

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that

attached is a true copy of the

Articles of Amendment

for

LAKE RAPONDA ASSOCIATION, INC.

(SEE ATTACHED)

As filed in this department effective September 08, 2022



September 08, 2022

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

A handwritten signature in cursive script that reads "James C. Condos".

James C. Condos
Secretary of State A1

BusinessID: 0043132
Filing Number: 0002955422



**VERMONT SECRETARY OF STATE
Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104
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STATEMENT OF AMENDMENT

****ELECTRONICALLY FILED****

FILING NUMBER: 0002955422

FILING DATE/TIME: 9/8/2022 5:15:00 PM

EFFECTIVE DATE: 9/8/2022

BUSINESS INFORMATION	
BUSINESS ID	0043132
BUSINESS NAME	LAKE RAPONDA ASSOCIATION, INC.
BUSINESS TYPE	Domestic Non-profit Corporation
BUSINESS DESCRIPTION	LAKE PRESERVATION
BUSINESS EMAIL	raponda@yahoo.com
ORIGIN DATE	7/19/1962

The following Items were amended :

Amendment Text	
Amendment Text	OFFICER'S CERTIFICATE On this 20th day of June , 2022, Andrea Glenn, Secretary of the Board of Directors of the Lake Raponda Association, Inc. hereby certifies that the foregoing Amended Articles of Association of the Lake Raponda Association, Inc. and the Amended Bylaws of the Lake Raponda Association, Inc. were duly adopted by the Association and that a majority of a quorum of Owners have voted in favor of this amendment pursuant to Article XVI of the original bylaws. The vote was 61 in favor, 0 opposed. Attest: ___s/ Andrea Glenn _____ Andrea Glenn, Clerk

AUTHORIZER INFORMATION	
AUTHORIZER SIGNATURE	Andrea Glenn
AUTHORIZER TITLE	Secretary/Clerk

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THE LAKE RAPONDA ASSOCIATION, INC.

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ARTICLE I – IDENTIFICATION

Section 1. NAME. The name of the Corporation (“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 FOR 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:
 - i. Lake Raponda Road between Old Stage Road and the intersection with Ware Road and Ballou Hill Road, including Red House Lane,
 - ii. West Lake Road from Stowe Hill Road to the end of West Lake Road,
 - iii. Gates Lane and Stoni Woods Lane, and
 - iv. 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. Subject to the provisions in this section, each member of the Corporation (“member”) shall be entitled to one vote on all corporate affairs, provided his or her membership is in good standing. Regardless of the number of owners of any individual property interest as defined in Article II, Section 1(a) or (b) of these By-Laws, no more than two members from that property interest shall be entitled to vote. If a member owns more than one property

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interest in the qualifying locations defined in Article II, Section 1 (a) or (b) of these By-Laws, that regular member shall not qualify for additional votes.

Section 3. STATED MEETING. The Stated Meeting of the Corporation 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 that may require attention. A Stated Meeting may be held in person or by teleconference or video conference.

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. An Annual Meeting may be held in person or by teleconference or video conference.

Section 5. SPECIAL MEETING. A Special Meeting of the Corporation may be called at any time by the President or Clerk or 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 Trustee. A Special Meeting may be held in person or by teleconference or video conference.

Section 6. NOTICE. Notice of the Stated Meeting, Annual Meeting or a Special Meeting of the Corporation shall be given by mail, in person, or by electronic mail at least ten (10) days before such meeting. Notice shall include an agenda of the meeting, and identify any subject matter for which a vote will be taken.

Section 7. QUORUM. At any meeting of the Corporation, twenty (20) members of the whole membership shall constitute a quorum. All members present at any meeting and all members who vote electronically as provided in Article II, Section 8, of these By-Laws, shall count towards the quorum for any meeting of the Corporation.

Section 8. VOTING. Any member who is entitled to vote at a Stated, Annual or Special Meeting, may, in the alternative, vote by electronic mail or any other method authorized by the Trustees of the Corporation. Electronic mail voting shall open five (5) days prior to the date of the Stated, Annual or Special Meeting, and shall close when voting concludes at the Stated, Annual or Special meeting.

Section 9. ELECTIONS AND OTHER VOTES. All routine votes such as approval of minutes will be conducted by voice vote. Whenever possible, voting on contested issues and elections will be scheduled for the Annual Meeting, after an opportunity for discussion at the Stated Meeting or a Special Meeting, and with notice as provided for in Article II, Section 6 of these By-Laws.

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ARTICLE III – TRUSTEES

Section 1. NUMBER, POWER & DUTIES. The Corporation shall be managed by its Trustees. The Trustees shall consist of the officers of the Corporation, the immediate past President of the Corporation, and up to an additional six (6) members.

Section 2. Trustees shall be elected biennially at the Annual Meeting of the Corporation held in odd-numbered years, and shall hold office until the next Annual Meeting held in an odd-numbered year.

A Nominating Committee of no more than four members, as designated by the officers of the Corporation, the immediate past President of the Corporation, and one existing Trustee, shall assemble a list of candidates for election as Trustees. The list of candidates shall be disclosed to the members at least ten (10) days prior to the election at the Annual Meeting in the odd-numbered years. . Any member of the Corporation shall be entitled to offer his or her name to the membership as a candidate for Trustee. Any member shall be entitled, in their individual capacity, to speak on behalf of any candidate for Trustee at any meeting at which an election is scheduled to take place.

Vacancies in any Trustee position between Annual Meetings held in odd-numbered years may be filled by the officers of the Corporation, and the term of that replacement Trustee shall expire at the next Annual Meeting in an odd numbered year, unless extended by election by the membership of the Corporation.

Trustees may delegate all or part of their duties, powers, rights or privileges to the President necessary to carry on the business of the Corporation in the interim between Annual Meetings.

Section 3. ANNUAL TRUSTEE MEETING. The annual meeting of the Trustees shall be held at a time and place and manner as agreed upon by the Trustees. No notices of such annual meeting need be given to the members. The Annual Meeting of the Trustees may be held in person or by teleconference or videoconference.

Section 4. SPECIAL TRUSTEE MEETING. A special meeting of Trustees may be held at any time or place or manner whenever called by the President or by the Clerk at the request of two Trustees. A Special Trustee Meeting may be held in person or by teleconference or videoconference.

Section 5. NOTICE. Notice of a Special Meeting of the Trustees shall be given by electronic mail to the Trustees at least seven (7) 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 may be reduced to a time period appropriate to address the exigencies of any such emergency. By way of example, and not by way of limitation, an emergency situation would include action

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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 6. QUORUM AND NOTICE. The majority of the Trustees shall constitute a quorum, and the quorum may decide any question that may be brought before it. If the Trustees vote on any issue at any meeting, the final results of any such vote shall be reported to the members. Minutes of any Trustee meeting shall be circulated to the members either by electronically mailing and/or posting on the Corporation's website.

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 biennially at the Annual Meeting of the Corporation held in odd-numbered years, and shall hold office until the next Annual Meeting held in an odd-numbered year, or until their successors are elected and qualified, unless sooner removed by a majority vote of the members. Any member shall be entitled to offer his or her name as a candidate for any office as noted in Article III, Section 2 of these By-Laws.

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 amongst the Trustees. Other officers when being replaced may, but need not be, chosen from amongst the Trustees.

Section 2. PRESIDENT. The President shall preside at all meetings of the Corporation and of the Trustees. He or she 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 hold office not exceeding thirty-five (35) months in succession, his or her 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 or she were present. He or she shall be ready to carry out any responsibilities of the Corporation delegated to him or her by the President, including preparation to serve as President upon election by the members.

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 or she 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 or she shall disburse the funds of the Corporation as shall be ordered by the Trustees or by the President. He or she shall render to the President and the Trustees at their Annual Meeting, or whenever they may require it, a full account of all his or her transactions and of the financial

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condition of the Corporation. The Treasurer shall not be required to give a bond for the faithful performance of his or her 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 or she shall have custody of all documents in connection with the Corporation. He or she shall be responsible for filing with proper officials all documents required by law to be filed by the Corporation. He or she 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 – COMMITTEES

Section 1. DESIGNATION AND MEMBERSHIP

The Officers of the Corporation may appoint such *ad hoc* committees as they deem useful and appropriate to conduct the business of the Corporation. Examples of recent committees include: By-Laws updating, Roads and Property, Social and Welfare, Fish and Game, and Waters and Boating. The President of the Corporation shall be an ex-officio member of all committees. Any *ad hoc* committee may include at least one (1) Trustee.

ARTICLE VI – DUES

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 Trustees shall determine the dues.

Section 2. Notice of annual dues will be delivered by electronic mail or regular mail, if requested, prior to May 1 of each year. Dues shall be paid on or before June 30. Dues that are paid after June 30 shall be subject to a late fee. A member whose dues are unpaid as of the Stated Meeting, Annual Meeting, or a Special Meeting, if held earlier, shall cease to be in good standing. The late fee shall be established by the Trustees and shall be disclosed to the members in the Notice of annual dues.

ARTICLE VII - AMENDMENTS

The members shall have the power to formulate any amendments to these By-Laws not inconsistent with the Articles of Association for the conduct of corporate affairs. The By-laws may be amended by a two-thirds (2/3) vote of the members at any Stated, Annual or Special Meeting, provided that the amendment has been submitted to the membership in writing at least twenty (20) days prior to the vote and the membership is provided an opportunity for discussion of any proposed amendment pursuant Article II, Section 6, of these By-Laws.

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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 the most current version of Roberts Rules of Order, pursuant to <https://robertsrules.com>.

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).

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.

President

Robert B. Bois

Clerk

Andrea Glenn

Date

**ARTICLES OF ASSOCIATION
OF THE
LAKE RAPONDA ASSOCIATION, INC.
(Amended as of July 10, 2022)**

We, the subscribers, of full age, hereby associate ourselves together as a Corporation under the laws of the State of Vermont to be known by the name of

THE LAKE RAPONDA ASSOCIATION, INC.

for the purpose of providing for the welfare of the residents of the Lake Raponda Community and protection to the inhabitants and property owners on said Lake Raponda, and adjacent thereto; to undertake such projects as will promote the social welfare and civic betterment of the property owners of Lake Raponda, so-called; to promote the environmental health of the area adjacent to Lake Raponda and preservation of Lake Raponda.

A. For which purpose the corporation will have the following powers:

1. To acquire by gift, grant, devise or purchase, such real or personal property as may be necessary to accomplish its purpose and to buy, sell, encumber, mortgage, hold, manage and dispose of property and rights therein and to borrow money.
2. To enter into contracts and agreements, to engage, employ, retain or procure services and assistance necessary to carry on its business.
3. To have a corporate seal and to perform all duties and other lawful acts which are necessary and proper to accomplish its purpose.

B. The affairs of the corporation shall be managed and conducted as follows:

1. The membership shall consist of any person or persons owning real estate on the Lake or immediately adjacent thereto all as defined by the bylaws. No more than two (2) members from the same property interest shall be entitled to a membership. Each member shall be entitled to one (1) vote on all corporate affairs, providing his or her membership is in good standing.
2. The Officers of the association shall consist of a President, Vice President, Clerk and Treasurer and such other officers as the membership may, from time to time, determine proper. The first officers may be determined by the incorporators at their first annual meeting and are to hold office until their successors are chosen. Except as aforesaid, all officers shall be elected at an annual meeting of the members as defined in the bylaws and shall hold office until their successors are elected and qualified, unless

sooner removed by a majority vote of the members present. Vacancies in any office, including Clerk, may be filled at any special meeting of the members, called for that purpose.

3. The annual meeting of the members for the election of Officers and other Trustees and transaction of all business shall be held on a date as defined in the bylaws. Special meetings may be called at any time by the President or Clerk, or upon written request from any three of the members. In case of the absence of both the President and Clerk, any Trustee may call a special meeting.
4. The Officers of the Corporation may appoint such *ad hoc* committees as they deem useful and appropriate to conduct the business of the Corporation.
5. The principal office shall be located at Lake Raponda, Wilmington, in the County of Windham in the State of Vermont.
6. The Capital stock shall consist of: NONE
7. The Officers, together with the immediate Past President of the Corporation, and other Trustees elected as described in the By-laws, shall constitute the Board of Trustees.
8. The members shall have the power to formulate any amendments to the By-laws not inconsistent herewith for the conduct of corporate affairs. Said By-laws may be amended by a two-thirds (2/3) vote of the members at any meeting providing that the amendment has been submitted to the membership in writing at least twenty (20) days prior to the vote and the membership is provided an opportunity for discussion of any proposed amendment pursuant to proper notice of such meeting, as described in By-laws.
9. The annual dues shall be determined at each annual meeting. Notices of dues payment dates and amounts will be sent to members by mail or electronic mail pursuant to the By-laws. Assessments may be voted by two-thirds (2/3) of the members present at any meeting. If the dues are not determined at the annual meeting, the Trustees shall determine the dues.
10. This corporation is not organized for profit and shall have no capital stock. No corporate member, trustee, or officer shall participate or benefit directly or indirectly in any earnings, profits or other funds of the corporation except that compensation for services may be contracted for and awarded by the members.

11. Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

This corporation shall exist forever or until its existence is terminated according to law.

Originally adopted July 15, 1962. Amended as of July 10, 2011 and additional amendments as of July 10, 2022.

I certify that I am the Clerk of the Corporation and the above constitutes an accurate copy of the amended Articles of Association following adoption of amendments a duly noticed meeting on July 10, 2022, by the Members and Directors/Trustees of the Corporation.

Attest: _____
Andrea Glenn, Clerk

OFFICER'S CERTIFICATE

On this 20th day of June, 2022, Andrea Glenn, Secretary of the Board of Directors of the Lake Raponda Association, Inc. hereby certifies that the foregoing Amended Articles of Association of the Lake Raponda Association, Inc. and the Amended Bylaws of the Lake Raponda Association, Inc. were duly adopted by the Association and that a majority of a quorum of Owners have voted in favor of this amendment pursuant to Article XVI of the original bylaws. The vote was 61 in favor, 0 opposed.

Attest: Andrea Glenn
Andrea Glenn, Clerk