

**BYLAWS OF THE
THE TACOMA LAKES IMPROVEMENT SOCIETY
ADOPTED SEPTEMBER 26, 2010**

**ARTICLE I
NAME**

The name of the organization shall be The Tacoma Lakes Improvement Society of Litchfield, Maine, as incorporated (a non-profit organization) (hereinafter referred to as the "Society.")

**ARTICLE II
MISSION AND OBJECTIVES**

The mission of the Society is to protect and improve the water quality of the Tacoma Lakes and its watershed for the benefit of all.

The objectives of the Society are to:

- A. Promote public awareness of water quality related issues;
- B. Educate the public about strategies to protect water quality related issues;
- C. Enlist citizen, community organizations and municipal involvement;
- D. Support initiatives of agencies and related associations benefiting the Tacoma Lakes watershed;
- E. Conduct programs and projects to achieve our goals; and
- F. Promote responsible stewardship for present and future generations.
- G. Provide a forum for discussion of issues of mutual interest to lakefront owners.
- H. Monitor and report to members on local and state legislation and administrative actions affecting Tacoma Lakes lakefront owners.

**ARTICLE III
MEMBERSHIP**

Membership in the Society will consist of persons interested in the preservation of the Tacoma Lakes and its watershed. Any household, industry, association or organization may become a member of the Society by submitting an application for membership, with one year's paid dues, to the secretary of the Society.

**ARTICLE IV
DIRECTORS**

The Society shall be governed by a Board of Directors of at least ten and no more than twelve persons elected by the membership, as well as the Dam Keeper. The Board Members and the Dam Keeper will always total an odd number. Members elected to the Board of Directors shall serve for a period of three years, with four members rotating off the board every year. Directors may be elected for any number of 3 year terms. The Dam Keeper will serve so long as he/she holds that position for the Town of Litchfield and is a member in good standing of the Society. A majority of the members of the Board of Directors and Dam Keeper shall constitute a quorum. Any director may resign from office by delivering a written resignation to the President, Vice President or the Secretary. Any director may be removed from office, with or without cause, upon the vote of two thirds of the other directors then in office.

The Board of Directors may fill any vacancy on the board which may arise during the year. A director so elected by the board shall serve until the next annual meeting.

Commencing at the annual meeting in 2011, one third of the directors shall be elected for a one year term; one third of the directors shall be elected for a two year term; and one third of the directors shall be elected for a three year term. At the annual meeting in 2012, one third of the directors shall be elected for a three year term. For each succeeding year, one third of the directors shall be elected for a three year term. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

**ARTICLE V
POWERS**

The board of directors shall manage and control the business, property and affairs of the Society.

**ARTICLE VI
OFFICERS**

The following officers of the Society shall be elected annually by the Board of Directors:

- A. *President.* The President shall be the Executive Officer of the Society and shall be responsible to the Board of Directors for the general control and management of the Society business affairs. He/she shall regulate the order of business at such meetings and will receive and put forth lawful motions and communications at the meeting.

- B. *Vice President.* The Vice President shall act in the absence of the President.
- C. *Treasurer.* The Treasurer shall have charge of all funds of the Society and shall deposit, or cause to be deposited, the same in a financial institution chosen by the Board of Directors. Out of such funds the Treasurer shall pay amounts approved by the Board of Directors and shall keep an account of the income and expenditures of the Society and shall submit a statement thereof at any time requested by the Board of Directors.
- D. *Secretary.* The Secretary shall be responsible for keeping the minutes of the Society, tracking membership, conducting its correspondence, retaining copies of official documents and shall perform all such other duties that may properly pertain to the office.

One person may hold both offices of Treasurer and Secretary, at the discretion of the Board of Directors.

Officers and Directors, other than the dam keeper, must be owners of lakefront property on any of the Tacoma Lakes or Jimmy Stream. Officers and Directors must be members in good standing of the Society.

The Board of Directors may remove any officer and may fill vacancies in any office that may arise during the year.

Officers and Directors shall serve without compensation. The Board of Directors may authorize reimbursement of expenses incurred by Officers, Directors or members who incur expenses on behalf of the Society.

The President, Vice President and Treasurer will be authorized to access all financial accounts held by the Society.

The President may authorize expenditures, without board approval, up to a set amount as is established by a majority vote of the Board of Directors.

**ARTICLE VII
COMMITTEES**

- A. Executive Committee. The Board of Directors, by resolution, may designate from among its members an executive committee consisting of three or more directors. The executive committee shall have such authority with respect to the management of the corporation's business and affairs as delegated to the executive committee by the board of directors by resolution, except as otherwise limited by law or by any other resolution subsequently adopted by the board of directors. Vacancies in the membership of the executive committee shall be filled by resolution adopted by the board of directors then in office. Members of the executive committee may be removed from membership on such committee, with or without cause, by resolution adopted by the board of directors. So far as practicable, the provisions of these bylaws relating to the convening and conduct of meetings of the board of directors shall govern the convening and conduct of meetings of the executive committee.
- B. Auditing Committee. The Board of Directors shall, during each fiscal year, appoint an auditing committee of two or more members or a certified public accountant who shall audit or cause the accounts of the Society to be audited at the close of that fiscal year and its report shall be presented at the following annual meeting.
- C. Nominating Committee. Prior to the annual meeting, the President shall appoint a nominating committee of two or more members, to nominate persons for the director positions.
- D. Committees. The Board of Directors may, from time to time, and for terms as it may see fit, establish such other committees as deemed necessary to implement the purposes of the organization. The Board may authorize committees to exercise any powers of the board.

**ARTICLE VIII
DUES**

The annual dues for members shall be established by the Board of Directors and shall be payable by July 1 of each year.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Society shall be the calendar year, January 1 to December 31.

**ARTICLE X
SOCIETY MEETINGS**

The annual meeting shall be held at a time and place to be selected by the majority vote of the Board of Directors. Special meetings may be called by a majority of the Board of Directors when they deem necessary. Members must be notified at least two weeks in advance of any general membership meeting. The notice shall indicate the time, the place and the purpose of said meeting. Directors shall meet at intervals established by the Board of Directors.

Votes by members may be cast in person or by written proxy by any member, with one vote per household, industry, association, or organization in accordance with Article XI.

**ARTICLE XI
GOVERNMENT**

Voting rights. One vote per household, industry, association, or organization. Voting entitlement is based upon members who have paid current dues and are present. Voting may be conducted by meeting, mail or e-mail as authorized by the Board of Directors.

**ARTICLE XII
AMENDMENTS**

These bylaws may be amended by a majority of the members at the annual meeting or a special meeting. Written notice of the amendment must be submitted to the membership at least two weeks prior to the meeting. Written notice may be made by mail or e-mail. Voting for amendment of the bylaws may be by mail or e-mail.

**ARTICLE XIII
DAM OPERATIONS**

The Board of Directors shall recommend to the Town of Litchfield a Dam Keeper to oversee the operation of the Dam. The Dam Keeper shall be engaged by the Town of Litchfield and will not be an employee of the Society.

The Board of Directors shall evaluate the lake level to ensure the Town of Litchfield maintains the lake level in accordance with the deeds transferring the dam from the Society to the Town, or at the levels set by another governing body which by law supersedes the authority of the deeds.

The Dam Keeper will be responsible for maintaining records of his/her activities at the dam as well as advising the Society and the Town of Litchfield of any issues related to the condition or operation of the dam.

ARTICLE XIV
INDEMNIFICATION

Unless otherwise prohibited by law, the Society may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Society for damages arising out of his or her own gross negligence in the performance of a duty to the Society.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Society may advance expenses, or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Society would have the power to indemnify the person against that liability under the law.

Dated: September 26, 2010