

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

No changes

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.

Deleted: in compliance with the Thomas Pond Dam Management Plan recorded in the Cumberland County Registry of Deeds in Plan Book 9240 Pages 0021 - 0049 and ...

Added language to clarify that operation of the dam is a core function of TPIA and where the benefits of the dam management accrue.

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.

Deleted: Paid

Deleted: p

A "documented" right of way is permanent and can be established by deed, ownership in a condominium association, subdevelopment land plan, or inclusion in a neighborhood association that owns common beach rights or a boat launch. Any questions about eligibility shall be resolved by the Board.

Deleted: **membership**

Eliminated the term "Paid Member" because Members as used in these by-laws will have paid their annual dues. This amendment clarifies the earlier language so that membership will be based upon property or a right of way ownership. The Board felt that Members should have some investment in the TPIA by paying annual dues. A husband and wife owning shorefront property have will have only one vote. Similarly, an LLC owning shorefront property has only one vote, not a vote for each member of the LLC. Mailing written notice to all persons eligible for membership costs over \$400 in printing and postage. Eventually notice can be made by electronic mail and/or by posting on the TPIA web site.

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

The Board was unable to determine what the reference was to the culvert; therefore, it was eliminated from the description of Thomas Pond.

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.

Payment of dues as a prerequisite to becoming a Member is established in Article 3. Payment on or before the annual meeting entitles the Member to vote at the annual meeting or any subsequent special meeting. This clarification will take effect after approval of the amended by-laws, not for this year's annual meeting.

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

Deleted: , including those adjacent to the culvert

Deleted: to be a Paid Member of the TPIA

Deleted: Corporation

Deleted: They

Article 4

Article 5

each annual meeting at the expiration of their term or at the expiration of the previous officer's term.

Added three-year term and clarified when a new officer replaces previous officer.

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.

The Board and the By Laws Committee agreed to propose eliminating the "neighborhood" selection of candidates for directors. Some neighborhoods had many properties where others had few. Some areas rarely had volunteers willing to serve. The committee feels it is better to have up to nine volunteers who are willing to serve with the interest of the entire Pond in mind.

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.

A separate Article for Terms was eliminated as the terms are now specified in other Articles. This article clarifies that Officers are also members of the Board, as has been the practice for many years.

Vacancies

Deleted: **Board of Directors ("Board")**

Deleted: Board

Deleted: the Officers and one (1) Member from each of the following sections of the Pond - Thomas Pond Shores, Pulpit Rock Rd., Raymond Cape Rd., Watkins Shores, Murch's Point, Route 302, ¶ Thomas Pond Shores Ext., Quaker Ridge Rd., and Thomas Pond.

Deleted: .

Deleted: **Term**

Deleted: Officers and directors shall be elected for a term of three (3) years and may be removed from their offices by a vote of the Board. Initial terms shall be agreed to by the Board to ensure staggered expiration of terms.

Deleted:

Deleted: 87

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.

Deleted: and those eligible for membership

Deleted: days notice

Deleted: Paid

This wording clarifies that notification may be given by a variety of means, and also removes ambiguity around the number of Members required for 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.

The additions further clarify how committees may operate. Committees have no power to take any action other than to make recommendations to the Board. The committees should be free to establish their own procedures and to invite persons other than TPIA Members to assist in their work. Although these proposed by-laws eliminate the requirement to nominate directors from the neighborhoods, the nominating committee is charged with seeking candidates from all areas of the Pond.

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

Deleted: These By-Laws may be amended at any regular or special meeting of the Members, provided that at least fourteen (14) in writing has been given as to the purpose and content of the proposed amendment.

meeting, the By-Laws may be amended by a majority vote of a quorum of the Board.

This proposal explains in more detail how amendments may be proposed and considered by an annual or special meeting of the TPIA. It ensures Members have sufficient time to review and consider proposed changes prior to being asked to vote on them.

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.