

BYLAWS OF THE KEZAR LAKE WATERSHED ASSOCIATION

Version Date: _____

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. Annual 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 e-mailed, 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. It shall be the responsibility of each

Member to provide a current electronic mail and regular mail address to the Corporation. Notice of membership meetings may be provided through a newsletter or similar KLWA document.

5. Quorum. The presence of ~~twenty-five one-third~~(25) 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 Trustees at a meeting prior to the Annual Meeting of the Members, and ratified 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 less than nine (9) and not more than ~~fifteen~~sixteen (16) 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. 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.

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 Mmeetings 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 person(s) requesting the Special Meeting shall fix the date, time and place thereof, although such date, time and place shall be reasonable and convenient for the other 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, and in no event less than five (5) days prior

to a Special Meeting. Notice shall be by first class mail, fax, personal delivery, or electronic mail. It shall be the responsibility of each Trustee to provide a current electronic mail and regular mail address to the Corporation. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

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.

13. Conference Calls. Meetings of the Board of Trustees may be held in whole or in part by conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

14. Executive Session. At any meeting of the Board of Trustees, an Executive Session at which only Trustees shall be present may be called for discussion of sensitive or confidential issues such as personnel, legal matters, or transaction negotiations. Results of said Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting.

15. Open Meetings and Disclosure of Minutes. Meetings of the Board of the Trustees shall not be open to the public or to Members, although the Board may choose, in its sole discretion, to invite Members or other guests to all or portions of such meetings. Minutes of meetings of the Trustees shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public. Minutes of meetings of the Trustees shall be shared with Members, upon request, although Members may be required to maintain the confidentiality of such minutes.

16. Board or Committee Action Without a Meeting. Any action that might be taken at a meeting of the Board of Trustees or of a committee may also be taken without a meeting if (a) all Trustees or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Trustees or of the committee members send written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Trustee or committee member within forty-eight (48) hours of

the notification to the Trustees or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Trustees' meeting or committee meeting, and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this section 16 shall be deemed a "custom of the Corporation known generally to its members."

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~~ officers 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~~ 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 trustees at a meeting of the Board~~ 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 at least five days prior to the proposed removal, and the individual proposed for removal shall be given an opportunity to

~~be present and to be heard at said meeting. 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 ~~compensationa 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. The Board shall have power to make, alter, and repeal the bylaws of the corporation by affirmative vote of a majority of the Board at a regular or special meeting of the Board. All amendments pertaining to the rights, responsibilities of~~

members shall be ratified by the members of the Corporation at the next Annual Meeting or by a Special Meeting of the Members called for such purpose and shall not take effect until such ratification occurs.

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. The Corporation shall have the power to indemnify and, without formal action by the Trustees or other persons, shall indemnify any Officer or Trustee, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Trustees, such as members, employees, agents, or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Trustees in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as Trustee, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

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.