

**BYLAWS OF THE
PEMBROKE WATERSHED ASSOCIATION
PEMBROKE, MASSACHUSETTS**

APRIL 2005

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**BYLAWS OF THE
PEMBROKE WATERSHED ASSOCIATION
PEMBROKE, MASSACHUSETTS**

**ARTICLE I
Name and Location**

Section 1 - Name

The name of this association is: The Pembroke Watershed Association, hereafter referred to as the "Association".

Section 2 - Location

The location of the Association for mail delivery purposes, and the location of the Association records, shall be the Association office as determined by the Executive Board, at the home address of a designated elected officer or executive director, or a post office box located in the Massachusetts community may also serve as the mail address for the Association.

Section 3 - Incorporation

The Association shall be incorporated as a not-for-profit membership corporation pursuant to the provisions of the laws of the Commonwealth of Massachusetts.

**ARTICLE II
Purpose**

Section 1 – Mission Statement

To educate the public and to restore and preserve the Ponds of Pembroke for clean and safe recreational use.

Section 2 – Specific Purposes

The specific purposes of the Association are to protect and/or improve the water quality of the ponds of Pembroke; to stabilize and protect water levels; to develop and preserve the ponds of Pembroke as complete recreational bodies of water; to preserve and protect the surrounding watershed; to educate members, property owners and other visitors to Pembroke; and, in general, protect the property rights, secure mutual benefits and promote the general welfare of its members.

Section 3 – Internal Revenue Code 501 (c)(3) – Purposes

The Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The Association shall use its funds only to accomplish the objectives and purposes specified in its Mission Statement Objectives and these Bylaws, and no part of net earnings, gains or assets shall inure to the benefit of or be distributed to officers,

directors, other private individuals, or organizations organized and operated for profit, except to pay reasonable compensation for services rendered by outside providers.

ARTICLE III Members

Section 1 - Membership

The membership of this Association shall be composed of any person residing within the South Coastal Watershed area as defined by the Massachusetts Department of Conservation and Recreation.

Section 2 – Dues

A person shall be declared a member in good standing upon payment of annual dues. The annual dues shall be payable on or before the April meeting.

- 2a Annual dues will be established by the Board of Directors.
- 2b New members shall receive a copy of the Bylaws.
- 2c Dues will be \$15.00 annually for each initial household voting member; additional household voting members will be \$10.00 each annually.

Section 3 – Position Statement

Any statement/opinion representing the Association's position needs prior Executive Board approval.

ARTICLE IV Executive Board

Section 1

The Executive Board shall consist of the Association's Board of Directors and all standing committee chairpersons.

Section 2

The Executive Board shall adhere to the objectives of the Association, and none of its acts shall conflict with actions taken by the Association.

Section 3

The Executive Board shall conduct and manage all affairs of the association subject to these bylaws and the operating rules and regulations.

Section 4

It shall be the duty of the members of the Executive Board to:

- 4a Attend all monthly Executive Board meetings and together function as the Executive Committee of the Association.

PROPOSED AMENDMENT TO PWA BY-LAWS

20 JANUARY 2007

Article V, Section 2"Board of Directors shall hold elected offices for the following terms:

**President.....3 years
Vice President.....2 years
Treasurer.....3 years
Executive Secretary...2 years."**

Propose that all terms henceforth be of 2 years duration, thus avoiding the situation of ever having to replace/re-elect all 4 (four) officers on any given year.

Change Section 2 to read: "Board of Directors shall hold elected offices for the following terms:

**President.....2 years
Vice President.....2 years
Treasurer.....2 years
Executive Secretary.....2 years."**

Respectfully submitted,

B. Scott MacInnes, Treasurer

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PEMBROKE WATERSHED ASSOCIATION, INC.
PEMBROKE, MASSACHUSETTS**

APRIL, 2005

ARTICLE V amended April 21, 2007

ARTICLE V Board of Directors

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Board of Directors shall hold elected office for the following

Terms: President: 2 years (instead of 3)

Vice President: 2 years

Treasurer: 2 years (instead of 3)

Executive Secretary: 2 years

- 4b Perform all acts necessary in executing the routine affairs of the Association, and report on the same.
- 4c Make and change rules at their discretion for self-governance, providing said rules are not in violation of the Commonwealth Laws.
- 4d Do any lawful act deemed necessary to carry out the objectives of the Association.

ARTICLE V Board of Directors

Section 1

The Board of Directors of the Association shall consist of a President, Vice President, Executive Secretary(ies) and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted in **ARTICLE XI**.

Section 2

Board of Director members shall be elected at the annual meeting for a term of one year.

Section 3

Two-thirds (2/3) of Board of Directors are needed for a quorum for Board of Director meetings.

Section 4

In the event of a vacancy on the Board of Directors the remaining Board members will have the power to vote in an interim member to serve until the next Annual Meeting.

Section 5

The Board shall present nominations of officers at the Annual Meeting. Nominations will be accepted at the March meeting. Any member in good standing of the Association may put forward a nomination. Officers are to be elected at the April Annual Meeting.

Section 6

No member shall hold more than one office at a time.

Section 7 - President

It shall be the duty of the President to preside at all meetings, using *Robert's Rules of Order Newly Revised* and shall:

- 7a Be the general coordinator of all association business.
- 7b Be answerable to the Executive Board and must enforce their vote as their spokesperson.
- 7c Cast a vote only to break a tie.

7d Approve, along with the Treasurer, all operating bills of the Association.

Section 8 – Vice President

It shall be the duty of the Vice President to preside at all meetings in the absence of the President, and shall perform all of the duties usually pertaining to that office.

Section 9 – Executive Secretary

The Secretary shall serve as the Clerk of the Association. It shall be the duty of the Secretary to keep a true and clear roll of all members, and shall:

- 9a Truly record all votes and acts of the Association.
- 9b Present a record of meetings to the Executive Board.
- 9c Perform all of the duties usually pertaining to that office.

Section 10 - Treasurer

The Treasurer shall ensure the fiscal integrity of the Association. It shall be the duty of the Treasurer to receive and record all moneys of the Association, and shall:

- 10a Pay out moneys upon the vote of the Association, Board of Directors or Executive Board.
- 10b Keep a true account of all moneys received and expended in a proper book of account or computerized accounting.
- 10c Perform all of the duties usually pertaining to that office.

Section 11 – Compensation

No Officer shall be paid any salary or other compensation, and the dues collected from the members shall be used for the promotion of the purposes set forth in these bylaws and for payment of the actual expenses that may be incurred by the Association.

**ARTICLE VI
Meetings**

Section 1 – Annual Meeting

The Annual Meeting of the Association shall be held during the month of April, unless a different month is fixed by the Executive Committee. The purposes of the Annual Meeting, in addition to those prescribed by these Bylaws, shall be to elect officers and Directors At Large, receive reports of officers and committees, and other business as determined by the Executive Committee. If no Annual Meeting has been held on the date fixed above, a Special Meeting in lieu thereof may be held and such Special Meeting shall have the purposes of these Bylaws and have all the full force and effect of an Annual Meeting.

Section 2 – Election of Officers

At the Annual Meeting of the Association, or at a Special Meeting held in lieu thereof, the Board of Directors shall present to the members a slate of officers to be voted on at said meeting.

Section 3 – Special Meetings

A Special Meeting of the Association may be called for any reason deemed emergent or for reasons instrumental to the efficient and lawful operation of the Association by a two-thirds (2/3) majority vote of the Executive Board; by the President; or, by a two-thirds (2/3) majority vote of the Board of Directors

Section 4

Two-thirds (2/3) majority of paid members present at a general meeting or Annual Meeting will constitute a quorum for the purposes of appropriations of monies or changes to the Bylaws.

Section 5 – Notice of Annual Meeting

Notice of the place, date, and hour of the Annual Meeting of the Association stating the purposes of the meeting shall be given at least fourteen days prior to the meeting. Notice shall be posted on the Association Website www.pembrokeponds.org or its successor.

Section 6 – Proxies

No proxy votes, either written or verbal, shall be accepted at any Annual or Special Meeting of the membership.

**ARTICLE VII
Committees & Standing Committees**

The Board of Directors shall establish committees, their budgets and goals, and review their progress on a regular basis. Each standing committee shall elect their Chairman. Chairman of each standing committee shall also serve on the Executive Board.

**ARTICLE VIII
Donations and Grants**

The Board of Directors, on behalf of the Association, may accept donations and in-kind services from private individuals of organizations and grants from private organizations or governmental agencies.

**ARTICLE IX
Fiscal Year**

The fiscal year of the Association shall commence on May 1st and terminate on April 30th. In order to maintain tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.

ARTICLE X

Indemnification of Officers and Directors

Neither the members, Officers or Directors of the Association shall, to the extent legally permissible, be held personally liable for the debts, liabilities, other obligations, or any damages resulting from any legal action of the Association.

ARTICLE XI

Parliamentary Authority

The Rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XII

Amendment of Bylaws

Amendments to these Bylaws may be made at the annual meeting of the Association provided:

1. Receipt of a written proposal has been submitted as a petition to the Executive Board, signed by at least twenty percent (20%) of the Association membership or as proposed by Executive Board.
2. Presentation of the above petition shall be made to the President or another officer at least sixty (60) days prior to the Annual Meeting.
3. The reason for the proposed change must be placed in writing and presented with the petition by the person or persons offering the petition to the Executive Board.
4. The petition and the rationale shall be mailed by the Executive Secretary with the Annual Meeting agenda to the Board of Directors at least thirty (30) days prior to the Annual Meeting. This same information shall be contained in the notice of the Annual Meeting or Special Meeting of the membership.
5. The petition shall be presented by the person or persons offering the petition at the Annual Meeting. An officer or member of the Executive Board shall state the position of the Executive Board with respect to the petition.
6. The proposed amendment or amended amendment shall be accepted by a minimum two-thirds (2/3) majority vote of the voting members present at the Annual Meeting. Amendments to the proposed amendment may be made by any voting member at the Annual Meeting.

ARTICLE XIII

Dissolution

Upon dissolution, or final liquidation, of the Association, any remaining assets shall, after payment of, or the making provisions for, payment of all lawful debts and liabilities of the Association, be distributed to a non-profit organization that exists for one or more exempt purposes, preferably of like purpose and objective of this Association, within the meaning of Internal Revenue Code 501 (c)(3), or the corresponding section of any future federal tax code.

Pembroke Watershed Association Bylaws