

BYAWS OF THE JENNESS POND SHORE OWNERS ASSOCIATION, INC.

ARTICLE I: NAME

- A. The name of the corporation shall be the Jenness Pond Shore Owners, Inc, hereinafter referred to as the "Corporation".
- B. The address of the Corporation shall be P.O. Box 87, Northwood, NH 03261, until further notice.

ARTICLE II: OBJECT

The object for which this Corporation is established is to maintain, preserve, and improve the ecology and environment of Jenness Pond.

ARTICLE III: MEMBERSHIP

- A. A voting member of the Corporation shall be dues paying and
 - 1. An owner of land with frontage on Jenness Pond, or a person designated by the owner
 - OR
 - 2. A representative of a property-owning association or group with property located on the shore of Jenness Pond and/or as determined by the Board of Directors.
- B. Each member qualifying under one of the above categories is entitled to ONE vote.
- C. Multiple property owners are entitled to only ONE vote. Multiple housing units are also entitled to only one vote per group Association or Development.
- D. "Member" shall mean those "dues paying" persons who are entitled to vote.
- E. "Associate Member" shall mean those members who contribute to the Association pursuant to its objectives and who do not own land ^{directly} ~~directly~~ fronting Jenness Pond. Associate members shall be invited to the annual meeting but shall not have the right to vote. Such members shall be eligible to serve on committees when appointed by the President.
- F. "Director" shall be chosen from those persons who are active voting members of the Association and be elected for a specific term of service by the membership. Duties of a Director are as delineated in Article IV Section C1.

- G. "Officer" shall be a member elected for a specific Administrative office by the membership as provided for in Article IV Section B1-5 of these bylaws.
- H. 1. The annual dues for membership in the Corporation shall be such amount as recommended by the Board of Directors and approved by the membership.
2. The corporate year will begin at the close of the annual meeting and end at the close of the annual meeting of the succeeding year.
3. The fiscal year will run from July 1 through June 30 of the following year.
4. Dues are due and payable by OR at the annual meeting. Under no circumstances can a member vote unless dues are paid prior to the business portion of the annual meeting.
5. All corporate documentation shall be transferred to the newly elected officers immediately following the annual meeting.

ARTICLE IV: OFFICERS & DIRECTORS

- A. The officers of the corporation shall be a President, Vice President, Recording Secretary, Corresponding Secretary, and a Treasurer. There shall be no less than four (4) Directors and no more than six (6).
- B. Duties of Officers
1. President: The President shall act as chief executive of the corporation; shall preside at all meetings of the Board of Directors and the Association; and shall perform all duties usually incumbent upon the presiding officer of an Association. The President shall be responsible for, but not limited to, calling meetings, preparing meeting agendas, appointing committees, appointing the committee chairperson, providing assistance in preparation of the newsletters. The president is also an "ex-officio" member of all committees except the Nominating Committee. The President officially represents the Corporation at public affairs, hearings or legislative actions of concern to the Corporation.
 2. Vice President: The Vice President shall perform the duties of the President in his/her absence or the President's inability to act, and shall perform such duties as may be assigned to the Vice President by the President or the Board of Directors.
 3. Recording Secretary: The Recording Secretary shall keep a complete and accurate record of the meetings of the Corporation, and the Board of Directors; shall maintain custody of the records of the Corporation other than financial records.
 4. Corresponding Secretary: The Corresponding Secretary shall serve notice of meetings, prepare correspondence, type and distribute newsletters and perform other such duties applicable to the office.

5. Treasurer: The Treasurer shall keep a true and accurate account of all corporation funds received or paid out and have the custody thereof; maintain appropriate bank accounts, sign checks and pay monetary obligations of the Corporation as approved by the Board of Directors; maintain lists of names and addresses of members and associate members and of all dues paid on an annual basis; provide financial statements as appropriate for all meetings; and perform such other duties as applicable to the office.

C. Duties of Directors

1. Directors: The Directors shall represent the membership; provide the Treasurer with an updated list of property owners and home addresses; attend all meetings of the Board; serve on committees as requested; be alert to the need for committee work and perform duties as assigned by the President and exercise duties as otherwise described in the bylaws.

D. Nominations

1. The Board will appoint a Nominating Committee of two (2) members prior to the notice of the annual meeting.
2. The slate of nominees recommended by the Nominating Committee shall be presented to the members at, or prior to, the annual meeting. Additional nominations may be accepted from members at the annual meeting.
3. Eligibility: all persons nominated shall be members of the Corporation and qualified to vote at the annual meeting.
4. The officers shall be elected by a majority vote to serve for a term of two (2) years or until their successors are elected. Their term of office shall begin at the end of the annual meeting at which they are elected.
5. The Directors shall serve staggered three (3) year terms. The number of Directors elected at any annual meeting will be determined based on vacancies.
6. Any Officer or Director may be removed from office for just cause by a majority vote of the membership in attendance at a duly called special meeting or the annual meeting.

ARTICLE V: MEETINGS

- A. The annual meeting of the Corporation shall be held in the town of Northwood or Pittsfield, NH (as designated in the notice thereof) on the second Saturday in July. The time and location will be specified in the notice by the Secretary of the Corporation, mailed 30 days prior to the annual meeting. The Corresponding Secretary's notice of the meeting shall contain an agenda.
- B. Special meetings of the Corporation may be called at any time at the direction of the President or by a majority of the Board of Directors, or by ten (10) members by written petition to the Corresponding Secretary.

- C. Notice of annual or special meetings shall be deemed delivered when mailed to a member at the member's last known address.
- D. 1. Quorum: A quorum must be present for any annual or special meeting. A quorum shall consist of 15 members of the Corporation eligible to vote.
- 2. For proposed bylaw changes or any issue proposed to be submitted to a state regulatory or legislative body, the quorum shall consist of 30% of the members of the Corporation eligible to vote and the vote shall be taken per paragraph 3 below.
- 3. Voting on issues described in paragraph 1 and 2 above may be by proxy ballot obtained by the Board of Directors.
- 4. The quorum for the Board of Directors meetings shall be comprised of no less than five (5) Officers and Directors.

ARTICLE VI: BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the Officers of the Corporation and, a minimum of four (4) and maximum of six (6) members.
- B. The affairs of the Corporation shall be managed by a Board of Directors, all of whom shall be members of the Corporation. Elections shall be held at the annual meeting to elect Officers and Directors to fill all vacancies.
- C. The Board of Directors, by majority vote, may fill a vacancy on the Board when caused by death, resignation, or removal for cause. Such appointment shall serve until the next annual meeting.
- D. The Board of Directors may appoint agents, hire employees, or purchase services as in their judgment may be necessary for transacting the business of the Corporation. The Board of Directors may assign additional duties to any officer and may change the assignment of duties of Officers as prescribed in these bylaws. The Board of Directors may declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors, without having a justifiable excuse for missing the meetings such as sickness or improper notification of meetings.
- E. The President or any two (2) Directors may call a meeting of the Board of Directors at a designated time and place by giving notice to other Directors, at least two (2) days prior to the date and time fixed for such a meeting. As a minimum, the Board shall meet two (2) times a year.
- F. Any request made by a member involving the expenditure of funds shall be presented to the Board of Directors not less than sixty (60) days in advance of the annual meeting.

ARTICLE VII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE VIII: AMENDMENT OF BYLAWS

These bylaws may be amended by a two thirds (2/3) vote of the membership in attendance and by proxy at the annual meeting, provided that the amendment has been submitted in writing to all members thirty (30) days in advance of the annual meeting. Proposed changes shall be submitted in writing to the Board of Directors, which will, in turn, provide a recommendation to the membership. Bylaws, as amended or revised, shall be effective immediately.

ARTICLE IX: DISSOLUTION

- A. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for maintaining, preserving, and improving the ecology^{and environment} of Jenness Pond and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) 4 of the Internal Revenue Code of 1954, as amended.
- B. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, Director, Officer, shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.
- C. No substantial portion of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) 3 of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Original bylaws August 1989
Revised July 2008
Revised July 2013