

**WHITE OAK POND  
WATERSHED ASSOCIATION**

**PURPOSE**

(from the Articles of Incorporation)

“The object for which this corporation is established is to promote for the benefit of the inhabitants in and adjacent to the watershed of the White Oak Pond: (1) the conservation of the natural resources of the land, water, marshland, woodland and open spaces, and the plant and animal life therein; (2) the maintenance of the unique scenic and historic sites; and (3) the protection of the waters of White Oak Pond and its tributaries.”

## **BY-LAWS**

**of the**

### **WHITE OAK POND WATERSHED ASSOCIATION, INC.**

Approved August 3, 1973, by the Board of Directors and incorporating amendments of Article II, Officers and Directors, Section 3 (b), voted at Annual Meeting July 31, 1976, and of same article Section 3 voted at Annual Meeting, August 16, 1980.

#### ARTICLE I: MEMBERSHIP

Section 1. Qualifications. Any person or corporation inhabiting or owning property within the watershed of White Oak Pond may become a member upon application, the approval thereof by the Chairman of the Membership Committee and the Treasurer, and making an annual contribution as hereinafter specified. Certain other individuals interested in the objectives of the Association may on occasion be made eligible for membership at the discretion of the Board of Directors. Every person or corporation becoming a member as aforesaid, and making an annual contribution in accordance with the By-laws, shall receive the Treasurer's receipt for his contribution as a certificate of membership and shall be entitled to vote on all matters properly brought before the membership.

Section 2. Membership Year. The membership year runs from 1 June through 31 May.

Section 3. Contributions. The minimum annual contribution for voting membership shall be one dollar. The Board of Directors may by resolution establish suggested rates of annual contributions for further classes of membership.

Section 4. Suspension. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend a member for cause. Any member may resign by filing a written resignation with the Secretary.

#### ARTICLE II: OFFICERS AND DIRECTORS

Section 1. Officers. The officers of this corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, or a Secretary/Treasurer.

a. President -- The President shall be the principal executive officer of the Association and shall, in general, supervise and control all the business and affairs of the Association. He shall preside at all meetings of the Members and of the Board of Directors. He shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

b. Vice-President – In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

c. Secretary – The Secretary of the corporation shall have custody of the corporate seal and papers; shall attend all meetings of the members and directors and keep an accurate record of the proceedings thereof; shall give notice of meetings of the members in the manner prescribed by these By-laws.

d. Treasurer – The Treasurer shall have the custody of the corporation's funds, books and accounts; shall keep, or cause to be kept, accurate and true accounts of all its affairs; shall submit a report at the Annual Meeting of the members and shall perform such other duties as may be required of him by law, by vote of the directors or by these By-laws.

e. Secretary/Treasurer – The responsibilities of the Secretary and the Treasurer may, at the discretion of the Board of Directors, be assumed by the same individual.

Section 2. Board of Directors. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, and a number of elected Directors, which number shall always be set at least one higher than the number of officers then serving.

Section 3. Election of Officers and Directors.

a. There shall be a nominating committee of three members appointed by the Directors at least three months before the Annual Meeting who shall nominate officers for the ensuing year and members of the Board of Directors for two years. Nominations may also be made from the floor at the Annual Meeting, or, in the case of a mail ballot, by write-in. Before a candidate shall be voted upon by the members, his consent to hold office, if elected, shall have been obtained. Voting shall be conducted either by mail ballot, or in person at the Annual Meeting with right of proxy, at the discretion of the Directors. A majority of those members voting shall elect.

b. The Directors shall be chosen for a term of two years and shall begin their term following the Annual Meeting, as appropriate. Directors may serve no more than two consecutive terms. At the first Annual Meeting of the members, two of the Directors shall be elected for one-year terms and the remainder shall be elected for two-year terms. The President and the Vice-President shall be chosen for a term of two years and shall begin term of office following the Annual Meeting. The President and Vice President may not hold successive office for more than two terms. The term of office for members of the nominating committee shall be two years. Members may be appointed for no more

than two consecutive terms. The terms of the members shall be arranged so that at least one new member shall be appointed every two years.

Section 4. Meetings.

a. An annual meeting of the Board of Directors shall be held immediately after, and at the same place, as the Annual Meeting of the members. The Board of Directors may select the time and place for the holding of regular meetings of the Board.

b. Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors on giving notice of the date, time, place and purpose of the meeting to all Directors at least two days in advance of such meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Vacancy. Any vacancy occurring in the Board of Directors and its officers shall be filled by the Board. A director or officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE III: COMMITTEES

Section 1. Standing Committees. Standing Committees shall be designated by the President with the approval of the directors and shall continue their function until discontinued by the directors. The President shall appoint the Chairmen with the approval of the directors. With the approval of the President, the Chairmen shall appoint members of their Committees.

Section 2. Special Committees. Special Committees shall be designated by the President who will appoint the Chairmen and the members thereof. They shall continue to function until disbanded by the President or the Directors.

ARTICLE IV: MEETINGS

Section 1. Annual Meetings.

a. There shall be an Annual Meeting of the members of the corporation held during the month of July or August at some convenient location in the Squam Lakes area, the date and place to be specified by the directors, such meeting to be held for the purpose of electing officers, directors and transacting any business which may legally be brought before the same.

b. Written notice stating the time and place of the annual meeting or any special meeting shall be sent to all members at least seven days prior to such meeting.

Section 2. Voting.

a. Each voting member shall be entitled to one vote on each matter submitted to vote of the members. A corporate member shall be entitled to a single vote.

b. Voting by proxy may be permitted under such conditions as prescribed by the Board of Directors.

Section 3. Special Meetings. Special meetings of the members may be called by the President, or shall be called by him upon written request of either the Board of Directors or any twelve members.

Section 4. Quorum. Any twelve members of the Association shall constitute a quorum.

ARTICLE V: AMENDMENT

These By-Laws may be altered, amended or repealed by a two-thirds vote of members voting if at least fourteen days written notice is given prior to polling the membership, stating in detail such intention to alter, amend, or repeal, or to adopt new By-Laws.