

BY-LAWS OF THE LAKE DUNMORE FERN LAKE ASSOCIATION, INCORPORATED

Article I—Mission

The mission of the Lake Dunmore Fern Lake Association, Incorporated, hereinafter the “Association,” is to protect and enhance the natural vitality of Lake Dunmore and Fern Lake while preserving the recreational and lifestyle interest of the Lakes’ community. In so doing, the Association protects the Lakes’ value as a public recreational facility and respects the interests of property owners and the public.

Article II--Activities to Support the Mission

Specific activities to support the Association’s mission may include:

- Enhancement of water quality through a) testing, b) educational programs for members and the public, and c) control and elimination of native and non-native aquatic plants and animals that may be harmful to Lake Dunmore and Fern Lake, including but not limited to Eurasian milfoil, water chestnuts and zebra mussels;
- Water safety guidance for all seasons and all users of the Lakes;
- Promotion of mosquito control to enhance the health and welfare of the Lakes' community and the region's recreational value; and
- Similar programs consistent with the Association’s mission.

In carrying out its mission, the Association also may:

- Receive, accept gifts of, take by bequest, or otherwise own tangible personal and real property including money in investment securities to be invested and distributed to assist the Association in pursuing its goals; and
- Engage in any lawful activity or activities for which non-profit corporations or associations may be organized under the Vermont Non-Profit Corporation Act.

However, in no event shall any of the assets or property of the Association or the proceeds of any of these assets be distributed to any Member or Members of the Association either for reimbursement of a sum contributed or donated by such Members.

If the Association were to dissolve or if the Association were to cease to carry out its mission as set forth in this Article II and Article I above, all of the Association’s property or assets shall go to and be distributed exclusively for a charitable purpose to be selected by its Board of Trustees, such purpose to be within the scope and meaning of the applicable regulations of Section 501 (c) (3) of the Internal Revenue Code. This procedure is further described in Article XIII below.

Article III—Structure

The Association:

- Shall be a non-profit, non-political, charitable and educational organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986;
- Have no capital stock and shall be composed of Members rather than stockholders; and
- Shall be managed by a Board of Trustees.

Article IV—Membership

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Revised and Adopted July 11, 2022

1. Membership in the Association shall be open to any person who supports the mission and goals of the Association. There are four categories of membership:
 - Residential Members shall consist of persons owning real estate abutting the shores of Lake Dunmore or Fern Lake or who have deeded access to those lakes and who use that property primarily for residential purposes. This category also includes persons who own undeveloped property not zoned for commercial use abutting the shores of Lake Dunmore or Fern Lake.
 - Commercial Members shall consist of persons who use Lake Dunmore or Fern Lake as part of their business activities or who either own real estate abutting the shores of Lake Dunmore or Fern Lake or have deeded access to those lakes and use that property primarily for income producing purposes.
 - Associate Members shall consist of persons who do not meet the requirements for Residential or Commercial membership. Associate Members shall have all the rights, privileges and responsibilities of other members except the right to vote at any Annual or Special Meeting of the membership. An Associate Member can be granted voting rights if nominated by a Member of the Board of Trustees and approved by the Board at a regular or special meeting by two-thirds (2/3) vote of the Board members present and voting.
 - Special Members shall consist of persons admitted to membership by a majority vote of the Board of Trustees. Special Members shall not have the right to vote at any Annual or Special Meeting of the membership.
2. When property abutting or with deeded access to Lake Dunmore or Fern Lake is held by a trust, life estate, limited liability corporation, or similar legal entity, the person(s) liable for paying the taxes on that property is (are) considered to be the “owner” for purposes of Residential or Commercial membership eligibility.
3. Before becoming a Residential, Commercial, or Associate Member, an application for membership must be completed and the appropriate annual dues must be paid.

Article V—Membership Dues

1. Payment Amounts. The Board of Trustees may present a change in dues to any Annual Meeting. Approval at the Annual Meeting by a vote of the Members shall be required before any change to annual dues can be deemed approved.
2. Effective Date of Change. The effective date of any change in dues levels shall be the first day of the Fiscal Year after its approval.
3. Payment of Dues. Payment of dues by a Member is required in order to be in good standing. Membership dues are for the calendar year, January 1 thru December 31. Dues payment is expected prior to the start of the summer season, i.e., the period beginning with Memorial Day each year. Current membership status will be recognized by the delivery of a membership dock tag at or immediately following the Annual Meeting or once the dues payment has been processed, whichever comes later.
4. Resignation. Any Member may resign membership by giving written notice of resignation to the Secretary. Such resignation shall be effective upon written acknowledgement of the resignation by the Secretary. In addition, any Member who fails to pay his or her pertinent annual dues before the commencement of each Annual Meeting shall be deemed to have resigned as of that date.

Article VI—Meetings of Members

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1. Notice. Unless changed by majority vote of the Board of Trustees, the Annual Meeting shall be held the first Monday following the Fourth of July each year at seven (7) o'clock p.m. at the Salisbury Congregational Church. Notice of any change to the Annual Meeting date, time, or place shall be posted on the Association's website and, in addition thereto, shall be mailed to each Member, at the address in the Association's records, at least ten (10) days prior to the Annual Meeting.
2. Mailed. The word "mailed" as used in these By-Laws shall include the use of the United States Postal Service or similar delivery service, telephonic communication, and electronic communication. The Board of Trustees shall use due diligence to ensure that all Members receive all appropriate communications.
3. Special Meetings. Special Meetings may be called at any time by the President, Executive Committee, or by thirty-five (35) Members in good standing who sign, date, and deliver to the President or Secretary a written demand for a Special Meeting. The demand calling for the meeting must describe the purpose(s) for which the Special Meeting is to be held. A notice setting forth the date, time, place, and purpose(s) of any Special Meeting shall be mailed to each Member at the address in the Association's records at least ten (10) days prior to the Special Meeting. Business at any Special Meeting shall:
 - Be limited only to that which is stated in the meeting notice; and
 - Not include modification to these By-Laws, modification to dues, nor election of Trustees.
4. Quorum. A quorum (defined as the minimum number of Members who must be present in order for business to be conducted at a meeting of the Association) is established as follows:
 - For a Special Meeting, the presence of seventy-five (75) Members in good standing (or 20% of the total membership of the Association, whichever is greater).
 - For the Annual Meeting, the presence of thirty-five (35) or more Members in good standing at the time of such Annual Meeting.
5. Voting. Each Residential and Commercial Member in good standing, and any Associate Member granted voting rights by the Board of Trustees, shall be entitled to one (1) vote at any Annual or Special Meeting. Where a property is jointly owned, the owners shall decide among themselves how the vote for their property will be cast. Residential or Commercial members owning more than one property are entitled to one (1) vote for each property for which annual dues have been paid. In order to vote, a Member must be present at the meeting at the time the vote is called. No Member may vote by proxy or absentee ballot. A majority vote of Members present and voting at any Annual or Special Meeting is required for any measure to be deemed passed, unless specifically required otherwise by these By-Laws.
6. Procedure. The most recent edition of Robert's Rules of Order Newly Revised shall serve as the parliamentary authority for the Association. At the discretion of the President, persons who are not Members may be allowed to speak at Association meetings.
7. Order of Business. The business to be conducted at any Annual Meeting shall be limited to:
 - Reading, correcting, and approving the minutes of the previous Annual or Special Meeting(s)
 - Receiving reports of Officers
 - Receiving reports of Committees
 - Nominating and electing Trustees
 - Modifying Association dues
 - Amending Association By-Laws
 - At the discretion of the President, receiving and discussing comments from Members

Article VII—Trustees

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1. **Membership.** The Board of Trustees shall consist of no fewer than twelve (12) nor more than fifteen (15) Members. At each Annual Meeting, Members may re-elect current Trustees whose terms have expired and/or elect any other Members as Trustees. Each Trustee shall hold office for a term lasting until the conclusion of the third (3rd) Annual Meeting after his/her election or re-election, whichever is appropriate. A Trustee may be elected to no more than two (2) consecutive terms. A former Trustee can be reelected to the Board after a hiatus of at least one (1) year.
2. **Qualification.** At the time of election, a Trustee must be a Member in good standing with the right to vote at Association Annual or Special meetings and must continue to be in good standing during the Trustee's term.
3. **Conflict of Interest and Policy Compliance.** A Trustee is expected to act in an ethical fashion and with due regard to all policies established by the Board. Consistent with this policy, each Trustee must submit annually to the Secretary a written statement that no possible conflict of interest exists between personal and/or family financial interests and the Association's interests. If a potential violation of Board policy or conflict of interest is identified, the President, with the approval of the Board, will appoint an ad hoc committee of three (3) disinterested Trustees to investigate. The ad hoc committee will provide a timely written report of their findings and recommendations to the Board, who then will be responsible for implementing corrective action, if any.
4. **Vacancy.** Any vacancy in the Board of Trustees by reason of death, resignation, or other cause shall be filled by the remaining Trustees choosing a Member in good standing to serve as Trustee until the next Annual Meeting. That period of service as a Trustee shall not count toward the limit of two consecutive terms described in Article VII paragraph 1 above.
5. **Meetings.** The President shall schedule at least four (4) Board of Trustees meetings in the 12-month period between Annual Meetings of the Association. The first of those Board meetings shall be held no more than thirty (30) days after the Annual Meeting. At that first meeting, in addition to any other Board business, Officers shall be elected and committees established. If notice is mailed to each Trustee at least five (5) days in advance, a special meeting may be called by the President or by any five (5) Trustees. A majority of the Trustees shall constitute a quorum. Meeting attendance by electronic means shall be permitted. Action by the Board of Trustees also may be taken without an actual meeting pursuant to 11A V.S.A. § 8.21 (written consents and waivers by each Trustee).
6. **Resignation.** Any Trustee absent from three (3) consecutive meetings without "good cause" may, at the President's discretion, be considered to have resigned. "Good cause" shall be any reason for which absence is excused by the President. However, a Trustee terminated under this provision may appeal within 30 days to the Board of Trustees for reconsideration under Article VII paragraph 7. below.
7. A Trustee may be removed from office at any regularly scheduled or special meeting with the approval of two-thirds (2/3) of the Trustees present and voting at the meeting. However, before any such consideration by the Board, each Trustee must be mailed notice of the proposed action at least ten (10) days in advance.
8. **Compensation.** Members of the Board generally shall not be compensated for their time and efforts as Trustee. However, with approval of the Board, reasonable compensation may be paid to a Trustee for "extraordinary" services in support of the Association's mission and/or goals. The Board has full and complete discretion in determining what services meet the "extraordinary" standard. In addition, the Board may authorize payment to any Trustee for actual and necessary expenses incurred while on Association business.

Article VIII—Officers

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The Association's Officers shall consist of a President, First Vice President, Second Vice President, Treasurer, and Secretary. Officers shall be members of the Board of Trustees. Officers shall serve for a term of two (2) years or until their successor is elected and for no more than two (2) consecutive terms in that position. This provision does not preclude a former Trustee, if reelected to the Board after a one (1) year hiatus, from serving in any Officer position. Officers can be removed from their position at any regularly scheduled or special meeting of the Trustees with the approval of two-thirds (2/3) of the Trustees present and voting at the meeting. However, before any such consideration by the Board, each Trustee must be mailed notice of the proposed action at least ten (10) days in advance. Should an Officer position become vacant, the Trustees shall elect a successor within thirty (30) days, a special meeting being called for that purpose, if necessary.

1. **President.** The President shall preside over all meetings of Members, as well as meetings of the Board of Trustees. The President also shall have general charge and control of the Association's affairs, subject to the approval of the Board of Trustees and the Executive Committee. The President is responsible for communications with the public, news media, and other organizations concerning all matters of Association policy. The President, or the President's designee, shall sign all contracts, deeds, and other instruments made by the Association. The President shall assign one Trustee to be the Association's parliamentarian. The President shall assign one Trustee to serve as the liaison to legislative information of interest to the Association. The President shall be an ex-officio member of all Association committees except for the Nominating or any ad hoc investigation committees. If, at the end of the President's term in office, he or she would no longer be a Trustee, the outgoing President also shall be an ex officio Trustee for one additional year.
2. **First Vice President.** The First Vice President shall serve as and perform the duties of the President in the absence of the President.
3. **Second Vice President.** The Second Vice President shall serve and perform the duties of the First Vice President in the absence of the First Vice President.
4. **Treasurer.** The Treasurer shall collect and process dues payments. The Treasurer shall be responsible for keeping the Association's money (e.g., receipts, dues, donations, earned interest) and valuables in such bank(s) as the Trustees may designate. In accordance with policies established by the Board, the Treasurer shall disburse such money to pay the Association's proper expenses. The Treasurer shall maintain tax records in compliance with Internal Revenue Service regulations. The Treasurer shall provide financial statements to the Board at such times required by the President. The Treasurer shall present a financial statement to the Members at the Annual Meeting. The Treasurer shall gather materials and arrange for yearly independent auditing of the Association's accounts.
5. **Secretary.** The Secretary shall be responsible for the custody of all Association records, papers, reports, and documents. In addition, the Secretary shall be responsible for keeping and reporting the minutes of all Association and Board of Trustees meetings. The Secretary may, as directed by the President, sign any legal documents and/or State and Federal forms in the name of the Association. The Board may appoint an Executive Secretary to assist the Secretary in performing these and any other duties. Remuneration for the Executive Secretary will be determined by the Board.

Article IX—Committees

The Association shall have the committees set forth in this Article. Unless otherwise specified in these By-Laws (1) the Chair of each committee shall be a Trustee who will be appointed to that position by the President with the approval of the Board of Trustees and (2) with advice from each committee Chair, the President shall appoint other Trustees or Members to each committee as needed to accomplish committee functions. In addition to the specific duties set forth for each committee, the President may assign other temporary responsibilities as deemed necessary.

1. Executive. The Executive Committee shall consist of the Association's Officers. The President shall Chair the Executive Committee and shall call meetings at the President's sole discretion. A quorum for Executive Committee meetings shall be four (4) Officers. The President's vote breaks any Executive Committee tie vote. Subject to ratification by the Board of Trustees, the Executive Committee shall have the power, between Board meetings, to manage and direct the Association's affairs and may exercise all the powers of the Board of Trustees under applicable statutes, the Association's Articles of Incorporation, and these By-Laws.
2. Aquatic Invasive Species. The Aquatic Invasive Species Committee shall oversee all aspects of the Association's aquatic invasive species prevention and control efforts. Specifically, the committee shall make milfoil eradication program policy and procedural recommendations to the Board and budgetary recommendations to the Finance Committee.
3. Communications. The Communications Committee shall maintain and monitor the Association's website; prepare, edit, and distribute newsletters; edit and arrange for publishing the Association's biennial Handbook and Directory; and answer general questions from the public about Association activities.
4. Finance. The Finance Committee shall consist of three (3) Trustees, one of whom shall be the Treasurer. The duties of the Finance Committee shall be to propose the annual budget for the Association and to develop the overall financial strategy for the Association, including for major fundraising campaigns approved by the Board.
5. Insect Control. The Insect Control Committee shall act as the liaison for mosquito control issues between the Association and the Otter Creek Watershed Insect Control District and the towns of Leicester and Salisbury.
6. Investment Advisory. The Investment Advisory Committee shall consist of five (5) members. Annually, one member of the committee will be replaced with a new member. In accordance with policies established by the Board, the Investment Advisory Committee shall make recommendations to the Board regarding investing and managing the Association's endowment fund and other financial resources.
7. Membership. The Membership Committee shall maintain a database of Members and owners of property eligible to become Members; actively recruit new Members from among those eligible to join the Association; collect and process dues payments; annually procure and distribute dock tags to current Members; and compile membership information for publication in the biennial LDFLA Handbook and Directory.
8. Nominating. The Nominating Committee shall consist of three (3) Trustees, who shall submit recommendations to the Board of Trustees for prospective Trustees to fill vacancies on the Board. To the extent possible, prospective Trustees shall be drawn from members of the various LDFLA committees. Prospective Trustees approved by the Board of Trustees will be presented at the next Annual Meeting for election by the membership.
9. Social. The Social Committee shall organize and supervise all aspects of the Association's annual picnic, including the fundraising auction held in conjunction with the picnic.

10. Water Quality. The Water Quality Committee shall monitor both lakes for pollutants via regular sampling and testing. When elevated levels of undesirable substances are found, the Committee will recommend strategies for eliminating pollutant sources, seeking resources from outside the Association when possible.
11. Water Safety Committee. The Water Safety Committee shall prepare and deliver, at its discretion, appropriate water safety publications, training programs, and public awareness programs.
12. Other. With the approval of the Board of Trustees, the President may appoint other ad hoc committees as deemed necessary. The appointed Chair for such ad hoc committees need not be a Trustee.

Article X—Amendments

As set forth in Article VI paragraph 7. hereinbefore stated, any proposed changes to these By-Laws shall occur only at the Annual Meeting of the Membership. The text of any proposed changes to these By-Laws shall be mailed to each Member at the address in the Association's records at least ten (10) days prior to the Annual Meeting. Approval of any amendments to these By-Laws shall be accomplished by a two-thirds (2/3) vote of the Members present and voting at the Annual Meeting.

Article XI—Political Activity

The Association shall neither use its name nor monies in any political activity in support of or in opposition to any candidate for public office. The Association may inform public officers of its positions on matters directly relevant to the Association's mission. Nothing in this Article shall be construed as a limitation on any Member's exercise of constitutional rights.

Article XII—Nondiscrimination

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, sex, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

Article XIII—Dissolution

As noted in Article II above, under certain circumstances the Association may be dissolved.

The Board of Trustees, with a two-thirds (2/3) vote of all Trustees, may recommend that the Association be dissolved. The matter of dissolution must then be presented, with notice mailed to all Members at least (10) days in advance, to a Special Meeting of the Association. A two-thirds vote of the Members present and voting shall be required to sell or mortgage any of the Association's assets not in the regular course of business or to dissolve the Association.

Upon dissolution, any assets remaining after payment of or provision for the Association's debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Association shall inure to the benefit of or be paid or distributed to an Officer, member of the Board of Trustees, any other Member, employee of, or donor to the Association.

Article XIV--Miscellaneous Provisions

1. Indemnification. The Association shall indemnify any Board member or Officer who was, is or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.
2. Fiscal Year. The records and accounts of the Association shall be maintained beginning as of each January 1 and ending on the following December 31.
3. Mailing Address. The mailing address for official written communication with the Association through the United States Postal Service shall be P. O. Box 14, Salisbury, VT 05769.