

BY-LAWS OF MIRROR LAKE PROTECTIVE ASSOCIATION INCORPORATED, INC.

As adopted at Meeting of the Membership July 31, 1993
(As amended July 23, 2005, June 25, 2011, June 20, 2015, July 2022)

Article I

Principal Place of Business and Purpose

The business of this corporation shall be carried on at Tuftonboro, in the County of Carroll and State of New Hampshire.

The objects for which this corporation is established are the protection and preservation of Mirror Lake in the towns of Tuftonboro and Wolfeboro, state of New Hampshire, and the wildlife and wildlife habitat associated with them, the promotion of knowledge about the Lake and its history and the performance of such other acts or things as may be necessary, useful or convenient to carry out said objects, provided that the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax.

Article II

Membership and Dues

Active Membership: Membership is open to those who support the purposes of the organization and who pay their dues.

The dues of all members of the corporation shall be assessed annually by vote of the members at the annual meeting. Dues assessed in prior year shall continue for subsequent years unless modified as aforesaid.

Article III

Corporate Meetings

Annual Meeting: The Annual Meeting of the membership shall be held in Tuftonboro on such date, time and place as shall be determined by the President. At such meeting, the members shall elect a President, Vice President, Treasurer, Secretary and Directors to fill the vacancies of those Directors whose term expires in that particular year, and shall transact such other business as may come before the Meeting. The Officers shall be elected annually for one-year renewable terms, and the Directors for three year terms.

Special Meetings: Special Meetings of the Membership may be called at any time for any purpose by the President or by a majority of the Directors or by ten percent of the members.

Notices of Meetings: Official notice of the date, time and place of the Meetings shall be provided to each member at least five (5) days prior thereto by written notice, delivered personally, sent by mail or email to each member at his/her address or email account as shown by the records of the corporation. If mailed such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid. If delivered by email such notice shall be deemed to be given when the email is sent by the originator. The time stamp on the sent email shall act as proof of service. Notice of the Annual Meeting shall be sent to the membership by the President each year.

Quorum: At any meeting of the members of the corporation, a quorum for the transaction of business shall consist of the members present and voting provided at least ten members are present and voting; and each member, or his/her proxy by writing a properly signed, may cast one vote.

Article IV Board of Directors

The affairs of the corporation shall be managed by a Board of Directors consisting of the Officers of the corporation and six Directors. At the Annual Meeting of the Membership each year, two Directors shall be elected for a three year term so as to create a perpetual rotation of terms. A majority of the Board of Membership shall constitute a quorum for the purpose of conducting business.

The Annual Meeting of the Directors shall be held each year at such time and place as shall be determined by the President or by a vote of a majority of the Directors. Additional or Special Meetings may be called at any time by the President or by a majority of the Directors. A seven day or more advance notice of the time, place and date of a meeting shall be provided to each Board member either in writing or orally, except in emergency situations where a shorter notice becomes necessary. Vacancies in the Board, however occasioned, shall be filled by an official vote of the Board Membership approving the substitute Board Member, subject, however, to removal at any special meeting of the Membership of the corporation called for that purpose or at the Annual Meeting of the corporation. Any Director or officer may be removed for any reason detrimental to the best interests of the corporation by a majority vote of the Board.

The Board of Directors shall establish a Finance Committee which shall have a minimum of 3 members consisting of the treasurer and at least one other Board member. The board shall appoint or approve a chair and other members of the committee. The finance committee is responsible for overall financial oversight of the corporation to help to ensure that the corporation has the necessary resources to carry out its mission. The committee will establish accounting policies, procedures, and internal controls which it will regularly review and update, as necessary, to ensure that they are working properly to safeguard the corporation's assets. Such policies, procedures, and controls, including any material changes, must be approved by the Board. Annual reports shall be submitted to the Board showing income, expenditures, and bank balances. The financial records of the corporation are public and shall be open to the membership, board members, and the public.

Article V Officers

The Officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary. Only an Active Member of the corporation shall be elected or appointed as an Officer. The Officers shall be elected annually and shall hold office until the next annual election or until their respective successors are elected and take office.

Article VI President

The President shall preside at all meetings of the Board of Directors and members of the corporation and subject to the approval or direction of the Board of Directors, he/she shall have general charge and care of the business

and the property of the corporation, execute all authorized contracts and agreements, and do and perform such additional duties as shall be ordered by the Board of Directors.

Vice President

In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors and members of the corporation and subject to the approval or direction of the Board of Directors, he/she shall have general charge and care of the business and the property of the corporation, execute all authorized contracts and agreements, and do and perform such additional duties as shall be ordered by the Board of Directors.

Secretary

The Secretary shall be elected by the members of the corporation. He/she shall attend all the meetings of the members of the corporation and directors and shall keep full, true and adequate records in the record book of the corporation of all the business transacted at such meetings and shall discharge all other duties properly pertaining to his/her office. He/she shall have custody of the record books of the corporation. He/she shall be duly sworn to the faithful and impartial discharge of his/her duties. In the absence or incapacity or inability of the Secretary, a temporary secretary shall be appointed by the President who shall be duly sworn to the faithful discharge of his/her duties.

Treasurer

The Treasurer, subject to such regulations as the Board of Directors may impose, shall have charge of the financial affairs of the corporation and its monies and securities. He/she shall keep or cause to be kept accounts of the corporation in suitable books wherein every transaction shall be accurately recorded. He/she shall have full power to sign, accept and endorse all checks, bills of exchange, drafts and promissory notes for or in behalf of the corporation. He/she shall discharge all other duties properly pertaining to his/her office which may be attached thereto by the Board of Directors. The matter of giving a bond for the faithful performance of his/her duties shall be at the discretion of the Directors.

Article VII

General Provisions

Notices

Unless otherwise expressly provided any notice required by these by-laws to be given to any person or persons shall be in writing and may be given by depositing the same in a post office or letter box in a postpaid sealed wrapper, addressed to such person or persons at his/her or their address as the same appears on the books of the corporation and such notice shall be held to have been given on the day of such deposit.

Vacancies in Office

If by reason of death, resignation, disqualification or otherwise any office shall become vacant, the Board of Directors may choose a successor who shall hold office for the unexpired term and until his/her successor shall be duly elected and chosen and qualified. In case any officer other than a Director shall be temporarily absent or

unable to perform his/her duties the Board of Directors may appoint a person to act in his/her place during such absence or disability.

Article XIII
Nominating Committee

A Nominating Committee consisting of three members shall be appointed annually by the Board of Directors at its Annual Meeting. This Committee shall present at the Annual Meeting of the Membership a proposed slate of Officers and Directors to be voted on at the Meeting. Nominations for these positions may also be made by any voting member at the Annual Meeting of the corporation.

Article IX
Dissolution

In the event of the dissolution of the corporation, the corporation's assets shall be distributed only to organizations exempt under Section 501(C) (3) of the Internal Revenue Code, or as amended hereafter, that also have comparable objectives in protecting the natural environment in and surrounding a Lake or Lakes in our Lakes Region Area.

Article X
Amendments

These by-laws may be amended, repealed, or altered at any regular meeting of the members of this corporation or at any special meeting called for that purpose, by a two-thirds vote of members represented at such meeting, provided, however, the notice of the meeting shall contain a statement of the proposed amendment or action to be taken.

The Board of Directors may enact any additional by-laws not inconsistent with the law of the state or by-laws adopted by the members.