

Woods Pond Association Bylaws

Revised August 30, 2025

Article I

Name and Purpose

A) Name and Purpose

The Woods Pond Association is a non-profit incorporated in the State of Maine. The name of the Association shall be Woods Pond Association, hereafter referred to as "the Association". The purpose of the Association is to perform all acts appropriate to a non-profit scientific, educational, and charitable organization within the meaning of section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The nature of the activities to be conducted, promoted, or carried out are to preserve, protect, and enhance the water quality of Woods Pond located in Bridgton, Cumberland County, Maine.

B) Fiscal Year

The fiscal year of this Association shall be January 1 to December 31.

C) Amendment

These Bylaws may be amended by a vote of two thirds (2/3) of the Board of Directors at any Directors' meeting, after ten (10) days' notice to Directors of the proposed changes. The amendment becomes final after review of the approved changes or ten (10) days after the Directors' vote.

D) Procedure

In all matters not covered by these Bylaws, the parliamentary authority shall be the most recent edition of Roberts' Rules of Order.

Article II

Membership

A) Eligibility

Membership shall be open to those interested in the preservation, protection, and enhancement of the water quality of Woods Pond. The Board of Directors will make final determination of eligibility for Membership based solely on criteria protective of the integrity of the membership roll as dedicated to betterment of Woods Pond.

Persons interested in the Association may request to receive correspondence, paying any fee determined by the Secretary to cover costs of such correspondence.

The Board shall have the authority to establish and define Voting and Non-Voting categories of membership.

Any Member may resign by filing a written resignation, effective upon receipt, with the President or Secretary or to the Association at its mailing address.

Membership can be terminated for cause, after reasonable notice and opportunity to be heard, by a 2/3 vote of the Board of Directors.

Any dues or donations paid previous to resignation or termination will not be refunded or returned.

B) Dues and Donations

The amount for annual dues shall be set by a majority vote of the Board of Directors. A change in the annual dues shall be effective for the next complete fiscal year, unless otherwise specified by the Board of Directors. Any donation made by an eligible person in excess of the amount set by the Board for annual dues may be considered as meeting the payment of dues for the purpose of establishing eligibility for Membership.

C) Voting and Proxy

Each Member in good standing shall have the right to vote on any matters submitted by the Board of Directors to the Membership, and to vote for Directors of the Association. No Member will be eligible to vote if his or her annual dues have not been paid at or prior to the time of the Membership vote. Members who are necessarily absent from any Annual or Special meeting may appoint by written letter delivered to the Secretary one Voting Representative (Proxy) to cast the Member's vote in Association elections.

D) Membership Meetings

1. Annual Meeting: There shall be an Annual Meeting of Members held in Bridgton, Maine, at a time and location determined by the Board of Directors, once in each fiscal year. The agenda of the annual meeting shall be determined by the President in consultation with the Board of Directors.

2. Regular Meetings: Regular meetings of the Members may be held at such time and place as the Board of Directors may determine. The agenda is determined by the President in consultation with the Board of Directors.

3. Special Meetings: Special Meetings of the Members may be called at any time by the President or by the Board of Directors. At such Special Meeting, no business shall be transacted which is not specified in the notice of the meeting.

4. Informational Meeting or Social Event: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fundraising activities. If Association business is to be conducted at such events, the notice requirement for special meetings must be met. No notice to membership is otherwise required.

5. Notice of Meetings: Every annual, regular, or special meeting must be preceded by notice to paid Members and Members from the preceding year who have not yet renewed their membership. Printed notice as to the time, place, and subject matter of each meeting shall be given to each Member, by mail, hand delivery, or email, not less than fourteen (14) days prior to the meeting.

6. Quorum: At any meeting of the Members, nine (9) Members in good standing, or 50% of the membership in good standing, whichever is smaller, shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question of adjournment, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

7. Voting: When a quorum is present at any meeting, a simple majority of the votes properly cast by Members shall decide any question. In the event of a tie, the motion fails.

8. Non-Members: Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer.

Article III

Board of Directors

A) Board: The Board shall manage the business of the Association. The Board shall have a minimum of three (3) and a maximum of nine (9) members. The board receives no compensation other than reasonable expenses. In the management and control of the property, business, and affairs of the Association, the Board is hereby vested with all the powers possessed by the Association itself, so far as this delegation of authority is not inconsistent with the laws of the State of Maine, with the Articles of Incorporation, or with these Bylaws.

B) Qualifications for Directors: A Member in good standing may serve as a Director, and he/she must remain in good standing for the duration of their term. A Director may not be a party in any legal proceeding against the Association or its Officers or Directors. (Deleted: A Director may not be a co-owner of property with another Director.)

C) Terms, Election: All Directors shall serve a three (3) year term. Directors may serve multiple terms. Each Director shall serve until his or her successor is elected and qualified. There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or, if the number of Directors does not evenly divide into thirds, the board shall be divided as close to thirds as possible.)

1. **Director 1, 4, 7: Elected 2023**

2. **Director 2, 5, 8: Elected 2024**

3. **Director 3, 6, 9: Elected 2025**

D) Meetings and Notice: The board shall meet at least annually, at a place and time set by the President. An official board meeting requires each board member have written notice at least one week in advance. Written notice includes delivery to each Board Member, by mail, hand delivery, or email. Meetings may be held in whole or in part by conference call if all Directors can simultaneously hear one another. Meetings by email are prohibited. A member may request an item of concern be considered by the Board of Directors for an upcoming meeting agenda.

E) Board Quorum: A majority of the Directors shall constitute a quorum for the transaction of business, but the Director or Directors present at any meeting may adjourn such meeting from time to time until such quorum is present.

F) Committees: The Board of Directors may establish committees necessary for the smooth functioning of the Association. The President shall appoint committee members from among Directors, Members, supporters of the Association, and members of the community. The President shall fill vacancies in committees, and such appointments shall be subject to confirmation by the Board.

G) Unanimous Action: Unless otherwise provided by the Articles of Incorporation or Bylaws, any action required to be taken at a meeting of the Directors or of a committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote. For the purposes of this section an electronic mail communication shall have the effect of a written consent

H) Officers, Selection, Duties: The Officers of the Association shall be President, Secretary, and Treasurer, each of whom shall be chosen from among the Directors of the Association. At its first meeting held after each annual meeting of the Association, the Board of Directors shall elect the Officers of the Association to serve until their successors are elected. If any such Officers are not elected or appointed at such first meeting, they may be elected or appointed at any subsequent meeting of the Board of Directors.

The President shall preside at all meetings of the Association. The President shall in consultation with the Board of Directors determine the agenda for all meetings.

All checks in payment of expenditures authorized by the Board shall be signed by the Treasurer or the President. For expenditures exceeding \$100 the President shall approve and the Treasurer shall sign the check.

The Secretary shall keep a record of all proceedings, and maintain a record of all members, send all meeting notices, and attend to correspondence relating to Association business.

The Treasurer shall receive all funds and keep a record of all receipts and expenditures, and report all receipts and expenditures at each Annual Meeting and shall maintain bank accounts in the name of the Association.

I) Vacancies: Vacancies in the Board of Directors or in any of the offices which occur between elections shall be filled by a majority vote of the Board for the period remaining until the next Annual Meeting of the Members, at which time an election shall be held by the Members to fill the seat for the period remaining in the term.

J) Resignations: Any Director may resign at any time by giving written notice to the President or to the Secretary. Such resignations shall take effect at the time specified therein, and unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

K) Removal: If a Director's conduct or habits are such as to reflect discredit upon the Association or if other good cause exists, the Director may be removed from office by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any regular meeting of the board or at any special meeting called for that purpose. No such vote upon removal of a Director shall be taken until the Director has been advised of the reasons therefore and has had opportunity to submit to the Board of Directors a statement relative thereto, either oral or written. If the Director affected is present at the meeting, he or she shall leave the place where the meeting is being held after his or her statement has been submitted and prior to the vote upon the matter of his or her removal. At the same or subsequent meeting, the Board of Directors may elect his or her successor to complete the remainder of the term.

Article IV

Conflicts of Interest

Whenever a Director or Officer has a personal or financial interest in any matter coming before the Board of Directors, the Board shall ensure that:

1. The interest of such Officer or Director is fully disclosed to the Board of Directors.
2. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum of the Board when such matter is voted upon.
3. Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article V

D & O Insurance and Indemnification

1. **Director and Officer Insurance:** The Association must obtain director and officer insurance insuring all individuals against all claims and liabilities (including attorneys' fees and other related costs and expenses) resulting from his or her service as an Officer or Director of the Association. The coverage limits, deductibles, co-pay obligations, and exclusions from coverage for such insurance shall be as determined appropriate by the Board of Directors from time to time.
2. **Indemnification Against Deductible or Co-pay Obligations:** The Association will indemnify and hold each covered individual harmless against any deductible or co-pay obligation included in any director and officer insurance obtained by the Association in accordance with Section 1 above.
3. **Conditional Indemnification:** In the event that any claim or liability (including attorneys' fees and other related costs and expenses) against any individual arises at a time that the Association has not obtained or maintained director and officer insurance which covers claims or liabilities resulting from his or her service as an Officer or Director, the Association will indemnify and hold the individual harmless against all claims or liabilities (including attorneys' fees and other related costs and expenses) resulting from his or her service as an officer or director.