

PROPOSED

By-Laws of Lake Rescue Association, Inc.

A non-profit corporation formed in 1954 under the laws of the State of Vermont

By-Laws adopted in 1992

Amended in 1993, 1999, 2001, 2005, 2006, 2009, 2013, 2022

Article 1. Name and Purpose

- A. **Name.** The name of this corporation shall be Lake Rescue Association, Inc. (hereinafter referred to as “the Association”).
- B. **Purpose.** The purposes of the Association are to:
1. Maintain, preserve, restore and improve those bodies of water within the Lake District, including but not limited to Lake Rescue, Round Pound, Lake Pauline, and the portions of the Black River and the surrounding watershed that impact the lakes in the Lakes District (herein collectively “the Lakes”);
 2. Educate members and other community members as to the importance of the Lakes, the mission of the LRA as voluntary non-profit organization, rather than a homeowners’ association with enforcement powers, and to develop plans and initiate programs which will ensure a favorable ecological balance and good water quality;
 3. Work to mitigate the presence of invasive aquatic nuisance species such as Eurasian water milfoil from the Lakes
 4. Work with the State of Vermont, the Town of Ludlow and private landowners to minimize the erosion of road material, sand and soil into the Lakes and to educate members and others as to soil conservation practices to control runoff;
 5. Cooperate and work with the State of Vermont and the Town of Ludlow and adjacent towns in their efforts to maintain the Lakes in good condition;
 6. Educate and encourage members and other users of the Lakes in all aspects of water safety such as safe boating, swimming safety and adherence to state boating regulations, by such means as publicizing the rules and erecting safety markers;
 7. Promote a sense of common interest among members and encourage greater community awareness in preserving the Lakes as an invaluable natural resource for the entire region; and
 8. Provide a forum for resolution of other matters of importance affecting the membership and that pertain to the mission to maintain and restore the Lakes.

Article 2. Membership and Voting

- A. **Membership.** The owner (as herein defined) of any parcel (as hereinafter defined) in the Lakes District, as this term is defined and delineated in the Ludlow, Vermont zoning regulations, plus those within 200 feet thereof, shall be eligible for full rights of membership in the Association by virtue of such ownership. In order for an owner to become a member and remain in good standing, the owner shall pay the Association’s annual dues as and when they become due. For purposes of these By-Laws, a “parcel” has the same meaning as it does in the Ludlow, Vermont zoning regulations: an “owner” means the person or persons collectively (partnership,

corporation, trust or other entity) holding legal title to a parcel.

- B. **Voting Rights.** The owner of the parcel shall be entitled to one vote. If a parcel is owned by more than one person, a corporation, partnership or trust, such owner(s) shall designate one person to vote on behalf of such ownership. If an owner shall own more than one parcel, the owner shall nonetheless be entitled to only one vote regardless of the number of parcels owned.
- C. **'Friend of the Lakes'.** Any person not an owner of the Lakes District or any business entity wishing to support the Association's purposes may become a Friend of the Lakes upon making an annual contribution to be determined by the Board of Directors with the approval of the majority vote of the membership in good standing. A Friend of the Lakes Member shall be entitled to all of the privileges of membership except the right to vote.

Article 3. Meetings and Voting

A. Annual Meeting.

- 1. **Notice.** The annual meeting of the Association shall be held on a weekend in either the months of July and August, either in person or virtually/hybrid when warranted, with the date, time and place to be held determined at the discretion of the Directors, with the convenience of the majority of the members being the primary consideration. Notice of the Annual Meeting shall be mailed by postage, and/or email, to the primary address of each member on file with the Secretary not less than ten days prior to the date of the meeting.
- 2. **Order of Business.** The purpose of this meeting shall be to elect Directors and to conduct any other business pertinent to the Association. At the Annual Meeting of the Association, the order of business shall be as follows:
 - a. Calling the roll of members present to determine if there is a quorum
 - b. Convening the meeting with reading of the meeting notice
 - c. Reports of Officers and Directors
 - d. Reports of Committees
 - e. Old Business
 - f. New Business
 - g. Election of Directors
 - h. Miscellaneous
 - i. Adjournment

B. **Special Meeting.** Special meetings of the members of the Association may be called, either in person or virtually/hybrid when warranted, by the President or any two members of the Board of Directors to address an emergency or exceptional situation. Notice of such meetings shall be given either in person, or by notice, mailed or electronically sent, to be received at the primary home or email address of each member, ten days prior to the meeting whenever possible but not less than 48 hours before the special meeting. The notice should include the date, time, place of meeting and subject of the meeting.

C. **Quorum.** Twenty qualified members in good standing shall constitute a quorum at any regular or special meeting. At Board meetings, a simple majority of the Board members shall constitute a quorum. Motions or resolutions shall be valid and effective if passed by a majority of those voting at a properly called meeting with the quorum present. Only one household member per property membership may cast a vote. Members not able to be present may vote via written proxy ballot.

D. **Good Standing.** Any member in good standing shall be entitled to vote at any meeting of the Association. "Good Standing" is defined as being current to date with all dues payments, which

equates to full dues paid for the current year in which the vote is held. New members who have joined the Association for the first time in the current year and paid their full annual dues are also eligible to vote.

- E. **Proxy Vote.** The Board of Directors shall ensure that members in good standing shall have the opportunity to register their votes on issues key to the operation of the Association by providing proxy ballots prior to the Annual Meeting. Proxy ballots must also be included as an attachment to any email notice of a special meeting not less than 48 hours before a special meeting. Proxy vote issues can include but are not limited to election of Directors, changes or amendments to By-Laws, dues structure changes or assessments and issues of concern to the general membership. Only proxy ballots from members in good standing (as defined above) shall be valid.

Article 4. Board of Directors - General

- A. **Representation.** The Directors of the Association shall be nine in number and shall be limited to members in good standing. To promote representation of Vermont resident and non-resident interests, best efforts will be made to include at least four Directors who are year-round residents of the Lakes District and at least four Directors who are non-residents to the area (outside a 25-mile radius of Lakes Rescue and Pauline). Efforts will also be made to have diverse representation, including from Lakes Rescue, Round Pond, and Lake Pauline.
- B. **Election of Directors.** Directors shall be proposed by a Nominating Committee of the Board and elected annually at the Annual Meeting of the Association.
The term of office for Directors elected at the Annual Meeting shall be three years commencing at such meeting and continuing until their successors have been elected. Whenever possible, every year three Directors shall be elected.
- C. **Vacancies.** Vacancies occurring on the Board of Directors during the year shall be filled for the unexpired term by a majority vote of the remaining Directors at any meeting of the Board called for that purpose. In case the entire Board of Directors shall resign or die, any member in good standing may call a special meeting in the same fashion as the President may call such meetings, and Directors to fill an unexpired term or terms may be elected at such special meetings in the manner provided in Article 3.
- D. **Conduct.** As a condition to taking office, each Director must sign and submit a Letter of Agreement Code of Ethics document included in a board orientation promising to act in the interest of the organization and abide by its Code of Ethics and its policies while conducting organizational business.
- E. **Removal.** Any Director found to be in violation of the Letter of Agreement Code of Ethics will be subject to removal from the Board. No Director may be removed from the Board without cause. Removal shall be by a simple majority vote of Board Members, acting at a meeting if a quorum is present, notice for which specifies that such a removal is to be considered and voted upon. Removal action can be taken only after the Director is given not less than ten (10) days' written notice of a Board meeting at which meeting the Director will have a right to be fully heard.
- F. **Conduct of Meetings.** The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the affairs of the Association as it may deem proper, but not inconsistent with the Laws of the State of Vermont and these By-Laws, as set forth. All meetings of the Board and of the membership shall follow Robert's Rules of Order unless inconsistent with these By-Laws.
- G. **Standing Committees:** The following four standing committees of the Board shall be maintained: Milfoil, Sedimentation, Financial/Development, and Membership/Outreach. These committees

will be chaired or co-chaired by a board member may shall include other board members as well as non-board LRA member volunteers. All board members are expected to serve on at least one committee; however, this expectation shall not be deemed sufficient, on its own, to constitute "cause" for removal.

- H. **Governing Body.** The Board of Directors shall constitute the governing body of the Association, and any action or decision by the Board, upon the vote of the majority of the quorum of the Board members present, shall be deemed to be the action of the Association, unless and until expressly disavowed and repudiated by the members of the Association or a subsequent vote of the Board. If the Board approves expenditures of more than \$25,000 or votes for any other action that is out of the normal course of its business, it must give notice of such action to the membership within 10 days after the Board meeting and permit the membership by a petition of 20 members to call for a special meeting within 15 days to consider and act upon the Board action unless the proposed membership meeting would take place within 30 days of the Annual Meeting. Thus, if the members do not agree with a decision made by the Board, such decision can be overturned by the approval of a majority vote of the membership in good standing at a special meeting called for the purpose of reviewing the decision in question within 30 days or at the next Annual Meeting if it takes place within the next 30 days.
- I. **Ex-Officio.** The immediate past President of the Association shall be an ex-officio member of the Board of Directors without vote.

Article 5. Board of Directors - Officers

- A. **Election.** The Board of Directors, at their first meeting after the Annual Meeting, shall elect one of their members by majority vote to be President and then shall elect or appoint the following: Vice President, Secretary and Treasurer. Each shall serve for a one-year term until the next annual meeting by the Board. When necessary, any of these offices may be shared by another board member (e.g., co-President, co-Treasurer, etc.)
- B. The **President** shall be the Chief Executive Officer of the Association and shall preside at all meetings and, in general, shall perform all duties usually pertaining to the office. Specifically, the President shall give notice of all meetings of the Board and of the membership's regular and special meetings. The President shall inform Board members of agenda items to be discussed at each such meeting. The President also has signature authority on bank accounts.
- C. The **Vice President** shall perform the duties of the President in case absence, disability or accident prevents the President from performing his or her duties. The Vice President shall serve as Chairperson of the Nominating Committee except on years when standing for re-election, in which year the Secretary will assume that role. Also, the Vice President will represent the President as directed at all functions pertaining to the business of the Association.
- D. The **Treasurer** shall maintain the financial records of the Association and shall be responsible for maintaining the banking relationship with the financial institutions that hold the Association's funds. The Treasurer shall maintain a record of all dues received and monies paid on behalf of the Association. The Treasurer will receive and deposit all grant monies, shall maintain adequate funds in a checking account, and shall hold residual funds in interest-bearing accounts. The Treasurer shall make a financial report to the membership at the Annual Meeting outlining receipts and disbursements for the past year. The Treasurer also has signature authority on bank accounts.
- E. The **Secretary** shall conduct correspondence of the Association and keep all its records and documents. The Secretary shall keep minutes of all meetings of the Association and the Board of Directors. The Secretary shall be responsible for the distribution of notices and correspondence.

Article 6. Fiscal Matters

- A. Dues.** Dues are payable on the first day of **January** of each year. Dues and dues structure may be changed by the Board of Directors with the approval of the majority vote of the membership in good standing at the Annual Meeting preceding any increase in dues. Only one set of dues will be assessed for parcels with multiple owners, or owners with multiple parcels.
- B. Fiscal Year.** The Fiscal Year of the Association shall be **the calendar year, from January 1 to December 31.**

Article 7. Termination of Membership

The Treasurer shall drop from the roll of members of the Association any member who shall fail to keep all dues paid in full the current year. A member has no vote and is not considered in good standing unless and until current with all dues. Members who terminate real estate holdings in the Lakes District likewise are terminated as members of the Association.

Article 8. Amendments to the By-Laws

These By-Laws may be amended at any General Meeting or Special Meeting of the Association by a vote of a majority of all members voting, either in person or by proxy. Notice of intention to propose a change or amendment together with a copy thereof, shall be mailed to each member to be received not less than ten days prior to the meeting called for that purpose.