

Friends of Lake Winnecook, Inc. BY-LAWS

Article I - NAME

The name of this organization shall be: Friends of Lake Winnecook, Inc. (Throughout this document Friends of Lake Winnecook, Inc. will be noted as the Association.)

Article II - PURPOSE

The purpose of the Association shall be to preserve, enhance, and protect the beauty of Lake Winnecook and its adjacent areas.

Article III - MEMBERSHIP

Section 1. Membership in the Association shall be open to all persons interested in the purpose of the Association.

Section 2. Voting members of the Association will have full privileges thereof upon payment of either individual or family annual dues to the Association. Family memberships are available for any number of family members residing in the same household willing to share membership benefits such as newsletters. Family membership shall not be construed to prevent additional individual members of the same household from joining the Association.

Section 3. Non-voting members of the Association will have all privileges of the Association other than voting in Association affairs or serving on the Board of Directors upon annual registration as a junior or college student member. Junior members will be those individuals less than 18 years of age and college student members less than 22 years of age who wish to participate in Association activities independent of an individual or family membership. Junior and college student members will not be charged dues, but will need to renew their membership annually.

Section 4. Membership fees for the ensuing year will be set by the Board of Directors before the Annual Meeting and published in the Annual Meeting notice.

Article IV - GOVERNMENT

Section 1. The government of the Association shall be vested in a Board of Directors subject to the will of the membership.

Section 2. The Board of Directors shall have general oversight of all matters pertaining to the welfare of the Association and to the interest of the members not otherwise provided for.

Section 3. Nine (9) directors, including four (4) officers, shall be elected at the Association's annual meeting for a period of one year, or approximately so, from one annual meeting to the next. There will be one director each from the towns of Burnham, Troy, and Unity, who must either be residents of or own property in the town represented. Two (2) directors-at-large will represent Association interests independent of local government boundaries. All directors must be voting members of the Association.

Section 4. All governance must be ethical and perceived as ethical.

Section 5. No Board Member shall cast a vote nor take part in final deliberation in any matter in which he or she, members of his or her immediate family has a personal interest that may be seen as competing with the Association.

Article V - OFFICERS

Section 1. The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer, all of whom make up the Executive Committee.

Section 2. The function of the Executive Committee shall be to make recommendations to and execute all decisions of the Board of Directors, and of the membership.

Section 3. The officers of the Association shall be elected at the Association's annual meeting for a period of one year, or approximately so from one annual meeting to the next.

Article VI - DUTIES OF OFFICERS

President - The President, and in the absence of the President, the Vice-President, shall preside at all meetings of the Board of Directors and of the membership. Should both the President and Vice-President be absent from any meeting, the meeting shall be called to order by the Secretary and a chairperson pro-tempore shall be chosen. In addition, the President shall have general supervision of all the affairs of the Association. The President shall appoint all committee members. The President shall cause to be called all regular and special meetings of the members and of the Board of Directors in accordance with these By-Laws. The President shall present at each annual meeting a report on the condition, accomplishments, plans, problems, and prospects of the Association. The President shall sign and make all contracts and agreements on behalf of and in the name of the Association, subject to the approval of the Board of directors. The President shall see that the books, reports, statements, and certificates required by statutes are properly made, kept, and filed according to law. In general, the President shall enforce these By-Laws and perform all the duties incident to the position and office which are required by law.

Vice-President - During the absence or inability of the President to render and perform the President's duties or exercise the President's powers as set forth in these By-Laws under which this Association is organized, the same shall be performed and exercised by the Vice-President; and when so acting, the Vice-President shall have all the powers and be subject to all the responsibilities and limitations hereby given and imposed upon the President. In addition to the above, the Vice-President shall serve as liaison between the Board of Directors and all committees. In this capacity the Vice-President shall be an ex-officio member of all committees.

Secretary - The Secretary shall keep a record of the business transacted at all meetings of the Executive Committee, Board of Directors, and of the membership in appropriate books. The Secretary shall keep a roll of all membership in appropriate books. The Secretary shall keep a roll of all members of the Association with their mailing addresses. The Secretary shall be the custodian of the seal and shall affix the same when required.

Treasurer - The Treasurer shall receive and collect all money due the Association and from whatever source; shall make all disbursements as directed by the Executive Committee; shall keep an account of all receipts and disbursements and submit a report of the same and of the financial condition of the Association at the annual meeting of the members and also to the Board of directors at any time the Treasurer may be requested. All disbursements shall be subject to approval of the Board of Directors.

Article VII - NOMINATIONS AND ELECTIONS

Section 1. At least thirty (30) days prior to the annual meeting, the President shall appoint a Nominating Committee of at least three (3) members to seek out individuals interested in running for officer or director of the Association.

Section 2. The Nominating Committee shall prepare and present a slate of candidates for officers and directors to the members for ballot at the annual meeting. In the nomination of officers, those candidates of the Association who are experienced members of the Board of Directors shall be given preference. Nominations will be accepted from the floor at the annual meeting. Space must be reserved on the ballot for these names.

Section 3. Voting shall be done by ballot with all the names of the candidates appearing on one ballot. No name shall appear on the ballot more than once. Only one member from each immediate family may be placed on the ballot.

Section 4. The new Board of Directors shall be installed and assume duties immediately following the annual meeting.

Article VIII - REVOCATION AND VACANCIES

Section 1. Any officer or director unable, unwilling, or failing to carry out his/her duties in the manner prescribed in these By-Laws of this Association, may, upon majority vote of the Board of Directors, be removed from office. Any officer or director so removed, may, through written request to the Board of Directors, require that the election of his/her position be done at a special meeting of the membership.

Section 2. With the exception of the above, all vacancies in the Board of Directors and the Executive Committee occurring between annual meetings shall be filled for the unexpired term by majority vote of the remaining directors.

Article IX - MEETINGS

Section 1. The annual meeting of the Association shall be held during August. Appointment of date, time, and place for the meeting shall be decided by the Board of Directors and notice mailed or emailed to each member at their last known address not less than 7 days before the appointed time of the meeting.

Section 2. Special meetings of the Association may be called by the President provided written notice of such meeting is mailed or emailed to each member at their last known address not less than 7 days before the appointed time of the meeting. Business to be transacted at a special meeting must be stated in the notice to the members and no business other than that stated in the notice may be transacted.

Section 3. All business at meetings will be handled through a published agenda. Any member, not on the Board of Directors, may place items on the agenda provided notice of it is sent to the Secretary bearing the signature of at least one director or officer.

Section 4. At any annual or special meeting twenty-five (25) members shall constitute a quorum. At any Board of Directors or Executive Committee meeting, a majority of the members shall constitute a quorum. No business may be transacted without a quorum. If a position is vacant, the size of the Board of Directors or Executive Committee will be reduced to reflect the vacancy in determining whether a quorum is present.

Section 5. At all meetings, the rules of order shall be governed by these By-Laws, and by *Robert's Rules of Order*.

Article X - VOTING RIGHTS

Section 1. At the annual meeting, “good standing” shall refer to those members who have paid their dues for the next year. At all other meetings, “good standing” shall refer to those members who have paid dues for the current year.

Section 2. Individual members in good standing shall possess the right of one vote on all matters put before the membership and in the election of the officers and directors. Family members shall possess the right of up to two votes in Association affairs, one each exercised by any two participating family members, regardless of age, Only members can place motions before the floor.

Section 3. Absentee votes at the annual meeting will not be recognized. At special meetings of the Association, absentee votes will be counted provided they are received by the secretary in time for the meeting.

Section 4. At meetings of the Board of Directors or Executive Committee, members may attend by telecommunication if necessary; any costs for remote participation shall be borne by the director.

Article XI - COMMITTEES

Section 1. Standing committees and chairpersons shall be appointed by the President only upon approval of the Board of Directors. A list and duties of standing committees shall be maintained by the Secretary.

Section 2. Temporary committees may be set-up by action of either the Board of Directors or the Executive Committee, or both. The life of temporary committees shall be determined by the body setting it up.

Section 3. Committees must report all findings to the Board of Directors before any action can be taken.

Section 4. Appointment to committees is open only to members of the Association.

Article XII - AMENDMENTS

These By-Laws may be altered, amended, repealed, or added to by a three-fourths (3/4) vote of the members present at any annual or special meeting of the Association provided a copy of the proposed change has been mailed or e-mailed to all voting members at least 7 days prior to the meeting of the Association.