

BY-LAWS OF THE THOMAS POND IMPROVEMENT ASSOCIATION

Article 1

Description

The name of the Corporation is Thomas Pond Improvement Association ("TPIA"), incorporated on May 22, 1985, as a private, non-profit Corporation under Title 13, Chapter 81 of the 1964 Revised Statutes of Maine.

Article 2

Purpose

1. To maintain and preserve mutually agreeable water levels through acquisition and operation of the Thomas Pond Dam and to act relative to the repair and on-going maintenance of said dam.
2. To perform acts appropriate to a non-profit Corporation dedicated to the protection and maintenance of water quality and natural beauty of Thomas Pond for the benefit of the majority of Members and the public use of Thomas Pond.

Article 3

Membership

Those persons owning property on or with a documented right-of way to Thomas Pond shall be eligible for membership in the TPIA and shall become a Member upon payment of annual dues as described in Article 4. Members owning multiple properties shall have one vote. A property owned by multiple persons shall have one vote. Any dispute arising out of ownership shall be resolved by the Board.

Members shall promptly inform the Secretary of any changes in ownership, mailing address or electronic address. A Member who is unable to attend the annual or any special meetings may vote by giving a written proxy to another Member of the TPIA to be presented at the annual or special meeting.

Thomas Pond shall consist of the main contiguous pond, the outlet, and the river to the dam.

Article 4

Dues

Annual Membership dues are established by a vote of the Members at the annual meeting, or absent a quorum, by a vote of the Board of Directors. Annual dues shall be payable at or before the annual meeting. The payment of annual dues grants the Member the right to vote at the TPIA annual or special meetings. Payment of dues after the annual meeting will give the Member the right to vote at the following year's annual meeting or at any special meeting called between the two annual meetings.

Article 5

Officers

The Officers of the TPIA are President, Vice President, Secretary, and Treasurer. They shall serve a term of three years and perform the duties customarily associated with their respective offices. The Officers shall be elected by and from the Members of the TPIA at each annual meeting at the expiration of their term or at the expiration of the previous officer's term.

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Article 6 **Directors**

The Directors of the TPIA shall be elected by and from the Members of the TPIA at each annual meeting at the expiration of their term and shall consist of at least three and up to nine Members.

Each director may appoint an alternate to act on their behalf. A quorum of the Board shall consist of a majority of the current members of the Board.

Article 7 **The Board of Directors**

The Board of Directors shall consist of the Officers and at least three and up to nine additional Directors. Each shall be elected for a term of three (3) years and may be removed by a majority vote of the other Board Members.

Initial terms of new Directors shall be agreed upon by the Board and may be less than three years to ensure staggered expiration of terms. A quorum of the Board shall consist of a majority of the current Members of the Board.

Article 8 **Vacancies**

Vacancies may be filled by elective action of the Board.

Article 9 **Annual Meetings**

Annual meetings of the TPIA Members shall be held in June, July, or August at the discretion of the Board. Fourteen (14) days' notice as to the time and place shall be given in writing, by electronic mail or by posting on the Association's web site to all those eligible for membership. Ten percent (10%) of the TPIA Members having paid dues on or before the date of the annual meeting, appearing at the annual meeting either in person or by proxy, shall constitute a quorum.

Article 10 **Committees**

The President may appoint committees as the need arises. Committees may include nonmembers subject to the approval of the President. Committees may establish their own procedures for meetings, minutes, attendance and participation by persons not members of the Committee. Committee procedures are subject to review and approval of the Board of Directors. All additional and replacement committee members must be approved by the President. A nominating committee shall be appointed at least ninety (90) days prior to the day of the annual meeting. The nominating committee shall determine which officers and directors seek renomination at the end of their term. The nominating committee will seek Board candidates from all areas of the Pond.

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Article 11 **Amendments**

Amendments to the by-laws of the corporation may be proposed by the Board or in a writing signed by at least ten (10) Members eligible to vote and submitted to the Secretary at least twenty-one (21) days prior to any annual meeting or special meeting which may consider these amendments. To be considered and voted on at a meeting, all proposed by-law amendments must include a change description of the purpose of the proposed change, rationale for its adoption, and the specific wording of the changes proposed. Proposed changes shall be posted on the Association's web site at least fourteen (14) days prior to the planned meeting. In the event that a quorum of Members does not attend and vote at such meeting, the By-Laws may be amended by a majority vote of a quorum of the Board.

Article 12 **Parliamentary Authority**

All procedural questions not resolved by formal article herein shall be determined in accordance with "Robert's Rules of Order". Written notices may be via email.

Article 13 **Special Meetings**

The President shall have the authority to call special meetings of the Board in writing seven (7) days prior to the meeting date. Fourteen (14) days written notice shall be given via email or by posting on the Association's web site for a special meeting of the Association as required.