

**AMENDED AND RESTATED BY-LAWS  
LAKE ARROWHEAD CONSERVATION COUNCIL**

**Adopted as of May 20, 2023**

**ARTICLE 1 NAME AND REGISTERED OFFICE**

**Section 1. Name.** The name of this corporation (the “Corporation”) shall be as set forth in the Articles of Incorporation. References in these Bylaws to the Articles of Incorporation shall mean the Articles of Incorporation of the Corporation as in effect from time to time.

**Section 2. Registered Office.** The Corporation shall have and continuously maintain in the State of Maine a registered office and a registered agent as required by the Maine Nonprofit Corporation Act. This office may be relocated as may be determined by its Board of Directors (as defined below).

**ARTICLE 2 PURPOSE**

**Section 1. Purposes.** The Corporation's activities will be exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”). The purpose of the Corporation is to advance and promote conservation and protection of Lake Arrowhead water, lake and land quality, as well as advocacy for public interest in the preservation of natural resources in Maine lakes. The Corporation is a non-partisan organization that uses education, communications, engagement programs, and advocacy to achieve its purpose.

**ARTICLE 3 MEMBERSHIP**

**Section 1. Class and Categories.** The Corporation shall have one class of Members, which shall be non-voting Members. Admission of Members shall be at the discretion of the Board of Directors. The Categories of Members shall be as set by the Board from time to time.

**Section 2. Dues.** The dues for each Category of Membership shall be as set by the Board from time to time.

**Section 3. Non-Voting.** Per the Articles of Incorporation, Members are non-voting.

**ARTICLE 4 BOARD OF DIRECTORS**

**Section 1. Management Powers.** The property, affairs and business of the Corporation shall be governed by a Board of Directors (the "Board"), which may exercise all such powers of the Corporation.

**Section 2. Number and Qualification.** The Board shall consist of between three (3) and thirteen (13) individuals. The Directors of the Corporation shall be nominated and elected by the Board of Trustees of the Lake Arrowhead Community, Inc. So long as reasonably practical and in the best interest of the Corporation, each Director of the Corporation shall also be a Trustee of the Lake Arrowhead Community, Inc. Initially, the number of Directors is set at nine (9) and the Board may set or adjust the number of Directors from time to time. Each Director so elected shall serve for a term of three (3) years and until that Director's successor is elected and qualified, or until that Director's prior death, removal, or resignation. In the case of a vacancy on the Board, the remaining Directors may select a successor to serve the unexpired term. If reasonably practical, the terms of office of the Directors may be staggered in such manner that approximately one-third (1/3rd) of the total number of Directors shall be elected annually. At the conclusion of each term, each Director may, upon nomination of the Board or an appropriate of committee, be reelected and serve on the Board for successive terms.

**Section 3. Removal.** A Director may be removed from the Board upon a majority vote of the entire Board.

## **ARTICLE 5 OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be elected annually by the Board from among the Directors and shall consist of a President, Vice President, Treasurer and Secretary, and such other officers as the Board of Directors may designate from time to time.

**Section 2. President.** The President shall be the chief executive of the Corporation and shall have general management authority for the activities of the Corporation. The President shall preside at all meetings, appoint members to all committees, be an *ex officio* member of all committees with full voting privileges and responsibilities, see that the Bylaws are followed, see that the duties of the officers of the Corporation are properly discharged, shall, acting for the Board, and perform all those duties incident to the office of President.

**Section 3. Vice President.** The Vice President shall act for the President when the President is unable to perform the duties of office and shall have other duties as are designated by the Bylaws or the Board.

**Section 4. Secretary.** The Secretary shall keep, or delegate another to keep, the minutes and other records of the Corporation, and see to it that all notices required are sent out in a timely fashion.

**Section 5. Treasurer.** The Treasurer shall be responsible for the supervision of the Corporation's financial records consistent with policies adopted by the Board, the preparation of a budget in conjunction with any appropriate committees, the reporting on the financial operations, and performing such other duties as designated by the Bylaws or by the Board.

**Section 6. Election of Officers.** The officers shall be elected by the Board at the annual meeting of the Board, or at a regular or special meeting of the Board. The officers shall hold office for one (1) year or until their successors are elected and qualified. In the event of a vacancy, the Board shall elect a person to fill the unexpired term.

## **ARTICLE 6 COMMITTEES**

**Section 1. Committees.** The Board shall establish such committees as it deems necessary to carry out the business of the Corporation. The President shall appoint the Chair and members of each committee.

## **ARTICLE 7 MEETINGS**

**Section 1. Regular Meetings.** Regular meetings of the Board may be held at such times and places as the Board shall determine. No notice to the membership is required for any Board meeting.

**Section 2. Special Meetings.** The President may call a special meeting at any time and shall call a special meeting of the Board upon written request of any three (3) Directors stating the purpose for such a meeting. Notice of any special Board meetings shall be given to the Directors by facsimile transmission, telephone, electronic mail or other commonly used electronic means at least twenty-four (24) hours before the meeting.

**Section 3. Annual Meetings.** The Annual Meeting of the Board shall be held each year at such time and location as selected by the President of the Corporation. In the event an annual meeting has not been held for any reason, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the Annual Meeting of the Board shall be given to the Directors by facsimile transmission, telephone, electronic mail or other commonly used electronic means at least twenty-four (24) hours before the meeting.

**Section 4. Quorum and Action of the Board.** A majority of the Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these Bylaws, the Corporation's Articles of Incorporation, or by law.

**Section 5. Executive Sessions.** That portion of any Board meeting involving a personnel matter or a discussion of contemplated or ongoing litigation shall be in executive session and closed to all but the Directors and, as requested by the Board, staff, cooperating attorneys and named parties represented by the Corporation or cooperating counsel. In addition, the Board may conduct such other business in executive session as it deems appropriate to manage the confidential business of the organization upon a majority vote of those Directors who are present and voting. The reason for the executive session shall be stated in the minutes.

**Section 6. Actions Without Meeting.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consent to such action is signed by all Directors and such written consent is filed with the minutes of the Board. Such written consent may be made by mail, facsimile, electronic mail or commonly used electronic means. For the purposes of this section, "signed" includes an electronic signature, which is defined as any electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

**Section 7. Electronic Participation in Board Meetings.** Directors may participate in a meeting by means of conference telephone, video, or other similar communications technology if all the persons present at the meeting can hear each other at the same time. Participation in a Board meeting by those means constitutes presence at the meeting for the purposes of determining a quorum.

**Section 8. Rules of Order.** The latest edition of Roberts' Rules of Order shall govern the conduct of meetings of the Board, except as provided in the Bylaws.

## **ARTICLE 8 AMENDMENTS**

These Bylaws may be amended, altered or repealed and new Bylaws adopted upon a vote of a majority of the Directors present at any duly called regular or special meeting of the Board at which a quorum is present if the notice of meeting specifies the action to be taken.

## **ARTICLE 9 CORPORATE ASSETS AND EARNINGS**

**Section 1. Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

**Section 2. Inurement Prohibition; Interest in Contracts.** No Director, officer, committee member, or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board or its designee for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any Director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section 2 of this Article and any conflict of interest policy adopted by the Board.

**Section 3. Dissolution.** Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine.

**Section 4. Exempt Activities.** Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

## **ARTICLE 10 INDEMNIFICATION AND INSURANCE**

**Section 1. Indemnification.** The Corporation shall, to the full extent of its power to do so provided by law, indemnify any and all present and former officers, Directors, employees, committee members, and agents of the Corporation against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of their being or having been officers, Directors, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, or otherwise.

**Section 2. Limitations on Indemnification.** In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the “Code”), or under the comparable or corresponding provisions of any future United States internal revenue laws.

**Section 3. Indemnification from Other Sources.** The Corporation’s obligation, if any, to indemnify any person who was or is serving at its request as a trustee, Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

**Section 4. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.