

Canaan Lake Association

May 2, 2018

Amendments to Bylaws, Summary of Changes

Previous revision May 3, 2012. Current revision December 6, 2017.

The Canaan Lake Association Board of Directors has amended the bylaws of the Association. This summary is provided in two parts, the first being substantial changes, and the second part being minor changes including editorial changes. Current bylaws may be viewed at <http://www.canaanlakenh.org/files/bylaws2017.pdf>

Substantial Changes:

1. Clarification that bylaw amendments are approved by Board of Directors, as required by state law. (Section 28, previously Section 29)
2. Allow the Association to support groups other than conservation groups. Allowed groups now includes esthetics, recreation, environment, water quality, and conservation. This allows future flexibility without any expansion contemplated at present. (Section 2)
3. The Auditor may not be an officer or member of the Board of Directors to maximize an independent audit. (Section 15)
4. Webmaster position is eliminated as this service is provided by the Town of Canaan. (previously Section 16)
5. Increase the maximum consecutive term of office from 3 two-year terms to 4 two-year terms. The Board of Directors may waive this limit. This provides for retention of key contributors. (Section 19, previously Section 20)

Minor Changes:

1. Allow Directors to electronically attend Board meetings, if a quorum is physically present, thereby allowing summer residents to attend off season meetings. (Section 7)
2. Weedwatcher and Lake Host coordinators may be invited to Board of Director meetings. This change encourages good practice. (Section 7)
3. Nominating committee consists of at least three members and is appointed in late summer, which allows ample time to seek candidates. (Section 20, previously Section 21)
4. Notice sent to Directors prior to final bylaw amendment vote. This keeps absent Directors advised of proposed changes. (Section 28, previously Section 29)
5. Numerous editorial and wordsmithing revisions to improve readability without altering intent of bylaws. (Sections 2, 5, 7, 9, 10, 11, 12, 14, 17, & 27)
6. Paragraph numbers changed due to elimination of webmaster.

CANAAN LAKE ASSOCIATION BYLAWS

Revised ~~2012~~ Dec 6, 2017

Purpose

1. The purpose of the Canaan Lake Association is to promote the conservation of Canaan Street Lake and areas immediately surrounding it, to protect their beauty and recreational value.
2. Activities of the Canaan Lake Association shall be appropriate to its purpose. They shall include, without being limited to, the following:
 - a. Sponsoring educational activities and ~~distribution~~dissemination of ~~literature~~information on watershed protection, boating safety laws, etc.
 - b. Providing a forum where Members and residents of the area can become acquainted and can discuss the problems and opportunities of the Canaan Street Lake area.
 - c. Providing a channel for communication between the Association, the Town of Canaan and other government agencies.
 - d. Supporting, with approval of the Members, organizations that pursue activities which benefit or improve Canaan Street Lake and the surrounding area esthetics, recreation, conservation~~groups that operate statewide in New Hampshire and which advocate environmentally responsible State laws,~~ environment, and water quality.

Membership

3. Membership is open to all who are interested in the purpose and activities of the Association. Membership is acquired and maintained by payment of annual dues. Membership may be corporate, family or individual, all of whom have one vote.

Voting

4. Voting at Membership Meetings of the Association, Annual or Special, is restricted to members.

Directors

5. General management and direction of the Association shall be ~~invested~~vested in a Board of Directors. The board shall consist of the President, Vice-President, Secretary–Treasurer, and up to seven other Members of the Association.

6. The Board of Directors shall be responsible for formulating policies and programs of the Association and recommending them to the Members for approval. They shall oversee the direction by the officers of approved programs, monitor progress, and report annually to members. They shall recommend to the Members for approval an annual program and budget, which shall balance commitments against resources.
7. The Directors shall meet each year in advance of the Annual Meeting to consider and prepare the proposed policies, programs, and budget for the year, and the Agenda for the Annual Meeting. In addition, they shall hold such meetings throughout the year as may be required. The President shall call and preside at all meetings where possible but may delegate this role to the Vice-President. The Secretary-Treasurer shall be the Clerk of the Board and keep the record. Four ~~Directors~~members of the Board shall constitute a quorum. If a quorum of four Board members is physically present at any meeting, other members may participate by telephone and/or electronic means, and may vote.

The President shall invite to Board meetings a representative from the weedwatcher, and/or lake host programs as appropriate.

8. Nothing in the foregoing paragraphs 5- 7 shall limit the right of an individual Member to propose policies, programs, or budget items for consideration by the Association at any Membership Meeting, or for consideration by the Directors prior to any meeting of the Association.

Conflict of Interest

9. Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the Board and reported, as a matter of record, to the Annual Meeting. Where the transaction involving a board member exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of disinterested directors and publication in the *Valley News* is required. The minutes of the Board meeting shall reflect that a disclosure was made and record the full vote including abstentions. Every new member of the Board will be advised of this policy upon entering the duties of office and shall sign a statement acknowledging, understanding of, and agreement ~~to~~with this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into these by-laws.

Officers

10. The executive authority of the Association shall be vested in a President, Vice-President, and Secretary-Treasurer, ~~and Auditor~~. The Secretary-Treasurer and either the President or Vice-President shall be a year-round resident of Canaan or the nearby area.

President

11. The President shall act as ~~Chairman~~Chair of the Board of Directors, shall preside at all meetings of the Association, and shall call special meetings of the Association when necessary, when requested by a majority of the Board of Directors, or upon written request from five ~~Memberships~~Members of the Association.
12. The President shall have responsibility for execution of approved policies and programs of the Association, and is authorized to appoint and instruct appropriate committees to perform specific assignments. The President will report to the Annual ~~meeting~~Meeting on the activities of all committees.

Vice President

13. The Vice-President shall assume the duties of the President in case of absence or disability of the President, or as the President may request.

Secretary-Treasurer

14. The Secretary-Treasurer shall perform the usual duties of such office, including but not limited to:
 - a. ~~Written communications~~Communications on behalf of the Association, whether external or internal, including correspondence, notices, minutes of meetings, press releases, etc. The Secretary is not responsible for committee reports.
 - b. Acting as Clerk for meetings of the Association and ~~of the~~ Board of ~~directors~~Directors, and maintaining full and accurate records of proceedings.
 - c. Maintain up-to-date membership lists, available to all members.
 - d. Authorize postings on the Association's ~~Website~~website.
 - e. Billing and collecting of membership dues and special assessments.
 - f. Handling funds, serving as Signatory on accounts and maintaining adequate financial records. Paying all bills.

| <u>Amount of Bill</u> | <u>Prior Approval Required by</u> |
|-----------------------|-----------------------------------|
| Up to \$500 | Treasurer |
| Over \$500 | Board of Directors |

- g. Providing the Board of Directors with financial data required for the preparation of the annual budget.
- h. Following Board approval, prepare a budget statement for approval of the Annual Meeting.
- i. Report to members at the Annual Meeting on the financial status of the Association.

Auditor

15. The Board of Directors shall appoint an Auditor who shall audit the books and accounts of the Secretary-Treasurer annually and shall report the findings to the Board and to the Association at the Annual Member's Meeting. The Auditor may not serve as a Board member and may not hold any other office.

Webmaster

~~16. The Webmaster will be a non-voting member of the Board of Directors, appointed by the Board and to serve at the Board's discretion and has no specific term. His Terms of Reference require computer ability to run a Website.~~

Ad Hoc Committees

~~17.~~ 16. Ad Hoc Committees shall be appointed to perform detailed work in areas deemed important by the Directors. Standing Committees shall formulate, or assist the Directors to formulate, plans and programs for the approval by the Board. After approval they shall take such actions as may be required to carry out the plans and programs. They shall report to the President at least annually. Committees shall be responsible for their own internal organization and detailed assignments.

~~18.~~ 17. Ad Hoc Committees may comprise any number or persons, as needed. The President shall appoint the ~~Chairman~~ Chair, who shall appoint the remaining members and any replacements that may become necessary.

Election of Officers and Directors

~~19.~~ 18. Officers and Directors shall be elected initially for two-year terms by vote of the members at Annual Meetings. To ensure continuity of administration, elections shall be staggered so that the President ~~and~~ the Vice-President, and the Secretary-Treasurer are not all elected in the same year.

~~20.~~ 19. ~~Term Limits. Officers and Directors may serve for three~~ The term of office shall commence at the adjournment of the Annual Meeting wherein elected. No Director or Officer shall be elected to more than four consecutive two year terms of 2 years in the same post, but may serve three consecutive periods in different posts. Where an Officer or Director has served a total of six years in the same post, re-election is possible after again

on the Board after a lapse of one year. The Board may waive the one-year lapse requirement by majority vote.

~~21-20.~~ Prior to the Annual Meeting, the President shall appoint a nomination committee. The
Nomination~~A Nominating Committee Chair shall be appointed by the President as soon as~~
possible after the Annual Meeting. The Chair shall then select no fewer than two Association
members to form the Nominating Committee. The Nominating Committee shall prepare a
recommended slate of Candidates and shall report the slate at the next Annual Meeting.
Alternate candidates may be nominated from the floor at the Annual Meeting and if seconded,
shall be included in the voting.

~~22-21.~~ The President shall have the authority to appoint a replacement for any Officer or
Director except himself/herself who may leave office between elections. Such replacement
shall serve until the next Annual Meeting at which time the appointment shall either be
confirmed to serve the balance of that term or members shall elect a replacement for a one
or two-year term as the case may be. In the event that the President resigns, the Vice-
President will substitute and the Vice-President's post will remain vacant until the next
Annual Meeting.

Meetings

~~23-22.~~ The regular Annual Meeting shall be the principal business meeting of the year.
Elections of Officers and Directors; annual reports of Officers, Directors, and Committees
shall be presented; and major matters requiring approval of members shall be voted upon.

~~24-23.~~ Special Meetings may be called, as required, in accordance with the policy at
paragraph 11.

~~25-24.~~ Notice of any meetings shall be sent to all members not less than fifteen days before
the meeting. Mailing to the address of record shall constitute such notice.

Dues and Assessments

~~26-25.~~ Annual dues shall be set by the Board of Directors and shall be due and payable as of
the date of the Annual Meeting each year. The Association shall use proceeds from the
dues to defray expenses incidental to carrying on the business of the Association, the cost of
programs and activities approved and budgeted.

Provisions for Dissolution

~~27.~~26. In the event of the dissolution of the Association, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Service Code, or other tax exempt organizations.

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Amendments

~~28.~~27. ~~While the By-Laws of the Association~~The original Bylaws were adopted by ~~unanimous~~ consent of the members, in accordance with RSA 292:6, ~~the.~~ The power to alter, amend or repeal the bylaws or to adopt new bylaws, shall be vested in the ~~board~~Board of ~~directors.~~Directors. Such ~~Board~~ action ~~will be~~is subject to repeal or change by a 2/3 majority vote of the ~~membership at the Annual Meeting.~~members. The ~~text of the proposed~~ amendment and reasons ~~therefore are to~~therefor shall be forwarded to ~~each member with~~members prior to the ~~notice of the~~next Annual Meeting.

~~29.~~ Amendments An amendment may be proposed ~~from the floor for discussion at at~~ any Board of Directors meeting without prior notice, but ~~in this case~~ the voting vote on said amendment shall be deferred ~~until the next to a Board~~ meeting.

28. not less than ten days later. Notice of a proposed amendment shall be sent to all Directors at least eight days prior to voting.

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