

Comments

dated and delivered on May 20, 2024 of and by

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provided by HAZEN on Proposed amendments to the By-Laws of the Thomas Pond Improvement Association as filed as last approved in 2018 (the “By-Laws”)

in his capacity as holder of a two separate Durable Powers of Attorney and Proxy:

one granted by **Robert E. MacDonald** of 20 Valley Drive, Casco, Maine

(dated June 9, 2023)

(207) 558-8020 Rem5259@yahoo.com

and

one granted by **Loyd Locklear** of 1583 Roosevelt Trail, Raymond, Maine

(dated May 2, 2024)

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The TPIA website does not provide an electronic file for the Exposure Draft amendments to the By-Laws that allows for ready commentary on the proposed amendments. This document is submitted as an attachment to an email message addressed in the manner specified in the announcement set for on the TPIA website as first seen by HAZEN on May 10, 2024.¹

HAZEN notes that the offer made on his behalf at the 2023 Annual Meeting to serve on the subcommittee appointed to develop a draft amendment to the By-Laws was not accepted. As a result, he has had only about 1 week to review the exposure draft compared to the roughly 1 year taken by the subcommittee in its preparation. HAZEN must therefore reserve the opportunity to raise other issues at the 2024 Annual Meeting with the proposed amendment to the By-Laws on behalf of the TPIA Members from whom he holds a durable power of attorney / proxy, as shown above.

In view of the fact that the draft documents for consideration and potential approval by the Members at the 2024 Annual Meeting of Members have been posted to the TPIA website, HAZEN hereby formally requests that the comments set forth in this document be posted similarly to TPIA website so all Members have potential access to it prior to the 2024 Annual Meeting.

¹ The announcement did not appear on the TPIA website when HAZEN believes was the last time prior to that date could have been as early as May 3, 2024 but more likely to have been May 8 or 9, 2024. Metadata contained in the PDF file for the Exposure Draft indicate that it was last modified at 1:33:12 PM (presumably Eastern Time) on April 19, 2024 by a Quartz PDF printer using macOS Version 14.0 (Build 23A334), PDF Version 1.3 (Acrobat 4.x).

HAZEN notes with dismay that, with one exception noted below, proposals for amendment of the By-Laws distributed at the 2023 Annual Meeting on behalf of HAZEN by the person serving as the substitute for HAZEN under the durable power of attorney / proxy granted by Robert E. MacDonald, Chairman (see identifying/contact information shown above) do not seem to have been considered at all by the subcommittee to appointed to develop the exposure draft of amendments to the TPIA By-Laws. All of the proposed amendments set forth in that 2023 markup will be pursued by HAZEN at the 2024 Annual Meeting as amendments to the By-Laws in addition to those set forth in the exposure draft and addressed here. For convenience of members of that subcommittee and of Members reviewing these Comments, a copy of the 2023 markup showing proposed changes to the By-Laws is appears as an attachment to the PDF file containing these Comments.

In that context, HAZEN submits the following comments on the proposed draft amendment to the By-Laws:

1. HAZEN proposes that the following text be added to Article 1 following the existing sentence:

From and after its incorporation, the Corporation has not applied for tax-exempt status with the Internal Revue Service. No change to such status will be made unless and until doing so has been approved by a quorum of all persons entitled to be Members of the Association as specified in Article 3 hereof.

2. The proposed deletion to Article 2 Section 1 identified in the marginal annotation linked to it is improper and would have no legal effect. It appears to have been proposed as part of an effort to conflate the “Tomas Pound Dam Management Plan” (which cannot be revised other than through administrative proceedings with the DEP required to modify the 1990 Board Order) with the separate “Thomas Pond Water Level Management Plan” referenced in Condition 5 of the 1990 Board Order. See my comments on the exposure draft of the latter, now being proposed for the first time more than 34 years after the 1990 Board Order was approved.
3. The proposed addition to Section 2 of Article 2 is improper for the reasons set forth in my separate comments on the exposure draft of a form of amendments to the TPIA Articles of Incorporation. One of the marginal annotations linked to Section 1 describes deletion of text that was not in the 2018 By-Laws but was included in the proposals submitted to the 2023 Annual Meeting for potential amendments to the By-Laws: reference to the Thomas Pond Dam Management Plan and to the Cumberland County Registry of Deeds location information regarding it. Acknowledgement of that deletion in the exposure draft By-Law amendments confirms receipt by the subcommittee of the proposed amendments circulated on behalf of HAZEN at the 2023 Annual Meeting. It also demonstrates that the subcommittee seeks to conflate the Thomas Pond Dam Management Plan (which cannot be changed by the TPIA) with the Thomas Pond Water Level Management Plan and thus use the ability in the 1990 Board Order of the latter to be updated by the TPIA.
4. What appears to be explanatory text below Article 2 Section 2 and above Article 3 is misleading, wrong as a matter of law, and must be removed in order for the Directors to meet their fiduciary duties when presenting a proposal for amending the By-Laws to the Members for a vote.

5. HAZEN offers the Comments shown hereafter on the text proposed in the exposure draft to be included as new text of Article 3, with annotations at the end of this list setting forth the purpose/intent of the Comments and rationale for them:

Those persons owning one or more property on or with a documented right-of way to Thomas Pond shall have full rights of~~be eligible for~~ membership in the TPIA ~~and shall become a Member upon payment of annual dues as described in Article 4.~~ Members owning multiple properties meeting those requirements will have one vote for each such property. A property owned by multiple persons will have only one vote in the aggregate except as specified below. Any dispute arising over membership shall be resolved by the Board but any such resolution shall be in effect only until the next Annual Meeting of Members occurring after the date of such resolution by the Board unless expressly ratified by vote of the Members at such Annual Meeting.

Members shall promptly inform the Secretary of any changes in ownership, mailing address and electronic address. A Member who is unable to attend the annual or any special meetings (or elects for whatever reason not to do so) may vote by giving a written Proxy to another Member of the TPIA to be presented at the annual or special meeting or to by any other person authorize by law to do so pursuant to a durable power of attorney that has been notarized and is presented by such person at such annual or special meeting.

~~Thomas Pond shall consist of the main contiguous pond, the outlet, and the river to the dam.~~ As used in these By-Laws, the term "Thomas Pond" shall have the meaning set forth in the Articles of Incorporation of the Corporation as modified from time-to-time by action of the Members at an Annual Meeting.

6. What appears to be an annotation to Article 3 should instead be included as a new final paragraph of Article 3, in the revised form of it shown below:

A "documented" right of way can be established by recorded deed, written evidence of ownership in a condominium association that owns common ~~beach~~ rights on a specified beach to which such association has exclusive access or a deeded right to use a boat launch with direct access to Thomas Pond on a boat launched from it, and ownership rights in any other business entity that owns common rights of exclusive access to Thomas Pond. Any questions about eligibility shall be resolved by the Board but a determination by it will be subject to reversal by vote of the Members pursuant to an appeal to the Members by a party that the Board has determined does not have a "documented" right of way to Thomas Pond or by any other Member based on dilutions of his/her/its voting rights as a Member resulting from such Board determination.

7. The text also appearing under that as an annotation regarding the "Paid Member" term is misleading. When the By-Laws were initially approved upon formation of TPIA, they included a provision for Dues and thus for the concept of "Paid Member." That was subsequently recognized by the Members to be inconsistent with a clear provision of the TPIA Articles of Incorporation: that all Members had "equal voting rights in the running of the association." When the Members acknowledge that contradiction and a proposal was made to correct it, the proponent did not catch all instances in the By-Laws where the term "Paid Member" was present. As and to the extent there was any "uncertainty"

about whether Dues were voluntary rather than mandatory and payment of them might even be a condition to exercise of the right to vote, the failure to correct that contradiction was the cause of it.

8. Reference in such annotation highlights two other problems and future resolution of them: (1) costs of mailing physical materials, but (2) not everyone goes online often enough to be sure that announcements only available on the website will be seen in a timely manner allowing the viewer a realistic time for acting in response to such announcement. If the Association recognizes that the \$200 of a mailing is to be avoided, surely it can accept that Members do not uniformly recognize that they do not get a bang for their buck in paying voluntary dues. If that \$200 reflects the cost of first class mail metered postage (\$0.50) means that there are 400 Members, the logical calculation is that even only \$20 per year in Dues paid by all Members would cover 40 annual mailings by the association. The apparent disdain of Members by leadership of the association in objecting to even just the more normal less than two annual mailings would quite normally give any Member relatively competent in grade school math substantial pause in paying any Dues.

The solution set forth in this annotation (to assemble a reliable list of email addresses and linking that to an automated facility giving Members a heads-up by email that a new announcement has been posted on the web) would actually take some time and might never be fully reliable. HAZEN recommends that a separate proposal be presented to the Members that would facilitate assembly of a reliable list of email addresses for all Members by January 1, 2024 and advance notice actually given by physical mail that only those Members providing such email address could reasonably expect to have real time notice of postings on the website.

9. HAZEN objects to the text and proposed changes to it for Article 4 and in lieu thereof recommends the following modifications to the existing Article 4:

Commencing not sooner than the 2025 Annual Meeting of Members, the Board of Directors of the Corporation may propose that the TPIA Articles of Incorporation be amended by vote of the Members at an Annual Meeting to require payment of a~~Annual~~ Membership dues of the TPIA as a condition to the right of a Member to vote and authorizing the By-Laws to include any of the following: (a) procedures for payment of annual Dues, (b) authorized procedures for setting the amount of Dues and how the amount for each Member is calculated, (c) procedures pursuant to which the Board of Directors may grant a waiver to tax-exempt Members and to Members of limited means, and (d) documentation that must be submitted to the Members when assessing the appropriate amount of individual Dues. At the Annual Meeting of Members considering a proposal for adopting provision for mandatory Dues, the proponents must address whether the Corporation is complying with all requirements applicable to it for owning and operating the Dingley Brook Dam.~~are established by a vote of the Members at the annual meeting, or absent a quorum, dues may be established by a vote of the Board of Directors. The payment of annual dues grants the member the right to vote at the TPIA annual and special meetings. Annual dues shall be payable at or before the date of the annual meeting. Payment of dues after the annual meeting will give the Member the right to vote at the following year's annual meeting or at any special meetings called between the two annual meetings.~~

10. HAZEN recommends that the proposed text of Article 5 of the By-Laws be revised as follows:

The executive Officers of the TPIA ~~are shall be a~~ President, a Vice President, a Secretary, and a Treasurer. ~~They shall e~~Each shall serve a term of three years and perform the duties customarily associated with their respective offices. The Officers shall be elected by and from the Members of the TPIA at each ~~a~~Annual ~~m~~Meeting at the expiration of their term or that of the previous ~~o~~Officer's term.

The Board may also elect to appoint other officers of the Corporation who may have even significant responsibilities but may not have any executive authority.

11. HAZEN recommends that the proposed text of Article 6 of the By-Laws be revised as follows:

The Directors of the TPIA shall be elected by and from the Members of the TPIA (or from any person designated by a Member to act in his/her/its stead as attorney-in-fact under a notarized durable power of attorney) at each ~~a~~Annual ~~m~~Meeting at the expiration of ~~their term a~~ Director's term at such meeting and. The Board of Directors shall consist of at least three and up to nine Members that number specified in the TPIA Articles of Incorporation or determined in accordance with it. Vacancies arising between ~~a~~Annual ~~m~~Meetings may be filled ~~by~~through election by the Board but shall be for the same remaining portion of a staggered term as the Director vacating such position. Each Director may appoint another TPIA Member or person holding legally cognizable power of attorney for such Director to act as an alternate and to act on ~~their~~such Director's behalf.

12. HAZEN recommends that the proposed text of Article 7 of the By-Laws be revised as follows:

The Board shall consist of the Officers and all Directors duly elected to that role, as specified in the TPIA Articles of Incorporation and at least three and up to nine Directors. Each Director shall be elected for a term of three (3) years and may be removed from the Board by a majority vote of the other Board Members for failure to discharge the duties of a Director or for repeated disruption by such Director of the activities of the Board of Directors. ~~Initial terms of new Directors shall be agreed upon by the Board and may be less than three years to ensure staggered expiration of terms.~~ A quorum of the Board shall consist of a majority of the Directors currently serving members of the Board.

13. HAZEN recommends that the proposed text of Article 8 of the By-Laws be revised as follows:

Vacancies in a position of Officer or Director may be filled by elective action of the Board but shall be in effect solely until the next following Annual Meeting of the Members unless the Members shall vote then to retain such Director through the full un-expired term of the Director originally elected by the Members to that position.

14. HAZEN recommends that the proposed text of Article 9 of the By-Laws be revised as follows:

~~Annual mMeetings of the TPIA Members shall be held in June, July or August at the discretion of the Board. Fourteen (14) days' notice to the me and place shall be given in writing, by electronic mail or by posting of notice on the Association's web site to all those eligible for membership within the town boundaries of Raymond, Maine or Casco, Maine at 9:00 a.m. on the third Thursday of August as long as written and dated notice thereof is given not later than 14 business days prior to such meeting. Notwithstanding the foregoing, an Annual Meeting of Members may instead be held on any Saturday during June, July or August as long as written and dated notice thereof has been duly given not later than 35 calendar days prior to such meeting. A certificate signed by the Secretary or President of the TPIA under penalty of perjury and confirming the date any such notice has been given (and the method of providing it) shall be conclusive evidence of whether the applicable notice period has been satisfied. Ten percent (10%) of all TPIA Members having paid dues on or before the annual meeting, appearing at the and aAnnual mMeeting either in person or by proxy, shall constitute a quorum.~~

15. HAZEN recommends that the heading of Article 10 of the By-Laws be changed from "Committees" to "Committees and Subcommittees; Nominations" and further recommends that the proposed text of Article 10 of the By-Laws be revised as follows:

The President may appoint committees of the Board (which shall also thereby be a subcommittee of the Association without executive authority except as approved by Resolution of the Board duly proposed, seconded and passed) as the need arises. ~~ESuch committees that do not have executive authority~~ may include ~~nonmembers~~ persons who are not Members, subject to the approval of the President. Committees and subcommittees of them may establish their own procedures for meetings, maintenance of minutes, attendance and participation by persons not members of the committee; provided, however, that each and all such committee or subcommittee must be open to all Members unless that Board of Directors shall have specifically approved contrary rules for it in advance of any meeting thereof. Committee procedures are subject to review and approval of the Board of Directors. All additional or replacement committee members must be approved by the President. A nominating committee for the election of ~~o~~Officers and ~~d~~Directors shall be appointed at least ninety (90) days prior to the day of ~~the an aAnnual mMeeting it which those nominees will be subject to election.~~ The nominating committee shall determine which ~~o~~Officers and ~~d~~Directors seek re-nomination at the end of the ~~at person's~~ term. The nominating committee will seek Board candidates from all areas of the pond.

Nominations for election as Officers or Directors may also be made no later than five (5) business days prior to the Annual Meeting and may also be made from the floor at an Annual Meeting if at least ten (10) Members provided a verbal "second" of such nomination.

16. HAZEN recommends that the proposed text of Article 11 of the By-Laws be revised as follows:

Amendments to the ~~b~~By-Laws of the ~~e~~Corporation may be proposed by the Board or in a writing signed by at least ten (10) Members ~~eligible to vote~~ and submitted to the Secretary at least ~~twenty-one~~fourteen (2114) ~~calendar~~ days prior to any ~~a~~Annual Meeting or ~~at least thirty-five (35) calendar days prior to a~~ ~~s~~Special ~~m~~Meeting ~~called for that express purpose which may consider these amendments~~. To be considered and voted on at ~~such a~~ meeting, all proposed ~~b~~By-Laws amendments must include a description of the purpose of the proposed change, rationale for its adoption, and the specific wording changes proposed. Proposed amendments shall be posted on the Association's web site at least fourteen (14) days prior to the planned meeting. In the event that a quorum of Members does not attend and vote at such meeting, the ~~b~~By-Laws may be amended by a majority vote of a quorum of the Board ~~but shall remain in effect until the immediately next Annual Meeting of Members has been called to order~~.

17. HAZEN recommends that the proposed text of Article 12 of the By-Laws be revised as follows:

All procedural questions not resolved by formal ~~article herein~~provision hereof shall be determined in accordance with "Robert's Rules of Order". ~~The Members will retain ultimate authority to confirm or overrule any such determination at the Annual Meeting or Special Meeting at which the need for such resolution arises~~. Written notices may be published via email with a copy of the notice displayed on the ~~a~~Association's web site.

18. HAZEN recommends that the proposed text of Article 13 of the By-Laws be revised as follows:

The President shall have the authority to call special meetings of the Board in writing seven (7) days prior to the meeting date. ~~Fourteen~~Thirty-five (1435) days ~~advance~~ written notice shall be given via email or posting on the Association's web site for a ~~s~~Special ~~m~~Meeting of ~~the Association~~Members, as required.

19. HAZEN recommends that the following text be added to the By-Laws as Article 14 of it bearing a "Effective Date of Actions taken by the Board of Directors and/or the Members" heading:

Actions taken by the Board at a meeting of it will become effective immediately following adjournment of such meeting and announcement on the Association's website providing the specifics of any such actions; provided, however, that any action taken by the Board made take effect as of a later date specified in such action.

Action taken by the Board through unanimous written consent shall become effective on the date specified therein but shall be considered "tentative" until report of it shall have been published on the Association's website.

Actions taken by the Members at an Annual Meeting of the Members or at a Special Meeting of the Member shall take effect immediately after such meeting has been gaveled to adjournment. For clarity, all meetings of the Members will be governed by the By-Laws of the Association in effect on the date that notice of such meeting is given. All actions taken by the Members in any such meeting shall be announced on the Association's website as promptly as possible after

adjournment of it and in any event not later than the passage of two full twenty-four hour periods marked from the time of adjournment of such meeting.

ANNOTATIONS FOR NUMBERED ITEMS
(purpose/intent of the Comments and rationale for them²)

5	Personally, I find it offensive that the Association is thinking of re-introducing mandatory dues ... and even more offensive that the enforcement mechanism of it would be deprivation of voting rights. I am quite certain that the Directors I knew at the time the TPIA took over responsibility for managing the Dingley Brook Dam would cringe at the idea. I personally believe that sense of values by them at least contributes to (if not actually causing) the original Articles of Incorporation making it clear that ALL Members had completely equal and unconditional voting rights with all other Members. I also believe that when my father was Dam Keeper both he and the Board had open and cordial relations with all Members. If that memory is correct, then there has been a dramatic departure from that since at least 2010 with that diminution accelerating each year after that. At this point, I can fully appreciate that a noticeable group of Members feel that at least certain of the Directors (including Offices) have been dismissive of them. I can similarly appreciate a noticeable group of Members have not paid the voluntary dues on the basis of that perception a similar perception that they get now value from money paid to the Association is the form of such dues. I have previously reported to certain of the current or recently past Officers and Directors that I will readily pay any mandatory dues for Members from whom I hold a Durable Power of Attorney and Proxy that the TPIA might ultimately assess on a mandatory basis, for an indefinite period. But I am prepared to accept that management of the TPIA could justify the payment of dues if it adopts a “Water Level Management Plan” that (a) is consistent with the requirements of the 1990 DEP Order, and (b) contains provisions that provide a roadmap for complying with those requirements even to the point in assisting the efforts to do so. All but one of the changes proposed in this numbered section of the Comments are designed to address the foregoing concerns. The exception is the last sentence of it that would add text to Article 3 and define “Thomas Pond” to include riparian owners of property on Dingley Brook downstream of the Dam. Among other things, that is where Captain Dingley (purported to have build the Dam in the first place) himself lived. In additions, a portion of the 1990 DEP Order is clearly designed to avoid real property damage to those riparians. Indeed, the “petition” process leading to hearings by (and potentially actions of) the DEP and its Board of Environmental Protection regarding setting permitted water level may be initiated by residents of that area (potentially including some or all of the condo owners in the Tallwood
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² Per instructions shown on the TPIA website identifying topics to be covered in comments.

	development, depending on the building).
6	The 1990 DEP Order does not use the term “deeded” right of access as the TPIA often does but instead that concept is based on what the “riparian” term means under Maine law. It is not at all clear to me whether the term “documented right of way” as used in the exposure draft and the announcement of it does not indicate whether the subcommittee responsible for developing it sought legal advice that it does. The Members should be informed whether or not it did, if so whether such advice was obtained, and if so the identify of that legal adviser) and whether it will be present in person at the Annual Meeting to distribute copies of that advice (or provide it orally) and answer inquiries from Members attending it. I believe the markup reflected in this numbered Comment achieves what is needed but that conclusion can only be given by competent legal counsel admitted to practice law in Maine. The same is true for the exposure draft itself and whatever form of it is ultimately submitted to the Member for their consideration and possible approval.
9	The markup of Article 4 shown in this numbered Comment part of the “dues” issue addressed above (see annotation for Comment number 5). The reason proposing text deferring consideration to no earlier than the 2025 Annual Meeting and for tying it to the PLAN compliance with it and the 1990 DEP Order are covered in the annotation above for numbered Comment 5.
10	Purpose and intent for importing the concept of “executive” officer to Article 5 relates to the potential appointment of a “compliance officer” as addressed separately for the exposure draft “Thomas Pond Water Level Management Plan”. The annotations set forth separately in the Comments on that PLAN are incorporated herein by this reference.
11	The exposure draft for Article 6 limits the actions that can be taken by Members, making some of them “second class citizen.” The purpose and intent of this Comment is to avoid that. This proposal actually appears on its face to be addressed to a specific circumstance, which triggers concerns about fairness and concepts of “due process.” The revisions proposed in this Comment will both maintain equal treatment and avoid appearances of favoritism.
12	Revisions to the exposure draft covered by this Comment address ambiguities created by the exposure draft as to whether Officers would continue to be Directors and, if so, whether the maximum number of Directors in a “variable board” such as proposed with the exposure draft is expanded by the number of Directors or includes that number of Directors in the maximum. The purpose and intent of this Comment is to eliminate that uncertainty and thus reduce opportunities for dispute. The rationale is that time spent by Members acting in collaboration with all others is much more valuable to the TPIA as an institution than any time spent by them in avoidable disputes.

13	As presented in the exposure draft, this provision has very little detail as to application and that can lead to dispute and even abuse. These changes are intended to overcome that. The rationale is to retain as much control as possible with the Members. As presented in the exposure draft, this provision concentrates the power in the Board at the expense of the Members and even minimization of them. The rationale for the revisions shown in the markup is to preserve the check-and-balances effect of a membership that has actual supervisory authority and a realistic opportunity to perform is.
14	The revision shown in this markup of the exposure draft is only slightly modified from the corresponding one submitted to the 2023 Annual Meeting. The rationale is to encourage participation by Members by having a realistic opportunity to make plans to attend the Annual Meeting and to discourage gamesmanship in scheduling one.
15	The proposed change in the heading is to make it more informative as to the full content of the Article. The subcommittees announced at the 2023 Annual Meeting were allowed to conduct their activities in secret, as a black box having no transparency. The Comments that I am submitting simultaneously on the exposure documents demonstrate the inherent limitations on input being restricted to insiders. The rationale for the proposal to added new text at the end of Article 10 corresponds to the rationale set forth for Comment 13.
16	The text set forth in the exposure draft puts greater pressure on actions by Members that the 14-day notice period for Annual Meetings. The rationale for the changes shown on the markup is that Members be required to meet notice provisions not greater than the shortest one applicable to the President and Directors for an Annual Meeting.
17	Changes to the first sentence are for clarity as the term “article” in the existing text of the exposure draft otherwise has no clear meaning. The new second sentence shown in the markup makes clear that the ultimate and final authority in Annual Meetings is preserved to the Members. The same procedural rules are inherent in other legislative bodies such as the U.S. Senate and the U.S. House of Representatives.
18	Changes to Article 12 shown on the markup for this provision is the make it clear that Special Meetings should actually be “special” by requiring greater notice requirements than applicable to a roughly “fixed-date” Annual Meeting (see Comment 14) but no longer than for a “variable-date” Annual Meeting.

19	The purpose of the proposed addition of a new Article 14 as set forth in Comment 14 is to conform to normal principles of “best practices” for corporate governance and central to them as contained in corporate law statutes (and/or case law interpreting them) for many States (including California, New York, Delaware, and (quite probably Massachusetts, to which many of the laws of Maine originally trace). It will prevent gamesmanship in crafting an agenda such that some actions taken earlier could result in different standard prevailing when later agenda items that were in effect when notices for the 2024 Annual Meeting is actually given. In any event, the authority of the By-Laws not otherwise specified by statute trace to the Articles of Incorporation and the version governing the 2024 Annual Meeting are the subject of proposed amendments included in the exposure draft documents. The earliest that an amendment to the TPIA approved at the 2024 Annual Meeting is the Monday after it: July 1.
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For all other numbered Comments, the purpose/intent and rationale are set forth within the text.