

CLOUGH POND ASSOCIATION

BYLAWS

Revision: June 21, 2008

ARTICLE I – NAME, LOCATION AND PURPOSE

1. Name - This non-profit organization shall be known as the "Clough Pond Association."
2. Location - The principle office shall be located in the home of the current elected secretary.
3. Purpose - This association is formed for the purpose of working together for the betterment of all conditions related to living around Clough Pond; to create a community spirit and form friendships for mutual assistance; to watch over general conditions; to advise and consult with the State Fish and Game Department relative to fishing and boating conditions; to work in conjunction and cooperation with town officers and voters for safety, better roads, and other purposes to promote the development, growth, and prosperity of the Clough Pond area in the towns of Loudon and Canterbury and the state.

ARTICLE II - MEMBERS AND MEETINGS OF MEMBERS

MEMBERS

1. Eligibility - Any person eighteen (18) years of age or older, having an interest in Clough Pond or the Association, and who is recommended by a current member in good standing, is eligible for membership. The two categories for membership shall be:
 - a) Family Membership - This shall include a couple and all children of the immediate family under eighteen years of age; and
 - b) Single Membership - This shall include a single individual or single parent with children under eighteen years of age.All children under eighteen years of age will be considered non-voting junior members.
2. Termination - The right of a member to vote and all his/her rights, title and interest in or to the Corporation shall cease on the termination of his/her membership. No member shall share in the distribution of the Corporation's assets upon the dissolution of the Corporation.
3. Votes - Each member in good standing with dues paid shall be entitled to one vote at all general and special meetings.
4. Removal - Any member, director or officer may be removed from membership or office by a two-thirds (2/3) vote of the membership present at any regular or special meeting for any reason deemed sufficient by the membership.
5. Expenses - Members shall not receive any remuneration for their services, but may be reimbursed for out-of-pocket expenses for activities undertaken on behalf of the Association, at the discretion of the board of directors.

MEETINGS OF MEMBERS

6. Association Meetings - The board of directors shall determine the specific dates for the regular meeting of the full association, which shall be held in June and the "Annual Meeting" which shall be held in August of each year.
7. Special Meetings - Additional meetings may be called by the President under advisement of the Board of Directors, as necessary.
8. Location/Time - The location and time of each meeting shall be determined by the Board of Directors.
9. Notification - The membership as a whole shall be provided with reasonable written notification of up-coming meetings. Special meetings must have a minimum 24-hour notice.
10. Quorum - For all purposes of the Association, one-fifth or twenty percent* of the total voting membership at the time shall constitute a quorum. The action of the majority of the members present whenever a quorum exists at a properly announced meeting shall be the act of the full membership. (*amended 8/14/99)

ARTICLE III - DIRECTORS

1. Management - The business of the Association shall be managed by a board of directors who shall be elected by the Association membership at the annual meeting in August.
2. Make-up - The board of directors shall consist of three officers, namely president, secretary, and treasurer; and a minimum of four (4) directors.
3. Duties - The duties of the board of directors shall be to supervise the activities of the Association. The duties of the officers shall be as specified in ARTICLE IV Officers. The duties of the directors shall be to assist the officers in carrying out their duties, as necessary, and attend meetings of the board.
4. Decisions - Each member of the board of directors shall have one (1) vote on any matter(s) presented to the board for decisions. All majority decisions of the board shall be presented to the full association at its next meeting.
5. Elections - The directors shall be elected for two-year terms, at least two directors being elected each alternating year.
6. Meetings - Meetings of the board of directors shall be called as needed by the president or by agreement of three (3) or more members of the board of directors.
7. Attendance - Board of director members shall be present at all board of director meetings, except if a reason for absence has been given to the president or secretary prior to the meeting.
8. Removal - If a board member or officer is absent without having been excused from two or more meetings of the board per year, the majority of the remaining board may request their resignation from the board and may appoint an interim officer to serve until the next annual meeting.
9. Quorum - A majority of the Directors and Officers shall constitute a quorum and the act of the majority present shall be the act of the Board of Directors.*
(*added as an amendment 8/14/99)

ARTICLE IV – OFFICERS

1. President - The office of president shall be for a term of two (2) years. The duties of the president shall be to establish meeting dates, times and locations, as necessary; run the meetings according to Roberts Rules of Order; and oversee the board of directors.
2. Secretary - The office of secretary shall be for a term of three (3) years. The duties of the secretary shall be to keep records of the activities of the association, including record and tally votes; send out notices of meetings; take and prepare minutes of meetings; update Bylaws as amended at meetings; prepare and mail correspondence of the association, as directed by the president and/or board of directors; prepare and disburse ballots for annual elections, as directed by the nominating committee and/or board of directors; and carry out such other duties as become necessary for the association.
3. Treasurer - The office of treasurer shall be for a term of three (3) years. The duties of the treasurer shall be to maintain the bank records of the association in good order, receive and deposit membership dues, pay all bills of the association with the approval of the president and secretary, and make accounting of all receipts and expenditures to the board of directors and association.

ARTICLE V – COMMITTEES

1. Nominating - A nominating committee shall be appointed by the president at the June meeting each year to establish a slate of candidates to be elected at the August meeting. The nominating committee shall explain the responsibilities of the board of directors, obtain the consent of all nominees, and shall report the slate of nominees to the secretary at least thirty (30) days prior to the August Annual meeting. Upon receipt of the nominating committee's report, the secretary shall, at least two (2) weeks before the August meeting, notify the membership in writing, or in the notice of the meeting, of the slate as proposed by the Nominating Committee. Additional nominations may be presented from the floor at the August meeting, provided that the person so nominated does not decline, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the secretary a written statement signifying the proposed candidate's willingness to serve. Ballots to elect the officers and board of directors for the positions being vacated each year shall be distributed by the secretary just prior to taking the vote at the August meeting. Each member shall have one vote for each position to be filled. Absentee ballots may be obtained from the secretary and must be returned to the secretary by no less than one day prior to the beginning of the August meeting. All officers shall be nominated and elected at the August Annual meeting for the ensuing year(s). (amended 8/14/99 and 6/21/08)
2. Other Committees - Other committees may be appointed by the president from time to time to expedite the work of the association or do research for the association or board of directors. Such committees shall make reports to the board of directors as requested by the president.

ARTICLE VI - CONTRACTS

1. Contracts - The board of directors may not enter into contracts calling for the expenditure of more than two hundred dollars (\$200) without the vote of the membership at a regular or special meeting.
2. Private Benefit - No association funds may be used for private benefit of members of the board of directors or individual members.

ARTICLE VII - ASSETS

1. Deposits - All funds of this association shall be deposited in a bank with the account in the name of the "Clough Pond Association," with the names of the treasurer and president listed as individual signers. All checks drawn on the account must be approved by all officers.
2. Dissolution - In the event that this association dissolves, all assets held at that time shall be turned over to the Loudon and Canterbury Conservation Commissions, the Loudon and Canterbury Volunteer Fire Departments, or the Loudon and Canterbury Recreation Committees, as determined by vote of the membership. The percentage of such funds to go to Loudon and Canterbury organizations shall be pro-rated according to the land distribution of the membership at that time.
3. Accumulation - The assets of this association shall consist of accumulated dues, plus any donations received, minus expenses and liabilities.
4. Fiscal Year - The fiscal year shall start September 1st of each year and end the following August 31st.
5. Dues - There shall be annual dues for membership in this association, as deemed necessary by the membership at the annual meeting. If no change is made at the annual meeting, dues shall remain the same for the upcoming year. Only members whose dues are paid for the upcoming year shall be entitled to vote at the annual meeting. (amended 8/14/99)

ARTICLE VIII – AMENDMENTS

1. Process - These Bylaws may be amended by any member presenting proposed changes to a regular meeting of the association. Such changes shall be presented in writing and will be acted upon at the next meeting after such presentation. The secretary will distribute copies of the proposed changes to the members in time for their review prior to the subsequent meeting.
2. Vote - A majority vote of those present will be necessary to adopt proposed changes. A quorum shall be required for Bylaws amendments.