

Lake Arrowhead Conservation Council

BYLAWS
Revised August 23, 2008

BYLAWS OF
LAKE ARROWHEAD CONSERVATION COUNCIL
(A Corporation Not for Profit)

ARTICLE I: CORPORATION NAME

The name of this Not for Profit Corporation shall be:
LAKE ARROWHEAD CONSERVATION COUNCIL.

ARTICLE II: CORPORATION OBJECTIVES

The objectives of the Corporation shall be to:

1. Provide charitable work and opportunities designated to protect and conserve the natural resources of Lake Arrowhead water, land, and lake quality.
2. Assist the Lake Arrowhead Community and similar lake communities within the state of Maine, with education, knowledge, resources regarding the protection and conservation of lake, land, and water resources.
3. Extend and develop public interest in the understanding of aquatic plant management, the protection of water and lake quality, and the preservation of natural habitats for plants, fish, and wildlife within Lake Arrowhead and similar lake communities within the state of Maine.
4. Conduct research and develop strategies for citizens and lake front owners to utilize in the protection of natural resources and habitats within Maine's lakes, streams, rivers, ponds and watersheds.
5. Encourage and assist in the development and maintenance of a volunteer work force committed to achieving the goals of the Corporation and the preservation of Lake Arrowhead natural resources.
6. Provide advocacy, education and awareness for policy and decision-makers, funding sources, community leaders, business entities, the private sector, and local, state, county and federal governments, regarding the work of the corporation and it's goals and objectives.
7. Seek grant and charitable funding and solicit donations necessary to achieve the goals and promote the interests of the corporation.
8. Cooperate with local, state, regional and national chapters of other organizations and agencies with similar and related interests.

ARTICLE III : PLACE OF BUSINESS

The principal place of business shall be located within the Lake Arrowhead Community at such a place as the Board of Directors may designate.

ARTICLE IV: OFFICERS

Section A. Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary/Clerk and such assistants and other officers and agents as may from time to time be appointed by The Board of Directors. The same person may simultaneously occupy more than one office, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is

required by law or these bylaws to be executed, acknowledged, or verified by two or more officers. All officers must be Members of the Corporation entitled to vote in good standing.

Section B. Appointments, Terms, and Vacancies. Officers shall be elected annually by the Board of Directors and shall serve until their successors are chosen. The election of Officers and Directors of the Corporation shall be held as part of the annual business meeting held in conjunction with the regular annual meeting. In case a vacancy shall occur from any cause in any office, the Board of Directors shall fill such vacancy.

Section C. Resignations. Any officer may resign his/her position at any time by written notice delivered to the President or to the Board of Directors.

Section D. Removal. Any officer may be removed at any time, without cause, by a majority vote of the entire Board of Directors.

Section E. President. The President shall be elected annually by and from the Board of Directors and shall serve as Chairman of the Board of Directors. The President shall preside at all meetings of the Members and of the Directors at which he/she is present. The President shall have general charge and control of all the affairs of the Corporation subject to the approval of the Directors.

Section F. Vice President. The Vice President shall be elected annually by and from the Board of Directors. The Vice President shall have the powers and duties of the President when the President is unable to carry out his/her duties or when the President delegates his/her authority to the Vice President, or when a majority vote of the entire Board determines that the President is unable to carry out his/her duties.

Section G. Treasurer. The Treasurer shall collect and receipt all dues assessments and other income. The Treasurer shall deposit promptly all funds of the Corporation, including funds received for membership, special assessments, grants, awards, donations and other incomes from fundraising or charitable giving activities as shall be approved and designated by the Board of Directors. Checks in payment of obligations of this Corporation shall be signed by the Treasurer, who shall with the approval of the Board of Directors, pay all bills of this Corporation and make such other disbursements as are necessary and incidental to the operation of the Corporation. The Treasurer shall at the annual meeting of the Corporation, and if directed by the Board of Directors at special meetings, make full and true report of the financial condition of this Corporation. The Treasurer shall provide for an annual compilation of all books, vouchers, and necessary documents of the Corporation prior to each annual meeting of the Corporation, the cost of said compilation to be borne by the Corporation. This compilation shall be conducted by a Certified Public Accountant (CPA), and shall include an Opinion rendered by same CPA as to the condition of the Corporation's financial books and records. The financial statements as prepared during the compilation shall be included as part of the annual proceedings of the Corporation. The Treasurer shall serve as a member of the Finance Committee and shall present an annual budget for approval by the Board of Directors at the annual Board Meeting. This officer shall perform such other duties as are usually incident to the office of Treasurer and as may be assigned by the Board of Directors.

Section H. Secretary/Clerk . The Secretary shall keep full and current minutes of all meetings of this Corporation and of the Board of Directors. This officer shall be responsible for the maintenance of membership records, the appropriate filings of any local, state or federal documentations requirements, shall issue notices of meetings, and shall conduct such part of the correspondence of the Corporation as is usually conducted by the Secretary of similar organizations. At the direction of the Board of Directors, the Secretary may be authorized to expend funds from the Corporation bank account for the purpose of conducting the above stated business, and for the purpose of safeguarding and transferring to the Treasurer any such payments to the Corporation, including membership dues, that may be received via the Corporation mailbox. The Secretary shall serve as Archivist responsible for maintaining the security of important records of the Corporation. The Secretary shall establish guidelines and procedures for placing items in the archives.

ARTICLE V: BOARD OF DIRECTORS

Section A. Description and Power. The Board of Directors of the Corporation shall consist of nine (9) Directors, each of who shall be a Member of the Corporation who is both entitled to vote and in good standing. No member of the Board of Directors shall be compensated for his/her elected duties. Not more than one (1) member of a family (spouse, child, parent, brother, sister, or in-law) shall be a member of the Board at any time, regardless of membership status. The Board of Directors shall have general management and control of all property and affairs of the Corporation. The President of the Corporation shall serve as Chairman of the Board of Directors. The Board of Directors shall manage the affairs of the Corporation and shall have the power: (1) to fill any vacancies among the officers of the Corporation including the membership of the Board of Directors; (2) to prescribe the duties of the officers of the Corporation not otherwise prescribed in the Bylaws of the Corporation; (3) to provide rules and regulations for the conduct of the affairs of this Corporation as are not consistent with the provisions of the Bylaws; (4) to accept or reject applications for membership in this Corporation; (5) to increase the amount of the Officers' & Directors' bond if the Board deems the current bond insufficient; (6) the Board of Directors shall have full power of the Corporation in all matters demanding action between meetings and shall submit at the next succeeding meeting of the Corporation a report on all actions taken by them under authority of this section.

Section B. Meetings. The Board of Directors shall meet upon the call of the President or upon the request of five or more members of the Board of Directors directed in writing to the Secretary. At least fifteen (15) days prior notice in writing shall be given by the Secretary to all members of the Board of Directors as to any meetings of the Board of Directors. The time and place of such meetings to be designated by the President. *A majority of the members of the Board of Directors present at any official meeting shall constitute a quorum for the transaction of business.* Proxies for absent Board Members requires verbal pre-notification made to the President and Secretary, and must be assigned in writing to a member in good standing and be provided to the Secretary for the record upon completion of roll-call. Qualifying Proxies will assume the privileges, duties and responsibilities of the absent Board Member during the course of the meeting including the right to vote on Board matters. An action of the Board of Directors shall be upon the vote of the majority of its members present. Except under extenuating circumstances (as approved by the Board) which may prevent it, the Board of Directors shall meet no fewer than three (3) times annually. One meeting shall be held

immediately before the annual meeting of the Corporation; one meeting shall be held immediately after the annual meeting of the Corporation; and one additional meeting shall be held during the interim between the annual meetings.

Section C. Elections. Directors shall be elected by the Members of the Corporation. Three Directors shall be elected annually for terms of three (3) years. The candidates receiving the three (3) highest numbers of votes shall be selected to fill the three 3-year terms. Should there be an insufficient number of candidates available to fill vacancies occurring due to the expiration of terms, the Presiding Office at the Annual Meeting of the Membership of the Corporation shall accept nominations from the floor for only the position for which it is deemed there is no candidate. Nominated Members must be entitled to vote and in good standing; and must also be present and accept the nomination at the Annual Meeting.

Section D. Vacancies. In case a vacancy on the Board of Directors shall occur from any cause other than the expiration of a term, the Board of Directors, or the remaining Directors although less than a quorum, shall by majority vote fill such vacancies for the remainder of the non-expired term as follows:

A. First, from among the remaining unsuccessful Candidates for Director at the previous annual election. Such vacancy shall be filled in order of ranking of votes at the previous annual election.

B. Second, if there are no Candidates available or willing to serve pursuant to subparagraph A. above, the Directors shall appoint to serve at any duly called Director Meeting, the notice for which lists this matter on the agenda, any Member of the Corporation, who is entitled to vote and in good standing.

Section E. Removal. Any Director may be removed at any time, with cause, at any duly called Member Meeting, the notice of which lists this matter on the agenda, by a two-thirds vote of Members voting either in person or by absentee ballot. Any Director may also be removed, for cause or is either no longer entitled to vote or in good standing, if six (6) members of the Board of Directors vote in favor of said removal at any duly called Director Meeting, the notice for which lists this matter on the agenda. If a Director is no longer a Member of the Corporation entitled to vote and in good standing, the Director is disqualified from serving on the Board of Directors and shall remove himself/herself from the Board.

Section F. Resignations. Any Director may resign his/her position at any time by written notice delivered to the President or to the Board of Directors.

ARTICLE VI: QUORUM

A quorum of the business meeting of the Corporation shall consist of not fewer than ten percent (10%) of the membership, entitled to vote and present in person or by absentee ballot, provided that if a quorum is not present, a majority of those present shall have the power to adjourn the meeting.

ARTICLE VII: MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any annual meeting of the Corporation involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Corporation;

provided, however, that should any matter require immediate action by the Corporation, *such matters may be considered immediately by consent of a majority of the eligible members present and voting.*

ARTICLE VIII: MEETINGS

Section A. Annual Meeting. There shall be an annual meeting of the Corporation for the election of officers, the presentation of papers and discussion on conservation issues, aquatic plant control and management, Lake Arrowhead preservation planning and related subjects and such other business as may be properly brought before it. Such annual meetings shall be held at such time and place as the Board of Directors may decide. At least sixty (60) days prior notice shall be given in writing to all members as to the time and place of the annual meeting.

Section B. Special Meeting. Special meetings of the Corporation may be held whenever the Board of Directors deems such meetings necessary or whenever ten or more active members shall make a written request to the Secretary. Such requests shall be placed with the Board of Directors, which shall designate a time and place for such special meetings. The Secretary shall give written notice of all special meetings of the Corporation to all members at least four (4) weeks prior to the date of such special meetings.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE X: MEMBERSHIP

Section A. Categories. Membership in any category shall be subject to the approval of the Board of Directors. There shall be the following Membership Categories:

1. **Individual Member.** Any person who is interested in the advancement of the Corporation and its goals.
2. **Sustaining Member.** Companies, institutions, or organizations interested in the advancement of the Corporation and its goals.
3. **Student Member.** Any full-time individual student who is interested in the advancement of the Corporation and its goals.

Section B. Voting Privileges. All Individual, Student, and Sustaining Membership who are members in good standing with current, paid-up dues shall have the right to vote.

Section C. Membership dues. Dues amounts for each membership category shall be proposed by the Board of Directors and voted upon by the membership at the Annual Business Meeting. Annual dues are due by Jan. 31st and shall in no case be paid later than the first full day of the annual meeting, to qualify for the full rights and privileges of membership in that calendar year.

ARTICLE XI: COMMITTEES and REPRESENTATIVES

Section A. Standing Committees. Standing Committee Chairs shall be appointed by the President. Committee members shall be voting members of the Corporation, selected by the Chair and approved by the President. The number of persons on each committee may be changed at the discretion of the President and the Board of Directors. Standing Committees are as follows:

1. **Bylaws and Resolutions Committee.** All resolutions and Bylaws changes to be considered shall be presented to this committee, who shall present worthy suggestions to the Corporation in a form appropriate for adoption, subject to Bylaws Article XIV. Bylaws changes, adopted in accordance with Article XIV shall be incorporated into the current Bylaws by this committee and submitted to the Secretary for the official record.
2. **Finance Committee.** The committee shall 1) review all financial records at the end of each fiscal year, 2) prepare a report on the Corporation's financial status for presentation to the Board of Directors at the mid-year meeting, 3) prepare the annual budget of the Corporation, 4) advise and assist the Treasurer in maintaining Corporation financial records and in preparing reports for the Board of Directors.
3. **Legislative Committee.** This committee, whose duties shall be to inform itself as to any legislation pending of interest to the Corporation and to make recommendations to the Board of Directors on the same, will be appointed by the Board.
4. **Memberships and Nominating Committee.** This committee shall investigate, promote and solicit memberships in the Corporation, within each of the membership categories authorized by the Board of Directors and shall recommend to the Corporation candidates for election to the several offices. This committee shall inform the Corporation membership of the slate of nominees for office at least 30 days prior to the annual business meeting.
5. **Strategic Planning Committee.** This committee shall be responsible for clarifying the future focus of the Corporation by providing a framework for decision-making and recommending realignment of resources and establishment of priorities, as needed, in a practical, productive and responsive manner to meet current and future membership needs.

Section B. Special Committees. Such other committees as from time to time may be deemed necessary shall be appointed by the President.

Section C. Special Representatives. The President shall appoint, with approval of the Board of Directors, special representatives of the Corporation. These persons shall attend meetings of organizations having similar interests and goals pertaining to the state, local, regional and national issues impacting the Lake Arrowhead Conservation Council, and act as liaisons between these organizations and the Corporation.

ARTICLE XII: RULES OF ORDER

Business sessions of the Corporation shall be conducted in accordance with Roberts' Rules of Order.

ARTICLE XIII: PUBLICATIONS

All publications of the Corporation shall be issued under the direction of the Board of Directors and shall become the property of the Corporation.

ARTICLE XIV: AMENDMENTS

These Bylaws may be amended by three-fourths vote of the active members present at any annual meeting, provided the proposed amendment has been approved by the Board of Directors and given in writing to the Secretary, and that a written notice of said proposed amendment has been transmitted to active members thirty (30) days before the annual meeting, and further that notice of the time said amendments are to be voted on has been announced at least twelve (12) hours in advance.

ARTICLE XV: DISSOLUTION

The Corporation shall have perpetual existence, but if dissolved, its assets shall be donated to a non-profit organization or Institution to be selected by the last Board of Directors to be used for research, conservation, or restoration of Lake waters residing in the state of Maine.

The above Bylaws of Lake Arrowhead Conservation Council were initially adopted in August of 2007 and revised on August 23, 2008.