

## **By-Laws of Clemons Ponds Association**

as amended 28 May 2006

1. Purpose. To form a corporation, no part of the income or profit of which is distributable to its Members, Directors, or Officers. To serve the common interests of residents and part-time residents in the Clemons Ponds area of the Town of Hiram, County of Oxford, and State of Maine, by providing a forum for the discussion of mutual concerns. To undertake projects of a civic nature in the Clemons Ponds area, and to do all other things tending to promote the mutual benefit, and social betterment of its Members, including, but not limited to, owing interests in real and personal property and paying reasonable compensation for services rendered, for the benefit of its Members.
2. Registered Office and Clerk. The registered office of the Association shall be 12 Acorn Lane, Hiram, Maine 04041. The Clerk of the Corporation shall be a resident of the State of Maine. Upon a change in Clerk, the Secretary of State shall be notified.
3. Members. Upon paying the sum of \$15 for an entrance fee, any group owning property in the Clemons Ponds Area (either, any part of which is within 600 feet of the border of one of the Ponds, or having a deeded right of way to a pond) may become a Member. A membership shall continue as long as the group owns such property, but no Member shall have any voting rights while its current annual dues are unpaid. Each group whose dues are paid shall have two votes on each matter coming before the Association at the Bi-Annual Meetings and any special meeting. No person under 18 shall have rights to vote.
4. Dues. Annual dues in the amount of \$20 shall be paid on or by the day of the Spring Annual Meeting each year.
5. Assessments. At the Bi-Annual Meetings or at any special meeting called FOR THAT PURPOSE, Members may vote to assess themselves additional SUMS OF MONEY TO BE USED FOR SPECIFIC PURPOSES ADOPTED BY THE MEETING. Other than assessments as provided in this section, no person, Member or group shall be liable for any debt of the Association.
6. Indemnification. The Association shall indemnify any person acting in good faith on behalf of the Association against all costs of litigation, including fines, judgments, and attorney's fees, incurred by that person as a result of his or her activities on behalf of the Association.
7. Directors. The management of the affairs of the Association shall be in a Board of Directors, consisting of not less than four, nor more than seven persons from Members, including the Officers. The directors shall normally include the current Officers and the three previous Presidents of the Association. In the event of a vacancy among the Directors, the remaining Directors shall elect a successor to serve until the next annual meeting. A majority of Directors shall constitute a quorum for the transaction of business. The Directors shall have no power to amend the by-laws or pass assessment on Members. The Directors shall set the time and place of their meeting from time to time, and give reasonable notice thereof to each other.

8. Meetings of the Members. Bi-Annual Meetings shall be held on the Sunday of Memorial Day Weekend (Spring Annual Meeting) and the Sunday of Labor Day Weekend (Fall Annual Meeting). Special meetings may be called by the President, and must be called if the President is notified in writing that three or more Members request such a meeting. Notice for the Bi-Annual Meetings or for special meetings shall be mailed to each Member at its last known address at least fourteen (14) days before such meeting. A majority of the paid Members shall constitute a quorum for the transaction of business at a Bi-Annual or Special Meeting. All business to come before the meeting may be transacted, except that the By-Laws may not be amended or assessments voted, unless the notice for the meeting states the By-Laws are to be amended, or assessments voted at that meeting.
9. Officers. The Members shall elect a President, Vice President, Secretary, and Treasurer from among their number to serve one year terms. The President may serve a maximum of two consecutive terms. The President, or in his or her absence, the Vice President, shall preside at all meetings of the Members and Directors, The Secretary shall keep written records of the meetings of the Association and of the Directors, and shall record all votes and resolutions. The Treasurer shall keep accurate books, which shall be open to inspection of the Members at all reasonable times. The Treasurer shall disburse no funds of the Association without a vote of the Directors or Members duly recorded by the Secretary.
10. Voting. All business transactions by the Directors or Members shall be by majority vote of those paid Members present, excepting only that votes for assessments shall require approval of two-thirds of those paid Members present. Voting by proxy is allowed. The Directors shall have no power to change the By-Laws.
11. Amending the By-Laws. The Members shall have the sole power to amend the By-Laws. If the By-Laws are to be amended, written notice of the Bi-Annual or Special Meeting must be sent to all Members at least fourteen (14) days before the meeting. The notice should state that the By-Laws are to be amended. A majority of paid Members present may vote specific amendments to the By-Laws.
12. Governing Law. This Association shall be governed by Title 13-B Chapter 525 of the Public Laws of the 108th Legislature of the State of Maine, the Maine Non-Profit Corporation Act, and all amendments thereto.

A True Copy Attest:

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Secretary  
Clemons Ponds Association