

BYLAWS

Of the

LAKE MOREY PROTECTIVE ASSOCIATION, INCORPORATED

ARTICLE I

NAME

The name of the corporation is Lake Morey Protective Association.

ARTICLE II

PURPOSES

The purposes of this corporation are preserving the natural environment of Lake Morey in the Town of Fairlee, Vermont, and its immediate surroundings, safeguarding its health and promoting the interests of cottage and property owners.

ARTICLE III

MEMBERSHIP

Section 1. All members are entitled to all rights and privileges of the Association. There shall be four classes of members:

- A. Lake Member
- B. Associate Member
- C. Commercial Member
- D. Family Member

Section 2. Each Lake Member shall be a person owning, occupying or residing in real estate on or within 500 feet of the shore of Lake Morey.

Section 3. Each Associate Member shall be a person over 18 years of age who desires to support the purposes of the Association through membership and either possesses an affinity for Lake Morey or owns, leases or occupies real estate in Fairlee, Vermont.

Section 4. A Commercial Member is a person, partnership, corporation or other organization that owns and/or operates a commercial enterprise, business or endeavor that desires to support the purposes of the Association through membership.

Section 5. A Family Member shall be a person over 18 years of age directly related to or a member of the immediate family of a Lake Member who desires to support the purposes of the Association through membership.

Section 6. All memberships shall become effective only upon qualification and payment of prescribed dues. Any member who fails to pay annual membership dues, service charges or special assessments on or before July 1 shall be declared inactive by the Treasurer and shall be ineligible to enjoy or exercise any rights and privileges of the Association until the Treasurer receives payment in full of such dues, charges or assessments from or on behalf of the Member. New members shall pay the full annual dues for the year in which they become members.

ARTICLE IV

DUES, SERVICE CHARGES AND ASSESSMENTS

Section 1. Annual membership dues and service charges shall be set annually by majority vote of the Directors present at a meeting of the Directors.

Section 2. Charges covering services voted by the membership and rendered to members through the Association shall be payable with annual dues, and such services shall not be given in advance of payment, except as authorized by the Directors.

Section 3. No special assessments shall be levied except by a two-thirds vote of those present and voting at any meeting of the Association, and provided that notice of such meeting shall set forth the purpose and cost to each member of the proposed assessment.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. The annual meeting of the Association shall be held each year on the second Saturday in July at such time and place as the Directors shall determine.

Section 2. At each annual meeting the order of business shall be:

- A. Minutes of the previous annual and subsequent special meetings of members.
- B. Minutes of Directors' meetings held since the preceding annual meeting.

- C. Receipt of the President's report.
- D. Receipt of the Treasurer's report.
- E. Election of Directors and Secretary.
- F. Election of Nominating Committee.
- G. Unfinished business.
- H. New business.

Robert's Rules of Order shall be the Association's parliamentary authority in all cases where they are not inconsistent with the Bylaws or special rules of order of the Association.

Section 3. Special meetings of the Association may be called by the President, or by a majority of the Directors at any time, and the President shall call a special meeting when requested in writing to do so by at least five members of the Association entitled to vote.

Section 4. Members of the Association may vote by proxy executed in writing in a form approved by a majority of the Directors, provided the proxy is received by the Secretary at least seven (7) days in advance of a special or annual meeting.

Section 5. Ten days' written notice of all meetings of the Association, whether annual or special, shall be given by the Secretary, and addressed to the last known email address of all members. In addition, an announcement of such meeting shall be posted on the Lake Morey Association website. The notice of special meetings shall state the nature of special business planned for the meeting. Ten members present at any meeting shall constitute a quorum.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of nine (9) members, each of whom shall be an active Lake or Family Member. Three Directors shall be elected by members of the Association at each annual meeting to hold office until adjournment of the third next annual meeting, and no Director shall serve more than two consecutive terms of office. Members of the Board of Directors in office at the time of the adoption of these Bylaws shall complete the terms for which they were elected. A Director having been elected to two consecutive three-year terms may not serve again until one year has elapsed.

Section 2. The Directors shall have and take general charge and supervision of the business and affairs of the Association and may exercise all such power and do all such acts and things

as may be exercised or done by the corporation, subject only to

Amended and Restated
July 19, 2014

the provisions of the law, of the charter of this Association, and of these Bylaws.

Section 3. The Board of Directors may remove any officer from office for cause and may fill any vacancy among the officers or Directors by a majority vote at any meeting of the Board, such election to be for the unexpired term.

Section 4. The Board of Directors may appoint such Association officers, assistants and committees from their own number or from other members of the Association as they deem necessary, and shall define the duties thereof, subject to the provisions of Articles VII and VIII of these Bylaws as to officers and standing committees, respectively.

Section 5. The Board of Directors shall hold an annual meeting for the purpose of electing the President, Vice President Treasurer, and Secretary of the Association for the ensuing year, and such meeting shall be held after but not later than the third day following the annual meeting of the members of the Association.

The results of the election will be posted on the LMPA website.

Section 6. The Board of Directors shall meet whenever called by the President, or upon call of any three members of the Board. Two days notice of any meeting of the Directors shall be given orally, by telephone, or in writing by electronic means and a majority of the Board of Directors shall constitute a quorum for the transaction of business. The Board shall also meet when requested in writing by five members of the Association entitled to vote.

Section 7. The order of business for each meeting of the Board of Directors shall be:

- A. Minutes of the last meeting.
- B. Reports of officers.
- C. Reports of committees.
- D. Unfinished business.
- E. New business.

Section 8. A quorum of the Directors may participate in a meeting by means of a series of telephone conferences, and participation in such a meeting shall constitute presence in person at such meeting. Any action required by law or by these Bylaws to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so

taken shall be signed by a majority of the Directors. A Director may waive in writing notice of a special meeting, either before or after the meeting; any such waiver shall be deemed the equivalent of giving notice.

ARTICLE VII

OFFICERS OF THE ASSOCIATION

Section 1. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and such other assistants and other officers as the Board of Directors may from time to time appoint. The President and Vice President shall be members of the Board of Directors.

Section 2. The Board of Directors shall elect the Secretary, as well as all other officers. Each officer shall hold office until his or her successor has been elected and qualified.

Section 3. The President shall preside at all meetings of the Board of Directors and meetings of the Association and shall be the chief executive of the Association. The President shall be an ex officio member of all committees and perform such other duties as may be assigned by the Board of Directors.

Section 4. The Vice President shall cover the duties of the President (listed above) in the absence of the President.

Section 5. The Secretary shall record and keep the minutes of meetings, official reports and records of the Board of Directors and of the Association in a book to be kept for that purpose. He or she shall keep all such records and books in such place as shall be designated by the Board of Directors and a duplicate set of minutes, reports and records shall be prepared for and kept by the President. The Secretary shall conduct the official correspondence of the Association, give all notices of official meetings of the Association, and perform such other duties as may be assigned to him or her by the Board of Directors. In his or her absence a Secretary, pro tem, shall be appointed by the presiding officer.

Section 6. The Treasurer shall have the custody of and be responsible for all monies of the Association and shall keep a full, regular and accurate account of all receipts and disbursements and shall render an account of all his or her transactions and report the condition of the treasury at such times as may be required by the Board of Directors. At each annual meeting of the members he or she shall submit a written statement showing the financial condition and standing of the Association. He shall not disburse any monies of the Association except in such manner and for such purposes as shall be approved by the proper officers of the Association, whose approval shall be authorized by vote of the Board of Directors.

July 19, 2014

ARTICLE VIII

COMMITTEES

Section 1. The President shall have the power to appoint the chairmen of all standing committees, other than the Nominating committee, subject to the approval of the Board of Directors. All other members of such standing committees shall be appointed by the respective committee chairmen. Members of committees may be any member of the Association.

Section 2. There shall be the following standing committees:

- A. Membership Committee.
- B. Nominating Committee.
- C. Entertainment and Recreation Committee.
- D. Lake Committee.
- E. Junior Committee.
- F. Legal and Finance Committee.
- G. Publication Committee.

Section 3. Ad hoc committees may be created as needed at the discretion of the Board of Directors.

Section 4. The Membership Committee shall be responsible for obtaining and maintaining maximum membership and reporting on complaints or charges to the President.

Section 5. The Nominating Committee, elected by members of the Association at each annual meeting, shall consist of three members, one of whom shall be a member of the Board of Directors.

The chairman of the Nominating Committee shall be selected by the members of the Nominating Committee. Said Nominating Committee shall select candidates for the Board of Directors and Secretary. All selections by the Nominating Committee shall be available to the Association membership, through the Secretary, at least ten days before the next annual meeting of the Association.

Members of the Nominating Committee shall adhere to term limits and shall hold office until adjournment of the third next annual meeting, and no member of the Nominating Committee shall serve more than two consecutive terms of office. Members of the Nominating Committee in office at the time of the adoption of these Bylaws shall complete the terms for which they were elected.

Section 6. The Entertainment and Recreation Committee shall have charge of all social activities of the Association, and endeavor to maintain and expand available recreational facilities such as riding, hiking as well as lake-oriented activities as deemed appropriate by the Board of Directors.

Section 7. The Lake Committee shall be responsible for problems of water level, lake safety, water purity, invasive species and weed growth, shore disfigurements, and fish and wildlife. The Committee shall also be concerned with sanitation and road safety.

Section 8. The Junior committee shall have as its chairman a person under the age of 18 and the committee shall be responsible for recommending to the Directors activities and programs intended to further the interests of juniors in the Association. The Committee shall also be responsible for carrying out approved recommendations.

Section 9. The Legal and Finance Committee shall function as legal and financial advisors and consultants on Association business and interests involving such considerations. The Committee shall represent the Association at Fairlee Town meetings and shall also keep informed on state and local laws, ordinances and pending legislation affecting the purposes of the Association and report to the Board of Directors.

Section 10. The Publication Committee shall be responsible for publicity of Association news, the bulletin board, and for preparation, editing and releasing of the Association booklet, and like matter, when directed to do so by the Board of Directors.

Section 11. The chairmen of all committees shall audit all bills for approved disbursements connected with their respective committee affairs, before they are paid. Committee chairmen shall submit a written report, in duplicate, at the annual meeting of the Association.

ARTICLE IX

AMENDMENT 1 (Adopted 4/29/2001)

No part of the net earnings of this organization shall inure to the benefit of, or be distributed to, its directors, officers, employees, agents or other private individuals, provided however, that the Board of Directors may make payments, grants and awards to qualified organizations or individuals in furtherance of the purposes set forth herein.

No person shall possess any property right in or to the property or assets of the organization. Upon dissolution of the organization the Board of Directors shall, after paying or making provisions for the payment of all liabilities, dispose of all the remaining assets of the organization by causing same to be conveyed, transferred, assigned or distributed to a charitable organization, organized and existing under the laws of the State of Vermont, and recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, as from time to time amended.

ARTICLE X

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed by a majority vote of the members present and voting at any meeting of the members, provided that the notice of such meeting shall specify the nature of such proposed alteration, amendment or repeal.

Adopted as the Bylaws of the
Association on July 19, 2014

Secretary