

LAKE SHIRLEY IMPROVEMENT CORPORATION

BY-LAWS



Lunenburg, Massachusetts

As amended

~~22 May 2019~~

TBD

BLUE = grammar RED=substantive change

Mission Statement

The Mission of the LSIC is to ensure the quality of life for residents and visitors through the protection and preservation of the quality of Lake Shirley’s water, aquatic life, and watershed, as well as the promotion of a safe environment for recreational use.

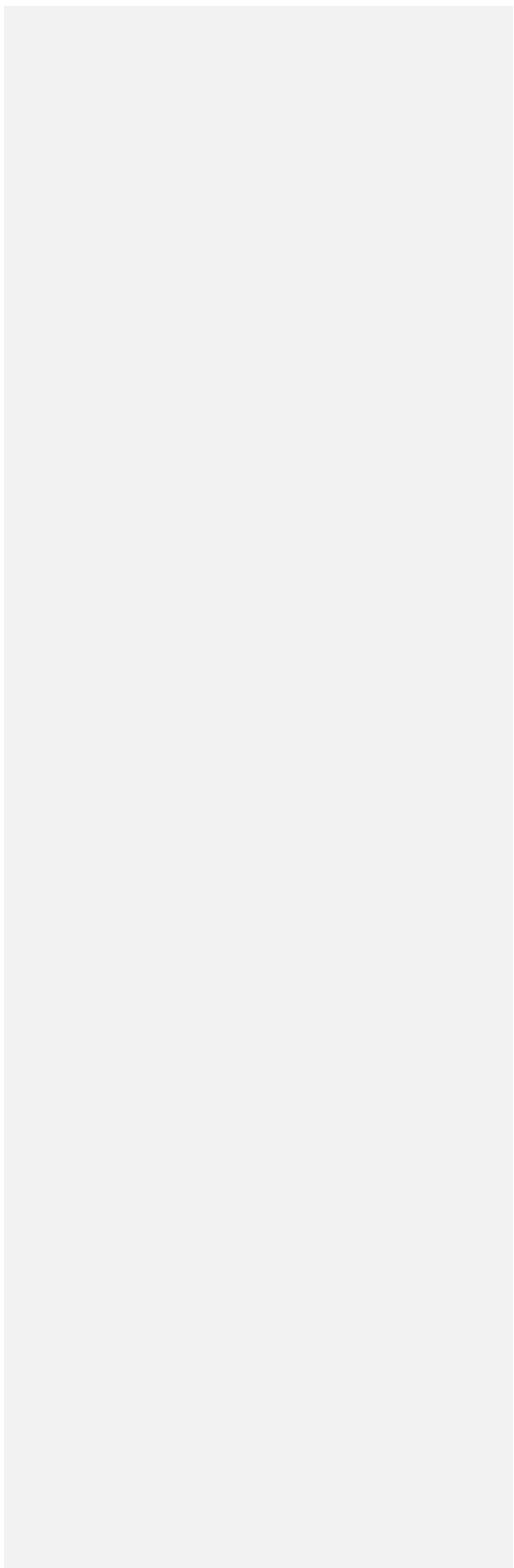
We are pro-active, dedicated members committed to preserve and conserve Lake Shirley’s aquatic environment. The Association strives to maintain the recreational heritage of Lake Shirley through the fostering of public education, best practices, and advocacy while respecting both private and public interests.

The Lake Shirley Improvement Corporation (LSIC) is incorporated as a non-profit organization under Massachusetts Internal Revenue Code 501 (c) (3). LSIC is approved for charitable, scientific, and educational purposes.

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ARTICLE I

NAME, PLACE OF BUSINESS ~~AND RULES OF ORDER~~

- I. The name by which this corporation shall be known is Lake Shirley Improvement Corporation.
- II. The principal place of business of the Lake Shirley Improvement Corporation shall be in the Town of Lunenburg, Massachusetts.

~~III. Parliamentary Authority: The rules contained in the current edition of Robert's Rules shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.~~

Commented [WU1]: Moved to BPG per RB

ARTICLE II

MEETING OF MEMBERS

- I. The annual meeting of the members shall be held in the Commonwealth of Massachusetts, during the month of May each year at a time, place, and date set by the Board of Directors, upon fourteen (14) days notice in writing. Twenty-one (21) members shall constitute a quorum at any annual or special meeting of adjournment thereof. A special meeting will be called at a place and date set by nine (9) Directors upon fourteen days notice in writing.

~~II. The order of business at the annual meeting and adjournment thereof shall be as follows:~~

Commented [WU2]: move to BPG for consistency (regular board meeting order was moved) PER RB

- ~~1. Calling of the roll of Officers and Directors.~~
- ~~2. Determination of the quorum of paid-up members.~~
- ~~3. Proof of notice, or waiver of notice of meeting.~~
- ~~4. Reading of minutes of preceding meeting.~~
- ~~5. Reports of Officers and committees.~~
- ~~6. Unfinished business.~~
- ~~7. New business.~~
- ~~8. Report of nominating committee and nominations from the floor for the election of Directors and other Officers.~~
- ~~9. Opening of the polls for election of Officers and Directors by in accordance with Robert's Rules of Order Australian ballot and setting of time for the closing of the polls.~~
- ~~10. Report of election tellers.~~
- ~~11. Adjournment.~~

ARTICLE III
ELECTION OF OFFICERS

- I. The **Officers** of the corporation shall consist of a President, Vice-president, Treasurer, Secretary, and **include a minimum of sixteen (16) but not more than nineteen (19) Directors. A majority of the minimum number of members shall constitute a quorum.**
- II. The President and Vice-President shall be chosen **by** the Board of **Directors** at the first meeting of the Directors, to be held within ten (10) days after the annual meeting of the members.
- III. The Treasurer and Secretary shall be elected by the members at their annual meeting and shall be sworn to the faithful performance of their duties and responsibilities and shall be members of the Board of Directors.
- IV. The Directors shall be chosen at the annual meeting of the members as follows:
 - a. Directors shall be elected from the membership.
 - b. ~~If there are 19 elected Directors, additional Directors at Large shall be elected from the membership.~~
 - c. All **Officers** shall hold offices for one (1) year and until their **qualified** successors are ~~chosen~~ **elected**.
 - d. Officers must be on the Board of Directors for no less than one (1) year prior to becoming an Officer of the Board.
 - e. A member may hold the office of President or Vice President for an unlimited time if willing and **shall be** voted in by 2/3 majority of elected Directors annually.

Commented [WU3]: Per RB with phased reduction through attrition – optimal number of 15 will be added to BPG

Commented [WU4]: Per RB. Changed from 'from'

Commented [WU5]: Per RB -

ARTICLE IV
BOARD OF DIRECTORS

(THIS ARTICLE WAS REORDERED FROM PREVIOUS BY-LAWS)

- I. The Board of Directors shall meet on the second Wednesday of the month to manage and direct the affairs of the Corporation. Lake Shirley has adopted remote participation for Board members who are unable to attend in person.
- II. If an important vote is required at a Board of Directors' meeting and there is not a quorum, it will be acceptable to contact the absent Director(s) to obtain their vote in writing within 24 hours ~~for~~ of the vote.
- III. Special meetings of the Board of Directors may be called by the President of the Corporation or by any member of the Board of Directors by written notice signed by the Secretary or any two members of the Board of Directors. Notice is to be received at least seventy-two (72) hours before said meeting. A majority of the minimum number (16) of Directors shall constitute a quorum. The Secretary of the Corporation shall be Secretary of the Board of Directors.
- IV. Directors may exercise the powers of the Corporation except those conferred by law or by the by-laws of the Corporation upon the members. The Board of Directors shall have the power to appoint and remove all agents and to fix the compensation of all Officers.
- V. The Board of Directors may borrow money for legitimate purposes and incur and authorize the making and execution of contracts, notes, draughts, bills of sale, mortgages, and leases on behalf of the Corporation. The affirmative vote of nine (9) members of the Board of Directors shall be necessary to exercise any of the powers authorized in this paragraph.
- VI. Any Director or Officer of the Corporation may be removed by the Board of Directors of the Corporation for ~~due~~ just cause. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without notifying an Officer of adequate cause reason shall automatically be removed from his office as such Director. Said Director will receive written notification from the Secretary after failing to attend the second consecutive meeting.
- VII. If an elected Director ceases to serve for any reason, the Directors are empowered to replace that director on a temporary basis until the next election by the membership as set forth herein.

Commented [WU6]: Per RB-consistent with earlier notation

Commented [WU7]: Per RB

Commented [WU8]: Per RB

Commented [WU9]: Rewrite of VII and VIII per RB.

VIII. The Board of Directors may be voted in either during any annual or special meeting of the membership or a previously elected member who is no longer serving may be temporarily voted in at any board meeting held by the Board of Directors. Their temporary term will expire at the next election of the Board. If voted on at a board meeting, the new board member will act as a temporary board member until the next election of membership.

IX. ~~The Board of Directors are empowered to fill all Board vacancies, in their own number or in any other office of the Corporation. The Board of Directors may be voted in either during any annual or special meeting of the membership or temporarily voted in at any board meeting held by the Board of Directors. If voted on at a board meeting, the new board member will act as a temporary board member until they are officially voted in at the next annual meeting of the membership. They will hold all of the same powers granted to the Board of Directors during their temporary status.~~

The order of business at Board of Directors' meetings, after the first meeting, shall be as follows:

1. Roll call and determination of quorum of nine (9).
2. ~~Public comment.~~
3. Reading and approval of previous minutes.
4. Reports of Officers and committees.
5. Unfinished business.
6. New business.
7. ~~Public comment.~~ Open discussion for non-Directors
8. Adjournment

Commented [WU10]: Move to BPG per RB: Meeting Protocols

X. The Secretary and Treasurer, by virtue of their office, are voting members of the Board of Directors unless they share a membership in the LSIC with each other or with an Officer or other Director. In these cases, only one vote per household is allowed. ~~will be non-voting members of the Board of Directors.~~

Commented [WU11]: Per RB

XI. The Board of Directors is the governing body of LSIC responsible for ensuring that LSIC pursues its mission and vision, stays financially sound and ensures compliance with all applicable federal, state, and local laws.

XII. Board members:

- are expected to attend monthly meetings, participate actively in making decisions on behalf of LSIC, and exercise his or her best judgment while doing so.

- must put interests of the organization before their personal and professional interests when acting on behalf of LSIC in a decision-making capacity. The conflict of interest policy can be found in the LSIC Best Practices Document.
- approve establishment and dissolution of new committees; develop written statements of committee responsibilities and objectives.
- will regularly assess how each committee is functioning.
- will share all pertinent information real-time.
- will support and participate in LSIC fundraising through time, talent, or gifting.
- have the responsibility to call “point of order” if by-laws or business protocols are not being met during the conduct of meetings.
- uphold the values of LSIC.
- develop and approve budget recommendations.
- approve committee funding requests by a majority vote based on submitted estimates, receipts, or other documentation.

~~Directors of the LSIC shall:~~

- ~~• Vote and act in a manner that supports the LSIC Mission Statement~~
- ~~• Attend monthly meetings~~
- **Represent residents in their zones**
- ~~• Support fundraisers~~
- ~~• Participate in committee work~~
- ~~• Work in conjunction with federal, state, and local agencies on any issues pertaining to the safety and quality of the lake~~
- ~~• It is the responsibility of directors to recuse him or herself from any discussions or vote of the board where an apparent conflict of interest may exist or be perceived.~~

ARTICLE V PRESIDENT AND VICE-PRESIDENT

- I. President:** As Chief Executive Officer presides over the Corporation and Association ensuring compliance with all federal, state, and local laws.
- II.** The President shall preside at all meetings of the members and Directors. He/she shall, with the Treasurer, sign all certificates of stock and all formal, legal documents of the Corporation, including contracts, leases, deeds, bills of sale, mortgages, and notes. He/she shall co-sign all checks and draughts over \$500.00, of the Corporation subject to the control of the Directors. He/she shall present to the members at their annual meetings a report of the activities and condition of the Corporation, and

Commented [WU12]: Replace original paragraph per RB

he/she shall report to the Directors on matters within his/her knowledge concerning the activities of the Corporation. The President shall have no vote at meetings except in the event of a tie.

III. Vice-President (VP): The VP is responsible for ensuring 501(c) (3) compliance and expected to assume the duties of the President should that office become vacant until a new president is voted in.

I. ~~The Vice president shall preside at meeting in the absence of the President and assume all presidential duties.~~

ARTICLE VI TREASURER

I. The Treasurer will stand as the custodian of LSIC funds and budget, maintaining financial records, and overseeing funds generated/obligated through fundraising, finance, and memberships.

II. The Treasurer shall be the custodian of the funds of the Corporation and shall keep accurate books of account, which shall always be open to the inspection of members. He/she shall render to the members at their annual meetings a complete account of the financial condition of the Corporation, and he/she shall, as required, present to the Directors a brief statement of the financial condition of the Corporation, including contracts, leases, deeds, bills of sale, mortgages, and notes. He/she along with the President shall co-sign all checks and draughts, over \$500.00, payable by the Corporation. All checks and draughts made payable to the order of the Corporation shall be deposited intact in the Corporation bank accounts.

Commented [WU13]: Replace original paragraph per RB

~~III. Corporation cash reserves shall be held in a convenient local financial institution. The funds may be subdivided between two or more accounts.~~

~~IV. The books of account and all banking practices shall be reviewed annually by the Finance Committee.~~

~~V. The Treasurer will maintain a record of Lake Residents and those who pay dues as members. No membership cards will be issued.~~

~~VI. The Treasurer will maintain an active mailing list of Lake Residents and provide mailing labels for newsletters, etc.~~

**ARTICLE VII
SECRETARY**

- I. The Secretary is responsible for coordinating Board/committee meetings and events, maintaining the official records of the LSIC, and ensuring Officers, Board, and member compliance with by-laws. The Secretary must be a resident of Massachusetts.
- II. ~~, and shall be the custodian of the minutes of the meetings of the members and Directors, and all the other usual books of the Corporation. He/she shall be sworn to the faithful performance of his/her duties. He/she shall give written notice as directed for meetings of the members and Directors, stating time, place and purpose for which the meeting was called, and shall attend all meetings and keep the records thereof.~~

**ARTICLE VIII
GENERAL MEMBERS VOTE**

- I. Each member in good standing shall be entitled to one (1) vote. Members may vote in person or by proxy with written authorization and no proxy shall be valid after the final adjournment of the meeting named therein. Twenty-one (21) or more members in good standing shall constitute a quorum at any meeting.
- II. In the event of multiple ownership or multiple properties, only one (1) membership will be allowed, and only one (1) vote per membership will be allowed.
- III. Unless otherwise stated in these bylaws, anything requiring a vote shall require a simple majority vote of those present in person or by proxy.

Commented [WU14]: Included per RB

**ARTICLE IX
MEMBERSHIP**

- I. Each owner of property, or his agent, in the Lake Shirley area having a right-of-way to Shirley Reservoir shall be eligible ~~to~~ for membership in the Corporation. Memberships are transferable.
- II. Membership dues shall be as follows:
 - a. \$300.00 yearly for owners of a single camp or residence.
 - b. \$450.00 yearly for owners of multiple camps or residences.

- c. \$600.00 yearly for owners of businesses on the lake.
- III. Dues must be paid prior to or at the time of the annual meeting.

**ARTICLE X
ADJOURNMENTS**

- I. Any meeting of the members or Directors, whether annual or special, at which there is not a quorum present, may be adjourned to some other time and place on vote of a majority of those present and voting. Written notice of the time and place of such adjourned meeting shall be given by the Secretary to all members or Directors.

**ARTICLE XI
FISCAL YEAR**

- I. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

**ARTICLE XII
COMMITTEES**

- I. LSIC committees include individuals working together on a defined set of specific responsibilities, detailed work, and/or critical issues needed to accomplish the Lake Shirley mission/vision. The President shall establish or dissolve ad hoc committees (specific to a time-limited task) ~~in conjunction with the Board of Directors to~~ enhance efficient operation of activities. The Board of Directors, with the President, shall establish or dissolve standing (permanent) committees.
- II. Board members must chair standing committees. Non-board members can chair ad-hoc committees but in that case a Board member must be a member of the committee and report progress and make requests to the full Board.

Commented [WU15]: Change per RB

Commented [WU16]: Change per RB

**ARTICLE XIII
AMENDMENTS**

- I. These by-laws may be altered, amended, or repealed at any annual or special meeting by a majority of votes of members present and voting, provided

notice of such alteration, amendment, or repeal is given in the call of the meeting.

