

BYLAWS  
of the  
LAKE MOREY PROTECTIVE ASSOCIATION, INCORPORATED  
Amended and Restated July, 2022

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 and its immediate surroundings and promoting lake related interests.

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. Family Member
- C. Business Member
- D. Associate Member

Section 2. A Lake Member shall be a person or couple owning property in or residing in the Lake Morey watershed area who possesses an affinity for Lake Morey and desires to support the purposes of the Association through membership.

Section 3. A Family Member shall be a person or couple familiarly related to a Lake Member who desires to support the purposes of the Association through membership. Each watershed residence must have at least one Lake Member before it can have Family Members.

Section 4. A Business Member shall be a person, partnership, corporation, or organization which owns or operates a commercial enterprise, business or endeavor, that desires to support the purposes of the Association through membership

Section 5. An Associate Member shall be a person or couple over 18 years of age who possess an affinity for Lake Morey and desires to support the purposes of the Association through membership.

Section 6. Membership shall become effective only upon membership 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 for two consecutive years shall be declared inactive by the Treasurer and shall be ineligible to enjoy or exercise the rights and privileges of Association membership 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 Clerk
- F. Election of the Nominating Committee
- G. Unfinished business
- H. New business

Robert's Rules of Order shall be the Association's parliamentary authority in 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 of the Association when requested in writing to do so by five or more members of the Association entitled to vote. The notice of a special meeting shall state the nature of the special business planned for the meeting.

Section 4. Ten days' written notice by mail, e-mail or other means of effective written communications shall be communicated to all members regarding any meetings of the Association, whether annual or special.

Section 5. Ten Association members present at any Association meeting shall constitute a quorum.

#### ARTICLE VI BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of not less than nine (9) nor more than twelve (12) members, each of whom shall be current Lake or Family Members, elected by members of the Association at an annual meeting for a term of three (3) years ending upon adjournment of the third next annual meeting. In addition, the Lake Morey Foundation shall at its discretion, appoint a member of its Board of Directors to serve as an ex-officio member of the Association's Board of Directors, with a vote. No Director shall serve more than two (2) consecutive terms of office. An exception to this is the office of Board President. Elevation to this office anytime during one's tenure of two (2) three (3)-year terms would extend that person's service by up to two (2) three (3)-year terms from the date of elevation. It is preferred that a minimum of one of the Directors elected to the Board each year be new to the Board. Vacancies on the Board shall be filled by affirmative vote of a majority of the remaining Directors, and such replacement shall serve for the remainder of the vacating Director's term. This replacement term shall constitute the first of the two consecutive terms for which a Director may serve. Incumbent Directors at the time of Amendment and Restatement of these Bylaws may complete the terms for which they were elected.

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 authorized or ordinarily conducted by the Association, subject to the provisions of its 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, however, 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 of the Board for the purpose of electing the President, Vice President, and Treasurer of the Association for the ensuing year. Such meeting shall be held in a timely matter associated with the annual meeting of the members of the Association. The Clerk shall notify the Association membership of the names of the newly elected officers.

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, e-mail, or by other effective 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. Directors may participate in a meeting by means of a series of telephone or electronic conferences, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted toward establishing a quorum. 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.

## ARTICLE VII

### OFFICERS OF THE ASSOCIATION

Section 1. The officers of the Association shall be a President, Vice President, Clerk, 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 Clerk shall be elected by the members at the annual meeting and all other officers shall be elected by the Board of Directors. Each officer shall hold office until his or her successor has been elected.

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 Clerk shall record and keep the minutes of meetings, official reports and records of the Board of Directors and of the Association. The Clerk 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 clerk, pro tem, shall be appointed by the presiding officer.

Section 5. 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 Association 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. She/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.

## ARTICLE VIII COMMITTEES

Section 1. The President shall have the power to appoint the chairs 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 chairs.

Members of committees may be any member of the Association.

Section 2. There shall be the following standing committees:

- A. Membership & Social Committee
- B. Nominating Committee
- C. Water Quality and Watershed Committee
- D. Legal, Finance, and Insurance Committee
- E. Road Safety Committee
- F. Communications Committee

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

Section 4. The Membership & Social Committee shall be responsible for the planning and organization of Association social events and activities.

Section 5. The Nominating Committee, elected by members of the Association at each annual meeting, shall consist of three members, at least one of whom shall not be a member of the Board of Directors. The chair of this Committee shall be selected by the Committee. The Nominating Committee shall work with the Board President to ascertain Board needs and shall select candidates for the Board of Directors and Clerk. All selections by the Committee shall be available to the Board before the next annual meeting of the Association and shall be voted on by the Board before presentation to the Association membership.

Section 6. The Water Quality and Watershed Committee shall be responsible for issues of water purity, weed growth, shoreline disfigurements, fish and wildlife, and watershed vegetation and forestry.

Section 7. The Legal, Finance and Insurance Committee shall function as legal and financial advisors and consultants on Association business and interests involving such considerations. The Committee 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 8. The Communications Committee shall be responsible for publicity of Association news, the newsletter, and for preparation, editing and releasing of the Association Directory (every two years).

Section 9. The chair of each committee shall audit all invoices for disbursements connected with their respective committee before they are paid. Committee chairs shall submit a written report at the annual meeting of the Association.

#### ARTICLE IX 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.

#### AMENDMENT 1

Adopted April 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