

BY-LAWS OF THE THOMAS POND IMPROVEMENT ASSOCIATION

Article 1 **Description**

The name of the Corporation is Thomas Pond Improvement Association ("TPIA"), incorporated on May 22, 1985, as a private, non-profit Corporation under Title 13, Chapter 81 of the 1964 Revised Statutes of Maine.

Article 2 **Purpose**

1. To maintain and preserve mutually agreeable water levels through acquisition of the Thomas Pond Dam and in compliance with the Thomas Pond Dam Management Plan recorded in the Cumberland County Registry of Deeds in Plan Book 9240 Pages 0021 - 0049 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.

Article 3 **Membership**

Those persons owning property on or with a right-of way to Thomas Pond shall be eligible for membership in the TPIA and shall become a Paid Member upon payment of annual dues as described in Article 4. Thomas Pond shall consist of the main contiguous pond, the outlet, and the river to the dam, including those adjacent to the culvert.

Article 4 **Dues**

Annual dues to be a Paid Member of the TPIA are established by a vote of the Members at the annual meeting, or absent a quorum, by a vote of the Board of Directors. Annual dues shall be payable at or before the annual meeting.

Article 5 **Officers**

The Officers of the Corporation are President, Vice President, Secretary, and Treasurer. They shall perform the duties customarily associated with their respective offices. They shall be elected by and from the Members of the TPIA at each annual meeting at the expiration of their term.

Article 6 **Board of Directors ("Board")**

The Board of the TPIA shall be elected by and from the Members of the TPIA at each annual meeting at the expiration of their term and shall consist of the Officers and one (1) Member from each of the following sections of the Pond - Thomas Pond Shores, Pulpit Rock Rd., Raymond Cape Rd., Watkins Shores, Murch's Point, Route 302, Thomas Pond Shores Ext., Quaker Ridge Rd., and Thomas Pond

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Terrace, and up to five (5) at-large Members. Each director may appoint an alternate to act on their behalf. A quorum of the Board shall consist of a majority of the current members of the Board.

Article 7 **Term**

Officers and directors shall be elected for a term of three (3) years and may be removed from their offices by a vote of the Board. Initial terms shall be agreed to by the Board to ensure staggered expiration of terms.

Article 8 **Vacancies**

Vacancies may be filled by elective action of the Board.

Article 9 **Annual Meetings**

Annual meetings of the TPIA Members and those eligible for membership shall be held in June, July, or August at the discretion of the Board. Fourteen (14) days notice as to the time and place shall be given in writing to all those eligible for membership. Ten percent (10%) of the TPIA Paid Members shall constitute a quorum.

Article 10 **Committees**

The President may appoint committees as the need arises. A nominating committee shall be appointed at least ninety (90) days prior to the day of the annual meeting.

Article 11 **Amendments**

These By-Laws may be amended at any regular or special meeting of the Members, provided that at least fourteen (14) days notice in writing has been given as to the purpose and content of the proposed amendment. In the event that a quorum of Members does not attend and vote at such meeting, the By-Laws may be amended by a majority vote of a quorum of the Board.

Article 12 **Parliamentary Authority**

All procedural questions not resolved by formal article herein shall be determined in accordance with "Robert's Rules of Order". Written notices may be via email.

Article 13 **Special Meetings**

The President shall have the authority to call special meetings of the Board in writing seven (7) days prior to the meeting date. Fourteen (14) days written notice shall be given for a special meeting of the Association as required.