

# **Crescent Lake Watershed Association By-Laws**

**Adopted 05/09/2023**

## **ARTICLE 1 – Name**

1.1 This voluntary association shall be called the Crescent Lake Watershed Association, hereinafter referred to as "CLWA" or "Association". This association is a nonprofit corporation registered with the state of Maine.

## **ARTICLE 2 – Purpose**

2.1 The purposes of this Association are to improve, restore and maintain the environmental and ecological quality of Crescent Lake and the Crescent Lake Watershed area within and including the Towns of Casco and Raymond, Maine. Its purposes include stewardship, education, and scientific evaluation and methods intended to benefit the public's use and enjoyment of Crescent Lake, including the betterment and maintenance of the environmental quality of the water, flora and fauna, ecosystems, wildlife habitat, fishery and recreational opportunities that may be enjoyed by the public through those efforts.

2.2 Notwithstanding any other provision of these articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE 3 – Objectives**

3. The Association shall have the following objectives in its endeavors to accomplish the above stated purposes:

1. Foster a partnership for the mutual benefit of individuals and organizations concerned with lake and watershed improvement and protection.
2. Promote and provide a forum for sharing of information and experiences on scientific, administrative, and financial aspects of lake and watershed management and to promote good stewardship of the lake.
3. Assist in the development and execution of lake restoration and protection programs in accordance with appropriate management strategies and techniques. Specific actions may include education, volunteerism, civic or legislative action to promote watershed best practices but not to include direct or indirect participation or intervening in any political campaign on behalf of, or in opposition to, any candidate for elective public office.

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

#### **ARTICLE 4 - Members**

4.1 The Articles of Incorporation provides that the Association shall have no members. During the normal conduct of its business the Association may use the term “members” or “membership” to refer to donors, supporters, patrons or groups of donors, supporters, or patrons of the Association without the intent, stated or implied, of conferring voting or management rights or authority to any individual or group of individuals other than the individuals comprising the Board of Directors.

#### **ARTICLE 5 - Board of Directors and Officers**

5.1 The Association shall be governed by a Board of Directors (the Board) consisting of a minimum of three (3) and a maximum of twelve (12) individuals. The number of directors may be increased or decreased from time to time by resolution of the directors as permitted by MRS Title 13-B §702.1. Each individual member of the Board shall have one vote. The Board of Directors shall have full power to manage the affairs of the Association to accomplish its purposes and objectives subject to the specific conditions of these by-laws, and as permitted by the Articles of Incorporation, and the Maine Nonprofit Corporation Act (MRS Title 13-B)

5.1.A The officers shall be President, Vice President, Environmental Coordinator, Secretary and Treasurer. Officers shall be elected from among the members of the Board. Except for the President, a single Board member may simultaneously serve in more than one Officer position if so desired by the Board and agreed to by the board member. The Board of Directors may, from time to time, appoint assistants to any officer position except the President. Assistant officers need not be members of the Board of Directors and if not a member of the Board shall not have a vote.

5.2 Directors (Board members) and Officers shall be elected by a vote of the seated members of the Board at the annual meeting of the Board of Directors. New Directors and Officers shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning immediately after the adjournment of the annual meeting. The term of each Officer and Board member is one year or until the next annual meeting, which ever first occurs. However, there is no restriction on how many total terms or consecutive terms an Officer or Board member may serve.

5.3 The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association, shall appoint the heads of all Committees, and may serve as an ex-officio member of all Committees. The President shall enforce the bylaws, policies, rules, and regulations as may be adopted by the Board of Directors and carry out other duties usual to the position and as may be directed by the Board of Directors.

5.4 The Vice President shall perform the duties of the President in the event of the President’s absence or inability to attend the duties of the office and to assist the President in carrying out the duties of the President as may be requested by the President from time to time.

5.5 The Environmental Coordinator shall be the technical expert on the biology and chemistry of Crescent Lake, its watershed, and lakes in general. The Environmental Coordinator will use established scientific best management practices of lakes and watersheds to assist board members, committees, and other volunteers to better conduct their respective activities. The Environmental Coordinator will also be the

liaison with other individuals and organizations concerned with lake and watershed improvement and protection.

5.6 The Secretary shall keep the minutes of the Board of Directors meetings and shall maintain all permanent records of the Association. The Secretary or Assistant Secretary, if one is appointed, will also play an active role in the communication of information with donors and supporters by maintaining a listing of names, mailing addresses, phone numbers and email addresses of donors and supports of the Association.

5.7 The Treasurer shall oversee the timely and accurate preparation of all financial and or tax reports and filings required by the State of Maine, the Internal Revenue Service, and other governmental agencies. In addition to such other duties and powers as may be determined by the Board of Directors, the Treasurer shall have the duty to (a) disburse the Association's funds in accordance with approved policies and practices and as may be ordered by the Board of Directors from time to time; and (b) at each regular meeting of the Board of Directors but not less frequently than once each fiscal year, provide a report to the Board of Directors of the financial condition and performance of the Association and (c) assist in the preparation of the annual budget.

5.8. A vacancy in the Board of Directors (including resulting from a newly created seat on the Board) may be filled by the Board of Directors at any meeting. New Directors and successor Directors shall be elected by a vote of the majority of Directors present, provided there is a quorum. Unless the Board of Directors specifies a different term at the time of election, each successor Director or new Director shall hold office until the next annual meeting of the Board.

5.9 The Board and the Officers shall strive to achieve the purposes and 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. Board members are expected to take an active role in the support, promotion, and development of the Association. Directors should engage in planning and carefully consider the long-term future purposes and objectives of the Association.

5.10 The Board shall create and adhere to a set of policies dictating the appropriate behaviors and actions of the Officers and Board members acting in their capacity representing the Association.

5.11 A Board member or an Officer may be removed by a two-thirds (2/3) vote of the members of the Board of Directors in attendance at any regular or Special Meeting, provided that a quorum is present and provided that written notice of the intent to remove has been sent to all Board members in accordance with the provisions of Article 8 of these bylaws.

## **ARTICLE 6 – Committees**

6.1 The Board of Directors shall establish Standing Committees and may establish one or more additional committees to further the goals of the Association. Committees may be comprised of persons who are not members of the Board of Directors but have an interest and willingness to advance the purposes and objectives of the Association. Except for Standing Committees, any committee may be discontinued by the Board at any time. Committees shall make at least annual reports to the Board of Directors.

6.1.A Standing Committees of the Association shall be an Education Committee, the Membership Committee, and Lake Monitoring Committee. Other committees may be established from time to time as the Board may deem appropriate. Any Association donor, supporter or patron may request to serve on any committee and may be so appointed by the Board of Directors. Members of Committees shall serve for two (2) years and shall be eligible for reappointment. Each committee shall be chaired by an individual appointed by the President, except the Lake Monitoring Committee which shall be chaired by the Environmental Coordinator.

6.2 The primary purpose of the Education Committee is to inform and educate Association supporters, donors, patrons, and members of the general public about issues that promote the purposes, objectives, and activities of the Association.

6.3 The purposes of the Membership Committee are to maintain lists of donors, supporters, and lake property owners, seek out and encourage their active support of the Association and its purpose, to greet and welcome new supporters, donors, and patrons of the Association, to share with them recent CLWA newsletters and materials about best practices of lake management, and encourage them to participate in the affairs of the Association.

6.4 The purposes of the Lake Monitoring Committee are to collect data to monitor the short-term and long-term health of Crescent Lake and adjoining water bodies using the techniques and procedures established by the Maine Department of Environmental Protection and be vigilant of lake management practices within the watershed and report poor or questionable management practices to the Officers for appropriate action.

#### **ARTICLE 7 – Compensation**

Directors, Officers, and Committee members shall serve without pay, but may be reimbursed actual expenses while conducting Association business, providing that the expenses conform to Board policy. No part of the revenue of the Association shall inure to the benefit of or be distributed to its supporters, Board of Directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE 8 – Meetings**

8.1 Annual Meeting. The date, time, and place of the annual meeting of the Board of Directors (referred to herein as the “Annual Meeting”) shall be fixed by the Board of Directors.

8.2 Regular and Special Meetings. Regular meetings of the Board may be held at such time and place as may be determined from time to time by the Board of Directors. Unless otherwise required by law, special meetings of the Board may be called by the President or by not less than twenty-five percent (25%) of the total number of Directors then in office.

8.3 Electronically Conducted Meetings. Directors may participate in a meeting of the Board of Directors by means of conference telephone, internet-based services, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at any properly called meeting.

8.4 Proxies Prohibited. Proxy voting by Directors shall not be permitted.

8.5 Meeting Notice. Unless otherwise required by law or the Articles of Incorporation, notice of each meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the meeting in the case of an Annual Meeting or a regular meeting, and at least three (3) days prior to the meeting in the case of a special meeting. Notice shall be given to each Director (a) by the Secretary or, (b) in the case of the absence, incapacity, or refusal of the Secretary, by the President, or (c) by the members of the Board of Directors calling the meeting. Meeting notices may be made by first class mail or by hand, electronic mail or facsimile transmission or other means of written or electronic communication to each Director's home or business address or electronic mail address or facsimile number appearing in the Association's records.

8.5A. Notice of a regular Board meeting need not specify the purposes of the meeting except that a notice of a regular meeting the purpose of which, at least in part, is to amend the Articles of Incorporation or these Bylaws, remove a Director, fill a vacancy in the Board, amend or rescind a previous rule, order or resolution or consider a significant transaction involving the Association shall contain a general description of the business to be transacted at such meeting. A Notice need not be given to any Director if a written waiver of notice, executed by the Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. A notice of a special meeting shall contain the specific topics to be discussed and considered at the special meeting.

8.6 Quorum. At any meeting of the Board of Directors the presence of 50% of the authorized number of Directors, minus vacancies, in person or by approved electronic means, shall be necessary to constitute a quorum for all purposes except as otherwise provided by law.

#### **ARTICLE 9 – Association Calendar**

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

#### **ARTICLE 10 – Not for Profit Status**

This Association is organized exclusively for charitable, educational, and scientific purposes as defined under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

#### **ARTICLE 11- Dissolution**

11.1 In the event of the dissolution of the Association, the Board of Directors shall direct that all bills and obligations of the Association be paid and then direct that all remaining assets shall be given to an organization or organizations with purposes and objectives similar to those mentioned in these bylaws provided a named organization is tax exempt under section 501(c)(3) of the Internal Revenue Code at the time of dissolution. Otherwise, the assets of this Association shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

#### **ARTICLE 12 – Liability & Insurance**

12.1 The Association indemnifies Directors, Officers, employees, or agents acting on behalf of the Association to the extent intended and permitted under MRS Title 13-B, §714.

12.2 The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation as permitted under MRS Title 13-B, §714.

### **ARTICLE 13 – Amendment**

13.1 These By-Laws may be amended by majority vote of the Board of Directors present at any Annual, Regular or Special Meeting, provided that written notice has been sent to each Director in accordance with the Article 8 these bylaws.

### **ARTICLE 14 – Books and Records**

14.1 Books, accounts, documents, and records of the Association shall be open to inspection by any member of the Board for any proper purpose during the usual hours of business. The original, or attested copies, of the Articles of Incorporation, these Bylaws and records of all meetings, of the Board of Directors and its committees, and records which shall contain the names of all Directors and their record addresses, shall be kept at the principal office of the Association, or at an office of the Secretary, attorney of record or the registered agent, if any, of the Association.

### **ARTICLE 15- Enabling Clause**

15.1 All previous editions of the Association's bylaws are hereby suspended.

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