PARKER POND ASSOCIATION, INC

By-Laws

[As Amended July 11, 2015]

ARTICLE 1
Name and Location

The name of the Corporation is PARKER POND ASSOCIATION, INC. ("the Corporation"), and it shall be located and have its principle place of business in the Town of Mt. Vernon, Maine.

The Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

ARTICLE 2
Purpose

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The nature of the activities to be conducted, or the specific purposes to be promoted or carried out by the Corporation, are as follows:

1) To care for the natural resources and beauties of Parker Pond; and

2) To own, maintain and operate the dam at the Parker Pond outlet stream.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 3
Membership

The membership of the Corporation shall consist of (2) two classes, Voting Member and Friends of the Pond. Voting members and Friends of the Pond must pay dues. Honorary members do not need to pay dues.

Sec.3.1. Voting Member - Persons may qualify as a Voting Member in any one of five ways:

Sec. 3.1.1. Owner Member – To qualify as an Owner Member, a person of the age of at least 18 years must own (either as an individual or as part of an entity) property within 1000 feet of Parker Pond, or hold a deeded right of way giving access to said Parker Pond, or lease waterfront property on Parker Pond. Joint owners of such property qualify as Owner Members as long as they each pay dues.

Sec.3.1.2. Relative Member - Close relatives, of the age of at least 18 years, of Owner Members may also be Voting Members. Close relatives include spouses, parents or grandparents, children or grandchildren, and siblings of Owner Members.

Sec.3.1.3. Officer Member – All elected Officers of the Corporation shall be Voting Members.

Sec.3.1.4. Sponsored Member – An Owner Member may sponsor, as Voting Members, up to two persons per year that the Owner Member believes would be valuable members of the Corporation.

Sec.3.1.5. Honorary Member – The Board of Directors may nominate and the Voting Members may grant "Honorary Membership" for special meritorious service to the Pond and the Corporation. Honorary Members shall have Voting Member rights but need not pay annual dues.

Sec.3.1.6. Any person or entity that has been a Voting Member of the corporation under any of the preceding sections shall have the right to continue as a Voting Member, regardless of status change, as long as they are not in arrears with their payment of dues and have not been expelled for cause.

Sec.3.2. Voting Member Rights and Responsibilities:

Sec.3.2.1. Voting Members shall have the right to participate fully and to vote at the Annual Meeting and other regular or special meetings, provided that the Voting Member is not in arrears in payment of dues.

Sec.3.2.2. Each Voting Member that is an entity must notify the Chair of Membership Committee as to who their voting representative shall be.

Sec.3.2.3. Voting Members may vote either in person or by proxy appointed by instrument in writing and signed by such Voting Member and granted not more than six (6) months, or such other period designated by statute, before the

meeting. The proxy shall be duly filed with the Chair of Membership Committee before any vote.

Sec.3.2.4. No person or entity shall have more than one vote regardless of membership criteria met or number of parcels of property owned.

Sec.3.3. Friends of the Pond - Friends of the Pond Members shall consist of non-Voting Members with a special interest in Parker Pond or the activities and objectives of the Corporation, but who do not qualify for or do not wish to become Voting Members. Friends of the Pond shall receive Corporation mailings and may attend meetings and serve on committees. Friends of the Pond may be elected to the Board of Directors.

Sec.3.4. Any Member may withdraw at any time by delivering notice of withdrawal in writing to the President. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A Member may be expelled for cause, after reasonable notice and opportunity to be heard, by the Board of Directors.

ARTICLE 4
Membership Dues

The Voting Members of the Corporation shall have the power to raise money for the general improvement of the property of the Corporation, in order to pay its legitimate expenses, and to pay for all lawful expenditures by dues or assessments. The dues of the Corporation and the amount of any assessment shall be recommended by the Board of Directors and voted on by the Voting Members at the Annual Meeting. The membership period shall be the calendar year. However, voting rights of Voting Members shall continue up to, but not include, the Annual Meeting of the next calendar year.

ARTICLE 5
Meetings of Members

Sec.5.1. There shall be an Annual Meeting of the Members, held at a date, time and place to be determined by the President. The Annual Meeting shall be held in one of the following four towns: Chesterville, Fayette, Mount Vernon, or Vienna. A written notice of the Annual Meeting shall be sent to the voting members at their last known address or e-mail address at least sixty (60) days prior to such meeting. A written notice of any Special Meeting shall be sent to the voting members at their last known address or e-mail address at least fourteen (14) days prior to such meeting. Supplemental notice of such meetings may be given as the President or Secretary shall deem desirable.

Sec.5.2. Special Meetings of the Members may be called upon request of the President, or a majority of the Board of Directors, or at least one fourth (1/4) of the Voting Members of the Corporation, by giving the notice provided for in Section 5.1 of this Article.

Sec.5.3. Fifteen (15) of the Voting Members of the Corporation shall constitute a quorum for the transaction of business but a lesser number may adjourn from time to time until a quorum is obtained.

Sec.5.4. Voting may be by a show of hands unless at least three (3) voting members present object, in which case voting shall be by secret ballot. When a quorum is present at any meeting, a majority of the votes properly cast by Voting Members shall decide any question.

Sec.5.5. Annual and Special Meetings of the Members may be held in whole or in part by conference call if all Members can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

ARTICLE 6
Officers

Sec.6.1. The Officers of the Corporation shall be a President; Vice President; Secretary; Treasurer; Chair of Lake-Usage, Fish and Wildlife; Chair of Communications; Chair of Dam; Chair of Invasive Aquatic Plants; Chair of Membership; Chair of Stewardship; Chair of Water Quality; Immediate Past President; and such other officers as may from time to time be deemed necessary by the Board of Directors and voted into office by the Voting Members. The Officers shall be elected by the Members at the Annual Meeting to serve for one-year terms beginning and ending on the date of the Annual Meeting. Except for the President, as specified below, there is no term limit. The Officers shall have all of the rights and responsibilities of Directors for the purposes of the Maine Nonprofit Corporation Act.

Sec.6.1.1. The President is the Chief Executive Officer of the Corporation and shall perform such duties as are customarily incidental to the office of the President of a Corporation. However, the President will work closely with and obtain the Board of Director's approval on the Corporation's business unless it is an emergency and/or requires immediate action. The President shall have the authority, jointly and severally with the Treasurer, to sign all checks, drafts, notes, deeds and other documents in behalf of the Corporation. Any payment to be made by the President in excess of five hundred dollars ($500) in amount shall have approval of the Board of Directors. The President shall appoint a Nominating Committee before the date of the Annual Meeting to submit a slate of Officer candidates for election at the said Annual Meeting. The President shall not serve for a term of more than three (3) consecutive years.

Sec.6.1.2. The Vice President shall replace the President if the President becomes incapacitated due to illness, injury or other reasons. The Vice President, in the absence of the President, shall exercise all the powers and duties of the President. The Vice

President shall be responsible for presenting an annual Long Term Plan for the Corporation to the Board of Directors for its approval.

Sec.6.1.3. The Secretary, or his/her designee, shall take and keep the minutes of all membership and Board of Director meetings, and duly record them in printed form. The Secretary shall keep a record in printed form of all written communications (including electronic mail messages and proxy records) of pertinent business conducted by Officers of the Corporation. Periodically, the Secretary shall archive all such documents toward accessibility for future reference.

Sec.6.1.4. The Treasurer shall have the care and custody of the funds and all valuable papers and documents of the Corporation, except as specified above for the Secretary. The Treasurer shall have charge of and be responsible for the collection, receipt and disbursement of the funds of the Corporation and shall have the authority, jointly and severally with the President, to sign checks, drafts, notes, deeds, and other documents on behalf of the Corporation. The Treasurer shall have such powers and duties as are customarily incidental to the office of the Treasurer of a Corporation. Any payment to be made by the Treasurer in excess of five hundred dollars ($500) in amount shall have approval of the Board of Directors. The Treasurer shall request that each of the Officers submit a budget request toward the Treasurer compiling a comprehensive annual budget for presentation to the Board of Directors for approval. The Treasurer is responsible for the timely filing of the Corporation's annual tax return and any other information requested by State or Federal tax authorities. The Treasurer will generally be responsible for fundraising activities, except that the Board of Directors may delegate all or some of those fundraising responsibilities to other individuals from time to time.

Sec.6.1.5. The Chair of the Lake-Usage, Fish and Wildlife Committee shall act as liaison between the Corporation and the Maine Department of Inland Fisheries and Wildlife and other agencies and organizations concerning lake-usage, fishing and wildlife management. The Chair shall provide information regarding boating regulations and promote boating safety as well as lake-healthy usage to prevent and/or identify sources of pollution related to lake-usage throughout the year. The Chair shall also provide information to the membership regarding fishing regulations and work with various organizations to promote the health and growth of the Parker Pond fishery and the well being of all wildlife in the watershed.

Sec.6.1.6. The Chair of the Communications Committee shall be responsible for producing and distributing periodic publications and informational material which may be shared with members of the Corporation and others. The Chair will work closely with the President and Board of Directors during this process.

Sec.6.1.7. The Chair of the Dam Committee shall be the overseer of the dam. The Chair shall be responsible for the maintenance and upkeep of the dam, have a current emergency plan and submit reports as may be required by law. The Chair shall work closely with the Board of Directors to assure that necessary support is given for the proper upkeep of the dam.

Sec.6.1.8. The Chair of the Invasive Aquatic Plant Committee shall seek financing to support personnel for the purpose of inspecting boats for invasive aquatic plants. The Chair shall also enlist volunteers, support and coordinate their efforts in the inspection of watercraft and patrolling the Pond for harmful invasive aquatic plants. The Chair shall encourage the volunteers to receive the appropriate training to do their work. The Chair shall maintain appropriate records for the purpose of evaluating the Corporation's efforts and discovering invasive aquatic plant trends. The Chair shall also inform local businesses, organizations, and individuals of the harmful effects of invasive aquatic plants and solicit their help in the prevention of these plants becoming established in the Pond.

Sec.6.1.9. The Chair of the Membership Committee shall plan and direct activities to encourage new and continuing membership in the Corporation. The Chair shall maintain a list of Members and their addresses and electronic mail addresses and periodically provide a copy of such list to the Treasurer. The Chair shall make a record of any proxies received from members toward any Annual or Special Meeting and at such meeting the Chair shall provide the actual proxies to the Secretary. All funds collected by the Chair of the Membership Committee shall be forwarded to the Treasurer from time to time.

Sec.6.1.10. The Chair of the Stewardship Committee shall be responsible to the Board of Directors for coordinating the drafting and implementation of any stewardship agreements. The Chair shall be responsible for coordinating with the Kennebec Land Trust, the State of Maine or other entities that share stewardship responsibilities with the Corporation. The Chair will coordinate stewardship activities of Corporation volunteers.

Sec.6.1.11. The Chair of the Water Quality Committee shall oversee the water quality of the Pond and work in concert with Corporation volunteers, the Volunteer Lake Monitoring Program (VLMP), the Maine Department of Environmental Protection (DEP), or other entities to monitor and strive to maintain water quality excellence.

Sec.6.1.12. The immediate Past President shall be a voting member of the Board of Directors but shall not have any specified duties.

ARTICLE 7
Board of Directors

Sec.7.1. The Board of Directors shall consist of the Corporation's Officers and shall have the authority to manage all affairs of the Corporation. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the

State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Sec.7.2. Any Officer may be removed for just cause. Said removal shall occur only at a Special Meeting of the Board of Directors called expressly for that purpose, and upon a three quarters (3/4) vote of those disinterested Directors present in person or by conference call. The notice of such meeting shall specifically set forth the business to be transacted at the meeting. The Officer considered for removal shall be given an opportunity to be present and to be heard at said meeting. Each member of the Board of Directors is expected to regularly attend scheduled meetings; failure to attend meetings may constitute cause for removal.

Sec. 7.3. Any vacancy on the Board of Directors by whatever means shall be filled by the Board of Directors and each Officer so appointed shall hold office until the next Annual Meeting.

Sec.7.4. The Board of Directors may hold its meetings at such places as it from time to time determines. Meetings of the Board of Directors may be held in whole or in part by conference call if all Officers can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

Sec.7.5. Meetings of the Board of Directors may be called from time to time by the President or by a majority of the Board on twenty-four (24) hours notice by telephone, mail, electronic mail or otherwise.

Sec.7.6. A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board but a lesser number may adjourn from time to time until a quorum is obtained. At all meetings of the Board of Directors, a majority vote of those present shall be decisive regarding all questions brought up at the meeting, except as may be otherwise provided by law.

Sec.7.7. Any action which might be taken at a meeting of the Board of Directors or of a committee of Officers, may also be taken without a meeting if all of the Officers, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of meeting, as the case may be, and shall have the same effect as a unanimous vote. An electronic mail communication shall have the effect of a written consent.

Sec.7.8. Any Officer may resign at any time by giving written notice to the President. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

Sec.7.9. At least once every three years the Board of Directors shall form a committee to review these By-Laws for the purpose of ensuring their relevance to current conditions.

ARTICLE 8
Amendments

These By-Laws may be altered or amended at any Annual Meeting of the Members by an affirmative vote of two-thirds (2/3) of the Voting Members present in person, by conference call, or by proxy. These By-Laws also may be altered or amended at any Special Meeting of the Members by an affirmative vote of two-thirds (2/3) of all the Voting Members whether present in person, by conference call, or by proxy. Written notice of such proposed alteration or amendment, containing the subject matter of such proposed alteration or amendment, shall be sent to each member at least fourteen (14) days in advance of the date of the meeting at which the proposed alteration or amendment will be considered.

ARTICLE 9
Parliamentary Authority

The most current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation. Notwithstanding the foregoing, the Board of Directors may resolve any procedural matter by the affirmative vote of a majority of Directors present in person or by conference call. Further notwithstanding the foregoing, an affirmative vote on any matter in question shall constitute the waiver of any procedural objection.

ARTICLE 10
Liability Protection and Indemnification

Sec.10.1. The Officers, Members, employees and agents of the Corporation shall not be liable to the Corporation or to any other Director, Officer, or Member for any mistake of judgment, negligence, or otherwise, except for his or her individual willful misconduct or except if he or she fails to act in good faith with a view to the interests of the Corporation (and, in the case of an Officer, with a view to the interests of the Corporation's Members) and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director, Officer, Member, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Corporation. The Corporation alone shall be liable

for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

Sec.10.2. The Corporation shall, to the greatest extent permissible by law, indemnify each person who serves or who has served at any time as an Officer, Director, Member, employee or agent of the Corporation. As required by the Maine Nonprofit Corporation Act, no indemnification shall be provided for any such action if the Board of Directors determines by a majority vote of disinterested Directors that any such person has not acted in good faith in the reasonable belief that such action was in the best interests of the Corporation or, with respect to any actual or threatened criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided hereunder shall apply to all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, or who is or was serving in another capacity at the request of the Corporation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of a written and binding obligation by or on behalf of the Director, Officer, employee or agent to repay such amount if the final adjudication in any action, suit or proceeding determines that such person has not acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, Members, employees and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Sec.10.3. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 10.2 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE 11
Prohibition Against Private Inurement and Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of any Officer or Member of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Officer or Member of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that an Officer or Member may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any Officer duly authorized and also shall not prohibit the employment of persons, including Officers and Members, to perform duties for the Corporation and receive compensation therefor, upon proper authorization of the Board of Directors.

ARTICLE 12
Dissolution

The Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational **c**orporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing amended bylaws were duly adopted on August 20, 2005 by the Parker Pond Association, Inc. at the Annual Meeting of the Members held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.

_____ Date: _____

Stephen Cowperthwaite, Secretary

_____ Date: _____

Maggie Chadwick, Secretary