

Adopted 8/27/93  
Last Revised 01/19/23

## **By-Laws of the Northwood Lake Watershed Association**

### **Article I: Purpose**

*The purpose of the Northwood Lake Watershed Association is to preserve and protect the quality of Northwood Lake and its surroundings for the collective interests of lake users.*

### **Article II: Membership**

#### **Section I. Eligibility:**

*Membership in the Association shall be open to any individual, family, business or organization that subscribes to the purposes of the Association.*

#### **Section II. Dues:**

*Dues/donations shall be paid on a calendar year basis, the amount to be determined by the Board of Directors, due and payable no later than December 31 of the effective calendar year. e.g., 2022 membership payment would be paid anytime between January 1, 2022 and December 31, 2022.*

### **Article III: Voting**

#### **Section I. Voting:**

*Eligibility to vote is dependent on "membership" status. Eligibility to vote is granted if a membership payment equal to or greater than required membership amount has been received prior to the Annual Meeting.*

#### **Section II. Casting Ballots:**

*A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballot. All votes shall be counted by a show of hands unless otherwise specified in these Bylaws.*

#### **Section III. Referenda:**

*The Board of Directors may at any time solicit reactions from members. The Board of Directors resolution authorizing a referendum shall be considered advisory or binding on the board. The Board of Directors may ask for a mail-in, phone-in or electronic binding referendum be undertaken. Members shall have 45 days from the date of the mailing to return response forms and/or votes. Results of the action shall be announced at a membership meeting or published in internet, email or printed form within 90 days of the response deadline.*

## **Article IV: Membership Meetings**

### **Section I. Annual Meetings:**

*The Annual Meeting of the Association shall be held in the vicinity of Northwood Lake during the month of July or August. The time and place shall be arranged by the Board of Directors. The agenda of the Annual Meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and an educational program. Notification shall be made at least 30 days, but not more than 50 days, prior to the Annual Meeting. The meeting is open to members and non-members alike. However, only members will be eligible to vote on matters to which a vote is requested.*

### **Section II. Special Meetings:**

*A Special Meeting of the Association may be called at any time by the President, by majority vote of the Board of Directors. The agenda of a Special Meeting may include any items properly brought before an Annual Meeting. Notification shall be made at least 15 days, but not more than 50 days, prior to the Special Meeting. The meeting is open to members and non-members alike. However, only members will be eligible to vote on matters to which a vote is requested.*

### **Section III. Informational Meeting or Social Event:**

*The Association may sponsor a variety of meetings and events designed to provide educational, recreational or social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for Special Meetings must be met*

### **Section IV. Notification:**

*Every Annual Meeting must be preceded by notice to paid members and members from preceding year who have not yet renewed their membership. Notification should be at least 30 days, but not more than 50 days prior to the Annual Meeting. The notice shall summarize any proposed changes in the Bylaws, shall highlight any proposals to dissolve the Association, and may include a detailed agenda.*

### **Section V. Quorum:**

*No formal business may be conducted at Membership Meetings unless at least 5% of members or 1/3 of the current NLWA Officers and/or Board of Directors are present.*

### **Section VI. Procedure:**

*Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees unless required otherwise by New Hampshire Statutes or these Bylaws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer, who shall also serve as parliamentarian.*

## **Article V: Board of Directors**

### **Section I. Authority:**

*Subject to directives of Annual and Special Meetings and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Association.*

### **Section II. Composition:**

The Board of Directors shall include the current President, Vice-President, Secretary, Treasurer and up to twelve (12) current directors. Section III. At any time, nominations may be accepted from current members. Election to the Board of Directors shall be made by a simple majority vote cast by Board of Directors and members present

**Section III. Elections:**

- (a) On or about September 1 in each calendar, the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee consisting of a maximum of three members of the Association with a minimum of one member of the Board of Directors whose term does not expire as of the next year's Annual Meeting. The President shall appoint the Nominating Committee chairman.
- (b) Not later than the last Board of Directors meeting preceding the Annual Meeting, the Nominating Committee shall present to the Board of Directors an acceptable slate of officers and directors for the following year.
- (c) The slate of nominees adopted by the officers and directors shall be presented to the members at the Annual Meeting. Additional nominations may be accepted from members at the Annual Meeting.
- (d) Eligibility: All persons nominated shall be current members of the Association and therefore qualified to vote at the Annual Meeting.
- (e) Election to the Board of Directors shall be made by a simple majority vote cast by the officers, directors and members present.

**Section IV. Terms of Office:**

Officers and Directors are elected for two-year terms. Their terms shall expire after the Annual Meeting or upon the election of new directors, whichever occurs later. The terms of office of the President, Secretary, and half of the directors will expire in odd-numbered years. The terms of office of the Vice President, Treasurer, and the other half of the directors will expire in even-numbered years. In the event of a vacancy in the Office of President, the Vice President shall assume the office of the President until the next regular election. In the event of a vacancy in the Office of Vice President, Secretary, or Treasurer, the Board will appoint a member to fill the vacancy until the next regular election. In the event of an unfilled Vice President, Secretary or Treasurer position, at the discretion of the Board of Directors, the position(s) may be combined into one person.

**Section V. Board Meetings:**

The new Board of Directors shall meet within 60 days of the Annual Meeting and at least one other time prior to the next Annual Meeting. Regular meetings shall be held at places, dates and times established by the Board of Directors. Special Board Meetings may be held at the call of the President, or any three officers/directors after at least 24 hours' notice by telephone, electronic, mail or personal contact. 1/3 of the Board of Directors shall constitute a quorum for the transaction of business. Board meetings shall be open to eligible Northwood Lake Watershed Association Members. Decisions shall be made by a simple majority vote of the officers and directors present. Between meetings, the President may solicit decisions from the Board of Directors through written, electronic or verbal communication.

**Section VI. Board Vacancies Due to Lack of Attendance:**

Any Board of Directors not fulfilling the purpose of the Northwood Lake Watershed Association or their duties of, or maintaining current membership, may, at the discretion of the Board of Directors, be removed from office by a majority vote.

**Section VII. Compensation:**

Directors may not be compensated by the Association for their time and effort.

## **Article VI: Officers**

### **Section I. President:**

The President shall preside over all meetings of the association. The President shall be the chief executive officer of the Association, responsible for the day-to-day administration of the affairs of the Association and supervision of any contractors. The President shall appoint all committee members who shall serve until the end of that President's term. The President shall serve as an ex-officio member of all committees. The President shall be listed as an authorized signer on all Association banking and investment accounts.

### **Section II. Vice-President:**

The Vice President shall assist the President in the discharge of his/her duties. The Vice-President shall assume the duties of the President should that office become vacant and shall preside at all meetings if the President is unable to attend. The Vice-President shall be listed as an authorized signer on all Association banking and investment accounts.

### **Section III. Secretary:**

The Secretary shall maintain the official records of the Association. The Secretary shall record and distribute the minutes of all meetings. When the Vice-President's position is unfilled, the Secretary will assume those responsibilities.

### **Section IV. Treasurer:**

The Treasurer shall maintain the financial records of the Association and handle all receipts and disbursements for all Association banking and investment accounts. The Treasurer shall be listed as an authorized signer on all Association banking and investment accounts. The Treasurer shall prepare and present financial statements for each Board of Directors meeting and the Annual Meeting. The Treasurer shall create the annual budget no later than November 15 and it shall be presented at the Annual Meeting. The Treasurer is responsible for all state and federal submittals.

### **Section V. Directors:**

The Directors shall serve as ombudsmen and liaisons between the Board of Directors and the members. Directors shall bring member concerns to the Board of Directors and will provide feedback to members.

### **Section VI. Other Officers:**

Other officers may be appointed by the President, with the concurrence of the Board. A legal counsel, an executive secretary, or such other assistant officers as are deemed necessary need not be members of the Association.

## **Article VII: Committees**

Select committees will be voluntary and long-standing. The Chair of each committee must be able to work independently and effectively communicate with the NLWA Board of Directors and members. Such committees include, but are not limited to:

- (a) Aquatic Invasive Species:

- a. Work with NHDES and various contractors to survey and provide mitigation activity for Aquatic Invasive Species in Northwood Lake
  - b. *Educate members at the Annual Meeting*
- (b) Water Quality/ *Volunteer Lake Assessment Program (VLAP):*
- a. *Work with NHDES to conduct water quality testing at various locations on and around Northwood Lake and provide them to NHDES and/or other laboratories for analysis 3-4 times per season to help evaluate the condition of the lake and determine what, if anything is required*
  - b. Access a boat to take the NH Lakes water quality tester onto the lake for sample collections as specific locations
- (c) Membership:
- a. Maintain an electronic spreadsheet of the membership to include: Current lake-property ownership, current property owner(s) address, contact information as collected from the membership contribution form and/or from town assessor public files, membership/donation amount, deposit date and form of donation
  - *Collection of membership/contribution checks and membership/contribution forms, make photocopies of collected checks, deposit slips/receipts, membership forms, and PayPal donation records and maintain by membership year*
  - *Author the annual membership letter, distribute to the Board of Directors for input, submit final letter to the mailing service for distribution to members*
  - *Request price quote from mailing service contractor for annual mailing*
  - *Update mailing list and submit to mailing service contractor for review for accuracy*
  - *Send thank-you email to member if email address has been provided after receiving membership/donation*
- (d) Lake Host:
- a. Work with NH Lakes to ensure all aspects of the Northwood Lake Watershed Association Lake Host program runs smoothly, including employee and volunteer Lake Host recruitment, hiring, training, scheduling, payroll approval and supervision
  - b. Ensure Lake Hosts will inspect incoming and outgoing boats at the Town of Northwood boat ramp located on Northwood Lake for Aquatic Invasive Species
- (e) Fundraising:
- Review all previous year fundraising activity and make recommendations for improvements for new fiscal year
  - Create and maintain fundraising plan, track and report progress at meetings
  - Develop an annual calendar for the committee's activities, including critical dates, milestones and required board actions
  - Engage in advocacy and networking
  - Participate in annual special events and other fundraising activities
  - Analyze relationships with current and prospective donors, funders, and corporate sponsors and develop individualized strategies to cultivate or strengthen those relationships
  - Maintain sponsorship packages
  - Tap respective networks for potential donors of money, time and in-kind support
- (f) Public Relations/Communications:

- a. Enhance and expand communication to the members
- b. Be responsible for information, communication, and technology development issues
- c. Oversight includes but is not limited to: email updates/alerts, newsletters, website, social media, and maintaining email directory
- d. Create effective and useful communication media that enhance the membership's understanding of and connection with the Association
- e. Explore and create ways to enhance current media through new content or delivery
- f. Explore and create new and more effective media to enhance communication/feedback and connection with members
- g. Explore on-line strategies for payment of dues and other payments
- h. Coordinate acquisition and distribution of marketing related materials to include clothing, hats, stickers, etc.

(g) Special Events:

- a. Create and provide a variety of seasonal events/activities for various age groups to provide entertainment, challenges and multiple opportunities for member participation to enjoy and enhance our sense of community

(h) Audit:

- a. Responsible for overseeing the financial reporting process, internal controls and audit activities.
- b. Conduct an internal audit annually
- c. As needed, monitor any external auditors

(i) Loon Preservation:

- a. Monitor loon activities and productivity of loon populations
- b. Promote a greater understanding of and educate members on the health, habitat and preservation of loons
- c. Submit your loon sightings/field observations to the Loon Preservation Committee

**Article VIII: Miscellaneous Provisions**

**Section I. Indemnification of Officers and Directors:**

*As provided by New Hampshire law, the Association shall indemnify any officer, director, employee or agent who was, is or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association. The Association will not indemnify anyone who, by virtue of intentional act of fraud, misrepresentation, or acting beyond the scope of his or her authority has caused initiation of legal proceedings.*

**Section II. Personal Liability:**

*The members, officers and directors of the Association shall not be personally liable for any debt, liability or obligation incurred by the Association. All persons, corporations, or other business entities extending credit to, contracting with, or having a claim against the Association shall look only to the funds and property of the Association for the payment of any debt, damages, judgment or decree.*

**Section III. Fiscal Year:**

The records and accounts of the Association shall be maintained on a calendar year basis beginning on January 1.

**Section IV. Accounts and Investments:**

Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. The Northwood Lake Watershed Association shall maintain contingency funds up to 50% of the prior year actual spend. These funds shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

**Article IX: Adoption and Amendments**

These Bylaws, and any amendments thereto, may be adopted at any Annual or Special Meeting of the Association by 51% vote of the current officers, directors and members present and entitled to vote. Amendments to the Bylaws must be summarized in the notice for the Annual Meeting, at which the amendments are to be voted on.

**Article X: Electronic Communications**

The Board of Directors shall be authorized to expend funds for electronic communications for meetings. This form of electronic communications may be used to conduct business in lieu of in-person meetings. The Treasurer shall provide at each Annual Meeting an accounting of the funds expended and it shall be budgeted each year.

**Article XI: Travel**

While traveling on Northwood Lake Watershed Association business, the association shall reimburse members only for NLWA business travel expenses actually incurred, as outlined within. Original receipts, or approved documentation shall be required for all reimbursed expenses under this section.

- (a) Members shall only be reimbursed for travel expenses authorized by the Board of Directors.
- (b) Members are expected to utilize, to the greatest extent practical, the most economical means when traveling.
- (c) Members using their own vehicle for transportation may be reimbursed at the IRS rate in effect during that period that the member incurred the travel expense.
- (d) Members shall not be reimbursed for entertainment expenses incurred while traveling.
- (e) Prepayment of travel expenses shall require the approval of the President.
- (f) Any expense, disputed or denied, by the Board of Directors, may be overridden by a majority vote of the members at the next Annual Meeting.

**Article XII: Equipment and Supplies**

No equipment and supply purchase, excluding budgeted items, shall exceed \$500 without majority approval of the members at the Annual Meeting.

**Article XIII: Financial Loans**

Northwood Lake Watershed Association shall not provide loans to its members.

**Article XIV: Office Supplies**

The NLWA President, Vice President, Treasurer and Secretary are authorized to purchase office supplies (paper, toner, writing instruments, envelopes, letterhead, business cards, binders, etc.) and incur office expenses for services (postage, copying, etc.), as is necessary for routine operations. Expenses shall not exceed budgeted amount without the Board of Directors authorization. Receipts must be submitted to the Treasurer for reimbursement.

**Article XV: Inventory**

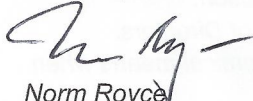
The Board of Directors shall establish an inventory and accounting system for equipment purchased, and shall be overseen by the Treasurer. A report will be produced and presented at the Annual Meeting and the report will include, as a minimum, the physical location and/or assignment of all equipment owned or leased by the NLWA.

**Article XVI: Dissolution**

The Board of Directors, by a two-thirds affirmative vote of all officers and directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval of the members as provided under New Hampshire law. Dissolution of the Association shall not be made final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

**Certification**

These Bylaws were adopted by unanimous vote on January 19, 2023.



Norm Royce  
President