

ARTICLES OF ASSOCIATION AND BYLAWS
OF THE PROVINCE LAKE ASSOCIATION

ARTICLES OF ASSOCIATION

Article I

PURPOSE:

The purpose and objectives of this Association shall be to: (a) monitor, protect and enhance the Province Lake water quality; (b) provide a means for united action, education and communication to further the mutual interest of property owners, summer residents and the year round residents of the immediate Province Lake area; and (c) to provide a coordinated channel for communication with state, county and town authorities on such matters as the maintenance of protective services, lake improvements and any official regulations or ordinances. The Association is not a regulatory body and has no legal authority over any New Hampshire or Maine laws, regulations, policies or procedures. Our role is to educate the public of these regulations. It is the responsibility of the general public to report any infractions to the appropriate authority.

Article II

OFFICERS AND DIRECTORS:

Officers of the Association shall be a President, Vice President, Treasurer, and Secretary all of which will be considered Directors on the Board. As indicated in the Bylaws Article I, other Directors shall be added by vote together with the four Officers to create a Board consisting of a minimum of six (6) Directors (4 Officers and 2 at-large Directors). The maximum number of Directors shall be fourteen (14) (4 Officers and 10 at-large Directors).

BYLAWS

Article I

ELECTION AND DUTIES OF OFFICERS, DIRECTORS AND OTHER KEY POSITIONS OF THE ASSOCIATION:

1. The President shall preside at all meetings of the members of the Association and shall perform such administrative duties as required by law, by vote of the members, Board of Directors or by these Bylaws. In addition, the President is the primary signatory on all Federal and State filings of the Association. The President will also be an authorized signatory on the Association's bank accounts.
2. The Vice President shall assume the duties of the President in the Presidents absence or upon the Presidents resignation or removal from office. The Vice President shall also serve as the coordinator of the Association membership. See below for duties of the membership coordinator. The Vice President will also be an authorized signatory on the Association's bank account.

3. The Treasurer shall have the authority to collect and give receipts for dues, and have custody of the Association funds and the books of account. The Treasurer shall also have check writing authority and may pay any normal bills/invoices (i.e. insurance renewals, PO Box fee, etc.) without approval. The Treasurer may also pay any bills/invoices up to \$100 without approval. Bills/invoices from \$101 to \$250 require President approval and bills/invoices above \$250 require Board approval. The Treasurer shall also keep true accounts of the Associations financial affairs and resources, and shall submit a full financial report at the annual meeting of the members. Prior to the meeting, the Treasurer will work with the independent auditor to have the financials reviewed. The Treasurer is also responsible for the timely completion and filing of the Association's proper forms with the Internal Revenue Service, the State of New Hampshire and the State of New Hampshire Attorney Generals Office of Charitable Trusts. Currently these requirements are an annual Form 990-N with the IRS, annual form 1099 NEC for any self-employed person that we pay more than the IRS limit to, an Annual Report with the NH Department of State which is due every 5 years on the 5's and not annually (i.e. 2015, 2020, etc.) and an Annual Report Certificate with accompanying Form NHCT-2.4 to the NH Attorney General's Office of Charitable Trusts. In addition to offline paper copies, all annual filings and the final year-end financial statements should be filed on the Associations online storage account.
4. The Secretary of the Association shall have custody of the Association papers other than those of a financial nature; shall attend and record the meetings of the members and of the Directors; shall keep a running list of Officer and Director terms of office; shall coordinate the annual conflict of interest affirmation; and shall perform other duties as required by law, by vote of the members or Directors, or by these Bylaws.
5. Should the Vice President, Treasurer or Secretary be unable to fulfill their duties, resign or be removed from office, the Board will select a replacement to serve until the next Annual Meeting of the Association.
6. The Directors shall, as a Board, manage the affairs of the Association, promote the purposes of the Association, raise funds, and conduct special programs specifically voted by the members or developed by the Board. A majority of the Board shall constitute a quorum.
7. A meeting of the Board of Directors may be called by the President, or by two Board members upon proper notification. Proper notification is deemed given if that notice is at least 14 days prior to the meeting. A quorum must be present to conduct and vote any official business.
8. A Board vote and approval is required for all significant actions, such as spending Association funds above \$250. Voting can be conducted during a Board meeting or electronically via e-mail. The Secretary will document electronic approvals in the minutes of the subsequent Board meeting.
9. Other Key Positions shall be assigned by the President and approved by the Board. The current positions are as follows:
 - a. **Auditor:** Needs to be independent and cannot be a Board member. The auditor shall review the financial statements of the Association prior to the Annual Meeting of members and shall present their findings at that meeting. The auditors report will be posted to the website with the Annual Meeting minutes and also stored on the PLA online storage account.
 - b. **New Property Owner Welcome Coordinator:** Responsible for the outreach program to welcome and introduce new lake property owners to the Province Lake Community. Besides welcoming them to the lake and answering any questions, relevant local information,

- water quality information and information about the PLA with a membership form will be provided. The information content is tailored to each town.
- c. **Lake Host Point Person:** Responsible for recruiting Lake Hosts, ensuring they get trained with the NH Lakes Association, coordinating volunteers and training volunteers, completing the annual application for funding from the NH Lakes Association, collecting all forms from Lake Hosts and submitting them to the NH Lakes Association.
 - d. **Loon Observation and Monitoring:** Responsible for placing the nest and the warning signs out for the loons. Monitoring the loon activity on the nest and around the lake and should there be chicks, posting signs around the lake advising boaters to be cautious. Also responsible for communications with the NH Loon Preservation Committee.
 - e. **Membership Coordinator:** Responsible for the annual membership solicitation, collection of dues and maintaining a record of all paid members, contributions and contact information.
 - f. **Water Control Device Monitor:** Responsible for monitoring the lake height and flow rate to the South River per NH standards. Removes or adds boards as necessary to increase or reduce flow.
 - g. **Water Quality Monitor/Coordinator:** Responsible for coordinating and taking water samples from the lake, tributaries and outlet and supplying those samples to the UNH Lakes Lay Monitoring Program (LLMP). Also responsible for conducting other tests such as water clarity, dissolved oxygen levels and cyanobacteria monitoring.
 - h. **Webmaster:** Responsible for general maintenance of the Association website and Facebook account and posting of items to them, including, but not limited to, newsletters, annual meeting minutes, other announcements and communications of the association and member ad board posts. Also responsible for control over access to the website as well as creating Association e-mails and passwords. The Webmaster will keep an up to date excel file of all sign-in's and passwords and will share them with the current Officers of the Association for back up purposes.
 - i. **Weed Watching Coordinator:** Responsible for recruiting and training volunteers to monitor sections of the lake's shoreline and once a month do a weed watch trip over that section. Follows up with volunteers to ensure completion of their monthly review and communicates with NH DES should there be an issue.

ELECTION AND TERMS OF OFFICE:

Prior to the annual meeting in any year that there are expiring terms, a nominating committee shall be appointed by the President. This committee shall present to the Annual Meeting a slate of Officers and Directors to fill the pending vacancies. Further nominations may be made from the floor. Any nominated or continuing Officer or Director must be a member in good standing of the Association (see Membership below).

Officers and Directors normally serve a two year term. Individual terms can be extended with Board approval for 1 or 2 years. Election of Officers and Directors, both new and those whose terms are completed and proposed for extension by the Board, shall be held at the Annual Meeting. Should a situation arise where directors resign, are removed etc. to a point where the total is below the minimum of 6, the remaining Officers and Directors may appoint Directors to those open positions until they can be voted on at the next annual meeting.

For transition and continuity purposes, the outgoing President should serve as an at-large Director for two more years. Other officers may also become at-large Directors at the end of their terms if there is a need and if they are elected at the annual meeting.

Article II

COMMITTEES:

Special committees, such as the Nominating Committee, shall be designated by the President. The President will seek volunteers and appoint the Chairperson. The Chairperson will designate the members thereof.

Article III

MEMBERSHIP:

Association membership is for a calendar year (January 1 to December 31). A member can be a single person at least 18 years of age or a family (husband, wife and children under 18 years). Each member, single person or family will be eligible for one vote at any members meeting. Persons or families having an interest in Province Lake and its watershed, upon application and payment of the annual dues, become a voting member of the Association for that year. Those eligible shall include property owners, summer and permanent residents, and others with a reasonable interest in the lake area. Any question as to the eligibility of any person for membership shall be determined by the President and the Board. Honorary members may be appointed by the President with Board approval. Such appointments shall be for one year and shall be announced at the Annual Meeting.

Article IV

DUES AND CONTRIBUTIONS:

The amount of the annual dues plus contribution shall be posted on the website under the membership section. A change in the amount of the annual dues can be recommended by the Board of Directors, but must be approved by vote at the Annual Meeting. Any change shall take effect in the next succeeding year and will be indicated on the membership application and website for that year. The annual dues may be paid at any time during the calendar year. To be eligible to vote at the Annual Meeting, the dues must be paid by the day of the Annual Meeting. Additional contributions above the annual dues are welcome and greatly appreciated.

Article V

MEETINGS OF THE ASSOCIATION:

The Annual Meeting shall be held at a suitable location in the Province Lake area on any Saturday in July or August. The date of the meeting will be determined by the President in conjunction with the Board. At least fourteen days' notice of this or any special meeting shall be given by the President and the Board. Such notice is deemed given via posting of the date, time and location on the Province Lake Association Website at www.provincelake.org. Special meetings may be called by the President and the Board of Directors, or when requested by at least 25% of the voting members of the Association who will state in writing why the meeting is required. No change in the By Laws or purposes of the Association shall be voted unless notification of the proposed change was given in the notice prior to the meeting. No quorum of a general membership meeting is required. Business shall be transacted by majority vote of those members present.

Meetings may be conducted in person or digitally via the internet on platforms such as Zoom, Microsoft Teams, Google Workspace etc.. Digital meetings that are intended for the entire Association (such as the Annual Meeting) shall be recorded and posted for viewing on the Associations website.

Article VI

REMOVAL FROM OFFICE OR MEMBERSHIP:

Any Officer, Director or Committee Chairman may, for cause, be removed from office, and any member may be expelled, for cause, by vote of three quarters of the Board of Directors.

Article VII

DOCUMENT RETENTION:

The PLA shall keep a complete book of accounts as well as all annual filings with the IRS and the state of New Hampshire (held by Treasurer), and all minutes of Board proceedings, Annual meetings, a list of Board of Directors names and addresses and the annual conflict of interest affirmations (held by Secretary). The year-end financial accounts and annual filings of the Treasurer and all Secretary reports shall be permanently retained. Annual membership records will be maintained for a period of 5 years. The records will be retained in digital form on the PLA online storage account (dropbox, Google Drive, etc.). They will be accessible in any reasonable timeframe if requested by any director, director's agent or attorney, or government entity for any proper purpose.

Article VIII

CHANGES TO THE BYLAWS:

These Bylaws may be altered or amended by a majority vote of the Association members present at the meeting and voting. Notice of any proposed changes must be given at least 14 days prior to the meeting. Such notice is deemed given via posting of the date, time and location of the meeting as well as a posting of the edited Bylaws on the Province Lake Association Website at www.provincelake.org. Changes may be proposed by the Board of Directors or by no fewer than 25% of the voting members who shall present their proposal to the Secretary in writing in sufficient time to have the proposal included in the notification for the meeting.

BYLAW UPDATES:

These Bylaws were totally rewritten and approved by the members at the annual meeting on July 23, 2016.

Revised and approved at the annual meeting on July 21, 2018

Revised and approved at the annual meeting on July 17, 2021

Revised and approved at the annual meeting on July 27, 2024