

BY-LAWS of the
New Hampshire Lakes Association
June 27, 2018

**ARTICLE I
NAME**

The name of this organization shall be the NEW HAMPSHIRE LAKES ASSOCIATION (doing business as NH LAKES).

**ARTICLE II
PURPOSES**

Our mission is to keep New Hampshire's lakes clean and healthy, now and in the future. We work with partners, promote clean water policies and responsible use, and inspire the public to care for our lakes.

**ARTICLE III
MEMBERSHIP**

Membership shall be open to all organizations and individuals who act in accordance with the Purposes (ARTICLE II) of the organization and who pay the annual member dues as established.

**ARTICLE IV
FISCAL YEAR**

The NH LAKES' fiscal year shall begin April 1 and end March 31.

**ARTICLE V
BOARD OF DIRECTORS**

- A. A Board of Directors, consisting of the Officers of the NH LAKES and other individuals, shall be elected, upon nomination by the Governance Committee, by the Board of Directors from time to time as necessary. There shall be at least fifteen and no more than twenty-five Directors. All members of the Board of Directors must be members-in-good-standing (paid up, current members) of NH LAKES. Directors will serve without compensation.
- B. Directors shall be elected to serve a three-year term and, at the time of election, the Board shall specify the year that the person's term shall end. Members elected in the first half of the calendar year (prior to July 1) shall have that election year counted as the first year of their term. Members elected on or after July 1 shall not have the remainder of that election year counted toward their full term. Directors may be re-elected for two additional three-year terms (three, three-year terms in total). However, Directors who are elected by the Board to

complete an unexpired term, or an initial term of fewer than three years, may be elected after that short term to serve three additional full three-year terms. To the maximum extent possible, Directors shall be divided into three equal classes based on the year that their term ends. The term of a Director shall terminate on December 31 of the year of their class. Otherwise, the term of office of any individual Director shall terminate upon the effective date of their resignation, which may be made at any time by giving notice thereof in writing to the Chair of the Board; or upon their death. However, if a Director, by nature of their responsibilities, requires an additional year beyond their nine continuous years of service, a recommendation for such an extension may be made by the Executive Committee to the full Board. Such an action requires a simple majority vote of the Executive Committee to move the recommendation to the full Board for approval. Following three, three-year terms, and absent any extension, a Director must step down from the Board but may be reelected to the Board after a minimum one-year hiatus from serving on the Board. If reelected to the Board, that Director's term count begins again (i.e., three, three-year terms and followed by a one-year hiatus).

- C. A majority of the voting members of the Board of Directors shall constitute a quorum at any regular or special meeting. The action of the majority of the Board of Directors, present at any meeting at which there is a quorum, shall be the action of the Board of Directors, except as may be specifically provided by statute, or these By-laws, as they pertain to amendments.
- D. Decisions will be made by the Board following Robert's Rules of Order and decisions may be made remotely (without convening in person) through electronic means as long as every Board member is given the opportunity to convey their opinion and is given a reasonable timeframe within which to vote. Electronic or remote means may include phone, videoconferencing, email, or web-based polls, as long as discourse is enabled.
- E. The Board of Directors shall have the control and management of the affairs, business, and property of the NH LAKES which includes review and approval of all policies of the organization. Each Director shall serve and be active on at least one committee or subcommittee thereto. In addition to exercising all the powers conferred upon them as set forth by these By-laws, the Board of Directors may exercise all the powers of NH LAKES and do all such lawful acts and things as are not otherwise directed by statute or these By-laws.
- F. The Board of Directors shall fill any vacancy in its membership upon nomination by the Governance Committee. Any Director may be removed by vote of two-thirds of the full Board of Directors with one exception: any Director who is absent from four consecutive meetings of the Board shall be considered to have submitted their resignation, which may or may not be accepted by simple majority vote of the Board.
- G. The Board of Directors shall meet at least four times a year at places and times to be determined by the full Board or, for exceptions to the regularly scheduled meetings, at the request of any four members of the Board of Directors.
- H. Directors should be alert and sensitive to any "conflict of interest" they may have that might be considered to conflict with the best interests of NH LAKES. The Board shall maintain and require Directors to sign and adhere to a conflict of interest disclosure and recusal policy and procedure.

ARTICLE VI BOARD OFFICERS

A. Composition

The Officers shall be Chair, Vice-Chair, Treasurer and Secretary - all elected by the Board of Directors. The Chair may appoint an additional At-Large Officer – normally reserved for (but not required to be) the Immediate Past Chair. The term of each Officer shall be for one calendar year (January-December). Officers may be elected for consecutive terms and each shall serve until their successor is elected and qualified. No Officer shall be qualified to hold any Officer position or Directorship if their continuous service as either a Director or Officer has reached the established term limits. The President (i.e., Chief Executive Officer) is hired by the Board and serves on the Board in an ex-officio (non-voting) capacity.

B. Powers and Duties of Officers

1. Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform all other duties properly required of the Chair by the Board of Directors.
2. Vice-Chair. The Vice-Chair shall exercise the functions of the Chair during the absence or disability of the Chair and shall have such other powers and duties as may be assigned to the Vice-Chair from time to time by the Board of Directors.
3. Treasurer. The Treasurer shall cause regular books of account to be kept and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of NH LAKES and shall perform all other duties properly required of the Treasurer by the Board of Directors.
4. Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors, assure custody thereof, and perform such other duties as are properly required of the Secretary by the Board of Directors.
5. At-Large Officer. Normally (but not required to be) the Immediate Past Chair.
6. Other Officers. The Board of Directors may create such other Officer positions and agents as it shall deem necessary or expedient, subject to Board election, who shall hold their offices and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
7. President. The President is the Chief Executive Officer of NH LAKES and shall serve as an ex-officio (i.e., non-voting) member of the Board of Directors. It will be the duty of the President to attend all meetings of the Board of Directors and to have general supervision of the affairs of NH LAKES. The President will execute on behalf of NH LAKES all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Association.
8. Vice-President. It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such other duties as may be assigned to him/her by the President. In the absence of the President, the execution by the Vice-President on behalf of NH LAKES of any instrument will have the same force and effect as if it were executed on behalf of NH LAKES by the President.

ARTICLE VII EXECUTIVE COMMITTEE

The Executive Committee will be comprised of the Officers of the Board of Directors, as described in Article VI. A., and over which the Board Chair shall preside. This committee shall serve generally in an advisory role to the Board of Directors and routinely make policy recommendations and keep the Board apprised of Executive Committee actions and decisions. In between meetings of the Board of Directors, the Executive Committee at its discretion, shall have authority to act for the Board of Directors except with respect to: 1) approval or removal of Board Members; 2) the amendment of the Articles of Agreement; 3) the amendment or repeal of these By-laws or the adoption of new By-laws; 4) the hiring and dismissal of the President; 5) the adoption of the annual budget; and 6) the amendment or repeal of any decision of the Board of Directors. In the event that the President is not in a position to fulfill their responsibilities, the Executive Committee will utilize its decision making authority to implement an executive succession plan which may include managing the day to day affairs of the Association for as long as is necessary to reestablish long-term management capacity and personnel. The direct responsibilities of the Executive Committee will include oversight of organizational Risk Management, Safety and Personnel. Its personnel responsibility will be the recruitment and oversight of the President (with direct supervision generally accomplished through the Chair) and facilitating the annual performance assessment of the President, with the input of the full Board. Authority to hire and/or to dismiss the President rests with the full Board. The Executive Committee shall meet no fewer than four times a year, shall keep regular minutes of its actions and proceedings, shall keep the full Board informed of its proceedings and decisions, and provide meeting minutes to the full Board when those minutes are approved.

ARTICLE VIII COMMITTEES

The Board Chair, in consultation with the President, shall appoint committee Chairs from members of the Board of Directors. The Committee Chairs, in consultation with the Board Chair and President, shall in turn appoint committee members. Committee Chairs and committee members are subject to annual appointment. A majority of committee members shall constitute a quorum at any committee meeting. The action of the majority of the committee members present at any meeting at which there is a quorum shall be the action of the committee. All committee actions are subordinate to those of the Board of Directors and may be subject to the review and approval action of the full Board. In addition to the Executive Committee, the standing committees are:

- A. GOVERNANCE COMMITTEE. The Governance Committee shall support organizational growth and effectiveness and recommend persons to fill Board and Officer positions. It shall also review the By-laws and ensure that all organizational policies are reviewed by the Board, or the appropriate committees, at a minimum frequency of every two years. It will facilitate a Board performance self-assessment every two years.
- B. FINANCE COMMITTEE. The Finance Committee shall establish the financial structure to maintain sound fiscal policy. It shall also be responsible for supervising the management of all investments, including endowment and trust funds of NH LAKES. In lieu of an Audit Committee (although one may be created), the Finance Committee shall oversee the annual review or audit of NH LAKES's financial statements and financial policies, practices and procedures and facilitate the Board's annual review of the IRS Form 990.

C. FUND DEVELOPMENT COMMITTEE. The Fund Development Committee shall oversee shall oversee, on behalf of the Board and in conjunction with the staff, growth in membership and the raising of funds necessary to meet NH LAKES' on-going and long-term goals.

The Board may also establish additional committees deemed necessary to achieve the mission of NH LAKES. The committees shall perform functions described above or as further defined by the Board of Directors. All members of NH LAKES committees must be members- in-good-standing (paid up, current members) of NH LAKES – a requirement that can be waived by the Board Chair or President, in special circumstances.

Ad-hoc (i.e., temporary) committees and working groups may be created by the Board or by the Executive Committee on recommendation of the Chair. Committee Chairs may in turn create sub-committees or working groups but all decisions made by such groups are subordinate and subject to the review and approval of that respective committee.

ARTICLE IX INDEMNIFICATION

NH LAKES shall maintain Directors and Officers Liability Insurance Coverage, and indemnify and hold harmless all past and present Directors and Officers against any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in their capacity as a Director, Officer, or employee (except in cases involving willful misconduct).

ARTICLE X AMENDMENTS

These By-laws may be amended at any duly called meeting of the Board of Directors by a vote of two-thirds of the Directors present.

ARTICLE XI DISSOLUTION

In the event of dissolution, and after payment of all appropriate obligations, any remaining assets of NH LAKES shall be distributed to a nonprofit, charitable, environmentally-oriented organization having the same or similar purpose as NH LAKES.

Amended: Board Meeting June 27, 2018
Board Meeting November 18, 2015
Board Meeting November 15, 2013
Annual and Board Meetings June 12, 2013
Board Meeting January 15, 2011
Board Meeting March 13, 2008
Board Meeting January 19, 2006
Annual Meeting June 18, 2005
Board Meeting January 11, 2003
Board Meeting May 16, 2002
Board Meeting September 20, 2001
Annual Meeting 1997
Annual Meeting September 10, 1994
Annual Meeting October 10, 1992