

WHPWA By-Laws
(Adopted by mail-in vote of July, 2020)

ARTICLE 1 – NAME AND LOCATION

The Corporation shall be known as West Harbor Pond Watershed Association, and shall be located within the town of Boothbay Harbor, Maine.

ARTICLE 2 – MISSION

As an organization the WHPWA provides a mechanism for presenting, discussing and evaluating issues affecting West Harbor Pond and its watershed, to determine positive collective action. With the understanding that the most pressing concerns for West Harbor Pond are interrelated, the purposes and mission of said Corporation are as follows:

- A. To enhance the quality of life in and around the pond; to improve, protect and preserve West Harbor Pond and its watershed for quality use by current and future generations.
- B. To be an advocate for West Harbor Pond for safety concerns, environmental protection and mindful recreational purposes, and to oppose any action determined to be harmful to the pond or watershed.
- C. To educate and communicate to Association members, watershed land owners and the general public about issues pertinent to West Harbor Pond.
- D. To oppose, and to work toward the prohibition of, all float plane activity on West Harbor Pond, including the basing of float planes on the pond as well as float plane operations.

ARTICLE 3 – MEMBERSHIP

- A. All individuals, businesses, or non-profit groups who own property within the West Harbor Pond Geographical Watershed, as defined by the Board of Directors, and who support the purposes and mission of this nonprofit corporation may become members. They will have all the benefits of membership including voting rights. Absentee votes at the annual meeting will not be recognized.
- B. All individuals, businesses, or non-profit groups who support the purposes and mission of this nonprofit Corporation but do not own property within the West Harbor Pond Geographical Watershed may become associate members. They will have all the benefits of membership except voting rights.
- C. Once the qualifications in section A or B above have been met, membership is effective by the payment of annual dues at or prior to the Annual Meeting.
- D. Dues: The amount of membership dues shall be recommended by the Board of Directors and ratified by the membership at the Annual Meeting.
- E. Any member may withdraw at any time by delivering notice of withdrawal in writing to the President. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time.

ARTICLE 4 – BOARD OF DIRECTORS

There shall be a Board of Directors with not less than three or more than eleven members to manage the affairs of the Corporation. The board is empowered to interpret and enforce all articles within the By-Laws.

Nominees for a vacancy on the Board of Directors shall be recommended by the nominating committee and their names submitted for election at the Annual Meeting. The Board of Directors shall serve for a term of one to three years. Directors may be elected to serve for more than one term.

In the event of a vacancy on the Board of Directors, the President shall select an interim Director who shall hold office until the next Annual Meeting.

ARTICLE 5 – OFFICERS

There shall be three officers: President, Treasurer and Secretary. More than one office may be held by one individual except that the same person may not serve simultaneously as President and Treasurer. The officers shall serve for a term of one to three years. Officers may serve for more than one term. The officers shall be elected by the Board of Directors. Elections for open offices shall be held after the Annual Meeting and no later than January 31st of the year following the Annual Meeting.

A. President: shall preside over all meetings and may attend all committee meetings; shall appoint chairs for various committees; shall appoint a Nominating Committee to submit a slate of Board of Director candidates for election at the Annual Meeting.

B. Secretary: shall keep the roll of members, the minutes of all meetings, and shall maintain committee reports. The secretary shall also tend to all correspondence designated by the Board.

C. Treasurer: shall collect the dues, all other monies, pay the bills, and oversee filing of all appropriate government reports and forms. The treasurer shall maintain an itemized account of all receipts and disbursements. The Treasurer shall present an Annual Financial Report to the membership at the Annual Meeting.

D. Any Officer may be removed from office for just cause by a three quarters ($\frac{3}{4}$) vote of the Board of Directors.

ARTICLE 6 – MEETING

A. There shall be an Annual Meeting held between July 1 and September 15 each year with date and place to be set by the Board of Directors with fourteen (14) days notice to the membership.

B. Meetings of the Board of Directors may be held at the call of the President, with at least three days notice to other Board members.

C. The Board of Directors meetings are open to all members of the WHPWA, and the President shall notify the WHPWA members of each meeting of the Board of Directors and invite them to attend. However, a WHPWA member who wishes to attend a Board of Directors meeting is asked to RSVP to the President at least 48 hours in advance. WHPWA members may suggest agenda items for a Board of Directors meeting, and such items will be placed on the agenda and discussed if time permits. The Board of Directors reserves the right at any Board meeting to go into executive session, at which time any WHPWA members present who are not directors will be asked to leave.

D. The Board of Directors may take no action nor hold any vote unless a quorum is present or participating. *A quorum is defined as one more director than half of the entire number of directors then serving. Where the quorum calculation produces a fraction (i.e., for 5 serving members a quorum equals 2.5 plus 1 or 3.5), that fraction will be rounded up to the nearest whole number (i.e., 3.5 becomes 4).* A director may participate in a Board of Directors meeting by telephone or Skype, and his/her participation will count towards the constitution of a quorum. The Board of Directors may vote on matters without convening a meeting, provided that a quorum participates. In this situation, directors may vote by email or by telephone. In no case may a director give his vote to a proxy.

ARTICLE 7 – AMENDMENTS

A. These by-laws may be recommended for amendment or change by the Board of Directors. A two-thirds (2/3) affirmative vote of the voting members present at the annual meeting shall be necessary for enactment.

(Last revised July 2020)