

**BY-LAWS OF THE
LAKE HORTONIA PROPERTY OWNERS' ASSOCIATION, INC.
Revised 09/04/2022**

Article I - Mission

The mission of the Lake Hortononia Property Owners' Association, Inc., hereinafter the "Association", is to better the conditions on Lake Hortononia, Vermont, including, but not limited to, aiding in the management and control of aquatic plant and non-plant species in the waters of Lake Hortononia; encouraging neatness and cleanliness of the shores of Lake Hortononia; supporting a viable fish population; maintaining close contact with the Vermont Fish & Wildlife Department and Vermont Department of Environmental Conservation; and augmenting such conditions as will make Lake Hortononia an ideal place for living and recreation. In so doing, the Association will protect Lake Hortononia's value as a public recreational facility and respect 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 testing, providing educational programs for members and the public, and controlling and eliminating non-native aquatic plant and non-plant species that may be harmful to Lake Hortononia, including but not limited to Eurasian milfoil, water chestnuts, and zebra mussels.
- Encouraging safe and considerate use of the Lake.
- Additional 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.
- Engage in lawful activities consistent with the provisions of 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.
- Shall have no capital stock and shall be composed of Members rather than stockholders.
- Shall be managed by a Board of Trustees.

Article IV - Membership

1. Membership in the Association shall be open to any person 18 years of age or older who supports the mission and goals of the Association and who owns real property on or adjacent to the shores of or with right of way to Lake Hortonia (a "Property"). With the owner's permission, up to two (2) additional Memberships per Property shall be available to family members who are not owners. These additional Memberships shall have all the rights, privileges, and responsibilities as the Property owners.
2. Before a person can become a Member, the appropriate annual dues must be paid.

Article V - Membership Dues

1. **Dues Assessment.** Dues are assessed per qualified Property. A single dues payment per qualified Property covers one or more Memberships allowed under Article IV-Membership, Section 1.
2. **Payment Amounts.** The Board of Trustees, or the Membership by motion, may present a change in dues at any Annual Meeting of Members. Approval at the Annual Meeting by a majority of votes cast shall be required before any change to annual dues can be deemed approved.
3. **Effective Date of Change.** The effective date of any change in dues levels shall be the first day of the Fiscal Year (January 1) after its approval.
4. **Payment of Dues.** Membership dues will be solicited at the beginning of each calendar year and will not be prorated.

Article VI - Meetings of Members

1. **Place and Time.** Meetings of Members shall be held at such place and time as the Trustees may designate which is mutually satisfactory to the Board. That information will be communicated to the Members in the notice of the Meeting. The Annual Meeting shall be held during the summer between July 1 and September 30. Another meeting, to be known as the Spring Meeting, shall be held around Memorial Day.
2. **Notice.** Notice setting the time and place of Annual or Spring Meetings shall be mailed to each Member at the address in the Association records at least ten (10) days prior to the Meetings.
3. **Mailed.** The word "mailed" as used in these Bylaws 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. The address listed in the Association records will be used.
4. **Special Meetings.** Special Meetings may be called at any time by the President or by any five (5) Trustees upon giving five (5) days' notice to each Trustee. The demand calling for the meeting must describe the purpose or purposes for which the Special Meeting is to be held. A notice setting forth the time, place, and purpose(s) of any Special Meeting shall be mailed to each Member at least five (5) days prior to the Special Meeting. Business at any Special Meeting shall:
 - a. Be limited to that which is stated in the notice.
 - b. Not include modification to these Bylaws, modification to dues, nor election of Trustees.
5. **Quorum.** A quorum is the number of Members in attendance.
6. **Voting.** One (1) Member per Property shall be entitled to vote at Meetings. Owners of multiple qualified Properties, who elect to pay dues for such a Property, shall be entitled to an additional vote for each such Property. For Association Meetings at which more than one Member per Property is present, the Members present associated with the Property must select the Member to vote and cast only one vote on behalf of each owned Property.
7. **Approval.** A majority of votes cast at any Meeting is required for approval of any measure, unless specifically required otherwise by these Bylaws.

8. **Procedure.** The most recent revised edition of Robert’s Rules of Order shall be in force at any Association Meeting. The President has the discretion to recognize persons who are not Members to speak.
9. **Voting by Proxy.** Voting by proxy is not allowed except for election of Board Members, changes to the Association Bylaws, and dissolution of the Association and related disposition of Association assets. The person granting a proxy and the person to whom the proxy is granted must be current Members of the Association with the right to vote. Proxies must be received by the Secretary of the Association or other person designated by the President prior to voting who will confirm that the person granting the proxy and the person to whom the proxy is granted are both current Members and eligible to vote. Proxies can only be executed for a specific meeting and can be “limited”, requiring a vote as directed, or “general”, allowing the person granted the proxy to vote as they decide. The maximum number of proxies brought to a meeting by an attending Member is three (3). Use of a proxy must be initiated by the Member unable to attend a meeting. The solicitation of proxies from a Member by another Member is not allowed.
10. **Order of Business.** The business to be conducted at any Annual, Spring or Special Meeting of the Members shall be as follows, insofar as is practical:
 - Reading, correction, and approval of minutes of Meeting(s) of the Members.
 - Receiving the Report of the Officers.
 - Receiving the Report of Committees.
 - Election of Trustees/Officers (only at Annual Meeting).
 - Modification of Association dues (only at Annual Meeting).
 - Modification to Bylaws (only at the Annual Meeting or the Spring Meeting .
 - Receiving the comments of Members, and discussion of the same.
 - Other business as related to the Lake and Lake community.

Article VII - Trustees

1. **Membership.** The Board of Trustees shall consist of at least nine (9) Members. They shall be elected to two (2) year terms at the Annual Meeting by a majority of votes cast. At least four (4) Trustees shall be elected in even numbered years, and the remaining Trustees shall be elected in odd numbered years. The Trustees shall subsequently elect the Officers of the Association (President, Vice President, Treasurer, and Secretary as set forth in Article VIII, Officers below.
2. **Qualification.** Each Trustee must at the time of election be a Member in good standing of the Association and must continue to be a Member in good standing during the Trustee’s term.
3. **Conflict of Interest.** A Trustee is expected to act in an ethical fashion.
4. **Vacancy.** If there is a vacancy in the Board of Trustees due to death, resignation, or other cause, the remaining Trustees shall choose a Member in good standing to serve as Trustee until the next Annual Meeting.
5. **Meetings.** The Trustees shall schedule at least one (1) Board Meeting in the 12-month period between Annual Meetings of the Association. Special Board Meetings may be called by the President at any time, or by any one (1) Trustee, with the concurrence of four (4) other Trustees, by giving five (5) days’ notice by mail to each Trustee. A majority of the Trustees shall constitute a quorum. Participation by electronic means shall be permitted. Voting shall also be permitted via electronic means, but only in the event said Trustee also participates in discussion and/or presentation regarding the matter(s) at issue. Action by the Board of Trustees may also be permitted without the actual meeting pursuant to Vermont Statute 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 thirty (30) days to the Board of Trustees for reconsideration under Paragraph VII(7) below.

7. **Termination.** A Trustee may be removed from office at any Board Meeting with the approval of two-thirds (2/3) of the Trustees. However, before any such consideration by the Board, each Trustee must be given five (5) days' notice by mail of the proposed action.
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

The Association's Officers shall consist of the President, Vice President, Secretary and Treasurer. Officers shall be members of the Board of Trustees. Each shall be elected for a one (1) year term by majority vote of the newly formed Board of Trustees and shall remain eligible for reelection to subsequent one-year terms. Election shall occur at a Board Meeting to be held as soon as practical after the Annual Meeting at a place and time convenient to the Trustees. The Board of Trustees shall use due diligence to ensure that the Association Membership is informed of the results of the election of Officers in a timely manner.

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.
1. **Vice President.** The Vice President shall preside at all meetings and shall serve as and perform the duties of the President in the absence of the President.
2. **Secretary.** The Secretary shall be responsible for the custody of all of the Association's records, papers, reports and documents. In addition, the Secretary shall be responsible for keeping and reporting Minutes of all Association and Board Meetings. The Secretary may, as directed by the Board of Trustees, sign any legal documents and/or State and Federal forms in the name of the Association.
3. **Treasurer.** The Treasurer shall be responsible for the keeping of the Association's money and shall disburse all monies and valuables of the Association in such bank or banks as the Trustees may designate. 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 as requested by the President and at the Annual Meeting. All checks disbursements of \$500 or more shall require a supporting written concurrence from any Trustee.

Article IX - Committees

The Officers of the Association shall comprise the Executive Committee of the Board of Directors. The president serves as Chair. The purpose of the Committee is to partner with the President by assisting in the management of the Board and steering the Board toward responsible leadership of the Association. Meetings of the Committee will be held between Board Meetings by and at the discretion of the President. The Executive Committee may be empowered to act in the Board's place between Board Meetings, subject to the Board's instructions.

The President may appoint other committees as deemed necessary. Chairs of committees who are not Trustees will become non-voting, ad hoc members of the Board.

Article X - Amendments

The text of proposed changes to these Bylaws must be mailed to all Members together with notice of the Spring or Annual Meeting. Proposed changes that are considered by the Board to be editorial or clarification in nature are excluded from this requirement.

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 their constitutional rights.

Article XII - Nondiscrimination

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, sex, age, disability, sexual orientation, gender identity, 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 may recommend that the Association be dissolved. Such a recommendation must be approved by a two-thirds (2/3) vote of the Trustees. The matter of dissolution must then be presented, with adequate notice, to a Meeting of the Association. A Two-thirds (2/3) of the votes cast 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, except that the Association shall not indemnify the gross negligence of any Board Member or Officer.
2. **Fiscal Year.** The records and accounts of the Association shall be maintained beginning each January 1 and ending the following December 31.
3. **Mailing Address.** The mailing address for official written communication with the Association through the Postal Service shall be PO Box 116, Orwell, VT 05760. The address to be used for delivery of items that are not deliverable through Postal Service PO Box shall be 92 Walker Grove, Sudbury, VT 05733. Either address may be revised by the Board as necessary.

APPENDIX

Motion and Voting Procedures for Membership Meetings

Association Membership Meetings are open to anyone wishing to attend. At the Chair's discretion and upon subsequent recognition by the Chair, anyone attending the meeting may make statements, ask questions, and participate in discussions. However, making, seconding, discussing, and voting on motions, is limited to Members. Although multiple Memberships are allowed per Property, only one vote per Property is permitted.

For Association Meetings at which more than one Member per Property is present, the Members present associated with the Property must select the Member to vote and cast only one vote on behalf of that Property. Owners of multiple Properties, who elect to pay dues for any such additional Property, shall be entitled to an additional vote for each such Property.

The customary voting method is by voice vote. Alternatively, the Chair may direct a counted hand or standing vote. A motion for a counted hand or standing vote may also be made, seconded, and voted upon by the Membership. Such determination by the Chair or by Membership motion may include a requirement that a method to identify authorized voters, such as a hand-held card, be utilized. Such procedures should be considered in circumstances when the outcome of a vote is expected to be close, is not easily determined, or if there is concern about the casting of unauthorized votes.

A vote by secret ballot may be directed by the Chair or by Member motion when voter confidentiality is desired.

The decision to utilize an alternative voting method may occur before or after a vote is conducted, but must be made before the meeting is adjourned.