



Pleasant Pond-Cobbosseecontee Stream Lake Association

Bylaws of the

PLEASANT POND-COBBOSSEECONTEE STREAM LAKE ASSOCIATION (PPCSLA)

I. NAME AND PURPOSE

1. **Name:** The name of this nonprofit corporation shall be **PLEASANT POND-COBBOSSEECONTEE STREAM LAKE ASSOCIATION** (hereafter referred to as **PPCSLA**).
2. **Registered Address:** The registered address of the corporation is PPCSLA, P.O. Box 103, Richmond ME 04357-0103
3. **Purpose:** The Corporation is organized to operate exclusively for charitable, scientific, and educational purposes [within the meaning of Section 501(c)(3) of the Internal Revenue Code], specifically:
 - a. To act to preserve and improve wildlife habitat and water quality in Pleasant Pond and Cobbosseecontee Stream and its watershed in central Maine for quality use by future generations.
 - b. To support, and raise monies to fund, actions required to prevent the spread of, or eliminate, aquatic invasive species (AIS) from the lake and stream.
 - c. To carry on activities permitted by exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended.

II. Steering Committee and Board of Directors

1. **Steering Committee:** A volunteer Steering Committee shall establish practices for this nonprofit corporation and provide for the future election of a Board of Directors. At the outset, the volunteer Steering Committee of the PPCSLA shall elect Officers, from among the steering committee members, who shall serve until a board of directors has been elected by the PPCSLA membership at the next Annual Gathering of the PPCSLA. All Steering Committee members are eligible to stand for election to the Board of Directors. Once a Board of Directors has been elected, and Officers elected by the Board from among the Board members, the steering committee shall be disbanded.
2. **Responsibilities:** Steering Committee and Board members are expected to attend all meetings, to participate actively in the fundraising, development, and governance of the corporation, and, by serving on committees, to help organize events, training workshops, and other activities that further the purposes of the corporation.

3. **Number:** There shall be a minimum of five and no more than eleven members of the Board of Directors.
4. **Term:** Each Officer shall serve a term of three years. Directors shall serve a term of two years. A Board member or Officer may serve for more than one term.
5. **Election:** Board members shall be elected to the Board of Directors by a majority vote of the membership in attendance each year at the Annual Gathering of the PPCSLA. Officers shall be elected by the Board of Directors from among the members of the Board.
5. **Nomination:** A Nominating Committee, appointed by the President, shall prepare a slate of candidates for the Board of Directors at least 30 days prior to the Annual Gathering.
6. **Board Meetings:** The Board of Directors shall meet a minimum of three times annually (spring, summer, and fall), at the discretion of the President, to address the business of the PPCSLA. Board members may attend via video conference platforms such as Zoom or MS Teams. The President shall disseminate an Agenda and ancillary materials to the Board at least one week prior to a scheduled meeting.
7. **Quorum:** A simple majority of the members of the Board of Directors shall constitute a quorum.
8. **Voting:** For all matters coming before the Board of Directors, the majority vote of those Directors attending a meeting at which a quorum is present shall govern.
9. **Vacancy:** In the event of a vacancy on the Board of Directors, the President shall have the right to appoint another Director to serve until the next Annual Gathering of the PPCSLA.
10. **Qualification:** A person must be recognized as a member in good standing of the PPCSLA to be a member of the Board of Directors.
11. **Termination:** Two-thirds (2/3) of the Board of Directors shall have the authority to terminate a person's position on the Board of Directors. Good cause for termination is not required.

III. OFFICERS

1. **Officers:** The Officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Membership Coordinator.
2. **Term:** The Officers shall serve for a term of three years. Officers may serve for more than one term.
3. **Elections:** The Officers shall be elected by the Board of Directors from among their members.

4. **Duties:** The duties of the officers shall be such as are implied by their respective titles. In addition to these duties, all Board members shall participate in Committees designated by the Board to complete necessary tasks to further the aims of the PPCSLA.
- a. **President:** The President shall preside over all board meetings, may participate in such committees as they will, and may attend all committee meetings. The President is the responsible officer for the corporation with respect to its 501(c)(3) status.
 - b. **Vice-President:** The Vice President shall preside in the absence of the President and shall participate in some committees.
 - c. **Secretary:** The Secretary shall keep the minutes of all Board meetings and the Annual Gathering and shall maintain committee reports. The Secretary shall also tend to all correspondence designated by the Officers and the Board, including an annual PPCSLA Newsletter.
 - d. **Treasurer:** The Treasurer shall establish an account at a bank with a branch in the state of Maine, which bank account shall require the signatures of two Officers for any withdrawal of funds exceeding \$500.00 (five hundred dollars). The Treasurer shall collect the dues and all other monetary donations or payments to the PPCSLA and deposit them in our bank account and send out donor receipts for tax purposes. The Treasurer shall oversee filing of all required government reports and tax forms not specifically assigned to the register agent of the corporation. The Treasurer shall pay the bills, manage the bank account(s) and maintain an itemized accounting of all receipts and disbursements. The Treasurer shall present an up-to-date Financial Report at each Board meeting and an Annual Financial Report to the membership at the Annual Gathering.
 - e. **Membership Coordinator:** The Membership Coordinator shall maintain the database of sponsors and members, on-board new members, and coordinate all mass communication with the membership by both digital platforms and USPS mailings. The Membership Coordinator shall provide an update on the membership at each board meeting. The Membership Coordinator shall help organize social and recruiting functions to help increase the membership.

IV. MEMBERSHIP

1. **Qualifications:** Membership shall be open to all people or entities who support the mission of the PPCSLA. Any person, family, or entity contributing membership dues shall be recognized as a member, subject to the discretion of the Board of Directors.

2. **Dues:** The amount of membership dues shall be established by the Board of Directors at \$25.00 per year.
3. **PPCSLA Newsletter:** A newsletter reporting on the activities of the PPCSLA and other information deemed important for the membership to know shall be distributed at least twice per year.

V. MEETINGS OF THE MEMBERSHIP

1. **Annual Gathering:** The Annual Gathering of the membership of the PPCSLA shall be held on the second Saturday of July each year. Notification of the date, place and time of the Annual Gathering shall be sent to the membership no later than 30 days prior to the date of the Annual Gathering.
2. **Special Meetings:** Special Meetings of the PPCSLA may be called by the President, on at least 14 days' notice. The notice shall specify the purpose of the special gathering.

VI. FISCAL YEAR

1. The fiscal year for the corporation shall begin January 1 and close on December 31.

VII. AMENDMENTS TO THE BYLAWS

1. **Procedure:** The bylaws may be amended by a majority vote of the Board of Directors present at a meeting at which a quorum is present. Amendments to the bylaws shall be effective immediately upon the vote of the Board of Directors.
 - A. Proposed amendments to bylaws shall be circulated to the Board members at least one week prior to a board meeting and shall include the rationale for such changes.

VII. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation or the termination of its activities, assets remaining after the payment of all its liabilities shall be distributed for one or more exempt purposes to be identified by the Board of Directors in its sole and absolute discretion within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.