

BY-LAWS ECHO LAKE PROTECTIVE ASSOCIATION

July 23, 2016

Article I - NAME.PURPOSE

Section 1. The name of this organization shall be The Echo Lake Protective Association.

Section 2. The objective of the Association will be to promote the welfare of Echo Lake which lies within the boundaries of the Town of Charleston, VT. The Association will work to maintain the quality of Echo Lake, the waters, native wildlife, and habitat for all to enjoy for generations to come.

Article II • MEMBERSHIP

Section 1. Membership shall be open to any adult (defined as 18 years or older) with an interest in Echo Lake as defined in Article I, Section 2.

Section 2. All individual members whose dues are paid for the year shall have one adult vote at the Annual Meeting. All families whose dues are paid for one year shall have two adult votes per family.

Section 3. The Board of Directors will determine dues for membership.

Article III- BOARD OF DIRECTORS

Section 1. Board Role, Size, Compensation.

The Board is responsible for overall policy and direction of the Association. The Board shall have 5 to 9 members. Board Members receive no compensation. All Board Members shall be paid-up members of the Association. Vacancies on the Board may be temporarily filled by a majority vote of Board Members pending election at the Annual Meeting.

Section 2. Meetings.

The Board shall meet at least 3 times a year, including the Annual Meeting, at an agreed upon time and place.

Section 3. Board Elections.

Election of new Board Members or election of current Board Members to another term shall be determined by a majority vote of all members attending the Annual Meeting.

Section 4. Terms:

Board Members shall be elected for a term of three years. To ensure Board continuity, three members shall be elected each year. A Board Member having served two complete consecutive three-year terms may not serve again until one

year has elapsed. If a Board Member is not able to complete the term of service, a replacement member may be appointed by the Board according to Section 1 above, or elected at the annual meeting, to fill the open partial term. If the partial term is 2 or more years, then it will be considered a full term. If the partial term is less than 2 years, the member may then be elected to serve an additional two full terms, making the maximum consecutive service less than 8 years. Service time will be tracked as:

Term 1: Year 1, Year 2, Year 3

Term 2: Year 1, Year 2, Year 3

Partial Term: Year 3* (partial year); or

Year 2* (partial year), Year 3 (full year); or

* May serve 2 additional 3-year terms

** May serve 1 additional 3-year term

Year 1** (partial year), Year 2 (full year), Year 3 (full year)

Section 5. Quorum.

A majority of Board Members will constitute a quorum.

Article IV Officers and Duties of Officers

Section 1 The Officers of The Association shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election of Officers.

Election of officers takes place at the Annual Meeting and is for a three-year term. Officer vacancies on the board may be temporarily filled by a majority vote at a Board of Director's meeting until a successor is elected at the next Annual Meeting.

Section 3. Duties of the President and Vice-President.

The President of the Association shall preside at all meetings of the membership and the Board or Directors, call special meetings as may be required, and have general administration over the affairs of the Association. The Vice-President shall assist the President in all matters wherever called upon and preside over meetings in the President's absence.

Section 4. Duties of the Secretary.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to all Board

Members, and assuring that all records are maintained. The Secretary is responsible for all meeting minutes and for organizing the distribution of 2 annual newsletters - one in winter and one in early summer.

Section 5. Duties of the Treasurer.

The Treasurer shall have custody of the funds of the Association, shall receive dues and make disbursements as needed, and provide a financial report to the membership at the Annual Meeting. The Treasurer will prepare an end of fiscal year report which will be presented at the first Board meeting of the new year.

Article V- MEETINGS AND AUTHORITY OF BOARD OF DIRECTORS

The Board Of Directors shall hold at least three meetings a year, including the Annual Meeting. The President or any three other Board members may call additional meetings. Notice of all Board Meetings shall be given to each Board Member in advance of the meeting.

Section 1. Authority of the Board.

The Board Is empowered to manage the affairs of the Association. It is authorized to vote the expenditure of Association funds consistent with these bylaws and subject to the direction determined by the membership.

Section 2. The Executive Committee.

The Executive Committee shall consist of the Officers. The responsibility of this committee shall be to make decisions that may occur throughout the year in accordance with the purposes of the Association.

Section 3. The Nominating Committee.

The President shall appoint a Nominating Committee consisting of three members of the Association, at least one being a Board Member who will act as chairperson. The purpose of this committee is to select Board Members and Officers for consideration at the next Annual Meeting. Additional nominations may be made from the floor. Officers and Board Members shall be elected by the votes of a majority of voting members.

Section 4 Other Committees.

The Board shall appoint committees to meet the requirements of the Association.

Article VI - ANNUAL MEETING

Unless otherwise determined by the Board of Directors, the Annual Meeting shall be held on the fourth Saturday in July. Advance notice of the Annual Meeting shall be distributed to all members. Nominations for Board of Director membership and Officers of the Association for the coming year should be included in this advance notice.

ARTICLE VII - RIGHTS OF MEMBERS

The current records of this Association shall be available for inspection by any Member.

ARTICLE VIII- MISCELLANEOUS

Section 1. All checks or demands for money or notes of the Association shall be signed by the Treasurer or the President.

Section 2. The fiscal year of the Association shall be the period from January 1 until December 31 of each calendar year.

Section 3. "Robert's Rule of Order Revised" shall govern this Association when they are not inconsistent with these by-laws.

ARTICLE IX- AMENDMENT

These By-laws may be revised or amended by a two-thirds (2/3) affirmative vote of the members attending the Annual Meeting.

ARTICLE X-DISSOLUTION OF THE ECHO LAKE PROTECTIVE ASSOCIATION

Should The Echo Lake Protective Association ever be dissolved, the remaining assets will be transferred to the Northwoods Stewardship Center to be used for educational and testing purposes related to Echo Lake.

These By-Laws were approved as amended at the annual meeting of the Echo Lake Protective Association, July 23, 2016.

Example of Article III Section 4:

The following table lays out the schedule that ensures staggered terms for Board members. The table shows the status of current Board members and the proposed Board for 2016 to 2017.

Proposed ELPA Board - 2016 to 2017

<u>Name</u>	<u>First Term</u>		<u>2nd term</u>		<u>Comments</u>
	<u>Start</u>	<u>End</u>	<u>Start</u>	<u>End</u>	
Larry Martin	2014	2017			Co-President
Jean Wilson	2014	2017			
Nancy Engels	2014	2017			
Bill Mann			2015	2018	Treasurer
Mike Vinton	2015	2018			
Terry O'Brien	2015	2018			
Patti Lennon	2013	2016	2016	2019	Co-President
Susan Czerepak	2016	2019			Secretary
Keith Gee	2016	2019			