform such duties as are usually incident to the office of president of a corporation and in the absence of the treasurer, shall sign all checks, drafts, notes, deeds, and other documents in behalf of the corporation. Checks, drafts, or notes in excess of two hundred fifty (250) dollars shall require the signature of both the treasurer and the president. The president shall appoint a nominating committee before the date of the annual meeting to submit a list of officers and committees for election or appointment at the said annual meeting. It is the express intention of these bylaws that the president shall not serve for a term of more than three (3) consecutive years.

Section 6. The treasurer shall have the care and custody of the funds and all valuable papers and documents of the corporation. The treasurer shall have charge of and be responsible for the collection, receipt, and disbursement of the funds of the corporation and shall sign checks, drafts, notes, deeds, and other documents in behalf of the corporation, and shall have other such powers and duties as are usually incident to the office of treasurer of a corporation. Any payment to be made by the treasurer in excess of one hundred (100) dollars in amount shall have the approval of the president. The treasurer may be required to give bond to the corporation for the faithful performance of the duties of the office in such form and amount and with such sureties as shall be determined by the officers of the corporation.

Section 7. The clerk shall be a resident of the state of Maine, shall keep the records of this corporation, and shall keep minutes of all meetings of the members in a book kept for the

purpose. The clerk shall act as an agent of this corporation in the state of Maine upon whom processes against this corporation may be served. The clerk shall have the care and custody of the corporate seal and shall issue notices for all meetings of members whenever requested by the president or a requisite number of members or officers.

Section 8. The vice-president of the corporation shall perform such duties as may be prescribed by the president or the officers and shall, in the absence of the president, exercise all the powers and duties of the president.

## **ARTICLE VIII**

### Board of Trustees

Section 1. The board of trustees shall advise with and aid the officers of the corporation in all matters concerning its interests and in the management of its business and affairs and generally perform such duties and exercise such powers as may be directed or delegated by the president or the members at any annual or special meeting of the corporation. They shall submit at each annual meeting a report of their recommendations for the welfare and improvement of the corporation.

Section 2. Any vacancy in the board of trustees shall be filled by the board, and each trustee so appointed shall hold office until the next annual election and/or until his successor shall be duly elected and qualified.

Section 3. The board of trustees may hold its meetings at such places as they, from time to time, determine. In addition to the powers and authorities by these bylaws expressly conferred upon them, the board may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or by these bylaws required to be exercised or done by the members.

Section 4. Meetings of the board of trustees shall be called from time to time by the president or a majority of the members on twenty-four (24) hours' notice by telephone, mail, or otherwise.

Section 5. A majority of the board of trustees shall constitute quorum for the transaction of business at any meeting of the board but a lesser number may adjourn from time to time until a quorum is obtained.

Section 6. At all meetings of the board a majority vote of those present shall be decisive of all questions before the meeting, except as otherwise provided by law. The board of trustees shall appoint a secretary, who shall keep records of their proceedings.

## **ARTICLE IX**

### **Agents of Owners at David Pond Outlet.**

The BDTPA Officers and Board of Trustees shall act as agents of the landowners of the David Pond outlet and assume the responsibility of maintaining the integrity of the dam at the outlet as provided in easements granted by the landowners and recorded at the Franklin County Registry of Deeds. Only certain members designated by the BDTPA Board of Directors shall be allowed to perform maintenance work on the dam, and these certain designated members shall be obligated to sign a waiver of liability document prior to performing any such maintenance work. No other BDTPA members shall be allowed on the easement grantors' property in the area described in the easement.

## **ARTICLE X**

### **Resignations**

Any trustee or other elected officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect from the time of its receipt by the clerk, or secretary, who shall record such resignation, noting the date and time of its receipt. The acceptance of a resignation shall not be necessary to make it effective.

**ARTICLE XI**

Amendments

These bylaws may be altered or amended at any meeting of the members by affirmative vote of two-thirds (2/3) of the owner members present, provided that written notice of such proposed amendment has been sent to each member at least fourteen (14) days in advance of the date of the meeting specifying the proposed alteration or amendment.

**ARTICLE XII**

All meetings shall be conducted under Robert's Rules of Order.