

# **BYLAWS OF THE OTTER POND PROTECTIVE ASSOCIATION AMENDED AND RESTATED**

## **ARTICLE 1. ORGANIZATION NAME**

The name of the corporation shall be the Otter Pond Protective Association (“Association”), a not for profit organization organized under the laws of New Hampshire.

## **ARTICLE 2. PRINCIPAL OFFICE**

The principal office of the Association shall be at the home of the Secretary of the Association or such other location as the Association may from time to time determine.

## **ARTICLE 3. ORGANIZATIONAL PURPOSE**

The Otter Pond Protective Association serves to improve and preserve the quality of Otter Pond, through the promotion of proper water, shoreline and watershed practices, avoidance of invasive species and pollution, and collaboration on protective efforts, all to ensure the value, enjoyment and longevity of Otter Pond for current and future generations. This corporation shall have the power to engage in all legal not-for-profit purposes, consistent in the tax-exempt status under the Internal Revenue Code (IRC) Section 501(c)(3). None of the activities or funds of the corporation shall be used for personal benefit or enrichment, and the corporation shall not engage in the support of political candidates. The corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section IRC 501(c)(3).

## **ARTICLE 4. ASSOCIATION POWERS**

The Association shall have the power to:

- 4.1. Do any acts necessary and proper for the benefit of Otter Pond and its watershed, including the exercise of all general powers conferred by the laws of the State of New Hampshire or limited by the Internal Revenue Code, as they may be now or as hereafter amended.
- 4.2. Acquire, hold and sell real and personal property.
- 4.3. Make contracts of any kind.

## **ARTICLE 5. MEMBERSHIP**

5.1. Membership is open to all individual persons having an interest in the purposes of the Association. A person who applies to the Officers and pays dues of an annual membership fee shall be a Member of the Association.

5.2. A person shall become a voting Member by paying the dues owed. A Member shall be entitled to one vote per membership at the Annual Meeting of the Association or at other meetings during which votes are solicited. No member may vote at a meeting unless her/his membership dues have been paid in full at the time of the meeting.

5.3. Membership classes and fees shall be established by the Board of Directors. Membership dues shall be established at the annual meeting of the Association and payable on or before August of each calendar year.

# **BYLAWS OF THE OTTER POND PROTECTIVE ASSOCIATION AMENDED AND RESTATED**

5.4. Such memberships may be canceled for nonpayment of dues. Non-payment of dues by any member for a period of over sixty days shall result in automatic termination of membership without any further notice being required.

## **ARTICLE 6. MEMBERSHIP MEETINGS**

6.1. The Annual Meeting of the members shall be held during either the months of July, August or September in each year, on a date and at a time and place designated by the President(s) upon no less than ten (10) days written notice, given to all Members in good standing. All meetings may be held virtually, by use of online networking software.

6.2. The President(s) shall preside at all Membership meetings.

6.3. At the Annual Meeting, the President(s) will present her/his annual report, the year's financial results shall be delivered, a slate of Officers and Directors may be voted upon by Members, and such other business as needed shall also be deliberated upon by Members.

6.4. Special meetings of the Association may be called by the President(s) at any time.

6.5. A quorum at all Membership Association meetings shall consist the presence of at least eleven (11) members whether in person, via telephone, or through the use of video meeting software.

6.6. The minutes of Membership Association meetings shall be recorded by the Secretary.

## **ARTICLE 7. OFFICERS**

7.1. Officers of the association shall be two (2) Co-Presidents or one (1) President and one (1) Vice President, and one (1) Secretary and one (1) Treasurer. The officers shall be elected at the annual meeting and shall serve for a term of three (3) years. No officer shall hold more than one (1) office at a time. A vacancy in an office of the association shall be filled for the unexpired term by appointment of the Co-Presidents or singular President. The Vice President shall have the responsibilities and duties of the President, should the President be unable to perform his/her functions.

7.2. The President(s) or any two officers filing a request with the president may call a meeting of the officers on any matter for which an Association meeting is not necessary.

## **ARTICLE 8. BOARD OF DIRECTORS**

8.1. Management of the affairs of the Association shall be vested in a Board of Directors comprised of the Officers of the Association and three (3) Members of the Association elected by the members at an annual meeting of the Association. Directors shall serve a term of three (3) years or until their successors are elected and qualified.

8.2. Elected Directors and Officers of the Board of Directors shall be or become Members of the organization prior to or upon nomination to the Board.

8.3. In the discharge of its duties, the Board of Directors shall exercise all of the powers of the corporation except as such powers may be exercised by the Members in meeting, to promote and advance the purposes for which the Association is established and to carry out the policies in furtherance thereof as from time to time shall be established.

# **BYLAWS OF THE OTTER POND PROTECTIVE ASSOCIATION AMENDED AND RESTATED**

## **ARTICLE 9. BOARD OF DIRECTORS MEETINGS**

9.1. The Board of Directors and President(s), in having general oversight of the business and affairs of the Association, shall meet as often as may be necessary of such purpose.

9.2. The annual meeting of the Board of Directors shall be called and the time and place designated by the President(s). Any Director may participate in a meeting of Directors by means of a conference telephone or similar communications.

9.3. The President(s) shall preside at all Board of Directors meetings.

9.4. A special meeting of the Board shall be called upon the written request to the Secretary by a majority of the directors.

9.5. Notices stating the time and place of each meeting of the Board of Directors shall be given to each officer at least ten (10) days prior to the meeting date.

9.6. The minutes of Board of Directors meetings shall be recorded by the Secretary.

9.7. Any meeting may be held without notice, provided all Directors shall waive notice thereof in writing. Attendance by a Director at a meeting, or written approval of the minutes, shall be deemed waiver of any deficiency in the notice of such a meeting.

9.8. Unless specifically prohibited by law, any action of the Board of Directors may be taken without a meeting if a consent in writing or by email setting forth the action to be taken shall be signed by all Directors who are entitled to vote at Board of Directors meetings, and the written and email consents therefore shall be filed by the Secretary or a staff member with the official minutes.

9.9. A majority of the directors shall constitute a quorum for transacting business.

## **ARTICLE 10. COMMITTEES**

10.1. The President(s) shall appoint from the membership, from time to time, such Special Committees or Working Groups as she/he may deem necessary and expedient for specific purposes.

10.2. Standing committees shall continue in operation until their successors are appointed and qualified. Special Committees or Working Groups shall be dissolved upon their completion of their particular assignment.

10.3. The President(s) shall be a member ex officio of all committees.

## **ARTICLE 11. FISCAL MANAGEMENT**

11.1. The fiscal year of the Association shall be fixed, and changed from time to time as deemed necessary or appropriate by the Board of Directors.

11.2. The Treasurer shall receive all monies due and keep the same in depositories approved by the Board of Directors. The funds shall be disbursed in accordance with the instructions of the Board of Directors. The treasurer shall render an account of financial activities and financial state of the Association at Annual Membership meetings and meetings of the Board of Directors, and otherwise as the Board of Directors shall require. Books and records shall be submitted for audit, including a list of paid and unpaid dues, as required by the Board of Directors.

11.3. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined

# **BYLAWS OF THE OTTER POND PROTECTIVE ASSOCIATION AMENDED AND RESTATED**

by the Board. In no event shall a check in excess of one thousand dollars (\$1,000.00) be issued without the signature of at least two authorized individuals.

## **ARTICLE 12. DISSOLUTION AND DISPOSITION OF ASSETS**

12.1. The Association may be dissolved in a meeting called for that purpose upon recommendation of the Board of Directors and approved by majority vote of an eleven (11) Member quorum. Should the quorum for such meeting not be attained, the matter will be resolved upon the affirmative vote of three quarters (3/4) of the members of the Board of Directors. Dissolution decisions shall be made a matter of record.

12.2. In the event of dissolution of the Association, the Association shall, after paying or making provisions for the payment of all of the Association's liabilities, distribute all of the assets of the Association to any similar organization exempt from taxation under the provisions of Section 501 of the Internal Revenue Code or shall distribute such assets to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such public purposes.

12.3. No part of the net assets of the Association shall inure to the benefit of any member or officer of the Association, or any private individual, and no member or officer of the Association, or any private individual, shall be entitled to share in the distribution of the assets of the Association upon its dissolution.

## **ARTICLE 13. PERSONAL LIABILITY**

13.1. The Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contract with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the Association.

13.2. The Association hereby adopts to the maximum extent all provisions of New Hampshire statutes limiting personal liability of Directors and Officers or its Members for monetary damages for breach of fiduciary duty as a Trustee or Officer, or both, except with respect to breach of the Trustee's acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, and transactions from which the Trustee, Officer, or both, derived an improper personal benefit, all as set forth in New Hampshire RSA7:19-a, RSA 292:2,V-a and RSA 292:6-a as the same may be amended.

## **ARTICLE 14. CONFLICTS OF INTEREST**

14.1. Any possible conflict of interest on the part of any Member of the Board, officer, or employee of shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a

# BYLAWS OF THE OTTER POND PROTECTIVE ASSOCIATION AMENDED AND RESTATED

Board of Trustee, Member or Officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the remaining disinterested Board Members shall be required to waive a conflict. The minutes of the meeting shall reflect that disclosure was made, abstentions from voting, and the actual vote itself. Every new Member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to abide by this policy.

14.2. In the conduct of its business, if there are pecuniary benefit transactions between the Association and a Director or Officer which the Board of Directors believes are in the best interest of the Association, the Association shall operate in accordance with RSA 7:19 II and 7:19-a., which are incorporated into and made a part of this Article by reference and if in conflict with the preceding shall take precedence. Transactions under \$500 are exempt (measured on an annual basis).

## ARTICLE 15. AMENDMENTS

15.1. These Bylaws may be amended at any Annual Meeting, or Special Meeting duly called for that purpose, by majority vote of those present and voting.

15.2. The text of any such proposal shall be inserted in or shall accompany the notice of the meeting at which the amendment is to be considered.

## ARTICLE 16. PARLIAMENTARY AUTHORITY

The rules contained in a recognized parliamentary authority shall be the guide in all cases not covered by these bylaws.

Amended and restated on: ***March 30, 2021***