

THOMAS POND IMPROVEMENT ASSOCIATION
ARTICLES OF INCORPORATION PROPOSED AMENDMENTS

SECOND:

1. To maintain and preserve mutually agreeable water levels through acquisition **and operation** of the Thomas Pond Dam, and to act relative to the repair and on-going maintenance of said dam.
2. To perform acts appropriate to a non-profit Corporation dedicated to the protection and maintenance of water quality and natural beauty **of Thomas Pond for the benefit of the majority of Members and the public use of Thomas Pond.**

These changes clarify that operation of the dam is a core activity of the association and identify for whose primary benefit the corporation acts.

FOURTH:

The minimum number of directors shall be 3 9 and the maximum number of directors shall be 9. **The Officers of the TPIA serve as additional Directors.**

This change allows for a range of the number of directors on the Board between 3 and 9, plus the officers, to account for the difficulty TPIA has had in getting volunteer directors and provides the organization more flexibility. The Maine Non-Profit Corporation Act, Title 13-B in §702 sets a minimum of 3 Directors.

FIFTH:

~~Membership in the association shall be limited to~~ Those persons owning one or more properties on Thomas Pond or with a **documented** right of way to Thomas Pond **shall be eligible for membership in the TPIA.** Thomas Pond shall consist of the main contiguous pond, the outlet, and the river to the dam, ~~including those adjacent to the culvert.~~ **An owner of such property or right of way shall become a Member upon payment of annual dues as described in the by-laws of the corporation. Only Members shall be entitled to vote at the annual meeting or special meetings of the corporation. Members owning multiple properties will have one vote. A property or right of way owned by more than one person shall have one vote.**

~~All Members have equal voting rights in the running of the association.~~

This change clarifies ambiguities around whether membership in TPIA is automatic or requires payment of dues, limits voting rights to Members, and limits Members and property to 1 vote.

THOMAS POND IMPROVEMENT ASSOCIATION
ARTICLES OF INCORPORATION PROPOSED AMENDMENTS

SEVENTH: {X} (Check if this article is to apply. Then fill in reference to section 501(c)(?) in the first paragraph below.

Upon the dissolution of the corporation or upon the termination of its activities the assets of the Corporation upon payment of 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 1954, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13B, of the Maine Revised Statutes as amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, nor any private individual (except reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in carrying out one or more of its purposes), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the original by-laws this option was not checked. TPIA has submitted an application to the IRS to become registered under Chapter 501(c)(3) as a non-profit to which tax-deductible contributions can be made. 501(c)(3) status will allow the organization to receive donations from Donor Advised Funds, and to perform fund raising using options such as Go Fund Me. Incorporating a dissolution provision may not be strictly required by the IRS due to Maine law, but the Board recommends including it to clarify that TPIA assets, including the Dam, can only be passed to a suitable not-for-profit organization.