

BY-LAWS OF THE LAKE HORTONIA PROPERTY OWNERS' ASSOCIATION, INC.

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 eradication of weeds in the waters of Lake Hortononia; encouraging neatness and cleanliness of the shores of Lake Hortononia; preserving the fish; maintaining close contact with the Vermont Fish and Wildlife Department; and augmenting such conditions as will make Lake Hortononia an ideal place of 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 (a) testing, (b) providing educational programs for members and the public, and (c) controlling and eliminating non-native aquatic plants that may be harmful to Lake Hortononia, including but not limited to Eurasian milfoil, water chestnuts and zebra mussels;
- Water safety guidance for all seasons and all users of the Lake;
- 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;
- Engage in any lawful activity or activities for which non-profit corporations or associations may be organized under 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

1. At the Annual Meeting, with the advice of the Board of Trustees, the homeowners shall establish annual dues for membership.
2. Before becoming a Member, the appropriate annual dues must be paid.
3. Membership in the Association shall be open to any person 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. Said persons shall constitute the Voting Members of the Association. In these Bylaws, the word “Member” hereinafter means “Voting Member” unless preceded by the word “Associate.” Associate Members shall consist of persons who do not meet the requirements of voting membership. Associate Members shall have all the rights, privileges and responsibilities of a Member except the right to vote at annual or special meetings. An Associate Member can become a Voting Member if nominated by a Member of the Board of Trustees and approved by the Board at a regular or special meeting by a majority vote of the Board Members present and voting.

Article V—Membership Dues

1. Payment Amounts. The Board of Trustees may present a change in dues at any Annual Meeting. Approval at the Annual Meeting by a majority vote of the attending 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. Membership dues will be solicited at the beginning of each calendar year. Current Membership status will be recognized by the delivery of a receipt after the dues payment has been processed.
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

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 on or about Labor Day. Another meeting shall be held on or about Memorial Day.
2. Notice. Notice setting the time and place of such Annual Meeting shall be mailed or emailed to each Member at the address in the Association records at least ten (10) days prior to the Annual Meeting.
3. 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.
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 the address in the Association’s records 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; and
 - b. Not include modification to these Bylaws, Modification to dues, nor election of Trustees.
5. Quorum. A quorum is established by the attending property owners.
 6. Voting. Each property shall be entitled to one (1) vote at any Annual or Special Meeting. A majority vote of Members present and voting at any Annual or Special Meeting is required for any measure, unless specifically required otherwise by these Bylaws.
 7. 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 part of any Association membership category to speak.
 8. Order of Business. The business to be conducted at any Annual or Special Meeting of the Members shall be as follows, insofar as is practical:
 - Reading, correction and approval of minutes of previous Annual or Special Meeting(s) of the Members.
 - Receiving the Report of the Officers.
 - Receiving the Report of committees.
 - Election of Trustees/Officers (only at Annual, but not at Special, Meetings);
 - Modification of Association dues (only at Annual, but not at Special, Meetings);
 - Modification to Bylaws (only at the Annual Meeting before Labor Day, or the meeting before Memorial Day);
 - Receiving the comments of Members, and discussion of the same.

Article VII—Trustees

1. Membership. The Board of Trustees shall consist of the four Officers (the President, Vice President, Treasurer, and Secretary) and at least five additional Members. They shall be elected at the Annual Meeting by majority vote of the Members present. The President, Treasurer and at least two Trustees shall be elected in even numbered years, and the Vice President, Secretary and remaining Trustees shall be elected in odd numbered years.
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. 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.
5. Meetings. The Trustees shall schedule at least 1 (one) meeting in the 12-month period between Annual Meetings of the Association. Special 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 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 Paragraph VII(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 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. Any Meeting to establish committees, shall be held no later than thirty (30) days after the Annual Meeting. Officers shall be elected as set forth in Article VII(1), above.

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.
2. 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.
3. 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 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.
4. 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 check disbursements of \$500 or more shall require two authorized signatures.

Article IX—Committees

The President may appoint committees as deemed necessary.

Article X—Amendments

The text of any proposed changes to these By-Laws must be mailed or emailed to all Members together with notice of 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 may recommend that the Association be dissolved. Such a recommendation must be approved by a two-thirds (2/3) vote of all Trustees. The matter of dissolution must then be presented, with adequate notice, to a Special Meeting or Annual Meeting of the Association. A two-thirds (2/3) vote of the membership 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 Officer.
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 Postal Service shall be 92 Walker Grove, Sudbury, VT 05733.