

MOOSE POND ASSOCIATION BY-LAWS

AS AMENDED ON SATURDAY, AUGUST 20, 2022 - SEE PAGE #6

ARTICLE I

Organizational Name, Purpose, and Structure

The name of this corporation shall be Moose Pond Association. The primary purpose of the organization is to preserve the environment of Moose Pond including, but not limited to, hiring of services and working with other organizations to assist in the minimization of opportunities for the introduction of invasive species, educating the public on the dangers of invasive species and the problems caused by environmental issues. Other purposes may include but not be limited to the care and management of the pond in ways that will benefit all who wish to use the pond. The association is incorporated with the State of Maine as a charitable organization.

ARTICLE II

Location

The location of this corporation and its principal office shall be in Bridgton in the County of Cumberland and State of Maine, and such other offices and places of business throughout the State of Maine as the business of the corporation may warrant and require and as the Board of Directors may deem expedient.

ARTICLE III

Classes of Members

There are three classes of members:

- Members – individuals become a member by joining the association and payment of annual dues. They have the right to elect the Board of Directors.
- Board of Directors – they are members of the Moose Pond Association in good standing and are appointed by vote of the membership. They have the right to elect the officers of

the association. See Article IV for further details.

- Officers – they are members of the Moose Pond Association in good standing and have been elected to be an officer by the Board of Directors. See articles VIII through IX for further details.

ARTICLE IV

Board of Directors

The corporation's Board of Directors shall consist of a minimum of three and a maximum of fifteen Directors. The initial Directors shall be elected at the organizational meeting. The membership shall elect additional applicants for Directors by majority vote. Board vacancies are filled through member recommendations.

The Board of Directors, by affirmative vote of two thirds of the members of the Board, may suspend or expel a Director for cause after an appropriate hearing, and may, by a majority vote of the Directors, at any regularly constituted meeting, terminate any Director that it determines no longer qualifies as a Director.

Any Director may resign by filing a written resignation with the Clerk.

ARTICLE V

Terms of Service

Timing of Elections

The terms of the Directors shall be for three years and elections shall be staggered so that a minimum of One Director will be elected each year.

The officers of this corporation shall be a President, Vice President, Treasurer, and Clerk. The term of the officers shall be for one year. The Directors shall elect the officers as terms expire. Each officer so elected shall hold over until his successor is elected and qualified. The Directors may from time to time appoint other officers and designate their term of office and duties.

ARTICLE VI

Power of Directors

The Board of Directors shall have general supervision and control of the corporation and

shall have full power to take such steps as in their judgment shall be for the best interest of the corporation.

Meetings of the Board of Directors may be called by the President or by any three members of the Board. Reasonable notice of such meetings shall first be given to the other members thereof. A majority of the Directors shall constitute a quorum for the transaction of business. The Directors shall fill all vacancies in any of the offices of the corporation within two months of the resignation of a current officer.

ARTICLE VII

Non Profit Status

- A. This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed 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 the Court of Common Pleas of the county in which the principal office of the organization 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 purposes.

ARTICLE VIII

Choosing and Duties of President

The President shall be chosen by the Board of Directors from their own number as soon as practicable after the meeting at which the Directors are chosen. He/she shall preside at all such meetings of the Board of Directors and shall sign such instruments in behalf of this corporation as from time to time are required by the Board of Directors. In the absence of the President, the Vice President may perform such duties.

ARTICLE IX

Choosing and Duties of Vice President

The Vice President shall be chosen by the Board of Directors and, in the absence, disability, or death of the President, perform the duties and exercise the powers of the President. The Vice President shall have such other powers and shall perform such other duties as may from time to time be assigned by the Board of Directors or by the President.

ARTICLE X

Choosing and Duties of Treasurer

The Treasurer shall be chosen by the Board of Directors and is the general financial agent of the corporation. The Treasurer shall perform such other duties as may be required by the Board of Directors and shall have responsibility for management of all income and expenses of the corporation and report the status on a quarterly basis to the Directors and members.

ARTICLE XI

Choosing and Duties of Clerk

The Clerk shall be chosen by the Board of Directors and shall keep a record of all meetings of the Board of Directors. The Clerk shall perform such other duties as may be required by the Directors.

ARTICLE XII

One Meeting

One Meeting of the Directors of the corporation shall be held at a certain location in said Bridgton, Maine or at such other place within the State of Maine and at such time as the Directors may designate.

The members shall be notified of the meeting by phone, mail or electronic mail. The Clerk shall cause five days notice of special meetings of the Directors to be given to each Director in person, by telephone, by email with response from the Board member, or by forwarding the same by mail and shall give such other notice of such meetings as the Board of Directors may direct. A majority of the Directors shall constitute a quorum for the transaction of business. Each Director shall be entitled to one vote.

ARTICLE XIII

Altering By-Laws

These By-Laws may be altered or amended at any meeting by a two-thirds vote of the Board of Directors.

ARTICLE XIV

Duration of Undertaking and Dissolution

The Corporation will be in existence for a period of ninety-nine years or until such a time when the Board of Directors agrees and votes that the objective of the Association has been successfully achieved. The Board of Directors at large may dissolve the association with a minimum vote in favor of the dissolution of two-thirds of the total Board membership.

AS AMENDED ON SATURDAY, AUGUST 20, 2022

AMENDMENT TO ARTICLE IV

BOARD OF DIRECTORS

On Saturday, August 20, 2022 at the Annual Meeting of the Moose Pond Association, the Board of Directors voted in favor of increasing the maximum size of the Moose Pond Association's Board from fifteen to twenty Directors. All other provisions outlined in ARTICLE IV (page 2) continue to apply as written.

73% of the Moose Pond Association Board including 100% of the Directors present at the Annual Meeting approved this motion. As a 2/3s affirmative vote is required to pass such an amendment, the motion was approved.