

BYLAWS OF THE KEZAR LAKE WATERSHED ASSOCIATION

ARTICLE I

Name and Offices

1. Name. The name of this non-profit corporation is the Kezar Lake Watershed Association (hereinafter referred to as “the Association”). The 56-square-mile watershed of Kezar Lake is located in the western Maine towns of Lovell, Stoneham and Stow.

2. Offices. The principal office of the Association shall be in the County of Oxford, Town of Lovell. There may also be other offices at other places determined by the trustees or required by the Association.

ARTICLE II

Purpose and Goals

1. Purpose. The purpose of the Association is to preserve, protect and maintain the ecological, scenic and recreational resources of Kezar Lake and its watershed for the benefit and enjoyment of residents, summer residents, and visitors, now and in future generations.

2. Goals. The Association promotes its purpose by:

- a. promoting actions, policies and plans that protect the Kezar Lake watershed;
- b. establishing and maintaining a systematic and scientifically-based program to study and monitor the water quality and ecological stability of Kezar Lake and of the ponds within the watershed;
- c. working cooperatively with local and regional organizations and other officials to promote regulations and activities that assure water safety, safeguard water quality, and encourage responsible stewardship of the lake and its watershed resources;
- d. developing programs, publications, and electronic resources that

educate the community in ways consistent with the Association's goals.

ARTICLE III

Members and Meetings of Members

1. Membership. Membership shall be open to any person, household, or organization concerned with the well-being of Kezar Lake and its watershed. Each member shall pay annual dues to the Association which shall entitle that member to full voting privileges.

2. Meetings. The Annual Meeting will be in July, the date to be set by the Board of Trustees, and shall be for the purpose of electing trustees and conducting such other business as may properly come before the membership.

3. Additional Meetings. Additional meetings, independently or in conjunction with other organizations, may be called as necessary by the president, the vice-president, or a majority of trustees.

4. Notice. Notice of all membership meetings shall be mailed or presented in person within a reasonable period of time before a meeting is to be held, but in no event less than ten days nor more than fifty days before the meeting.

5. Quorum. The presence of one-third of the members shall be necessary to constitute a quorum for all purposes. At a meeting where there is a quorum, the act of the majority of the members present shall constitute the act of the full membership.

6. Voting. Each member and authorized representative of a member organization shall be entitled to one vote. All questions shall be decided by a majority vote of members present.

ARTICLE IV

Trustees

1. Election. The business and property of this Association shall be managed and controlled by a board of trustees. Each trustee shall hold office for three years, with elections so rotated that no more than one-third of the trustees change office at any given time. Trustees shall be elected by the membership at the Annual Meeting from a slate of candidates nominated by the board of trustees. Nominations may also be made from the floor at the Annual Meeting. Trustees' terms of office shall begin at the close of the Annual Meeting. Trustees may serve for no more than two consecutive three-year terms, after which they must leave for the board for at least one year before standing for re-election.

2. Number. The number of trustees of this Association shall be not more than fifteen and ideally shall represent each portion of the lake and critical areas within the watershed. In addition, three non-voting trustees shall be appointed by

the Greater Lovell Land Trust, their names subject to approval by the KLWA Board. The trustees may also appoint specific advisors to the Board as needed. Trustees shall serve in office until their term expires or until resignation or removal as provided in Article VI. The immediate past president shall serve one year as an advisor, ex officio without vote, to the board of trustees.

3. Resignation. Any trustee may resign at any time by giving written notice of such resignation to the board of trustees.

4. Vacancies. Any vacancy on the board of trustees, including a vacancy created by an increase in the number of trustees, may be filled for the unexpired portion of the term by the trustees then serving through an affirmative vote of the majority. When a trustee goes off the board, that trustee cannot be reelected to the board for at least one year.

5. Meetings. There shall be no fewer than three board of trustees meetings per year, the first to take place at least one week prior to the Annual Meeting in July, the second in mid-summer, and the third before Columbus Day. Any business may be transacted at any trustees' meeting.

6. Special meetings of the board of trustees may be called by the President or Vice- President or shall be called by them on the written request of three trustees. The Board may also conduct official business by telephone or email.

7. Notice. Notice of regular trustees' meetings shall be communicated within a reasonable time, but no less than ten days prior to the meeting

8. Chair. If present, the president or vice-president shall act as chair at all meetings. In their absence, someone chosen by the trustees present shall preside.

9. Quorum. At all meetings of the board of trustees, a majority of the trustees shall be necessary to constitute a quorum for all purposes. The act of a majority of the trustees present at any board meeting shall constitute the act of the board of trustees.

10. Contract and services. Upon authorization of a majority of the trustees, the president shall sign and make all contracts and agreements on behalf of the organization or may empower a specific trustee to act in the organization's behalf, so long as these contracts do not violate the spirit or the nature of the Association.

11. Powers. The board of trustees may by general resolution designate committees of their own number or committees of the general membership or

delegate authority to officers of the Association, but such designation or delegation shall not relieve the board of trustees, or any member thereof, of any responsibility imposed under these bylaws or by law.

12. Duties. The board of trustees shall be responsible for conducting the affairs of the Association between meetings of the membership, including the setting of dues.

ARTICLE V

Officers

1. Number. The officers of the Association shall be the president, vice-president, treasurer, secretary, and other officers with such powers and duties as may be determined by the board. Any two offices, except those of president and vice-president, may be held by the same person.

2. Election and term of office. The president and vice-president shall be elected annually by the board of trustees from among their number, and the other officers shall be elected annually by the board of trustees from among such members as the board of trustees may see fit. These elections shall take place at the first meeting of the board of trustees after the Annual Meeting.

3. Vacancies. In case any office of the Association becomes vacant, the majority of trustees may elect an officer to fill such vacancy until the election of a successor.

4. Duties of the officers

a. President. The president or vice-president shall preside at all meetings, assume general charge and supervision of the Association, and undertake such other duties as may be assigned by the board of trustees.

b. Vice-President. The vice-president shall work actively with the president and undertake other responsibilities as directed by the board of trustees. The vice-president also serves in the absence or disability of the president and enjoys the same powers and limitations as the president.

c. Secretary. The secretary is responsible for keeping membership lists, for recording all business transacted at all meetings, and for making that record available to all members.

d. Treasurer. The treasurer shall receive all monies coming into the Association, make disbursements and investments approved by the board, maintain appropriate records, file appropriate reports, oversee any necessary bookkeeping and accounting services, and

perform other all duties incident to the office of treasurer subject to the control of the board of trustees.

ARTICLE VI

Removal of Members, Trustees and Officers

Any member, trustee, or officer of the Association may be removed from membership or office by an affirmative vote of two-thirds of the full membership for conduct detrimental to the interests of the Association. Written notice of the reasons for the proposed removal shall be provided to that member, trustee or officer within a reasonable period of time prior to the vote, and any defense to such removal shall be presented to the membership.

ARTICLE VII

Compensation for Members, Trustees and Officers

No member, trustee or officer shall receive a salary from the Association, but the board of trustees, by resolution, may allocate a fixed sum to a member, trustee or officer rendering exceptional services to the Association, which sum shall be appropriate to the value of the services.

ARTICLE VIII

Agents and Representatives

The board of trustees may appoint agents and representatives of the Association with powers to perform such tasks on its behalf as may be required, consistent with these bylaws and applicable law.

ARTICLE IX

Fiscal Year

The fiscal year of this Association shall commence on January 1 of each year and end on December 31.

ARTICLE X

Prohibition Against Sharing in Corporate Earnings

No one involved in this Association shall receive any of the net earnings or pecuniary profit from the operations of the Association, but may only receive

compensation for special services as determined by the board of trustees and as provided in Article VII herein.

ARTICLE XI

Investments

This Association shall have the right to retain all or any part of any securities or property acquired by it and to invest and reinvest any funds held by it as determined by the board of trustees.

ARTICLE XII

Amending Bylaws

The bylaws of this Association may be altered, amended or repealed at the Annual Meeting of the members by a majority vote of all members represented, provided that the proposed action is included in the advance notice of such meeting.

ARTICLE XIII

Indemnification

Indemnification of trustees and officers shall be provided by resolution of the board of trustees, in accordance with the laws of the State of Maine, if such trustee or officer becomes a party to or is threatened with a lawsuit or legal proceeding by reason of being a trustee or officer of the Association.

ARTICLE XIV

Parliamentary Authority

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

ARTICLE XV

Enabling Clause

These bylaws shall become effective upon adoption.

The first version of these bylaws was unanimously approved by the members of the Kezar Lake Association at its annual meeting on July 9, 1994. By unanimous approval at the July 11, 1998, annual meeting of the Association, the bylaws were further amended as follows: "Trustees of the Kezar Lake Association propose the current name of KLA be changed to Kezar Lake Watershed Association and increase the Board of Trustees from 9 to not more than 15 members to provide representation from all segments of the watershed community." Bylaws were amended again by unanimous approval at the August

12, 2006 membership meeting. These amendments refined the organization's mission, reduced the number of annual membership meetings from two to one and expanded the number of trustees' meetings from one to three, established term limits for trustees, expanded the duties of the vice-president, secretary and treasurer, and removed the possibility of voting by proxy at the annual meeting. Amended again by vote of the membership at the annual meeting of the Association on July 11, 2009 to reflect the change of the fiscal year from June 1-May 31 to January 1-December 31.