

# THE LAKE RAPONDA ASSOCIATION, INC.

## BY-LAWS

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### ARTICLE I – IDENTIFICATION

Section 1. NAME. The name of the Corporation shall be The Lake Raponda Association, Inc.

Section 2. PLACE OF BUSINESS. The Corporation shall have its principal office and place of business at Lake Raponda, Wilmington, Windham County, Vermont.

Section 3. FISCAL YEAR. The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

### ARTICLE II – MEMBERS

Section 1. QUALIFICATION.

#### Membership

- a) Anyone owning 25 feet or more of frontage on Lake Raponda for residential or recreational purposes.
- b) Any residential property owners who are on the following roads immediately adjacent to Lake Raponda: Lake Raponda Road between Old Stage Road and the intersection with Ware Road and Ballou Hill Road, West Lake Road from Stowe Hill Road to the end of the road, Gates Road, Red House Lane and Stearns Avenue.
- c) Any member of the immediate family of such an owner who, by deed or written consent, has total and free access to such property.
- d) The elected representative of any organized group in the Town of Wilmington, whose members have deeded rights of access to Lake Raponda through privately owned property.
- e) A representative of the Town of Wilmington who has been appointed by the Town Manager or by the Select Board as owner of Green Mountain Beach and adjacent property.

Section 2. VOTING RIGHTS. Each regular member shall be entitled to one vote on all corporate affairs, provided his membership is in good standing. No more than two members from the same property interest shall be entitled to vote.

Section 3. STATED MEETING. A stated meeting shall be held on the 2nd Sunday in July for the reunion of members, discussion of matters left over from previous year and for consideration of new matters which may require attention.

Section 4. ANNUAL MEETING. The Annual Meeting of the Corporation shall be held on the 2nd Saturday or the immediately following Sunday in August. The time and place of the meeting shall be determined at the Stated Meeting in July.

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Section 5. SPECIAL MEETINGS. Special Meetings may be called at any time by the President or Clerk upon written request from any three of the members. In case of the absence of both the President and Clerk, a special meeting may be called by any member of the Board of Trustees.

Section 6. NOTICE. Notice of the Stated Meeting, Annual Meeting or special meetings of the corporation, shall be given by mail, in person, or by electronic mail at least (10) days before such meeting.

Section 7. QUORUM. At any meeting of the Corporation, ten (10) of the whole membership shall constitute a quorum.

### ARTICLE III – TRUSTEES

Section 1. NUMBER, POWER & DUTIES. The business and the property of the Corporation shall be managed by its Board of Trustees, which shall consist of the officers of the Corporation, the immediate past president and the chairpersons of each of the four Standing Committees. Trustees may delegate all or part of their duties, powers, rights or privileges to the Standing Committees or to the President necessary to carry on the business of the Corporation in the interim between Annual Meetings. The President of the Corporation shall be an ex-officio member of all such committees.

Section 2. ANNUAL MEETING. The annual meeting of the Trustees shall be held immediately following the annual meeting of the members. No notices of such annual meeting need be given.

Section 3. SPECIAL MEETINGS. A special meeting of Trustees may be held at any time or place whenever called by the President or by the Clerk at the request of two Trustees. A special meeting may be held by teleconference or video conference.

Section 4. NOTICE. Notice of special meetings of the Trustees shall be given by mail at least seven (7) days before, or by telephone or in person or by electronic mail at least three (3) days before, such meeting. In the event that the President, the Clerk, or any two Trustees determine that an emergency situation exists, this notice period is reduced to 24 hours. By way of example, and not by way of limitation, an emergency situation would include action to stop a breach in the dam at the north end of the lake or to counteract an oil spill in the lake or other environmental problem in the lake or the area immediately adjacent to the lake.”

Section 5. QUORUM. The majority of the Trustees shall constitute a quorum, and the quorum may decide any question which may be brought before it.

### ARTICLE IV – OFFICERS

Section 1. ELECTION & APPOINTMENT. The officers of the Corporation shall consist of a President, Vice-President, Treasurer and Clerk, and such other officers as the membership may from time to time determine proper. The officers shall be elected bi-annually at the Annual Meeting of the Corporation held in odd numbered years, and shall hold office until the next Annual Meeting held in

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an odd numbered year, or until their successors are elected and qualified, unless sooner removed by a majority vote of members present. Any member may nominate a candidate for any office at election time.

Vacancies in any office between Annual Meetings held in odd numbered years, including Clerk, may be filled at any special meeting of the Trustees called for that purpose. The President when being replaced shall be chosen from the Trustees. Other officers when being replaced may, but need not be, chosen from among the Trustees.

Section 2. PRESIDENT. The President shall preside at all meetings of the Corporation and of the Trustees. He shall have general supervision, management and control over the business and activities of the Corporation, and shall perform such other duties as the Trustees may from time to time designate. The President shall, at the Stated Meeting in July of odd numbered years, appoint a nominating committee of three members for the purpose of proposing members to serve as officers and committee chairpersons for the ensuing two years. The President shall hold office not exceeding thirty-five (35) months in succession, his term expiring at the Annual Meeting in an odd numbered year.

Section 3. VICE-PRESIDENT. The Vice-President shall preside in the absence of the President, and shall do all things required of the President as if he were present. He shall be ready to carry out any responsibilities of the Corporation delegated to him by the President.

Section 4. TREASURER. The Treasurer shall have the custody of the corporate funds and securities, and shall keep a full and accurate account of the receipts and disbursements in the books of the Corporation. He shall deposit money and other valuable property in the name and credit of the Corporation in such depositories as may be designated by the Trustees. He shall disburse the funds of the Corporation as shall be ordered by the Trustees or by the President. He shall render to the President and the Trustees at their Annual Meeting, or whenever they may require it, a full account of all his transactions and of the financial condition of the Corporation. The Treasurer shall not be required to give a bond for the faithful performance of his duties. All checks and other commercial papers shall be signed in the manner allowed by the Trustees.

Section 5 CLERK. The Clerk shall keep accurate records and minutes of all meetings of the members and the trustees. He shall have the custody of all documents in connection with the Corporation. He shall be responsible for filing with proper officials all documents required by law to be filed by the Corporation. He shall also perform such other duties as may be prescribed by the laws of the State of Vermont, and as the Trustees may from time to time designate.

## ARTICLE V – STANDING COMMITTEES

Section 1. NAMES. There shall be the following standing committees to assist with the corporate business, with a chairperson at the head of each such committee: ROAD AND PROPERTY COMMITTEE; FISH & GAME COMMITTEE; SOCIAL & WELFARE COMMITTEE; WATER & BOATING COMMITTEE.

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Section 2. The chairpersons of each of the four standing committees shall be members of the Board of Trustees, along with and together with the officers of the Corporation. The standing committee chairpersons shall be elected, and in case of a vacancy, be replaced, in the same manner as the Vice-President, as provided in Article IV Section 1 of these By-laws.

### ARTICLE VI – DUES AND ASSESSMENTS

Section 1. The annual dues for the following fiscal year will be determined at each Annual Meeting. If the dues are not determined at the Annual Meeting, the Board of Trustees shall determine the dues.

Section 2. Notice of annual dues will be mailed or otherwise delivered in May of each year. Dues shall be paid on or before June 30th. A member whose dues payment is delinquent shall cease to be in good standing.

Section 3. Additional assessments may be voted at any Stated or Annual Meeting. Assessments shall be levied only upon approval of two-thirds of those present at the meeting. Vote shall be taken by paper ballot. The due date for an assessment shall be determined at the meeting at which the assessment is voted.

### ARTICLE VII – AMENDMENTS

The members shall have the power to formulate any amendments to these By-laws not inconsistent with the Charter for the conduct of corporate affairs. The By-laws may be amended by a two-thirds (2/3) vote of those present at any Stated or Annual Meeting, provided that the amendment has been submitted to the membership in writing at least ten (10) days prior to the vote.

### ARTICLE VIII – SEAL

The Corporation may have a seal which shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the location of its organization. The seal shall be kept in care of the Clerk.

### ARTICLE IX – RULES OF ORDER

The proceedings of this Corporation shall be governed by Roberts Rules of Order — revised edition.

### ARTICLE X OPERATIONS AND DISSOLUTION:

Section 1. OPERATION. The corporation is organized and operated exclusively for the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended. Notwithstanding any other provisions of these bylaws, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3)

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Section 2. DISSOLUTION. In the event of dissolution or final liquidation of the corporation, the Trustees shall, after paying, or making provision for the payment of, all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to a nonprofit organization or organizations having similar aims and objectives as the corporation and may be selected as an appropriate recipient of such assets, as long as such organization, or each of such organizations, shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code as amended, or as an organization described in Section 501(c)(3) of such Code.

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President  
Craig H Llewellyn

Clerk  
Cindy Meyer