

## **Lake Groton Association By-Laws**

These By-Laws of the Corporation were adopted 18 September 1947 and revised 16 Aug. 1966, Aug. 1982, and 11 Aug. 2002.

### **Article 1 – Members**

The annual meeting of the members of the corporation shall be held at or in the vicinity of Lake Groton during the months of July, August or September of each year; the exact time, date and place to be determined and announced by the Board of Trustees, for the purpose of electing trustees and for the transaction of such other business as may be brought before the meeting. If for any reason the annual meeting is not called or held as herein prescribed, the trustees shall order a special meeting to be called and held in lieu of the annual meeting.

Special meetings of the members may be called, at the discretion of the President, at the principal office of the corporation or at such other place as he/she may deem feasible, and must be called by him/her when requested by resolution of the Board of Trustees, or upon written request of not less than twenty members, provided that such meetings shall be held in this State.

Notices of meetings, written or printed, shall be prepared and mailed to the last known post office address of each member, postage prepaid, not less than ten days before any regular or special meeting of the members, and if for a special meeting, such notice shall state the object or objects thereof. No failure or irregularity of notice shall invalidate such meeting or any proceeding thereat.

A quorum at any meeting of the members shall consist of not less than twenty members.

The election of trustees shall be held at the annual meeting of the members.

### **Article II – Trustees**

The affairs of the corporation shall be managed by a board of six trustees, two of whom shall be residents of the State of Vermont. Such trustees shall be elected annually by the members for the term of three years, and shall serve until the election and acceptance of their duly qualified successors. Two trustees will be elected to office annually in order to effect the replacement of one-third of the members of the trustees on an annual basis. Vacancies in the Board of Trustees may be filled by the Board for the unexpired term.

An annual meeting of the Board of Trustees for the election of officers and for the transaction of other proper business shall be held at or in the vicinity of Lake Groton, following the annual meeting of the members.

Special meetings of the Board of Trustees may be held at any place in the State of Vermont at any time on reasonable notice and on call of the President, or on call of any two members of the Board, or may be held at any time and place without notice and for the transaction of any business by unanimous written consent of all members or by presence of all members at such meeting.

Officers of the corporation shall be elected by the Board of Trustees at their first meeting after the election of Trustees each year, except the Clerk who shall be elected annually by the members. If any office becomes vacant during the year, the Board of Trustees shall fill the same for the unexpired term. The Board of Trustees shall fix the amount of compensation, if any, of the officers and agents of the corporation.

### **Article III – Officers**

The officers of the corporation shall be a President, a Vice-President and a Treasurer who shall be elected by the Board of Trustees from among its members and a Clerk who shall be elected by the members of the corporation. All of such officers, after those first elected, shall hold office until the next following annual meeting and until their successors are elected and qualified. The person holding the office of President, or of Vice-President, may also hold the office of Treasurer.

The President shall preside at all meetings, shall sign or countersign all contracts and other instruments of the corporation as shall be authorized by the Board of Trustees, and shall make such reports to the Board of Trustees and to the members as he/she may deem necessary or advisable, or as may be required of him,/her and shall perform all such other duties as are incident to his /her office or are properly required of him /her by the Board of Trustees. In the absence of or disability of the President, the Vice-President shall exercise all his /her functions.

The Clerk shall keep the Minutes of all meetings of the Board of Trustees and the Minutes of the meetings of the members, have charge of all correspondence and issue all notices. He /she shall collect all dues and turn the same over to the Treasurer, and shall have charge of such other matters as the Board of Trustees shall direct.

The Treasurer shall have the custody of all moneys of the corporation and shall keep regular books of account. He/she shall sign or countersign instruments as require his/her signature, and shall perform all duties incident to the office or that may properly be required of him/her by the Board of Trustees.

#### **Article IV – Committees**

The Board of Trustees may appoint such standing committees as it may deem necessary, and shall appoint a Finance Committee consisting of two or more members, the duties of which committee shall be to annually, before the annual meeting, audit the books of the Treasurer and submit a report of such audit to the members at the annual meetings.

#### **Article V – Membership**

Any person or governmental body may become a member of the corporation upon payment of dues to the Clerk, and upon the approval by a majority vote of the Board of Trustees. Said payment shall represent the annual dues of the member for the period running from the date of payment up to and including the last day of the following August.

The term "MEMBER" as applied in the corporation identifies a dues paid membership. The membership status of a couple under single dues payment qualifies either or both persons to participate in the activities, business and responsibilities within the corporation devolving upon the members, provided that the couple is limited to one vote as it's the individual member. If multiple family members have attained membership status each would be considered an individual vote.

Any member who is in arrears for dues for the period of 12 months shall automatically cease to be a member.

#### **Article VI – Annual Dues**

Changes to the annual dues shall be recommended by the Trustees and voted on at the next annual meeting by the membership.

#### **Article VII – Amendments**

These By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of the entire membership at any annual meeting of the members, or at any special meeting of the members, provided such

action has been announced in the call and notice of such meeting. Members who will not be present at such meeting will grant in writing, through the Clerk, his/her proxy to a trustee of his/her choice for the purpose of making known his/her member voting action on the matter or matters in question; his/her instruction in proxy will be to favor, oppose or abstain in the case of each proposition in question.