

Sebec Lake Association
Proposed Bylaws Change, 2025

31 May 2025

Members of the Sebec Lake Association:

Over the past several months your Board of Directors has been reviewing our Bylaws with an eye toward updating them to better reflect the work of the Association in 2025 and incorporate best practices in non-profit governance. These were approved by the Board on May 30th to be presented to the membership for adoption at our July 12th, 2025 Annual Meeting.

The Annual meeting will be held at 9 AM on Saturday, July 12th at Central Hall Commons in Dover-Foxcroft! We will post the full agenda for the meeting on our website before the meeting. This communication is to share with the membership the proposed changes in the bylaws in keeping with the requirement of our current bylaws that we give at least a 30-day notice for the vote.

Below this you will see the language proposed for the new bylaws followed by a comparison of the differences followed by the current bylaws (2017).

The Board of Directors

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2025 Bylaws of the Sebec Lake Association

Article I: Name, Status, and Purpose

1. The name of this organization shall be the Sebec Lake Association, Inc.
2. The Association shall be a non-profit, non-partisan incorporated organization organized for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code.
 - a. This is a non-profit, non-stock corporation
 - b. The organization will not engage in partisan activities outside of our core purpose.
 - c. The organization will not convey any personal benefits to its members, directors, or officers.
3. The purpose of the Association shall be to Preserve and Protect Sebec Lake, Maine. This shall include (but is not limited to):
 - a. Educating about the dangers and monitoring for the presence of invasive plant and fish species.
 - b. Education about water quality, including steps landowners can take to minimize the effects of development and monitoring and reporting water quality of the lake.
 - c. Advocating on behalf of the lake and the members of the association on legislation with the potential to have an impact on lake quality or the quality of the Sebec Lake experience.
 - d. Inform seasonal users of Lake properties about community resources and services that can enhance their experience when visiting the lake.
 - e. Other activities that the Board of Directors believe are consistent with the general purpose of preserving and protecting Sebec Lake and are approved by the Board of Directors.

Article II: Membership

1. Membership in the Association is open to anyone 18 years of age or older who has an interest in the Lake and supports the purpose of the Association upon payment of the annual dues. Each individual member has one vote in the Association.
2. A business or organization may join the association through payment of the annual dues. Business members have only one vote, regardless of the number of individuals in the business.
3. All members shall have the same privileges regarding voting and holding office.
4. Annual dues shall be recommended by the Board of Directors and approved by the membership at the Annual Meeting. The approved amount will apply to the next calendar year. The Board of Directors will choose the best method to remind members to renew their dues annually.

Article III: Board of Directors

1. The Association shall have a Board of Directors with at least nine and no more than thirteen members. Directors shall be elected at the Annual Meeting of the Association.
2. The Directors shall supervise and manage the affairs of the Association.
 - a. Directors must be current members of the Association in good standing.
 - b. A majority of Directors must be present at any meeting to constitute a quorum. Votes by the Board require the support of at least 51% of the directors present at the meeting to be approved.
 - c. As much as possible: all geographic areas of the Lake (Sebec, Bowerbank, Willimantic, and Dover-Foxcroft) should be represented on the Board, if suitable candidates willing to serve are available. Members of the Association not residing in these towns may serve on the Board.
 - d. Directors who miss three Board meetings in any calendar year may be removed from the Board by a majority vote of the Board and are not eligible for re-election to the Board until at least two years have passed from such a removal.
 - e. Board business may be conducted by electronic media when needed.
 - f. The Board of Directors is able to conduct any and all business on behalf of the Association, including opening and maintaining bank accounts, investing Association funds for future projects, directing communications with members, collecting dues, partnering with aligned organizations on joint projects, paying invoices for Association Expenses and projects, ensuring compliance with all statutes affecting the Association, ensuring compliance with these bylaws and any Association policies, engaging with legal counsel, and adopting an annual budget for the Association and other relevant business consistent with the Association's mission as may occur and come before the Board. The Board is not authorized to purchase real property without the approval of the membership at an annual or special meeting of the members.
 - g. When circumstance arise that require the Association to take a particular position on a topic or where adopting a position can contribute to outcomes that align with our purpose (e.g. legislative proposals, local referenda): The Board can, with a majority vote, decide the position of the Association, advocate for that on behalf of the Association, and reach out to members with advocacy information, as appropriate.
 - h. The Board of Directors shall audit or direct an audit of the Association's finances on a periodic basis but no less frequently than every three years. The report will be reviewed by the Board and posted on our website.
3. Directors shall serve for a three-year term when elected, with the terms apportioned such that roughly one-third of the Directors shall be elected or re-elected every year. There are no term limits for directors.

4. All officers of the Association shall be members of the Board of Directors.
5. The Association shall indemnify Officers and Directors for their official actions on behalf of the Association through the purchase of Directors and Officers Liability Insurance annually.
6. All members of the Board of Directors shall reveal any potential conflicts of interest when decisions are being made from which they or their family members may personally benefit. Directors will recuse themselves from voting on items in which they have a known or perceived conflict.

Article IV: Officers.

1. The officers of this Association shall be President, Vice President, Treasurer, and Secretary. The Association recognizes strength with a full complement of officers. In the event that there are no sufficient members willing to serve as officers the roles of Secretary and Treasurer may be filled by the same person.
2. The officers shall be elected at the Annual Meeting and shall serve for a term of one year.
3. There are no term limits for officers.
4. Duties of the President:
 - a. To preside at all meetings of the members and Board of Directors.
 - b. To be the official spokesperson for the Association with the press, local community governments, and others. For topics not clearly aligned with our purpose the Board may be consulted before speaking on behalf of the Association.
 - c. To approve, in communication with the Vice President, non-budgeted expenses in an amount not to exceed Five-hundred dollars (\$ 500.00). Any unbudgeted expenses more than this amount must be approved by the Board of Directors.
 - d. Perform such other duties as may be required.
5. Duties of the Vice President:
 - a. To assume the duties of the president when so delegated by the president.
 - b. To succeed to the office of president in the event of the president's resignation, disability, or death.
 - c. To preside at all meetings of members and directors in the absence of the president.
 - d. To collaborate with the president on the payment of authorization of unbudgeted expenses not to exceed five hundred dollars (\$ 500.00).
 - e. Perform such other duties as may be required.
6. Duties of the Treasurer:
 - a. Have the custody and keep an accurate account of the Association's funds.
 - b. Submit a financial report at the Annual Meeting and as needed at Board meetings.

- c. Pay invoices for budgeted items and for expenses when directed to do so by the Board of Directors or the President/Vice President. The Treasurer, President, and Vice President shall each have the authority to sign checks with authority for this coming from the Board of Directors.
 - d. Prepare and submit all annual reports, including IRS form 990, to all appropriate government agencies on an annual basis.
 - e. Perform other duties as may be required for this role.
- 7. Duties of the Secretary:
 - a. The Secretary shall keep a record of the proceedings of all meetings of members and directors.
 - b. The Secretary shall give adequate notice to members and all interested parties of annual and special meetings of the members.
 - c. The Secretary shall collaborate with other officers of the Association to prepare and distribute other communications to members and to others on behalf of the Association.
 - d. The Secretary shall ensure that all legally required document filings are completed on time and submitted to the appropriate agency(s).

Article V: Meetings of the Association

- 1. There shall be an annual meeting of the members of the Association during the summer season at some convenient location in the vicinity of Sebec Lake. The date and place will be determined by the Board of Directors and communicated generally to the Membership and public at large at least 30 days in advance of the meeting.
 - a. Any member of the Association may vote.
 - b. A quorum for this meeting shall be 'those present'.
 - c. A simple majority vote of the members present is required for approval of Directors and Officers and any other business conducted at the meeting.
 - d. Elections of Directors and Officers will occur at this meeting. Nominations of Directors and Officers can be made by any member of the Association at the meeting. The slate of directors whose terms expire at this meeting will be posted in the notice of the meeting.
 - e. Any business relating to the affairs of Association may be acted on at the annual meeting without specifying the same in prior notice to members, except that no change in the bylaws shall be voted on at the annual meeting unless such change was described in a prior notice to members that was sent to them at least thirty (30) days in advance of the meeting.
 - f. The Directors shall strive to offer one or more presentations of general interest to the members and aligned with the purposes of the Association at each Annual Meeting.

2. Special Meetings of the membership may be called by the Board of Directors or by a petition signed by at least twenty-five members (25) of the Association which is delivered to the President.
 - a. Notice of the Special Meeting must be given by the Secretary with at least a seven (7) day notice.
 - b. Special meetings cannot be used for the purpose of bylaws changes.
 - c. If the special meeting is outside of the summer months of July and August provisions shall be made to offer them through electronic media that permit two-way communications with the members present.
 - d. Special meetings are only to be used to address a single topic that is felt to be urgent, and which cannot wait until the next Annual Meeting.

Article VI: Finances

1. There shall be an annual assessment of dues for continued membership in the Association. Dues apply to calendar years.
2. The dues will be proposed by the Board of Directors and approved at the Annual meeting. The approved amount will apply to the next calendar year.
3. The dues should be modest to not make them a barrier to membership yet sufficient to fund the educational, advocacy, and monitoring initiatives of the Association for the year.
4. The fiscal year for the Association will be the calendar year.
5. The treasurer will prepare an Annual Report of the finances of the Association. This report shall be presented to the members during the Annual meeting. After approval at the annual meeting this will be posted on the Association's website.
6. The treasurer will prepare and file any reports required by governmental regulations, including the IRS Form 990 required of 501(c)(3) corporations, on an annual basis.
 - a. Said reports must be approved by the President and, if necessary, the Board of Directors, before submission.
 - b. Copies of filed reports will be submitted to the Board of Directors and retained by the Secretary.
 - c. Copies of the Annual IRS Form 990 will be posted on the Association's website.

Article VII: Committees

1. Standing committees may be appointed by the President with the approval of a majority of the Board of Directors and shall continue their function until discontinued by the directors.
2. Any member of the Association can serve on Committees. The Directors should encourage active engagement by the members on the committees. Every Director

- shall serve on at least one Association Committee unless otherwise exempted by the President and Vice President due to extenuating circumstances.
3. The committees should align with one of the purposes of the Association or be core to Association operations and/or planning.
 4. The president shall appoint committee members and appoint a chairperson if the committee does not choose one itself.
 5. Committee appointments shall last until the next annual meeting unless the committee is discontinued before then.
 6. Special committees may be appointed by the President who will designate the chairperson.

Article VIII: Amendments

1. These bylaws may only be changed at an annual meeting of the members by an affirmative vote of three quarters of the members in attendance at the annual meeting.
2. A notice of the meeting, including a copy of the proposed bylaws changes, shall be distributed to the members at least thirty (30) days before the proposed meeting.
3. Bylaws changes are effective immediately upon approval by the members.

Article IX: Dissolution

1. If the members of the association elect to dissolve the Association there shall be a special meeting of the members to approve a plan for distribution of any remaining assets of the 501(c)(3) entity.
2. Said distribution would be completed after all outstanding expenses of the Association are paid.
3. The receiving entity(ies) should be active in the geographical area of Sebec Lake and have a mission that, as close as possible, aligns with the purpose of this organization.

Prepared Spring 2025

Approved by Board of Directors, 30 May 2025

Comparison of Sebec Lake Association Bylaws (2017 vs. 2025)

Topic	2017 Bylaws	2025 Bylaws	Key Changes
Purpose	To protect and preserve Sebec Lake.	Expanded: includes watershed protection, promoting lake health, and supporting recreational value.	Expanded language for clarity and inclusivity.
Membership	Open to anyone 18+ upon payment of dues. Equal rights for all. Proxy voting prohibited.	Same eligibility. Clarifies multiple household memberships and business/organization voting. Proxy voting remains prohibited.	Clarification and emphasis on inclusive but fair representation.
Dues	Set by Board, changes approved at Annual Meeting.	Same process, but includes more detail about payment timing and membership lapse.	Administrative precision.
Board Composition	Officers + 9 to 13 Directors.	Officers + up to 13 Directors; flexible language about size and representation.	Minor wording change; same structure.
Officers	4 officers: President, VP, Treasurer, Secretary.	Same positions with more detailed role descriptions.	More structured definitions.
Elections	Nominations from Committee or floor; majority vote. Terms start after Annual Meeting.	Similar process, terms may now be for up to 3 years. Staggered terms introduced.	Major change: allows continuity and planning.

Meetings (Annual & Special)	Annual meeting in summer near Sebec Lake. Quorum = those present.	Similar timing. Adds option for electronic/hybrid meetings.	Reflects modern practices, increases accessibility.
Board Meetings	Majority = quorum. Can meet electronically.	Clarifies responsibilities, allows remote participation, requires minimum 3 meetings/year.	Improved expectations and transparency.
Vacancies and Removals	Board can fill vacancies. Missing 3 meetings = potential removal.	Clarifies removal process and defines service obligations.	Enhanced accountability.
Committees	Appointed by President with Board approval.	Adds Finance and Membership as standing committees. Includes ad hoc committees.	More formal committee structure.
Financial Oversight	Treasurer's reports periodically audited.	Specifies annual review/audit and broader financial reporting standards.	Strengthens financial governance.
Amendments	Bylaws amended by $\frac{3}{4}$ vote at Annual Meeting. Must be in notice.	Same voting requirement. More detail about process and advance notice.	Process clarified.
Code of Conduct / Conflicts of Interest	Not addressed.	New section requires disclosure of conflicts and ethical standards.	Important governance update.

Bylaws of the Sebec Lake Association, Inc
Adopted 8 July 2017

ARTICLE I - NAME The name of this organization shall be the Sebec Lake Association, Inc.

ARTICLE II - DESCRIPTION The Association shall be a nonprofit, nonpartisan incorporated organization.

ARTICLE III - PURPOSE The purpose of the Association shall be to protect and preserve Sebec Lake.

ARTICLE IV - OFFICERS AND DIRECTORS The officers of the Association shall be president, vice president, treasurer, and secretary. Directors shall include officers of the Association and at least nine and not more than thirteen additional members.

ARTICLE V - ELECTION OF OFFICERS AND DIRECTORS There shall be a nomination committee of three directors appointed by the board of directors prior to the annual meeting who shall nominate at the annual meeting officers and directors for the ensuing year. Nominations may also be made from the floor. Before a candidate shall be voted upon by the members at the annual meeting, his or her consent to hold office, if elected, shall be obtained. A majority of those present shall elect. The officers and directors shall be elected for a term of one year and shall begin their terms following the annual meeting. Husband and wife and family members shall be allowed to serve concurrently as directors. All major areas of the lake (Dover-Foxcroft, Sebec, Willimantic, Bowerbank) shall be represented on the board provided director candidates willing to serve are available.

ARTICLE VI - DIRECTORS The directors shall supervise and manage the affairs of the Association. They may fill vacancies in their own board. A majority of the board shall constitute a quorum. Directors must be current members of the Association. Directors missing three consecutive Board meetings may be removed as a Director by a majority

vote of the Board. Board business may be conducted via electronic media.

ARTICLE VII - PRESIDENT The president shall preside at all meeting of the members, when present, and perform such other duties as may be required.

ARTICLE VIII - VICE PRESIDENT The vice president shall assume the duties of the president when so delegated by the president and succeed to the office of the president in the event of the president's death or resignation. The vice president shall preside at all meetings of the members and directors in the absence of the president and shall perform such other duties as may be required.

ARTICLE IX - TREASURER The treasurer shall have the custody of, and keep an accurate account of the Association's funds; submit a financial report at the annual meeting; and perform such other duties as may be required. The treasurer's reports and financial statements will be periodically audited as directed by the Board. The treasurer and president have the authority to sign checks with the authority of the board of directors.

ARTICLE X - SECRETARY The secretary shall keep a record of the proceedings of all meetings of members and directors, and shall give adequate advance notice to each and all interested parties.

ARTICLE XI - MEMBERS Anyone eighteen years or older can be a member of the Association upon payment of dues. All members shall have the same privileges regarding voting and holding office. Proxy voting by members or directors is not permitted. A business or organization can be a member of the Association but will have only one vote.

ARTICLE XII - DUES Any change in the annual dues for members will be proposed by the board or directors and voted upon at the next annual meeting.

ARTICLE XIII - ANNUAL MEETING There shall be an annual meeting of the members of the Association during the summer season at some convenient place in the vicinity of Sebec Lake, the date and place to be determined by the directors, such meeting to be held to elect officers and directors, and to consider any other business. Any business relating to the affairs of the Association may be acted on at the annual meeting without specifying the same in the prior notice to members, except that no change in the bylaws shall be voted on at the annual meeting unless such change was described in the prior notice. The members present at the annual meeting shall constitute a quorum.

ARTICLE XIV - SPECIAL MEETING The secretary shall call a special meeting of the Association when so directed by vote of the directors and give adequate advance notice of such meeting.

ARTICLE XV - BYLAWS These bylaws may be changed only at an annual meeting of members by a three-quarter vote of those voting. No change shall be made unless the meeting notice described the proposed change.

ARTICLE XVI - COMMITTEES Standing committees may be appointed by the president with the approval of the board of directors and shall continue their function until discontinued by the directors. The president shall appoint committee membership and designate the chairperson. The appointments shall be until the next annual meeting unless discontinued earlier. Special Committees may be appointed by the president who will designate the chairperson

Revised July 8, 2017 at Annual Membership Meeting