

**PANTHER POND ASSOCIATION
BYLAWS**

ARTICLE 1 – NAME

1.1 The name of the voluntary association shall be the “Panther Pond Association”, hereinafter referred to as “the Association” or “PPA”.

ARTICLE 2 – PURPOSE

2.1 The Association is formed to promote the protection and enhancement of the water quality of Panther Pond and to preserve its ecological, economic, recreational and aesthetic value.

2.2 PPA will work closely with the other organizations that share this purpose and will coordinate its activities in order to minimize duplication of efforts.

ARTICLE 3 – OBJECTIVES

3.1 Foster a partnership for the mutual benefit of individuals and organizations concerned with lake and watershed improvement and protection.

3.2 Promote and provide a forum for sharing of information and experiences on scientific, administrative and financial aspects of lake and watershed management.

3.3 Assist in the development and execution of lake restoration and protection programs in accordance with appropriate management strategies and techniques by using education, political action and volunteerism.

3.4 Encourage support and development of local, state and national programs promoting lake and watershed management.

ARTICLE 4 – MEMBERSHIP

4.1 All property owners on Panther Pond and those with a legal “right of way” to Panther Pond can be voting members of the PPA by paying dues and registering with the Secretary. Each PPA household is allowed one vote. For the purposes of this paragraph, “Panther Pond” shall include the navigable waters of Panther Run between the Pond proper and the Mill Street dam, and also the navigable waters of the Tenney (Tenny) River between the Pond proper and the Route 85 bridge. Public roads and public boat access shall not be considered “right of way” in this context.

4.2 Any person or organization not eligible for voting membership under section 4.1 may join the Association, as an “Associate Member”, by paying dues and registering with the Secretary. These members shall have all the rights and privileges of membership with the exception of voting and holding office.

4.3 The membership shall consist of those individuals and organizations whose interests are consistent with the purpose and objectives of the Association.

4.4 The membership year shall be January 1 to December 31.

4.5 Membership dues shall be reviewed as needed by the Officers and any recommended revisions to the dues structure shall be approved by the Association Membership for the ensuing year.

4.6 Special Assessments may be levied by majority vote at any Annual or Special meeting of the membership

4.7 Any member, all dues and assessments having been paid, may withdraw or resign by notice in writing to the Secretary, but all members who cease to be members for any reason, lose all the rights and privileges of membership and waive all claims against PPA.

ARTICLE 5 – OFFICERS

5.1 The Association will be governed by five officers, who shall have full power to manage the affairs of the Association to accomplish its purpose and objectives, subject to the specific conditions of these Bylaws. The officers shall be a President, a Vice President, an Environmental Officer, a Secretary and a Treasurer.

5.2 The Officers will be elected at the annual meeting and will take office effective on September 1 following the annual meeting. The term of office for each election is two (2) years. The term of any officer who is elected or appointed after the beginning of the term shall terminate at the same time as the terms of the other officers currently serving.

5.3 The President shall have general supervision of the affairs of the Association. He shall preside at all meetings of the Association. He shall appoint the members of all Committees, and may serve as an ex-officio member of any and all Committees. He shall see that all Bylaws and any rules and regulations as may be adopted by the Association are enforced. He shall execute all contracts and other instruments, which shall have been first approved by the Officers.

5.4 The Vice President's primary role is to perform the duties of the President in case of his absence or inability to attend the duties of the office. In addition, the VP will play an integral role in negotiating / executing all contracts for the Association.

5.5 The Environmental Officer shall be the technical expert on the biology and chemistry of Panther Pond and lakes in general. He will use his scientific understanding of the lakes to assist the other Officers and Committees to better conduct their respective activities. He shall be responsible for maintaining liaison with the Raymond Waterways Protective Association and other organizations and individuals concerned with lake protection and improvement.

5.6 The Secretary shall keep the minutes of the Association meetings and shall maintain all permanent records of the Association. He will also play an active role in the communication of information throughout the Association.

5.7 The Treasurer shall collect and manage the funds of the Association to support its objectives and projects and prepare an annual financial report for the Association membership to review.

5.8 If an Officer can no longer fulfill his duties, a replacement may be made by the power of the existing Officers for the remainder of the vacated term.

5.9 A Nominating Committee shall nominate the Officers for the Association membership to elect. Nominations for Officers shall be received from the Nominating

Committee and delivered to the President 45 days before the annual meeting. The Officers shall submit a ballot of its nominations to the membership of the Association for election, along with a detailed explanation of how the election will be conducted. The Officers may nominate one or more candidates for each office to be filled and each candidate must be eligible to be a voting member of the Association according to the property requirements of section 4.1.

5.10 Officers shall be elected by a plurality vote (less than 50% if more than two candidates are running for a election) of the Association members voting. Anyone elected to office must be a voting member of the Association at the time he assumes the duties of the office.

5.11 Additional nominations for Officers may also be made from the membership by notifying the Secretary 45 days prior to the annual meeting.

5.12 The Officers shall strive to achieve the objectives of the Association. Each Officer shall be responsible for preparation and presentation of pertinent lake and watershed management topics for Association consideration, and shall act upon the business of the Association in a thoughtful and conscientious manner. Officers are expected to take an active role in the promotion and development of the Association. They should engage in planning and carefully consider the long-run future, purpose and objectives of the Association.

5.13 An Officer may be recalled by a two-thirds (2/3) vote at any Annual or Special Meeting, provided that written notice has been sent to members at least ten (10) days in advance of the meeting date.

5.14 No two members of the same household shall serve as Officers during the same term of office.

ARTICLE 6 – COMMITTEES

6.1 The Officers may establish committees from time to time as needed to further the purposes and operation of the Association. Each committee shall continue to operate as long as necessary to accomplish its objective, or until terminated by the Officers. Any Association member may request to serve on any committee. Each committee shall elect their own chairperson.

6.2 No committee may expend Association funds without authorization by the Treasurer and the President.

6.3 Each committee shall present an interim or final report on its operations at the annual meeting.

ARTICLE 7 – COMPENSATION

7.1 The Officers and Committee members shall serve without pay, but may be reimbursed actual expenses while conducting Association business, providing that these expenses receive prior authorization from the President.

ARTICLE 8 – MEETINGS OF THE ASSOCIATION

8.1 The Association will hold one annual meeting in July or August of each year. The specific time and place of this meeting shall be established by the Officers. The Secretary will give at least thirty (30) days notice of this meeting to the Association membership.

8.2 Special meetings can be called by the President upon written petition of not less than ten (10) Association members, or may be called, when in the opinion of the President, there is business which should be brought before the membership for action prior to the next regular meeting. No business may be

transacted at a special meeting other than that stated in the petition. The Secretary should attempt to give at least seven (7) days notice of all special meetings to the Association membership.

8.3 All actions (motions, resolutions, elections, etc) voted on by the Association membership require that a quorum of Association members vote. Five (5) percent of the Association members are necessary to form a quorum. Unless specified otherwise, actions voted on by the Association require a simple majority (greater than 50%) of the Association members voting in order to pass. If a vote is tied then the President shall cast the deciding vote.

8.4 All meetings of the Association shall be conducted in accordance with “Robert’s Rules of Order”.

ARTICLE 9 – FISCAL YEAR

9.1 The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

ARTICLE 10 – NOT FOR PROFIT STATUS

10.1 The Association shall be organized as a not for profit corporation in accordance with Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE 11 – DISSOLUTION

11.1 In the event of the dissolution of this Association, its assets shall be given to the Raymond Waterways Protective Association or its successor organization.

ARTICLE 12 – LIABILITY

12.1 It is implicitly understood that the Association assumes no responsibility or liability for the well being of any member or representative of a member attending, managing, or participating in meetings or any other functions of the Association.

12.2 No Officer, former Officer nor any authorized agent of the Association shall be liable in any manner to the Association or any persons or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Officer or agent in good faith, if they exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs.

ARTICLE 13 – AMENDMENT

13.1 These By-Laws may be amended by majority vote of the membership present (including absentee voting) at any Annual or Special Meeting, provided that written notice has been sent to members at least ten (10) days in advance of the meeting date.

ARTICLE 14 – ENABLING CLAUSE

14.1 These By-Laws shall become effective as soon as adopted.