

BYLAWS  
OF  
LAKE AUBURN WATERSHED NEIGHBORHOOD  
ASSOCIATION (LAWNA)  
**(Amended & Approved June 13, 2016)**

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**BYLAWS OF**  
**LAKE AUBURN WATERSHED NEIGHBORHOOD**  
**ASSOCIATION (LAWNA)**

**ARTICLE 1. OFFICER NOTE, NAME, LOCATION AND PURPOSE.**

**Section 1.0: Officers Can Vote.** For the purposes of voting within these By-Laws, an “Officer”, as defined in Article 5, and present at any meeting, may vote on matters alongside the Board of Directors.

**Section 1.1: Name.** The name of the corporation shall be that set forth in the Articles of Incorporation.

**Section 1.2: Location.** The location of the principal office and mailing address of the corporation is 115 North Auburn Road, Auburn, Maine 04210, or such other location and address as may be designated by the Board of Directors from time to time.

**Section 1.3: Purpose.** The corporation is a nonprofit corporation organized for the purpose of protecting the environment and natural resources within the Lake Auburn watershed, protecting and promoting the rights of property owners within the watershed, and promoting recreational activities and preserving access to areas where members of the community have traditionally undertaken said activities.

**Section 1.4: Registered Office.** The registered office shall be that office specified in the Articles of Incorporation, or such other location as may be designated by the Board of Directors.

**Section 1.5: Registered Agent and Assistant Registered Agent.** The Registered Agent of the Corporation shall be a resident of the State of Maine. The initial Registered Agent shall be as named in the Articles of Incorporation and shall serve until his or her resignation from office or until a successor is elected by vote of the Board of Directors. The Board of Directors may also elect an Assistant Registered Agent who shall perform all duties of the Registered Agent in the absence of the Registered Agent, and any other duties specified herein or assigned by the President or Board of Directors from time to time. The Registered Agent shall, in general, perform all the duties incident to the office, under law, and such other duties as the President or Board of Directors may assign from time to time. The Registered Agent may certify votes and actions of the Board of Directors and its committees, and shall perform such other duties and have such powers as are prescribed by the Maine Nonprofit Corporation Act as may be amended from time to time (hereinafter the “Act”). The Registered Agent shall have custody of the corporate seal and may affix the same on documents requiring it, and attest to the same.

**Section 1.6: Seal.** The seal of this Corporation shall be circular in form with the name of the Corporation, the word “Maine” and the year of its incorporation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Directors may adopt a wafer seal in any form in respect of any particular documents or instrument, in which case such wafer seal affixed to such document or instrument shall be the corporate seal of this corporation thereon for all purposes provided by law.

**Section 1.7: Section Headings.** The headings of Articles and Sections set forth herein are for convenience only, and shall not be taken into account in construing these ByLaws.

## **ARTICLE 2. MEMBERSHIP AND VOTING.**

**Section 2.1: Classes.** There shall be two (2) classes of members as follows:

1. **Full Members:** Full Members are those members, who may be individuals or organizational entities, who own real estate within the Lake Auburn Watershed, as defined by the City of Auburn Zoning Ordinance, Chapter 29, Article 5, Section 5.3, as said Section may be amended or replaced from time to time, and who meet any additional requirements that may be imposed by the Board of Directors from time to time. Said membership shall be updated at least annually and ownership shall be determined by reference to public documents maintained by the City of Auburn as published via the Web GIS system, or as otherwise determined by the Board of Directors from time to time. Members who own real estate jointly with another/others shall, jointly, be considered one (1) member. Similarly, a member who owns more than one (1) parcel of real estate, whether or not said parcels are contiguous, shall be deemed a single member. The City of Auburn, along with any agencies thereof, including, but not limited to, the Lake Auburn Watershed Protection Commission and the Auburn Water District, shall be deemed a single member. Notwithstanding the foregoing, any said owner of real estate may request, in writing, that he/she/it does not want to be a member of the Corporation. Any said membership shall cease upon receipt of said written request and membership shall not be reinstated except upon written request delivered as provided for Associate Members in Section 2.1(2) below.

2. **Associate Members:** Associate Members are those members who are not Full Members, as defined by Section 2.3(1) above, and may be any individual with an interest in the purposes of the corporation. To become an Associate Member, said individual shall express, in writing delivered to the Assistant Registered Agent at the principal office of the corporation or in person at any meeting of the members, or by email to [info@auburnwatershed.org](mailto:info@auburnwatershed.org), the intent to be a member, and shall meet any additional requirements for membership as may be imposed by the Board of Directors from time to time, which requirement(s) may also apply to renewal as discussed in Section 2.2 below. Said writing shall also state the proposed member’s email address, if any, and/or mailing address to which meeting notices shall be sent. Membership shall

begin as of the date of delivery if delivered in person or upon the date of mailing if mailed, electronically or otherwise, or upon the date any and all additional requirements are satisfied, whichever date is later, and shall expire on the date of the next annual meeting of the members as described in Section 3.1 of these bylaws, unless renewed pursuant to the terms of Section 2.2 of these bylaws.

**Section 2.2: Membership.** Membership of an Associate Member shall be renewed at least annually. Membership may be renewed by: 1) expressing, in writing delivered to the Assistant Registered Agent at the principal office of the corporation or by email to info@auburnwatershed.org on or before the date of the next annual meeting of the members, the intent to renew said membership, which writing shall also state the member's email address, if any, and/or mailing address to which meeting notices shall be sent; or 2) attending the next annual meeting of the members, and providing such additional information thereat as may be required by the Directors.

**Section 2.3: Vote.** Each Full Member who has paid all dues or fees assessed by the Board of Directors pursuant to Section 2.4 or Section 3.3, if any, shall be entitled to one (1) vote upon matters pertaining to the Corporation and upon which the members are entitled to vote under these Bylaws and the Act. Associate Members may participate in meetings of the members, but are not entitled to vote.

**Section 2.4: Dues.** The Board of Directors may impose dues as a requirement of membership and shall establish the amount, time of payment, and payment method(s) thereof.

### **ARTICLE 3. MEMBERSHIP MEETINGS.**

**Section 3.1: Annual Meeting.** The annual meeting shall be held on a mutually agreed date and time determined at the first meeting of the Board of Directors each year at the place and time as the notice of such meeting may designate, or on such other date and at such other time as the notice shall state, to fix the number of the Board of Directors, to elect the Directors for the ensuing year, and to transact such other business as may come before the meeting.

**Section 3.2: Special Meetings.** Special meetings may be called by the President, by the Board of Directors, or by written request of a minimum of five percent (5%) of the members authorized to vote at said meeting.

**Section 3.3: Notice of Meeting.** Written notice stating the place, day and hour of any meeting may be delivered by email, personally, or by mail to each member, not less than ten (10) or more than fifty (50) days before the date of such meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the Notice and no other business shall be transacted at such special meeting. If mailed, including by email, the Notice of a meeting shall be deemed delivered when mailed, duly addressed to the member at his address

as it appears on the records of the corporation. Each member shall furnish to the Assistant Registered Agent his/her/its current email address and/or mailing address to which notices will be directed.

Unless no email address is provided, all notices required by this Article shall be delivered by email. If no email address is provided, the Board of Directors may assess a fee to each member, in any amount it deems necessary, to cover the costs associated with providing said notice.

**Section 3.4: Quorum.** The members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting.

**Section 3.5: Proxies.** At any meeting of members a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

**Section 3.6: Action by Consent.** Any action required or permitted by law to be taken at any annual or special meeting of members may be taken without a meeting if written consents, bearing the date of signature and describing the action taken, are signed by all members entitled to vote on such action and are delivered to the Registered Agent or Registered Office for inclusion in the minutes or filing with the corporation records. Such written consents may contain statements in the form of, and in any case shall have the same effect as, a vote of the members and may be stated as such in any certificate or document required or permitted to be filed with the Secretary of State of Maine, and in any certificate or document prepared or certified by any officer of the Corporation for any purpose.

#### **ARTICLE 4. BOARD OF DIRECTORS.**

**Section 4.1: General Powers.** The affairs of the corporation shall be managed by its Board of Directors, which in this corporation, shall be known as the Board of Directors. One Director may be designated by the President to be Chairman of the Board.

**Section 4.2: Number, Tenure and Qualification.** The number of Directors shall be not less than three (3) or more than seven (7), as may be fixed at the annual or regular meetings. The initial Directors shall be elected by the Incorporator and thereafter shall be elected by the members qualified to vote thereon at the annual meeting, a special meeting called for said purpose, by unanimous written consent, or by any other method permitted pursuant to the Act. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. The seventh Director will be the Youth Director alternately filled and by attendance of Androscoggin County high school or middle school aged students. An Alternate Director may be assigned by the President to replace one of the seven (7)

Directors that may be absent at any meeting. Any Director may resign his or her office by delivering a written resignation to the President or Assistant Registered Agent. Directors may be removed from office in the manner prescribed by the Act.

**Section 4.3: Regular Meetings.** A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of members, without notice other than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of Maine, for the holding of additional regular meetings of the Board, without other notice than such resolution.

**Section 4.4: Special Meetings.** Special meetings of the Board of Directors may be called by the President or a majority of the members of the Board. The call for such meeting shall fix the place of the meeting, which may be within or without the State of Maine.

**Section 4.5: Notice.** Notice of any special meeting of the Board of Directors shall be given at least eight (8) days previously thereto by notice delivered by email, personally, by letter or telegram, or by telephone directed to each Director at his address or number as shown on the records of the corporation. If mailed, including by electronic mail, such notice shall be deemed to be delivered when sent. However, all Directors' meetings at which all are present and sign a written consent thereto on the records thereof are legal, whether or not previous notice has been given. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 4.6: Quorum.** A majority of the Board of Directors and Officers shall constitute a quorum.

**Section 4.7: Vacancies.** Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Directors may be removed from office in the manner prescribed by the Act.

**Section 4.8: Action.** Action by the Board of Directors shall be by majority vote.

**Section 4.9: Informal Action by Directors.** Action of the Board of Directors may be taken in informal fashion, without meeting, provided that a consent, in writing, setting forth the action so taken shall be signed by all of the Directors.

**Section 4.10: Compensation.** Directors of this corporation shall receive no compensation for their services as Directors; however, the members may vote at any meeting to reimburse Directors for out of pocket expenditures incurred in such capacity.



**Section 4.11: Participation in Meetings.** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 4.12: Committees.** The Board of Directors, by a resolution adopted by a majority of the full Board of Directors then in office, may designate from among its members one or more committees, each committee to consist of two or more Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent provided by the Board, shall exercise the powers of the Board of Directors in the management of the Corporation's business and affairs, subject to limitation imposed by the Act. Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. Members of the committees may be removed from office, with or without cause, by resolution adopted by a majority of the full Board of Directors then in office. So far as practicable, the provisions of these Bylaws relating to the calling, noticing, and conduct of meetings of the Board of Directors shall govern the calling, noticing, and conduct of meetings of the committees. The full Board of Directors, by a majority vote at a regular meeting, may re-designate or terminate a committee if so desired.

## **ARTICLE 5. OFFICERS.**

**Section 5.1: Officers.** The officers of the corporation shall be a President, Treasurer and Secretary, and such other officers as the Board of Directors deem necessary from time to time.

**Section 5.2: Election, Qualifications, and Term of Office.** The initial officers of the corporation shall be appointed by the Incorporator, and, thereafter, said officers, with the exception of the Registered Agent and Assistant Registered Agent, shall be elected annually by the Board of Directors at its regular annual meeting, a special meeting called for that purpose, or by unanimous written consent. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The Registered Agent and Assistant Registered Agent shall serve until he or she resigns or is replaced by the Board of Directors. Any officer may be removed at any time, with or without cause, by the Board of Directors.

**Section 5.3: Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.4: President.** The President shall be the principal executive officer and shall in general supervise and control all the business affairs. He shall preside at all meetings of the

members and of the Board of Directors. He may assign to the Chairman of the Board the duty to preside at any and all meetings if so desired. He may sign any contracts, or other instruments which the Board of Directors has authorized to be executed, and in general he shall perform all duties incident to the Board of Directors from time to time.

**Section 5.5: Treasurer.** The Treasurer shall have charge and custody and shall be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source, and deposit all such monies in the name of the corporation in such bank, trust company or other depository as shall be selected by the Board of Directors. The Treasurer shall see that funds of the Corporation are disbursed as may be ordered by the Board of Directors, and shall see that the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, is rendered an accounting of all transactions and of the financial condition of the Corporation. The Treasurer shall receive notification from members of transfers of interest in property by a member on behalf of the Corporation. He shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President or Board of Directors.

**Section 5.6: Secretary.** The Secretary shall keep the minutes of meetings of the Board of Directors and the minutes of the meetings of the members, including, but not limited to, attendance thereat, shall see to it that notices of meetings and other notices are duly given in accordance with these Bylaws or as required by law, and shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President, the Board of Directors, or these Bylaws.

**Section 5.7: Checks, Drafts, etc.** All checks, drafts or other orders, greater than \$250, for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be approved by the Treasurer and one (1) other officer, or such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks, drafts or other orders, greater than \$500, for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be co-signed (same signature line on check) by the Treasurer and one (1) other officer, or such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **ARTICLE 6. INDEMNITY**

**Section 6.1: Indemnification of Directors and Officers.** To the extent permitted by law, the corporation shall indemnify members of the Board of Directors and Officers, past or present, their heirs or personal representatives, against any and all expenses actually and necessarily incurred by them in connection with the defense or settlement of an actual or

threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a member of the Board of Directors, or Officer of the Corporation, except in relation to matters as which any such member of the Board of Directors, or Officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated upon the existence of such liability. The termination of any action, suit or proceeding by judgment, order, settlement or conviction upon a plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person engaged in willful misconduct. The right of the members of the Board of Directors or Officers to indemnification by the Corporation shall be in addition to, and not exclusive of, all of the rights to indemnification to which they may be otherwise entitled, including any rights to indemnification under the terms of any Board of Directors or Officers liability policy or policies which may be procured.

**Section 6.2: Authorization to Purchase Insurance.** The Corporation may purchase and maintain a Board of Directors and Officers liability policy or policies insuring the corporation and its members, members of the Board of Directors and Officers against the cost of defending a claim or paying a settlement or decision.

## **ARTICLE 7. AMENDMENTS OF BYLAWS.**

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted only upon the affirmative vote of seventy-five percent (75%) of the voting membership at an annual or special meeting of the members, or by a consent, in writing, setting forth the amendment, alteration, or repeal, signed by all of the Directors. The notice of a meeting pursuant to this Article shall substantially set forth the proposed change to the Bylaws.

## **ARTICLE 8. RESIGNATIONS.**

**Section 8.1. Resignations.** Any director, officer or member of any committee, may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or when delivered if no time is specified. If no time is specified, it shall take effect from the time of its receipt by the Registered Agent, who shall record such resignation, noting the day, hour and minute of its reception. The acceptance of a resignation shall not be necessary to make it effective.

**Section 8.2. Resignation of Registered Agent.** The Registered Agent may resign only as provided by law.

## **ARTICLE 9. FISCAL YEAR.**

The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.