

BRANCH LAKE ASSOCIATION INC. BY-LAWS

(DBA: Branch Pond Association)

Approved at the Annual Meeting on August 4, 2020.

ARTICLE 1 – NAME AND PURPOSE

The name of the Association shall be the BRANCH LAKE ASSOCIATION INC. (“BLAI” or “the Association”). The organization shall also do business as the BRANCH POND ASSOCIATION (“BPA”).

The BLAI is a not-for-profit organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 2 – VISION AND MISSION STATEMENT

BLAI’S Vision is: “Clean Clear Water in Branch Lake.”

BLAI’s Mission is: “Protecting the water quality of the Branch Lake Watershed located in Ellsworth, Maine; thereby enhancing property values and recreational enjoyment.”

The Mission will be achieved by:

- 2.1 Responding to any perceived threats to the Watershed’s health and well-being.
- 2.2 Identifying and correcting problems that endanger water quality by working with:
The City of Ellsworth, the State of Maine and applicable Federal Agencies;
The Branch Lake Road Associations; and
Branch Lake landowners.
- 2.3 Ensuring that water quality testing and invasive plant inspections are conducted regularly.
- 2.4 Communicating to and educating Branch Lake landowners and stakeholders via website, email, annual newsletter and other methods.

ARTICLE 3 – MEMBERSHIP

- 3.1 BLAI Membership is open to all individuals who subscribe to the BLAI mission and are willing to conform to these By-laws.
- 3.2 Voting and general participation as a BLAI member requires being in good standing defined as being current with respect to authorized dues and assessments.
- 3.3 Each membership shall have one (1) vote.
- 3.4 The BLAI shall have a membership dues structure that shall be reviewed annually by the Board.
- 3.5 The membership year of the Association shall run from January 1 through December 31 of each year. Dues are applied for the year in which they are paid. Dues are payable to the Branch Lake Association Inc.

ARTICLE 4 – ASSOCIATION GOVERNANCE

The Branch Lake Association is governed through an elected Branch Lake Association Board of Directors.

- 4.1 The BLAI Board (“Board”) is the governing body of the Branch Lake Association and is empowered by the Branch Lake Association membership to manage the affairs of the Association and make decisions on its behalf. All Board Members have a fiduciary responsibility to act in the best interests of the Association. In situations where the Board is unwilling to make a decision that may have such far-reaching implications, the Board may postpone a decision until the Annual Meeting, or schedule a special meeting.
- 4.2 The BLAI Board shall consist of five (5) to fifteen (15) members, including the officers (President, Vice President, Treasurer, and Secretary), the immediate past President, any designated Directors-At-Large and the standing Committee Chairpersons. BLAI Board Members must be members in good standing of the Branch Lake Association. In addition, the Board should be representative of the various

geographical areas/road associations surrounding the lake by having a representative from the north, south, east and west sides of the lake. The total number of Board Members should always be an odd number to avoid tie votes.

4.3 Members of the Board should be in as close a geographic proximity as possible. If geographic proximity is not possible, then ease in contact for teleconferencing must be assured.

4.4 If a Board Member resigns or is otherwise unable to serve to the end of his or her term, the President has the authority to appoint a replacement who will serve until approved at the next regularly scheduled Annual Meeting. In the event the President resigns or is unable to perform, the Vice President serves as President until the next election. If there is no Vice President, the acting President is selected by the Board.

4.5 The Board Members shall usually be elected for two (2) year terms in such a way that approximately one-half of the board shall be elected each year. Occasionally, to maintain staggered terms, a Board Member may be nominated for a one-year term. The immediate past President is the exception, and may retain a board position for two (2) years after he/she finishes his/her term as President.

4.6 Board Members are responsible for attending and promoting BLAI at the annual Road Association meetings. They are the Association's advocates to inform others about BLAI activities and challenges and to continually seek out and encourage new membership in BLAI, particularly new volunteers, Officers and Committee Chairs.

4.7 It is the responsibility of the Board to present a slate of prospective Officers and Board Members for approval at the Annual Meeting by those paid BLAI members in attendance. At the Annual Meeting, the BLAI President will entertain additional nominations from the floor.

4.8 Meetings of the Board shall be held at least four (4) times a year either on site or by teleconferencing. On site meetings are open to BLAI members and the public. Any member or person wishing to speak must secure a place on the agenda. Additional meetings of the Board may be called by the President or upon written request of three (3) members of the Board.

4.9 A quorum for Board Meetings is defined as the attendance of 50%, or more, of voting Board Members. Approval of motions requires the majority of voting Board members attending the meeting.

4.10 All Board Members are required to accept and sign a conflict of interest statement annually.

ARTICLE 5 – OFFICERS

The officers of the BLAI shall consist of a President, Vice President, Secretary and Treasurer. The same person may hold the offices of Secretary and Treasurer. Officers shall be Board Members and shall be elected by the Board for a two-year term or until their successors are elected. Officer general duties are as follows:

PRESIDENT

The President is responsible for leading the affairs of the Association consistent with the Mission Statement, in cooperation with the Board. The President's responsibilities include:

- Acting as the official Association spokesperson when communicating with the media, political bodies or the public.
- Setting the strategy and/or establishing the priorities of the Association for the coming year.
- Nominating Board Committees, both standing and special needs, and gaining approval from the Board to mobilize the committees.
- Conducting meetings of the Board, and the Annual Meeting or any special meetings.
- Serving as, or designating the individual responsible for serving as, one of the two members of the Branch Lake Watershed Commission (BWLC).
- Designating in the absence of the Treasurer or Secretary a person responsible for the standing reports or activities of both of these offices.

The President serves for a term of two (2) years, and may be re-elected to subsequent terms not to exceed six (6) consecutive years, only if no other Board Member is willing to serve as President.

VICE PRESIDENT

The Vice President is responsible for supporting the President through completion of assigned tasks and activities. The Vice President's responsibilities include:

- Assuming full responsibility for the performance of the duties of the President in his/her absence.
- Performing other assigned duties from the President or Board.
- Attending meetings of the Board and the Annual Meeting or any special meetings.

The Vice President serves for a term of two (2) years, and may be re-elected for a term not to exceed six (6) consecutive years, only if no other Board Member is willing to serve as Vice President.

SECRETARY:

The Secretary maintains an accurate, up-to-date record of official Association activities and meetings as well as correspondence to/from other organizations or bodies and Committees. The Secretary's responsibilities include:

- Recording minutes of all BLAI Meetings, including Board Meetings.
- Preparing and disseminating all notices of meetings.
- Performing other assigned duties from the President or the Board.
- Attending meetings of the Board and the Annual Meeting or any special meetings.
- Maintaining the signed annual Board Member conflict of interest statements.

The Secretary serves for a term of two (2) years, and may be re-elected with no term limits.

TREASURER:

The Treasurer is responsible for the receipts, proper control and disbursement of Association funds and will submit a detailed report of all income, expenditures, assets and liabilities at the Annual Meeting. The Treasurer's responsibilities include:

- Maintaining an up-to-date set of financial records in standard form as a basis for reports, financial audit and data needed in managing the Association's affairs.
- Filing Annual Reports: Federal Tax Free Form 990-N and Maine Secretary of State Form MNPCA 13, to maintain our tax exempt status.
- Maintaining the official list of dues paying members.
- Updating the database for dues payments and any changes to a member's contact information.
- Disbursing BLAI funds in accordance with the Association's Disbursement Policy and annual budget approved by the Board.
- Performing other assigned duties from the President or Board.
- Attending meetings of the Board and the Annual Meeting or any special meetings.

The Treasurer serves for a term of two (2) years, and may be re-elected with no term limits.

DIRECTOR-AT-LARGE

The Board may also include one or more persons as a Director-At-Large at their discretion, to carry out duties as assigned by the Board. Duties include:

- Performing assigned duties from the President or Board.
- Attending meetings of the Board and the Annual Meeting or any special meetings.
- Representing the interests of a particular Road Association or area of Branch Lake.

A Director-At-Large may be appointed for a term of two (2) years with no term limits.

ARTICLE 6 – ANNUAL MEETING

6.1 An Annual Meeting of the membership shall be held during the month of July or August, (preference is the first Thursday in August), at a time and place selected by the President. The President facilitates the Annual Meeting, governed by the provisions of Roberts Rules of Order. Where conflict arises on a question of procedure, the President has recourse to the Board for assistance in decision-making.

6.2 Each member shall receive a notice of the Annual Meeting at least one month in advance. Notice of the annual meeting will be made in compliance with all federal, state, and local regulations.

6.3 An Annual Meeting quorum will consist of 20% of the members officially on the roll at the time the meeting was opened.

6.4 The normal order of business for the Annual Meeting will be established by the Board and include but not be limited to: Reading and Approval of the Prior Year's Annual Meeting Minutes (and any relevant special meetings), the Treasurer's Report, and the Election of Officers and Board Members.

6.5 The President, at the discretion of the Board, may call special meetings of the Association for a specific purpose with prompt notice given to all members in advance of stating the purpose of such meeting.

ARTICLE 7 – COMMITTEES

Chairpersons of Standing Committees shall be appointed by the Board on a periodic basis with the consent of the majority of the members of the Board present at the time of the appointment. The Chairpersons may concurrently be serving in other positions on the Board of Directors. In addition, the President may appoint other committees for special purposes. Committee Chairpersons shall enlist other committee members as needed.

Standing Committees are:

1. Water Quality Monitoring: Organizes and trains the BLAI Invasive Plant Patrols. Maintains equipment inventory and assigns inspection zones. Monitors and reports all invasive plants. Interfaces with Municipal, State and Federal agencies regarding water quality and Ice In/Out. Coordinates other Water Quality initiatives such as the completion of the Watershed Survey every ten (10) years in conjunction with the State of Maine, the DEP and the City of Ellsworth.
2. Publications: Publishes and distributes the BLAI Newsletter once a year and a BLAI Flyer, updated as necessary.
3. Online Presence: Maintains the BLAI website and any other social media outlets with continual updates and current news and events. Liaisons with Café Press for online product marketing.
4. Social & Recreation: Organizes and conducts BLAI events. Events may include; social gatherings, regattas, boating activities, etc.
5. Wildlife Monitoring: Organizes and trains loon-counting patrols. Annually reports loon counts to Audubon or other organizations. Coordinates other wildlife initiatives as needed.
6. Merchandising: Markets BLAI products by direct sales and website.

ARTICLE 8 – NOMINATIONS AND ELECTIONS

8.1 The Board President may establish a Nominating Committee annually to solicit and nominate candidates for a slate of Officers and Board Members.

8.2 The Board shall then approve the slate of Officers and Board Members to be presented at the Annual Association Meeting.

8.3 The slate of Officers and Board Members shall be approved at the Annual Meeting, electing new Board Members by a majority vote of those Association members present at the meeting.

8.4 The term of office for newly elected Board Members shall begin at the close of the Annual Meeting at which they are elected.

ARTICLE 9 – DISSOLUTION CLAUSE

Upon the dissolution of the organization, assets 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 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 a court of competent jurisdiction in 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 10 – REVISIONS

Revisions to these By-laws may be made by approval of 2/3rds of those attending the Annual Meeting or special meeting. Suggestions for changes should be submitted to the Board in writing for consideration at least

one month before the Annual Meeting. Following approval by the Board, the suggested revisions will be placed on the agenda for the Annual Meeting or special meeting.