

# **BY-LAWS OF THE ROCKY POND ASSOCIATION**

## ***ARTICLE I***

### **Name, Objects, Location, Corporate Seal and Fiscal Year**

- 1.1 Name and Purposes – The name and objects of the Corporation shall be as set forth in Articles I and II of the Articles of Association, as amended.
- 1.2 Location – The principal place of business of the Corporation shall be in the Town of Gilmanton, County of Belknap, and State of New Hampshire.
- 1.3 Corporate Seal – The Corporate Seal of the Corporation shall be circular in form, with the name of the Corporation and the date of organization (September 1) so engraved on the face that it may be embossed on paper by pressure.
- 1.4 Fiscal Year – Unless otherwise decided by the Board of Directors, the fiscal year of the Corporation shall end on December 31, in each year.

## ***ARTICLE II***

### **Members, Voting, Annual Contribution, Holding Office, and Committee Membership**

- 2.1 Members – Any person interested in Rocky Pond and the objects of the Corporation as set forth in Article II of the Articles of Association, as amended, may hold membership in the Corporation upon application, subject to any approval thereof as may be required by the Board of Directors, and by making a contribution as specified in Section 2.3 of this Article II. The Directors of the Corporation may also, vote, elect certain persons as “Honorary” members of the Corporation whose election shall be reported to the members of the Corporation.
- 2.2 Voting – Every member who has made a contribution as specified in Section 2.3 of this Article II within the twelve months immediately preceding the date of any Annual Meeting shall be entitled to vote in accordance with these By-laws at any such Annual Meeting or at any other meeting of the Corporation. An Honorary Member shall have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no rights or responsibilities.
- 2.3 Annual Contribution – The minimum Annual Contribution for any given year which shall qualify a donor for membership and voting shall be fixed by the Board of Directors. The Treasurer shall cause a request every 2 years.

- 2.4 Holding Office, Committee Membership – Only members may be elected as officers and directors of the Corporation or appointed as members of a committee of the Corporation.

### ***ARTICLE III***

#### **Meeting of Members**

- 3.1 Annual Meeting – There shall be an annual meeting of the members each year at some convenient location in the Rocky Pond area at a time, date and place to be fixed by the directors and stated in the notice of said meeting. The meeting shall be held for the purpose of electing officers, directors, and transacting any business which may legally be brought before the meeting. If an annual meeting is not held as provided above, the meeting may be held at a later date and place to be fixed by the Board of Directors and specified in the notice for such meeting.
- 3.2 Special Meeting – Special meetings of the members, including a special meeting to be held in place of or as part of an annual meeting, may be called by the Board of Directors for any specified purpose or purposes allowed by law or by these Bylaws. A special meeting of the members shall be called by the Secretary or, in the case of death, absence, incapacity, or refusal of the Secretary, by any other officer within five business days after there shall have been delivered to the office of the Corporation a request in writing, which may be in one or more counterparts, manually signed by a total of at least thirty members, that a special meeting of the members be called and specifying the purpose or purposes for which it is requested that the meeting be called. The date, which shall be at least seventy-five but not more than ninety calendar days after the call is made by action of the Board of Directors or is required to be made by the Secretary, the hour and the place, which shall be some convenient location in the Rocky Pond area, of any such special meeting shall be determined by the Executive Committee of the Board of Directors. A call of or request for a special meeting shall be accompanied by the form of vote or votes to be acted upon at the meeting and by a statement of five hundred or fewer words explaining and justifying the purpose or purposes for which the meeting is called or requested to be called.
- 3.3 Notice and Notice of Intention
1. Notices of meetings of members of the Corporation shall be given by the Secretary at least twenty-one days, thirty days if voting by ballot is required to be permitted in accordance with paragraph 2 of Section 3.5 of these Bylaws, prior to the date of the meeting by written notice stating the date, hour, and place of meeting and the purpose or purposes for which the meeting is to be held. Notices shall be given by mailing by first class mail, postage prepaid, to all members at their addresses shown on the Corporation's membership records. Or if requested by e-mail notification. In the absence, inability, or

refusal of the Secretary, any other officer may, and an officer shall, give the required notice.

2. A Notice of Intention shall be given at least forty-five days prior to the date of any meeting of members to be held for purposes including one or more of the following: (a) election to office, (b) alteration or amendment of the *Articles* or of the *Bylaws* or of both, or (c) any other purpose for which a vote by the members is required or sought. Notices of Intention shall be given by the Secretary or other officer, shall state the date of the meeting with respect to which the Notice of Intention is given, and shall be given in the manner provided for the giving of notices.
  3. The Notice of Intention respecting a meeting to be held for the election of officers shall be accompanied by a list of the nominees nominated by the Nominating Committee and statements, not longer than one hundred words with respect to any nominee, of the qualifications of each nominee. Other nominations may be made as provided in paragraph 3 of Section 3.5 of these Bylaws. The Notice of Intention respecting a meeting to be held for any other purpose for which a Notice of Intention is required shall be accompanied by the form of vote and statement called for in Section 3.2 of these Bylaws.
  4. The notice of a meeting to be held for the purpose of electing officers shall, if there is more than one nominee for election to any office, be accompanied by a written ballot listing the name of each nominee, the office for which each nominee is nominated and a copy of the statements submitted as provided in paragraph 3 of Section 3.5 respecting nominees nominated by petition.
  5. The notice of a meeting respecting which a Notice of Intention shall have been given as provided in clause (b) or clause (c) of paragraph 2 above shall be accompanied by a written ballot. If, not later than twenty-five days after the date such Notice of Intention was given, the Board of Directors or at least thirty members, as the case may be, shall have submitted to the Secretary a written statement, which, in the case of a statement submitted by members, may be in one or more counterparts, not more than five hundred words in length in opposition in whole or in part to any purpose for which such meeting has been called to be held, there shall also be included with the notice of such meeting a copy of such statement.
- 3.4 Quorum – 40% of members in good standing present at any annual or special meeting shall constitute a quorum.
- 3.5 Voting: Elections: Ballots
1. Each household shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members in person or by written ballot shall decide any question, unless otherwise required by law or

by these Bylaws, except that an election to office among three or more nominees shall be decided by a plurality of the votes cast.

2. Member voting for the election of directors and officers when there is no more than one nominee for any position to be filled shall be conducted in person. Member voting for the election of directors and officers when there is more than one nominee for any position and on any other question for which a vote of members is required or sought shall be conducted in person and by ballot. Ballots from members voting by ballot shall be available for delivery to or collection by the office of the Association by 12:00 noon on the day before the meeting date, or if such day is a Sunday or a holiday, on the last day before the meeting date when the Gilmanton Post Office is open. Any ballot may be revoked if the member submitting the ballot attends the meeting in question and states to the person acting as secretary of the meeting the desire of the person to vote in person. No amendment may be made at any meeting to any proposed vote stated in the Notice of Intention or notice of such meeting except an amendment to correct a grammatical or typographical error.
3. For elections to office at the annual meeting, or special meeting held in place or as part thereof, the Nominating Committee shall submit to the Secretary in writing the names of its nominees, a statement that each nominee is willing to serve if elected, and a statement, not longer than one hundred words as to any nominee, of the qualifications of each nominee. This statement shall be submitted in sufficient time for the Secretary to prepare and mail a Notice of Intention respecting such meeting in accordance with paragraph 2 of Section 3.3 of these Bylaws. Nominations of other nominees may be made by a petition in one or more counterparts, signed by a total of at least twenty members and delivered to the Secretary not later than twenty-five days after the date the Notice of Intention was mailed. Any such petition shall be accompanied by a written statement by each nominee of willingness to serve if elected and a statement, limited in length as provided above, of the qualifications of each nominee. A reference to this paragraph 3 of this Section 3.5 shall be included in such Notice of Intention. Nominations may not be made in any other manner. Upon receipt and verification of the petition the names of all nominees shall be placed on a ballot for inclusion in the notice of the meeting which notice shall also state whether each such nominee has been nominated by the Nominating Committee or by petition.

## ***ARTICLE IV***

### **Board of Directors**

- 4.1 Members and Election – The Board of Directors shall consist of the officers of the Corporation and no fewer than three, or more than twelve, other members of the Corporation as the Board of Directors may determine prior to each annual meeting of members.

4.2 Term of Office and Election – Directors (other than the officers of the Corporation) shall be elected at the annual meeting of members of the Corporation and shall serve for a term of three years. One third of such Directors shall be elected at each annual meeting. Except for officers, no member may serve for more than two consecutive terms of three years as a Director.

4.3 Powers

1. The affairs of the Corporation shall be managed by the Directors who shall have, and may exercise, all the powers of the Corporation, except those powers reserved to the members by law, the Articles of Association, or by these Bylaws. The powers of the Board of Directors shall specifically include the following powers:
  - a. To fill vacancies in the Board of Directors or in any corporate office, however caused, such director or corporate officer to serve out the unexpired term.
  - b. To prescribe such rules regarding the calling of meetings of the Board of Directors as they may deem advisable.
  - c. To appoint such agents, servants, and employees as they may deem advisable and to fix their compensation.
  - d. To fix the annual contribution required for membership in the Corporation.
  - e. To review and approve the annual budget and all expenditures.
  - f. To review and approve the appointment of all Standing Committee Chairmen and Members.
  - g. To review and approve the activities of officers and committees.
2. The Board of Directors shall not, however, have the power, except as provided in this paragraph 2, to expend or borrow against principal from the Rocky Pond Endowment Fund for the purchase of land or interests in land in amounts exceeding in each case twenty-five percentum of the value of the principal of the Fund. The Board of Directors shall have the power to so act only if such expenditure or borrowing shall have been authorized by a majority of the votes cast in person or by ballot by members at a meeting called for the purpose.

4.4 Quorum – At any meeting of the Director’s a majority of the Directors then in office shall constitute a quorum.

4.5 Action by Vote or by Writing – When a quorum is present at any meeting of the Board of Directors, a majority of the Directors present and voting shall decide any questions, unless otherwise provided by law or these Bylaws. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the Directors consent to the action in writing and the

written consents are filed with the records of the meetings of the Directors.  
Voting by proxy shall not be permitted at meeting of the Board of Directors.

- 4.6 Meetings – Regular meetings of the Board of Directors may be held at such place and time as the Directors may determine. Special meetings of the Directors may be held at any time and at any place when called by the President or by three or more Directors. Reasonable notice of all meetings of the Directors shall be given to each Director. Meetings of the Directors shall be attended solely by Directors and by other members or guests specifically invited by the President.
- 4.7 Conference Telephone Meetings – Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

## *ARTICLE V*

### **Officer-Volunteers**

- 5.1 Number and Qualification – The officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer and such other officers, if any, as the Board of Directors may determine. All officers shall be members of the Corporation at the time of their election.
- 5.2 Election – The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected annually at the annual meeting of the Corporation. Other officers, if any, may be elected by the directors at any time to serve until the next annual meeting of members.
- 5.3 Term of Office – The President, First Vice President, Second Vice President, Secretary and Treasurer shall serve for a term of one year which term shall begin at the close of the annual meeting at which they are elected. The President may not hold office for more than three consecutive terms, and the Secretary and the Treasurer may not hold office for more than six consecutive terms.
- 5.4 President and Vice Presidents – The President shall be the Chief Executive Officer of the Corporation, and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. He/she shall perform such other duties as may be required by him/her by law, by vote of the directors, or by these Bylaws. The First Vice President shall have, and may exercise, all the powers and duties of the President during the absence of the President or in the event of his inability to act, and shall have such other duties and powers as the Board of Directors may determine. The Second

Vice President shall assume the duties of the First Vice President in the event of his/her absence or inability to act.

- 5.5 Secretary – The Secretary of the Corporation shall have custody of the corporate seal and papers. He/she shall attend all meetings of the members and directors and keep an accurate written record of the proceedings (minutes). He/she shall give notice of all meetings of the membership and directors in the manner prescribed by these Bylaws and shall perform such other duties as may be required by him/her by law, by vote of the directors, or by these Bylaws.
- 5.6 Treasurer – The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Corporation. He/she shall have custody of the Corporation’s funds, books, and accounts. He/she shall keep, or cause to be kept, accurate and true accounts of all of its financial affairs and shall submit a written report at the annual meeting of members. He/she shall perform such other duties as may be required by him by law, by vote of the directors, or by these Bylaws.

## **ARTICLE VI**

### **Committees**

- 6.1 Executive Committee – The Executive Committee shall consist of the officers of the Corporation. The President of the Corporation shall be the Chairman. The Committee shall meet upon the call of the Chairman and, between meetings of the Board of Directors of the Corporation, shall have such powers as may be delegated to it by vote of the directors at any meeting of directors. Action taken by the Executive Committee on behalf of the Corporation shall be reported on and submitted for approval to the directors at the next meeting of directors following any such action. Members at large notified of actions via mail or e-mail.
- 6.2 Standing Committees – The following named committees shall be Standing Committees:

Annual Meeting Committee  
Finance Committee

Exotic Species Committee  
Nominating Committee

The President shall appoint the Chairmen and members of all Standing Committees. He/she shall submit all such appointments for approval to the directors not later than sixty days following the Annual Meeting of members.

- 6.3 Special Committees and Sub-Committees – Special Committees and Sub-Committees may be designated from time to time by the President who shall appoint the Chairmen and members thereof. He/she shall report such designations and appointments to the directors at their first meeting following any designation or appointment.

- 6.4 Term of Office and Number of Members – With the exception of the Nominating Committee and the Finance Committee, each chairman and member of a standing or special committee or sub-committee shall remain in office for a term of one year, unless otherwise specified by the Board of Directors. The term of office of members of the Nominating Committee and the Finance Committee shall be for three years and no member of the Nominating Committee shall be appointed for two consecutive terms. The number of terms that members of the Finance Committee may serve shall not be limited. The Finance Committee shall consist of at least three members, with one member appointed each year. The Nominating Committee shall consist of five members. One, but not more than two, members of the Nominating Committee shall be members of the Board of Directors. No more than two members shall be appointed to the Nominating Committee in any one year except to fill vacancies. Partial terms may be used to ensure staggered terms of office.
- 6.5 Powers and Conduct of Affairs – With the exception of the Nominating Committee, each committee shall have whatever functions or powers and functions, may be specified or delegated to it by the Board of Directors. Any committee to which any powers of the directors may be delegated shall consist solely of directors, however volunteers may be assigned tasks. Unless the directors otherwise provide, all committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors.
- 6.6 Reports – Each committee, through its chairman, shall submit a report of its activities to the President prior to the date of the annual meeting of members. Such reports shall be made available to the members of the Corporation by the Secretary upon request and an oral summary report of committee activities made at the annual meeting.

## *ARTICLE VII*

### **Suspension or Removal from Office or Membership, and Resignation**

- 8.1 Suspension, removal from office or membership – Any officer, director, or committee chairman may, for just cause, be suspended or removed from office, and any member of the Corporation may, for just cause, be expelled by a vote of three-fourths of the membership at a special meeting. Any officer, director or member may be suspended, removed, or expelled only after reasonable notice and opportunity to be heard.
- 8.2 Resignation – A director or officer may resign by delivering a written resignation to the President or Secretary, to a meeting of the directors or members of the Corporation, or to the Corporation at its principal office. Such resignation shall be effective upon receipt or the date specified therein, and acceptance thereof shall not be necessary to make it effective unless the resignation so states.

## ***ARTICLE IX***

### **Execution of Papers**

- 9.1 General – Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the President or by the Treasurer.
- 9.2 Real Estate – Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President or a Vice President and the other is the Treasurer or Secretary, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Association, Bylaws, Resolutions, or vote of the Corporation.

## ***ARTICLE X***

### **Personal Liability**

- 10.1 The members, directors, and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation shall look only to the funds and property of the Corporation for the payment of such contract or claim or for the payment of any debt, damages, judgment, or decree, or any money that may otherwise become due or payable to them from the Corporation.

## ***ARTICLE XI***

### **Alteration or Amendment**

- 11.1 These Bylaws may be altered or amended at any meeting of the members of the Corporation by a two-thirds vote, cast in person or by ballot, of the members present or having submitted ballots in accordance with these Bylaws, provided that the Notice of Intention or the notice of the meeting shall have specified the language of the proposed alteration or amendment.

## ***ARTICLE XII***

### **Indemnification**

- 12.1 The Corporation shall indemnify each of its officers, directors, and members of Committees from and against all liabilities and expenses imposed upon or incurred by such person in connection with any action or proceeding to which he

or she may be made a party arising out of any act or failure to act while serving in his or her official capacity as officer or director of the Corporation or as a Committee member acting within the scope of his or her authority. No indemnification, however, shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any action or proceeding not to have acted in good faith in the reasonable belief that his or her conduct was in or not opposed to the best interests of the Corporation. For purposes herein, the term "expenses" shall include counsel fees; the term "liability" means the obligation to pay a judgment, settlement, penalty, fine or reasonable expenses actually incurred with respect to a proceeding; and "proceeding" means threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.