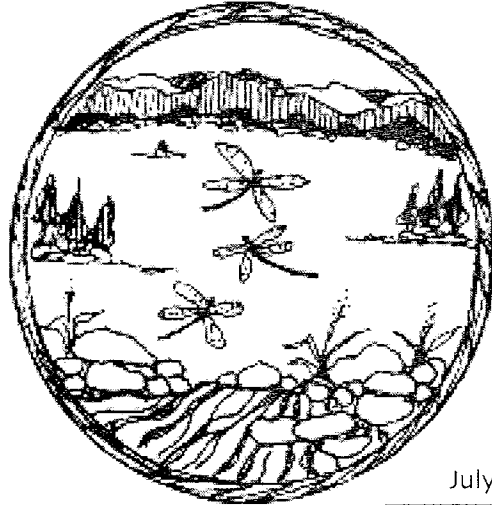


# Parker Pond Association Newsletter



July 2005

Dear Parker Pond Association Members,

Enclosed are very important documents for you to read and discuss.

As you recall, if you were in attendance at last year's annual meeting, we all saw a need and voted to review and update the current by-laws of the Parker Pond Association. That vote resulted in a complete rewrite of the current laws, and we present you the results of some deep discussion and hard work by a committee of some associate members. Also the committee's chairman has an enclosed cover letter explaining some of the resulting changes.

We need your important vote again. The executive board of the PPA has reviewed and unanimously agreed to present this revision to you for your consideration. In addition we are also presenting the new Articles of Incorporation for the PPA for your review and approval.

The first order of business at our August 2005 annual meeting will be to discuss and vote on the enclosed documents. I ask that you give them serious consideration and vote *yes* for their adoption.

We look forward to seeing you on Saturday, August 6, 2005 at the Mount Vernon Community Center in down town Mt. Vernon for our annual meeting. As is the case at all important meetings we must first eat. A covered dish social will commence at 5:30 PM with the meeting starting at 7 PM.

Will you please mark your calendar and then plan to meet with your fellow members at this all-important meeting.

*Sincerely,*  
"Jerry" Hartz, President PPA

Parker Pond Association, Inc.  
By-Laws Revision Committee  
July 18, 2005

Dear Members of the Parker Pond Association,

The purpose of this letter is to introduce you to the proposed new By-Laws and Articles of Incorporation for our Association. Please take time to look at these documents and please ask questions at the annual meeting if any part of what you read requires clarification or justification.

A committee to revise our By-Laws was constituted at last year's annual meeting. The reasons for the revisions, and or amendments, are many, including:

1. The language of our old By-Laws was unclear about certain governance issues and needed clarification requiring extensive re-writing.
2. Many members felt that the time had come to provide membership opportunities to those who served the organization and, to incrementally open membership to those not otherwise eligible. There was no mechanism in the old By-Laws for this.
3. We needed a new governance structure to deal with our stewardship program (Headland) and the legal responsibilities this venture might incur.
4. Our By-Laws needed language and direction to insure continuing compliance with our newly won tax-exempt status as a charitable organization, 501(c)(3).
5. The Association needed a forward-looking constitution to prepare us for the next fifty years as a "conservation minded", "environmentally driven" organization.
6. And, to provide easily (a relative term) understood language for conducting our business.

Phew! The last was almost the straw that did us in.

The (proposed) By-Laws can be looked at as having three main sections: Government, Membership and Language describing 501(c)3 and Maine Law requirements, liability limitations, etc., what we call the "rest of the stuff".

1. Government: We are proposing a Board of Directors where all the members of the Board have equal voting. (While the structure of the Restated Articles of Incorporation require the use of the term Board of Directors we, the committee members, preferred to call it the Executive Board or EB.) You will notice that elected individuals now chair all the important lake activity functions. It is our hope that the chairs of these committees will produce a "drivers manual" on how to run their committees. This should allow individuals, new to a committee, to be able to do their tasks with a minimum of "on the job" learning.  
Also included in our By-Laws is a specification for a standing "Revision Committee" that will continuously pull in the loose threads and keep our document current.
2. Membership: We have held onto the "owner member" classification but have changed the Right-of-Way (ROW) rule for future back lot developments. Presently, a single ROW (such as a boat launch) can give waterfront access,

hence owner membership qualification, to an unlimited number of lots not actually on the waterfront and not each served by an individual ROW.

We have also introduced Service Membership for those who have given meritorious service in the past as well as Honorary Membership for those who have made significant contributions to the pond and the Association. Both of these classifications will be as voting members.

As in the past, elected officers and chairs serve as voting members while they are in office.

And finally, we have created the "sponsored" voting member for spouses, children, friends, etc. Here, each "owner Member" may sponsor two (2) individuals for this membership that also conveys voting privileges.

Note that all membership, except Honorary, is predicated on paying and being current with dues. Further, candidates for the above voting membership classification, with the exceptions of "owner member" and "sponsored", must be voted on by the membership. Control has not been removed from you, the members.

We also changed the name of what was "Associate Member" to "Friends of the Pond". While this is just a change in title, it better conveys what this non-voting member classification is all about.

3. The rest of the stuff: Most of the Articles remaining deal with meetings, quorums, dues, amendments, liability, prohibition for/against stuff, etc. We have relaxed the restrictions on where we can meet (now any of the four Towns on the Pond) and have done away with when we can meet. This gives more flexibility to the Board and the members. Again, you have control. Further, in Article 10, we have defined our liability as a charitable organization as determined by the State of Maine. This is important since we have taken on certain legal responsibilities for the stewardship of the Headland, and possibly other property in the future.

These documents are the result of almost 150 man-hours of meetings and correspondence including those with an attorney. This committee gave great effort, particularly to the issues of governance and membership.

So now, after seven face-to-face meetings, each lasting 3 to 5 hours, I want to thank Jeanine Wells and my wife, Fiora Arnold, for the use of their homes, cookies and beverages.

To my fellow committee members: Thank you! This is a job well done.

Steve Cowperthwaite

Jerry Healy

Morg Henika

Dean Wells

Waine Whittier

Marty Arnold

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# PARKER POND ASSOCIATION, INC

## By-Laws

[As Proposed for Amendment August 6, 2005]

### ARTICLE 1

#### Name and Location

The name of the Corporation is PARKER POND ASSOCIATION, INC. ("the Corporation"), and it shall be located and have its principle place of business in the Town of Mt. Vernon, Maine.

The Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

### ARTICLE 2

#### Purpose

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The nature of the activities to be conducted, or the specific purposes to be promoted or carried out by the Corporation, are as follows:

- 1) To care for the natural resources and beauties of Parker Pond; and
- 2) To own, maintain and operate the dam at the Parker Pond outlet stream.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

### ARTICLE 3

#### Membership

The membership of the Corporation shall consist of (2) two classes, Voting Member and Friends of the Pond.

Sec.3.1. Voting Member - Persons may qualify as a Voting Member in any one of five ways:

Sec. 3.1.1. Owner Member – To qualify as an Owner Member, a person of the age of at least 18 years old must own (either as an individual or as part of an entity) waterfront property on Parker Pond or abutting the downstream side of the dam, or hold a deeded right of way giving access to said Parker Pond, or lease waterfront property on Parker Pond. However, any right of way to Parker Pond deeded after September 1, 2005 shall constitute only one Voting Member regardless of the number of lots granted such right of way.

Sec.3.1.2. Officer Member – All elected Officers of the Corporation shall be Voting Members while in office.

Sec.3.1.3. Service Member – The Board of Directors may present recommendations to be voted on by the Voting Members at the Annual Meeting for persons they believe should qualify as Voting Members due to the significant service or contributions they have provided to the Corporation. Such Service Members must also pay annual dues.

Sec.3.1.4. Sponsored Member – An Owner Member may sponsor, as Voting Members, up to two persons that the Owner Member believes would be valuable members of the Corporation. Such sponsorship shall continue until revoked by the sponsoring Owner Member or by lapse of membership of the Owner Member. Therefore, if the sponsoring Owner Member sells the lot or fails to pay dues, the Sponsored Member also loses Voting Membership.

Sec.3.1.5. Honorary Member – The Board of Directors may nominate and the Voting Members may grant "Honorary Membership" for special meritorious service to the Pond and the Corporation. Honorary Members shall have Voting Member rights but need not pay annual dues.

Sec.3.2. Voting Member Rights and Responsibilities:

Sec.3.2.1. Voting Members shall have the right to participate fully and to vote at the Annual Meeting and other regular or special meetings, provided that the Voting Member has supplied the Chair of Membership Committee with evidence of ownership or sponsorship and is not in arrears in payment of dues.

Sec.3.2.2. Each Voting Member that is an entity must notify the Chair of Membership Committee as to who their voting representative shall be.

Sec.3.2.3. Voting Members may vote either in person or by proxy appointed by instrument in writing and signed by such Voting Member and granted not more than six (6) months, or such other period designated by statute, before the meeting. The proxy shall be duly filed with the Chair of Membership Committee before any vote.

Sec.3.2.4. No person or entity shall have more than one vote regardless of membership criteria met or number of parcels of property owned.

Sec.3.3. Friends of the Pond - Friends of the Pond Members shall consist of non-Voting Members with a special interest in Parker Pond or the activities and objectives of the Corporation, but who do not qualify for or do not wish to become Voting Members. Friends of the Pond shall receive Corporation mailings and may attend meetings and serve on committees. Friends of the Pond may be elected to the Board of Directors and shall be entitled to the same rights and privileges as Voting Members while in office, as long as they pay their annual dues.

Sec.3.4. Any Member may withdraw at any time by delivering notice of withdrawal in writing to the President. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A Member may be expelled for cause, after reasonable notice and opportunity to be heard, by the Board of Directors.

**ARTICLE 4**  
**Membership Dues**

The Voting Members of the Corporation shall have the power to raise money for the general improvement of the property of the Corporation, in order to pay its legitimate expenses, and to pay for all lawful expenditures by dues or assessments. The dues of the Corporation and the amount of any assessment shall be recommended by the Board of Directors and voted on by the Voting Members at the Annual Meeting. The membership period shall be the calendar year. However, voting rights of Voting Members shall continue up to, but not include, the Annual Meeting of the next calendar year.

**ARTICLE 5**  
**Meetings of Members**

Sec.5.1. There shall be an Annual Meeting of the Members, held at a date determined by the majority vote of the Members at the previous year's Annual Meeting. The Annual Meeting shall be held in one of the following four towns: Chesterville, Fayette, Mount Vernon, or Vienna, at the time and place stated in the notice of the meeting, such time and place to be determined by the President. A written notice of the Annual Meeting as well as all Special Meetings shall be sent to the voting members at their last known address or e-mail address at least fourteen (14) days prior to such meeting. Supplemental notice of such meetings may be given as the President or Secretary shall deem desirable.

Sec.5.2. Special Meetings of the Members may be called upon request of the President, or a majority of the Board of Directors, or at least one fourth (1/4) of the Voting Members of the Corporation, by giving the notice provided for in Section 5.1 of this Article.

Sec.5.3. Fifteen (15) of the Voting Members of the Corporation shall constitute a quorum for the transaction of business but a lesser number may adjourn from time to time until a quorum is obtained.

Sec.5.4. Voting may be by a show of hands unless at least three (3) voting members present object, in which case voting shall be by secret ballot. When a quorum is present at any meeting, a majority of the votes properly cast by Voting Members shall decide any question.

Sec.5.5. Annual and Special Meetings of the Members may be held in whole or in part by conference call if all Members can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

## ARTICLE 6 Officers

Sec.6.1. The Officers of the Corporation shall be a President; Vice President; Secretary; Treasurer; Chair of Lake-Usage, Fish and Wildlife; Chair of Communications; Chair of Dam; Chair of Invasive Aquatic Plants; Chair of Membership; Chair of Stewardship; Chair of Water Quality; Immediate Past President; and such other officers as may from time to time be deemed necessary by the Board of Directors and voted into office by the Voting Members. The Officers shall be elected by the Members at the Annual Meeting to serve for one-year terms beginning and ending on the date of the Annual Meeting. Except for the President, as specified below, there is no term limit. The Officers shall have all of the rights and responsibilities of Directors for the purposes of the Maine Nonprofit Corporation Act.

Sec.6.1.1. The President is the Chief Executive Officer of the Corporation and shall perform such duties as are customarily incidental to the office of the President of a Corporation. However, the President will work closely with and obtain the Board of Director's approval on the Corporation's business unless it is an emergency and/or requires immediate action. The President shall have the authority, jointly and severally with the Treasurer, to sign all checks, drafts, notes, deeds and other documents in behalf of the Corporation. Any payment to be made by the President in excess of five hundred dollars (\$500) in amount shall have approval of the Board of Directors. The President shall appoint a Nominating Committee before the date of the Annual Meeting to submit a slate of Officer candidates for election at the said Annual Meeting. The President shall not serve for a term of more than three (3) consecutive years.

Sec.6.1.2. The Vice President shall replace the President if the President becomes incapacitated due to illness, injury or other reasons. The Vice President, in the absence of the President, shall exercise all the powers and duties of the President. The Vice President shall be responsible for presenting an annual Long Term Plan for the Corporation to the Board of Directors for its approval.

Sec.6.1.3. The Secretary, or his/her designee, shall take and keep the minutes of all membership and Board of Director meetings, and duly record them in printed form. The Secretary shall keep a record in printed form of all written communications (including electronic mail messages and proxy records) of pertinent business conducted by Officers of the Corporation. Periodically, the Secretary shall archive all such documents toward accessibility for future reference.

Sec.6.1.4. The Treasurer shall have the care and custody of the funds and all valuable papers and documents of the Corporation, except as specified above for the Secretary. The Treasurer shall have charge of and be responsible for the collection, receipt and disbursement of the funds of the Corporation and shall have the authority, jointly and severally with the President, to sign checks, drafts, notes, deeds, and other documents on behalf of the Corporation. The Treasurer shall have such powers and duties as are customarily incidental to the office of the Treasurer of a Corporation. Any payment to be made by the Treasurer in excess of five hundred dollars (\$500) in amount shall have approval of the Board of Directors. The Treasurer shall request that each of the Officers submit a budget request toward the Treasurer compiling a comprehensive annual budget for presentation to the Board of Directors for approval. The Treasurer is responsible for the timely filing of the Corporation's annual tax return and any other information requested by State or Federal tax authorities. The Treasurer will generally be responsible for fundraising activities, except that the Board of Directors may delegate all or some of those fundraising responsibilities to other individuals from time to time.

Sec.6.1.5. The Chair of the Lake-Usage, Fish and Wildlife Committee shall act as liaison between the Corporation and the Maine Department of Inland Fisheries and Wildlife and other agencies and organizations concerning lake-usage, fishing and wildlife management. The Chair shall provide information regarding boating regulations and promote boating safety as well as lake-healthy usage to prevent and/or identify sources of pollution related to lake-usage throughout the year. The Chair shall also provide information to the membership regarding fishing regulations and work with various organizations to promote the health and growth of the Parker Pond fishery and the well being of all wildlife in the watershed.

Sec.6.1.6. The Chair of the Communications Committee shall be responsible for producing and distributing periodic publications and informational material which may be shared with members of the Corporation and others. The Chair will work closely with the President and Board of Directors during this process.

Sec.6.1.7. The Chair of the Dam Committee shall be the overseer of the dam. The Chair shall be responsible for the maintenance and upkeep of the dam, have a current emergency plan and submit reports as may be required by law. The Chair shall work closely with the Board of Directors to assure that necessary support is given for the proper upkeep of the dam.

Sec.6.1.8. The Chair of the Invasive Aquatic Plant Committee shall seek financing to support personnel for the purpose of inspecting boats for invasive aquatic plants. The Chair shall also enlist volunteers, support and coordinate their efforts in the inspection of watercraft and patrolling the Pond for harmful invasive aquatic plants. The Chair shall encourage the volunteers to receive the appropriate training to do their work. The Chair shall maintain appropriate records for the purpose of evaluating the Corporation's efforts and discovering invasive aquatic plant trends. The Chair shall also inform local businesses, organizations, and individuals of the harmful effects of invasive aquatic plants and solicit their help in the prevention of these plants becoming established in the Pond.

Sec.6.1.9. The Chair of the Membership Committee shall plan and direct activities to encourage new and continuing membership in the Corporation. The Chair shall maintain a list of Members and their addresses and electronic mail addresses and periodically provide

a copy of such list to the Treasurer. The Chair shall make a record of any proxies received from members toward any Annual or Special Meeting and at such meeting the Chair shall provide the actual proxies to the Secretary. All funds collected by the Chair of the Membership Committee shall be forwarded to the Treasurer from time to time.

Sec.6.1.10. The Chair of the Stewardship Committee shall be responsible to the Board of Directors for coordinating the drafting and implementation of any stewardship agreements. The Chair shall be responsible for coordinating with the Kennebec Land Trust, the State of Maine or other entities that share stewardship responsibilities with the Corporation. The Chair will coordinate stewardship activities of Corporation volunteers.

Sec.6.1.11. The Chair of the Water Quality Committee shall oversee the water quality of the Pond and work in concert with Corporation volunteers, the Volunteer Lake Monitoring Program (VLMP), the Maine Department of Environmental Protection (DEP), or other entities to monitor and strive to maintain water quality excellence.

Sec.6.1.12. The immediate Past President shall be a voting member of the Board of Directors but shall not have any specified duties.

## **ARTICLE 7**

### **Board of Directors**

Sec.7.1. The Board of Directors shall consist of the Corporation's Officers and shall have the authority to manage all affairs of the Corporation. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Sec.7.2. Any Officer may be removed for just cause. Said removal shall occur only at a Special Meeting of the Board of Directors called expressly for that purpose, and upon a three quarters (3/4) vote of those disinterested Directors present in person or by conference call. The notice of such meeting shall specifically set forth the business to be transacted at the meeting. The Officer considered for removal shall be given an opportunity to be present and to be heard at said meeting. Each member of the Board of Directors is expected to regularly attend scheduled meetings; failure to attend meetings may constitute cause for removal.

Sec. 7.3. Any vacancy on the Board of Directors by whatever means shall be filled by the Board of Directors and each Officer so appointed shall hold office until the next Annual Meeting.

Sec.7.4. The Board of Directors may hold its meetings at such places as it from time to time determines. Meetings of the Board of Directors may be held in whole or in part by conference call if all Officers can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

Sec.7.5. Meetings of the Board of Directors may be called from time to time by the President or by a majority of the Board on twenty-four (24) hours notice by telephone, mail, electronic mail or otherwise.

Sec.7.6. A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board but a lesser number may adjourn from time to time until a quorum is obtained. At all meetings of the Board of Directors, a majority vote of those present shall be decisive regarding all questions brought up at the meeting, except as may be otherwise provided by law.

Sec.7.7. Any action which might be taken at a meeting of the Board of Directors or of a committee of Officers, may also be taken without a meeting if all of the Officers, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of meeting, as the case may be, and shall have the same effect as a unanimous vote. An electronic mail communication shall have the effect of a written consent.

Sec.7.8. Any Officer may resign at any time by giving written notice to the President. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

Sec.7.9. At least once every three years the Board of Directors shall form a committee to review these By-Laws for the purpose of ensuring their relevance to current conditions.

## **ARTICLE 8**

### **Amendments**

These By-Laws may be altered or amended at any Annual Meeting of the Members by an affirmative vote of two-thirds (2/3) of the Voting Members present in person, by conference call, or by proxy. These By-Laws also may be altered or amended at any Special Meeting of the Members by an affirmative vote of two-thirds (2/3) of all the Voting Members whether present in person, by conference



call, or by proxy. Written notice of such proposed alteration or amendment, containing the subject matter of such proposed alteration or amendment, shall be sent to each member at least fourteen (14) days in advance of the date of the meeting at which the proposed alteration or amendment will be considered.

## **ARTICLE 9**

### **Parliamentary Authority**

The most current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation. Notwithstanding the foregoing, the Board of Directors may resolve any procedural matter by the affirmative vote of a majority of Directors present in person or by conference call. Further notwithstanding the foregoing, an affirmative vote on any matter in question shall constitute the waiver of any procedural objection.

## **ARTICLE 10**

### **Liability Protection and Indemnification**

Sec.10.1. The Officers, Members, employees and agents of the Corporation shall not be liable to the Corporation or to any other Director, Officer, or Member for any mistake of judgment, negligence, or otherwise, except for his or her individual willful misconduct or except if he or she fails to act in good faith with a view to the interests of the Corporation (and, in the case of an Officer, with a view to the interests of the Corporation's Members) and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director, Officer, Member, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Corporation. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

Sec.10.2. The Corporation shall, to the greatest extent permissible by law, indemnify each person who serves or who has served at any time as an Officer, Director, Member, employee or agent of the Corporation. As required by the Maine Nonprofit Corporation Act, no indemnification shall be provided for any such action if the Board of Directors determines by a majority vote of disinterested Directors that any such person has not acted in good faith in the reasonable belief that such action was in the best interests of the Corporation or, with respect to any actual or threatened criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided hereunder shall apply to all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, or who is or was serving in another capacity at the request of the Corporation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of a written and binding obligation by or on behalf of the Director, Officer, employee or agent to repay such amount if the final adjudication in any action, suit or proceeding determines that such person has not acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, Members, employees and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Sec.10.3. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 10.2 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

## **ARTICLE 11**

### **Prohibition Against Private Inurement and Private Benefit**

No part of the net earnings of the Corporation shall inure to the benefit of any Officer or Member of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the

Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Officer or Member of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that an Officer or Member may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any Officer duly authorized and also shall not prohibit the employment of persons, including Officers and Members, to perform duties for the Corporation and receive compensation therefor, upon proper authorization of the Board of Directors.

**ARTICLE 12**  
**Dissolution**

The Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**CERTIFICATION**

I, the undersigned, do hereby certify that the above and foregoing amended bylaws were duly adopted on \_\_\_\_\_ by the Parker Pond Association, Inc. at the Annual Meeting of the Members held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_ (Print Name) Secretary

**Parker Pond Association, Inc.**

**Restated Articles of Incorporation**

**Exhibit A**

- (1) The name of the corporation is Parker Pond Association, Inc.
- (2) The corporation is organized as a public benefit corporation exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (3) The name and registered office of the Registered Agent who must be a Maine resident, whose office is identical with the registered office; or a corporation, domestic or foreign, profit or nonprofit, having an office identical with such registered office:
  - Name: Waine P. Whittier
  - Physical Location: 321 Tower Road, Vienna, Maine 04360
  - Mailing Address: 321 Tower Road, Vienna, Maine 04360
- (4) The minimum number of directors (not less than 3) shall be three and the maximum number of directors shall be fifteen (15).
- (5) The membership of the Corporation shall consist of (2) two classes, Voting Member and Friends of the Pond.
  - a. Voting Member - Persons may qualify as a Voting Member in any one of five ways:
    - i. Owner Member – To qualify as an Owner Member, a person of the age of at least 18 years old must own (either as an individual or as part of an entity) waterfront property on Parker Pond or abutting the downstream side of the dam, or hold a deeded right of way giving access to said Parker Pond, or lease waterfront property on Parker Pond. However, any right of way to Parker Pond deeded after September 1, 2005 shall constitute only one Voting Member regardless of the number of lots granted such right of way.
    - ii. Officer Member – All elected Officers of the Corporation shall be Voting Members while in office.
    - iii. Service Member – The Board of Directors may present recommendations to be voted on by the Voting Members at the Annual Meeting for persons they believe should qualify as Voting Members due to the significant service or contributions they have

provided to the Corporation. Such Service Members must also pay annual dues.

iv. Sponsored Member – An Owner Member may sponsor, as Voting Members, up to two persons that the Owner Member believes would be valuable members of the Corporation. Such sponsorship shall continue until revoked by the sponsoring Owner Member or by lapse of membership of the Owner Member. Therefore, if the sponsoring Owner Member sells the lot or fails to pay dues, the Sponsored Member also loses Voting Membership.

v. Honorary Member – The Board of Directors may nominate and the Voting Members may grant “Honorary Membership” for special meritorious service to the Pond and the Corporation. Honorary Members shall have Voting Member rights but need not pay annual dues.

b. Voting Member Rights and Responsibilities:

i. Voting Members shall have the right to participate fully and to vote at the Annual Meeting and other regular or special meetings, provided that the Voting Member has supplied the Treasurer with evidence of ownership or sponsorship and is not in arrears in payment of dues.

ii. Each Voting Member that is an entity must notify the Treasurer as to who their voting representative shall be.

iii. Voting Members may vote either in person or by proxy appointed by instrument in writing and signed by such Voting Member and granted not more than six (6) months, or such other period designated by statute, before the meeting. The proxy shall be duly filed with the Secretary before any vote.

iv. No person or entity shall have more than one vote regardless of membership criteria met or number of parcels of property owned.

c. Friends of the Pond - Friends of the Pond Members shall consist of non-Voting Members with a special interest in Parker Pond or the activities and objectives of the Corporation, but who do not qualify for or do not wish to become Voting Members. Friends of the Pond shall receive Corporation mailings and may attend meetings and serve on committees. Friends of the Pond may be elected to the Board of Directors and shall be entitled to the same rights and privileges as Voting Members while in office, as long as they pay their annual dues.

- d. Any Member may withdraw at any time by delivering notice of withdrawal in writing to the President. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A Member may be expelled for cause, after reasonable notice and opportunity to be heard, by the Board of Directors.
- e. Membership Dues. The Voting Members of the Corporation shall have the power to raise money for the general improvement of the property of the Corporation, in order to pay its legitimate expenses, and to pay for all lawful expenditures by dues or assessments. The dues of the Corporation and the amount of any assessment shall be recommended by the Board of Directors and voted on by the Voting Members at the Annual Meeting. The membership period shall be the calendar year. However, voting rights of Voting Members shall continue up to, but not include, the Annual Meeting of the next calendar year.
- f. Meetings of Members
  - i. There shall be an Annual Meeting of the Members, held at a date determined by the majority vote of the Members at the previous year's Annual Meeting. The Annual Meeting shall be held in one of the following four towns: Chesterville, Fayette, Mount Vernon, or Vienna, at the time and place stated in the notice of the meeting, such time and place to be determined by the President. A written notice of the Annual Meeting as well as all Special Meetings shall be sent to the voting members at their last known address or e-mail address at least fourteen (14) days prior to such meeting. Supplemental notice of such meetings may be given as the President or Secretary shall deem desirable.
  - ii. Special Meetings of the Members may be called upon request of the President, or a majority of the Board of Directors, or at least one fourth (1/4) of the Voting Members of the Corporation, by giving the notice provided for in Section 5.1 of this Article.
  - iii. Fifteen (15) of the Voting Members of the Corporation shall constitute a quorum for the transaction of business but a lesser number may adjourn from time to time until a quorum is obtained.
  - iv. Voting may be by a show of hands unless at least three (3) voting members present object, in which case voting shall be by secret ballot. When a quorum is present at any meeting, a majority of the votes properly cast by Voting Members shall decide any question.
  - v. Annual and Special Meetings of the Members may be held in whole or in part by conference call if all Members can

simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

(6) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(7) Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are as follows:

(A) No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that a Director or Officer may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

(B) This Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(C) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.