

BASIN DAVID AND TILTON PONDS ASSOCIATION

A Non-Profit Corporation

BYLAWS

ARTICLE I - MISSION

The core mission of the Basin David and Tilton Ponds Association is to work together with property owners, municipalities and the state to preserve and improve the water quality of the ponds and their supportive ecosystem. As a part of the core mission the association may educate and inform landowners, their guests and renters and other interested individuals on issues of water quality, invasive plants, and other environmental and safety concerns related to the three ponds and their supportive ecosystem. The association will also advocate and represent its core mission in state, local and regional governmental, environmental non-profit agency matters and any judicial proceeding.

ARTICLE II - NAME AND LOCATION

The name of the corporation is BASIN DAVID AND TILTON PONDS ASSOCIATION Charter number 20030415ND organized under Title 13-B of the Maine Non-Profit Corporations Act. It shall be located and have its principal office in the town of Fayette, Maine.

ARTICLE III - CORPORATE SEAL and REGISTERED AGENT

1. The association shall have a seal containing the name of the association, the year of its creation, and the word "Maine". The seal shall be held by any executive officer of the board of directors.
2. Any Officer who is a resident of the State of Maine may act as the Registered Agent of the association with the Maine Secretary of State. That person shall be appointed by the President and shall be the person on whom processes against this association may be served.

ARTICLE IV - ASSOCIATION POWERS

1. The association shall have and assume all powers, rights, and duties allowable under law and is entitled to acquire and 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 in accordance with these bylaws.
2. 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

1. Membership Definition:
 - a. Any person or public or private entity who owns property on the named roads and streets

designated in Bylaws Exhibit A may be a member of the association.

b. Any individual or entity with a deeded interest in property on the roads and streets designated in Bylaws Exhibit A is entitled to one vote. If the owner is an entity, that entity shall be entitled to one vote. A roll of membership shall be maintained by the Clerk/Secretary and updated as needed during the year.

c. The Executive Board shall have the power to modify the list of roads and streets in Bylaws Exhibit A.

d. If any individual or entity owns more than one parcel of property entitling them to membership in the association, the individual or entity will only be allowed one vote at any meeting called under Article VI of these Bylaws.

e. Non-Voting Members. Any member in good standing of the association may nominate a person or entity for membership in the association. The Executive Board shall have the power to accept or deny such nomination. Once approved, the non-voting member shall pay annual dues and have the right to participate in the annual meeting and any special meetings. Non-voting members shall have the right to participate in discussions but will not have a right to put forth motions or vote on matters under the bylaws.

2. Membership Duties:

a. Members shall elect the Officers and Executive Board of the association at the annual meeting.

b. Members shall vote on the organizational membership dues at the annual meeting as proposed by the Executive Board.

c. Membership shall carry with it the right to participate fully and vote at the annual meeting and other special meetings to provide guidance and direction to the Executive Board.

3. Voting:

a. In order to vote at any meeting a member must be in good standing, having paid their annual dues. Such dues shall be paid prior to the start of any meeting allowed under these bylaws.

b. 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 vote is allowed said proxy shall be filed with the Clerk/Secretary.

c. Meetings of the Basin David and Tilton Ponds Association shall be open to all interested parties, however putting forth motions and voting shall be rights reserved to members in good standing.

ARTICLE V - DUES

1. The association shall have the power to raise money in order to pay its legitimate expenses by establishing annual dues to be paid by members. Any money of the association shall be used to pay for lawful expenditures of the association.

2. The annual dues shall be fixed by vote of the Executive Board at each annual meeting, or at a special meeting called for that purpose, in consultation with the members. The Treasurer shall, prior to the Executive Board setting annual dues, present an accounting of income and expenses to both the Executive Board and members of the previous year's financial activities.

ARTICLE VI - MEETINGS OF MEMBERS

1. Annual Meeting

a. 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.

b. Notice of any meeting allowed under the bylaws shall be sent at least fourteen (14) days prior to the meeting. The Clerk/Secretary shall send the notice by regular U.S. mail or email to members' last known physical or email address. Such mailing or emailing shall constitute conclusive evidence of service of the notice to the members. The use of email shall be deemed as the same as the use of the U.S. Postal Service for any notice required under these bylaws.

c. Members shall provide any change in physical or email address to the Clerk/Secretary and it is the responsibility of the member to provide this information to the association.

2. Special Meetings

a. Special meetings of the members may be held at such time and place as may be decided by herein for any reason associated with the core mission of the association or its affairs.

b. Special meetings may be conducted in the town of Fayette in person, but may also be conducted via video conferencing. Rules for special meetings of the members shall be the same as the rules for the annual meeting.

c. Special meetings may be called upon request of the President, a majority of the Executive Board, or any twenty (20) percent of members in good standing of the association, by giving notice as provided for in paragraph 1.b. of this ARTICLE VI.

3. Quorum for Meetings:

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

4. Voting Method:

Voting at any meeting may be made by a show of hands unless ten percent of the members in attendance object, in which case voting shall be by secret ballot.

ARTICLE VII - Executive Board

1. Definition:

- a. There shall be an Executive Board consisting of five, seven or nine Members.
- b. The President, Vice President, Clerk/Secretary and Treasurer of the association shall automatically be members of the Executive Board.
- c. Additional members of the Executive Board shall be nominated by the President and elected at the annual meeting by the members. The term of service shall be two years, expiring on the date of the annual meeting two years later.
- d. The Executive Board shall be chaired by the President.

2. Duties of the Executive Board:

- a. The Executive Board shall provide advice and guidance to the officers of the association on the day-to-day operation of the association and in executing the core mission of the association.
 - b. In case of misconduct by any officer of the association or actions taken against the core mission of the association, the Executive Board may meet and, upon majority vote, choose to end the term of said officer and reelect a replacement or overturn any decision made by said officer.
 - c. The Executive Board may create committees of Executive Board members, association members and other non-members. Such committees shall follow the direction and scope of activity given by the Executive Board and provide advisory information to the Executive Board to allow it to make decisions regarding the area of the committee's work.
3. The Executive Board may meet at any time or place agreed to by a majority of the Executive Board for purposes described herein and all decisions shall be majority vote of those present.
4. Any vacancy in the Executive Board between annual meetings shall be filled by the President in consultation with the other members of the Executive Board, and each Executive Board member so appointed shall hold office until the next annual meeting.

ARTICLE VIII - OFFICERS

1. The Officers of the association shall consist of a President, Vice President, Treasurer, and Clerk/Secretary.

2. All Officers shall be elected for a term of two years at the annual meeting. Once elected, office holders may be nominated for subsequent terms of office.

3. Officers of the association shall automatically be members of the Executive Board.

4. In case a vacancy occurs in any office, such vacancy may be filled by the Executive Board until the next annual meeting of the association.

5. President:

a. The President shall be the executive officer of the association and shall perform such duties as are usually incident to the office of president of a non-profit association and direct any and all operational decisions of the association. The President may make policy decisions in consultation with the Executive Board. In the absence of the Treasurer, the President shall sign all checks, drafts, notes, deeds, and other documents on behalf of the association. Checks, drafts, or notes in excess of one thousand (\$1000) dollars shall require the signature of both the Treasurer and the President, or emailed permission of a majority of the Executive Board.

b. The President shall, prior to the date of the annual meeting, submit a list of Officers and Executive Board members for election or appointment at said annual meeting.

6. Treasurer:

The Treasurer shall have the care and custody of the funds and all valuable papers and documents of the association. The Treasurer shall have charge of and be responsible for the collection, receipt, and disbursement of the funds of the association and shall sign checks, drafts, notes, deeds, and other documents in behalf of the association, and shall have other such powers and duties as are usually incident to the office of treasurer of an association. Any payment to be made by the Treasurer in excess of five hundred (\$500) dollars in amount shall have the written or emailed approval of the President.

7. Clerk/Secretary:

The Clerk/Secretary shall keep the records of this association, and shall keep the minutes of all meetings of the members and Executive board in a book kept for the association.

8. Vice President:

The Vice-President of the association 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 IX - RESIGNATIONS

Any Executive Board member or other elected officer may resign at any time. Such resignations shall be made in writing or email 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/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. In the case of resignation of a Executive Board member or Officer, the Executive Board shall meet within 30 days and vote on a replacement for the resigned position.

ARTICLE X - AGENTS OF OWNERS AT DAVID POND OUTLET

1. The BDTPA Officers and Executive Board shall act as agents of the landowners of the David Pond outlet and assume the responsibility of maintaining the integrity of the impoundment at the outlet as provided in easements granted by the landowners and recorded at the Franklin County Registry of Deeds.

2. Only members designated by the BDTPA Executive Board shall be allowed to perform maintenance work on the impoundment, and these 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 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 members present, provided that written notice of such proposed amendment has been sent to members at least fourteen (14) days in advance of the date of the meeting. The notice must specify the proposed alteration or amendment and be sent using U.S. Postal service or email to members' last known physical or email address. Such mailing or emailing shall constitute conclusive evidence of service of the notice to the members.

ARTICLE XII

All meetings shall be conducted under the Simplified Robert's Rules of Order as found at https://assembly.cornell.edu/sites/default/files/roberts_rules_simplified.pdf

BASIN DAVID AND TILTON PONDS ASSOCIATION BYLAWS - EXHIBIT A

Exhibit A:

This exhibit lists several streets and roads in Fayette, Maine for the purpose of determining membership eligibility:

Sandy River Road
Rocky Lane
Deer Lane
Hemlock Lane
Shore Road
Basin Road
Jackmans Mill Road
East Road
David Pond Road
Flagg Road
Black Bird Way
Blue Jay Road
Tilton Pond Road
Watson's Heights Road
Main Street (Route 17) between Jackmans Mill Road and Watson's Heights Road