



Maidstone Lake Association
BY-LAWS
As revised July 12, 2008

Maidstone Lake Association

Formerly Maidstone Lake Camp Owners Association
RR1 Box 434
Maidstone VT 05905

Corporation papers dated at Town of Maidstone
Essex County
STATE OF VERMONT
July 14, 1959

IRS designation as of September 25, 1989
Section 501 (c)(4) Social Welfare

ARTICLE 1 Name of the Corporation and Location of Principle Office

The name of this corporation shall be the Maidstone Lake Association, and its principle office shall be located at Maidstone in the County of Essex and State of Vermont.

ARTICLE 2 Purpose of the Corporation

To promote services and improvements in the Maidstone Lake area which are mutually beneficial to all owners.

To have representation with State, Town and Civic officials relative to property owners interests.

To promote the "Good Neighbor Policy" among the owners.

To preserve the natural beauty of the environment.

To preserve the purities of Maidstone Lake.

ARTICLE 3 Officers and Directors

The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be elected by and from the Board of Directors as hereinafter constituted and shall hold office for a term of one year and until a successor is elected. The process agent shall be elected from within the Board of Directors.

The Board of Directors shall manage the affairs of the Corporation and shall consist of nine members in good standing, at least two (2) of whom shall be residents of the State of Vermont. At the annual meeting, member owners and/or associate members shall elect three (3) Directors for a term of three (3) years.

All of said Directors shall hold office for the terms indicated and/or until their successors are duly elected and qualified at the next annual meeting. Vacancies in the Board of Directors may be filled by the remaining members and each person so elected shall be a Director until a successor is elected by the members of the Corporation, who may make such election at the next annual meeting or at any duly called special meeting held prior to said annual meeting. The president of the Corporation shall act as chairman of the Board of Directors.

To the extent permitted by these Bylaws, the Directors may act through an executive committee of not less than five (5) members which shall be composed of members of the Board of Directors.

ARTICLE 4 Membership and Dues

Section 1

Any individual owning waterfront property on Maidstone Lake is eligible for membership in the Corporation. A member in good standing shall be defined as an owner(s) who has paid the current annual dues prior to the current annual meeting. Such payment shall entitle the member to one vote on the business of the Corporation until the next annual meeting. No one shall be denied membership on account of race, color, religion, gender, national origin.

Section 2

An Associate member of this Corporation shall be defined as a designee of a member in good standing of the Corporation as defined in Section 1, having attained the age of eighteen (18) years and in payment of current Associates annual dues. Associate members shall have the privileges and voting rights of regular members in the absence of the lot owner. Associate members shall also be allowed/eligible to serve as Directors or Officers of the Corporation.

Section 3

The member and associate dues will be in the amounts recommended by the Board of Directors, subject to the approval of the Corporation at an annual or special meeting called in accordance with Article 5, provided that members shall be notified in writing specifying the proposed changes, and a majority vote of all members present or by proxy vote shall be necessary to change the dues. Any such change approved may be implemented immediately.

ARTICLE 5 Meetings

The Board of Directors shall determine the time and place for the annual meeting of the membership and shall have the Secretary notify members in writing at least five (5) days prior to the date selected for the annual meeting or any special meeting as hereinafter provided, which notice shall state the time and place of said meeting. All lot owners of the Corporation or associate members representing lot owners may vote in person at these meetings or by an official Association proxy as distributed by the Secretary if unable to attend, each lot owner being entitled to one (1) vote.

The Board of Directors shall have the authority to call a special meeting of the Corporation and shall immediately do so when fifteen (15) or more members seeking to hold a special meeting file a petition requesting same.

Regular and special meetings of the Board of Directors shall conform to Vermont Statute Title 11B: Chapter 8: Section 8.20.

ARTICLE 6 Elections of Officers and Directors

The President may appoint a nominating committee in advance of the annual meeting to seek out new candidates for office rather than at the time of the meeting. The members of the Corporation in annual meeting assembled shall nominate from the floor the Board of Directors as provided for in Article 3.

Immediately after the annual meeting, the Board of Directors shall meet and elect the officers provided for in Article 3.

ARTICLE 7 Duties of Officers and Directors

President

The President shall preside at all meetings of the members and shall serve as Chairman at meetings of the Board of Directors. The President shall have the authority to appoint committees from the members or from the Board of Directors to expedite functions of the Corporation. The President or his/her designee shall serve as Chairman of all such committees. The President shall vote only to break a tie vote of the Board of Directors.

Vice President

The Vice President shall officiate in the absence or inability of the President to act, having the same authority and duties as the President.

Process Agent

The Process Agent shall be a resident of the state of Vermont whose purpose is to file all required Corporate documents on behalf of the Corporation.

Secretary

The Secretary shall keep the records of meetings of the Corporation and Board of Directors in bound form, send all notices to members or Directors, and prepare and send all correspondence and keep a record thereof. A Secretary Pro-Tem shall be appointed in the absence of the Secretary whose minutes and correspondence shall be given to the Secretary. The Board may appoint a Recording Secretary to take minutes of their meetings and assist the Secretary with administrative matters.

Treasurer

The Treasurer shall furnish an indemnity or surety bond of office whose cost shall be borne by the Corporation, receive all dues and monies of the Corporation and issue a receipt thereof, disburse monies of the Corporation on the signed order of the Board of Directors' Finance Committee and shall prepare and present a statement of the income and disbursements for the Annual Meeting and render an account of the condition of the treasury and recommendations for annual dues as the Board of Directors may require.

Board of Directors

The Board of Directors shall be the governing body of this Corporation subject only to the Bylaws and the majority vote of the members at the Annual Meetings. They shall transact all business and affairs of the Corporation and render a report at each Annual Meeting.

Board and Quorum

The Board of Directors shall elect two of their members to serve with the President as a Financial Committee to audit the Treasurer's books before each Annual Meeting. Five members of the Board of Directors shall constitute a quorum to transact business. Special meetings of the Board of Directors may be called by any member of said Board, specifying the time, place and reason for said meeting.

Board Meeting Attendance

Regular participation in board meetings is essential to the Associations management. Using e-mail or phone, members can easily contact the President, or if unavailable another board officer, to explain their situation as well as to provide input into various board matters. Therefore if a Board member misses 2 consecutive meetings as "unexcused", they will receive a reminder of the attendance requirements. If they miss a 3rd meeting, "unexcused", their seat will automatically be vacated and the board will appoint a replacement to fill the rest of their term. However if the members absence is caused by unexpected illness, disability or other unusual situation expected to last 3 months or more, with the expectation that the member will be able to return as active participant the board once the matter is resolved or within 6 months; the board may immediately make a temporary appointment to fill the position until the member returns, resigns or their term expires.

ARTICLE 8 Amendment of Bylaws

The Bylaws of this Corporation may be altered, amended or repealed at any special or regular meeting, provided that all members shall be notified in writing specifying the proposed changes, and a majority vote of all members present shall be necessary to alter, amend, or repeal any Bylaw.

ARTICLE 9 General Organization

Any member of the Corporation is encouraged and invited to present in writing a request for services or improvements relative to Maidstone Lake area. Address communications to the President of the Corporation for action by the Board of Directors.

A copy of the approved Bylaws of this Corporation shall be recorded in the Secretary's minutes as a permanent record, each member shall be entitled to a copy of the Bylaws.

ARTICLE 10 Water Quality Preservation

The Corporation shall monitor Maidstone Lake's water quality annually, such monitoring to include tests for phosphorus and secchi dish levels. The Corporation shall provide information to new members (when they join the Corporation) and all members periodically on sound wastewater disposal practices. The Corporation shall encourage Property owners to install subsurface or other wastewater treatment facilities that meet State standards.

If a Property owner applies to the Town of Maidstone or the State of Vermont for approval of a subsurface or other wastewater treatment system, the Corporation shall exercise any rights of access to Property owners' lots it has, under deeds conveying ownership of such lots to Property owners to allow officials of the Town of Maidstone or the State of Vermont access to such lots for purposes of reviewing such applications or enforcing any permit issued approving such wastewater treatment systems. The Corporation shall not have any obligations, however, to review or approve such applications.

End

By-laws past amendments: October 8, 1972; Article 4, paragraph 3 regarding Associate Members. October 12, 1975; Articles 1 through 8. July 30, 1983; Article 8. July 27, 1985; Article 4. July 23, 1988; Article 3. July 7, 1990; Article 4. July 8, 1995; Article 10. July 6, 1996; Article 3, paragraph 2; Article 4; sections 1, 2 & 3; Article 5; paragraph 1. July 10, 1999; Article 4, section 1. July 8, 2000; Article 3. July 10, 2004; Article 3, paragraph 4; Article 5, paragraph 2 and add 3; Article 7. July 9, 2005; Article 4, section 1; section 2. July 8, 2006; Article 3, paragraph 2.

By-laws last amended: July 12, 2008; Changed all Trustee references to Director and all Clerk to Secretary, Article 1, Article 3, paragraph 2; Article 4 section 1 and 2, added section 3, Article 6 para. 1, Article 7 Secretary, Treasurer and meeting attendance. Article 10