BY-LAWS OF THE
HIGHLAND LAKE ASSOCIATION, INC.
WINDHAM FALMOUTH WESTBROOK
MAINE

ARTICLE I — NAME

The name of this organization shall be the Highland Lake Association.

ARTICLE II — MISSION

The mission of this Association is to preserve, enhance, and protect the natural resources of Highland Lake and its watershed.

ARTICLE III — MEMBERSHIP

Membership shall be open to all persons and organizations interested in the mission of the Highland Lake Association.

ARTICLE IV —DUES

Dues shall be set by the Board of Directors with affirmation of the voting members present at the annual meeting.

ARTICLE V — VOTING RIGHTS

Members in good standing, whose dues are paid, shall possess the right of one vote on all matters put before the membership. Members who are absent from any annual or special meeting may vote by written and signed proxy.

ARTICLE VI — MEETINGS

An annual meeting shall be held on the third Thursday of July at a time and place to be selected by the President with the advice of the Directors. Special meetings may be called by the President, a majority of Directors, or by the petition of any ten (10) members.

Advance notice shall be given to members by Highland Lake Association website content, and/or email, and/or road signage, of at least fourteen (14) days for the Annual meeting and all special meetings. The purpose(s) for which the meeting is called shall be stated.
The Board of Directors shall meet regularly throughout the year at such times as the Board deems appropriate.

ARTICLE VII — QUORUM

Fifteen (15) members whose dues have been paid shall constitute a quorum at annual and special meetings.
A simple majority shall constitute a quorum for meetings of the Board of Directors. Directors may attend in person, or by phone or video conferencing. Board members unable to attend may delegate their written proxy to an attending Board member. Proxies shall be counted in the determination of a quorum.

ARTICLE VIII — BOARD OF DIRECTORS AND OFFICERS

The governing board of this Association shall be not less than eleven (11) nor more than fifteen (15) Directors.
From their number, they shall annually select a President, a Vice-President, a Secretary, and a Treasurer.
Each Director shall serve for a term of two (2) years.

ARTICLE IX — NOMINATIONS AND ELECTIONS

The Nominating Committee shall submit a slate of nominees for the Board of Directors. The slate shall be announced at the annual meeting, and the floor open for additional nominations.
Elections shall be conducted each year at the annual meeting. All members whose dues are paid shall be entitled to one vote. In the event of a resignation, the Board of Directors may select a replacement to serve until the next annual meeting.

ARTICLE X — DUTIES OF DIRECTORS

The Board of Directors shall have the responsibility for conducting the affairs of the Association between annual meetings. The President shall be the Chief Executive Officer.

The President, or if absent, the Vice President, shall preside at all meetings of the Board of Directors and members. Should both the President and Vice President be absent from any meeting, the Secretary shall call the meeting to order and a Chairperson *pro tempore* shall be chosen by those in attendance.

The President shall supervise all affairs of the Association. The President shall appoint all committee chairs and members, or advise committees to select a chair. The President shall call all regular and special meetings of the members of the Board of Directors. The President shall present, at each meeting of the members, a report on the condition, accomplishments, plans, problems, and prospects of the Association. The President shall sign and make all contracts and agreements on behalf of and in the name of the Association, subject to approval of the Board of Directors. The President shall oversee and direct the Secretary and Treasurer to prepare, submit, and file any required books, reports, statements, and certificates according to law. In general, the President shall enforce these by-laws and perform all the duties incident to the position and office.

During the absence or inability of the President to perform the duties or exercise the responsibilities as set forth in these by-laws, the same shall be performed and exercised by the Vice-President and when so acting, this officer shall have all the powers, responsibilities, and limitations assigned to the President.

The Secretary shall keep a record of the business transacted at all meetings of the Board of Directors and of the membership in appropriate books, keep a roll of the members of the Association with their mailing addresses, shall issue notices of all meetings of the Board of Directors and of the members, when so directed by the President, and shall handle all the correspondence of the Association. All past records of the Association shall be kept by the Secretary.

The Treasurer shall collect all money due or received by the Association from whatever source, shall make all disbursements, shall keep account of all receipts and disbursements, and submit a report of the same, and of the financial condition of the Association, at the Annual meeting of the members and also to the Board of Directors at any time it may be requested. The President shall be an alternate signatory on any Association payments.

ARTICLE XI — COMMITTEES

Standing Committees shall be:

- Civic Affairs,
- Dam Monitoring,
- Communications,
- Finance,
- Membership, Development, and Fundraising
- Nominating,
- Water Quality.

Additional committees may be appointed by the President as necessary. Committees are comprised of Association Members, and should include a Board member.

Specific responsibilities and functions of each committee will be reviewed and assigned annually by the Board.

Responsibilities of Standing Committees

Membership, Development, and Fundraising:
The Membership, Development, and Fundraising Committee

- updates and manages the database of households in the Highland Lake watershed and
- develops strategies for increasing membership in the Highland Lake Association
- designs and implements strategies for raising monies adequate to fund the Association programs

Finance:
The Finance Committee, with the Treasurer as Chief Financial Officer,

- receives and records dues, grant and other monies received
- monitors expenditures
- presents statements to Board and membership as requested
- files appropriate federal and state forms

Communications:
The Communications Committee

- distributes and publicizes information, materials, and resources to the Highland Lake Community by print, digital, meeting, and other formats to
- encourage and educate individuals, groups, and Road Associations to preserve and protect the natural resources of Highland Lake and its watershed

Civic Affairs:
The Civic Affairs Committee communicates and engages with town boards/committees and state officials on issues impacting water quality within the Highland Lake watershed

Nominating:
The Nominating Committee submits a slate of nominees for election to the Board of Directors at the annual meeting

Dam Monitoring:
The Dam Monitoring Committee

- Monitors the lake level management with the Maine Department of Marine Resources, who is responsible for the outflow at the dam
- Communicates and partners with DMR and the City of Westbrook, owner of the dam, to ensure proper attention to all environmental impacts.

Water Quality:

The Water Quality Committee

- monitors lake water quality using recognized standard methods,
- monitors natural and invasive plant species
- coordinates additional testing, education, and personnel as warranted
- recommends actions, as appropriate, to the Board of Directors.

ARTICLE XI— AMENDMENTS

These by-laws may be amended by a majority vote of the membership present at an annual or special meeting, provided that written and or electronic notice (including proposed amendment[s]) has been provided to members at least fourteen (14) days in advance of the meeting.

ARTICLE XIII — PARLIAMENTARY AUTHORITY

In all matters not covered by these by-laws, the Parliamentary Authority shall be the most recent edition of Robert's Rules of Order.

ARTICLE XIV — DISSOLUTION

In the event of dissolution of this Association, its assets shall be given to another association whose purposes are similar.

ARTICLE XV — ENABLING CLAUSE

These by-laws shall become effective immediately upon ratification by the general membership.

Document History:
Adopted 1989
Amended 2003
Revised and Amended May 19, 2015; Ratified 16 July 2015
Revised and Amended June 23, 2020; Ratified 16 July 2020