

Winnisquam Watershed Network
Bylaws
Adopted July 29, 2017

Article 1. NAME

The name of this lake association shall be WINNISQUAM WATERSHED NETWORK, also known as WWN or Network for purposes of this document.

Article II MISSION STATEMENT

The Winnisquam Watershed Network is a collaborative effort of individuals, organizations, and State and local agencies acting to preserve and protect Lake Winnisquam and its watershed now and for future generations.

Article III MEMBERSHIP

Membership in the Winnisquam Watershed Network shall be open to any individual, household or business interested in preserving and protecting Lake Winnisquam and the area contiguous to Lake Winnisquam and who pay the annual member dues as established.

Members of the WWN shall elect the Board of Directors, including the slate of Officers, and determine the budget at an Annual Meeting to be held each summer.

- A member is deemed to be in good standing upon payment of dues. Dues will be set by the Board annually.
- The term of membership in the WWN shall be for one year starting on the date of the Annual Meeting in which the annual dues are paid, and ending on the date of the next Annual Meeting.
- All members in good standing are eligible to vote.
- Each dues-paying member shall have one vote.
- A simple majority shall rule the outcome of all votes.
- The WWN may at times partner with affiliate organizations, including municipal boards, neighborhood associations and other non-profits in the pursuit of its goals. Such entities shall be considered ex-officio (non-voting) members of the Network.

Article IV BOARD OF DIRECTORS

Board Members:

- The Board of Directors shall be elected by the membership of the WWN to oversee the affairs of the Network.
- There shall be at least five and no more than fifteen Directors. When possible, at least one member of the Board of Directors should come from each of the five municipalities bordering the lake (Belmont, Laconia, Meredith, Sanbornton and Tilton) to ensure representation and encourage involvement.
- Members of the Board of Directors must be voting members in good standing.

- The Board of Directors shall meet at least four times a year, at places and times to be determined by the Board, or, for exceptions to the regularly scheduled meetings, at the request of any four members of the Board of Directors. The Board may establish procedures for remote participation by its members in the meetings, e.g. via phone or teleconference.
- A quorum of at least one more than half the number of current members of the Board of Directors shall be in attendance or participating remotely for any votes to take place. A simple majority shall rule the outcome of all votes.
- The term of a Board member shall be one year, beginning with the date of the Annual Meeting at which they are elected.
- The Board of Directors shall have the authority to fill any vacant officer or board position until the next Annual Meeting.

Duties:

- The Board of Directors shall have general oversight over the business and affairs of the WWN.
- A majority of the Directors shall be a quorum to transact business at any meeting of the board.
- The Board of Directors may act on behalf of the WWN as long as no Association funds are expended or committed for amounts greater than the sum of \$300 for items not in the Budget.
- All dues, gifts, bequests, grants, net earnings, revenue and assets of the WWN shall be used only to further the purposes of and benefit of the WWN.
- No member of the Board of Directors shall be compensated except for necessary expenses on behalf of the WWN and approved by the Treasurer.
- Any Director may be removed by vote of two-thirds of the full Board of Directors, with one exception: any Director who is absent from four consecutive meetings of the Board shall be considered to have submitted his/her resignation, which may or may not be accepted by simple majority vote of the Board.

Article V OFFICERS

The Officers shall be the President, Vice President, Treasurer and Secretary. The term year for officers shall be one year from the day after the annual meeting until the next annual meeting.

Duties:

President. The President shall preside over all meetings of the Winnisquam Watershed Network and its Board of Directors and act on behalf of the Network. The president shall have check signing authority for the Network.

Vice-President. The Vice-President shall act on behalf of the President whenever the President is absent, or unable to discharge his/her duties.

Secretary. The Secretary shall maintain all records of the Network; shall record minutes of all meetings of the WWN and the Board of Directors; shall issue notices of meetings of the WWN and Board of Directors; and shall attend to WWN correspondence. He/she shall also maintain an up-to-date list of members.

Treasurer. The Treasurer shall cause regular books of account to be kept and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Network and shall perform all other duties properly required of the Treasurer by the Board of Directors. He/she shall be responsible for the collection of dues. (He/she shall file all necessary financial reports required by federal and state agencies.) The Treasurer shall have check signing authority for the Network.

Article VI CONFLICTS OF INTEREST

Each Officer and Director shall serve only for the charitable purposes of the WWN, and not for other expressed or intended reasons. Officers and Directors shall avoid conflicts of interest and the appearance of conflicts of interest. Any Officer or Director who has or suspects a conflict of interest should report it in writing to the Board.

Article VII INDEMNIFICATION

Directors and Officers shall not be personally liable for any debt, liability or other obligation of the WWN. Except as limited by New Hampshire law, the Network shall indemnify and hold harmless each Director or Officer who is made a party to any legal proceeding because he/she was or is a Director or Officer of the Network, provided that such Director or Officer acted in good faith and reasonably believed that his/her conduct was in the best interest of the Network. This indemnification shall extend to all settlements approved by the Board, all judgments or verdicts and all expenses of defense, including reasonable attorneys' fees.

Article VIII NOMINATIONS AND ELECTIONS

Each year a nominating committee appointed by the Board of Directors shall solicit volunteers for the Board and shall nominate a slate of Officers and Board members to be voted on at the Annual Meeting.

Article IX COMMITTEES

- Committees shall be appointed by the Board of Directors as needed.
- Any member and/or non-member may serve on a committee, however the committee chair must be a WWN member in good standing.
- The term of each committee membership shall be one year from the date of appointment. Committee chairs and members may serve successive terms.
- Each committee shall submit a written outline to the Board of Directors prior to the Annual Meeting for presentation at the Annual Meeting. Such report shall include a summary of its activities during the immediately preceding year, plans for the coming year, and a list of its current members and chair.

- The funds of any committee that is dissolved or shall have had no meeting for a period of one year shall be turned over to the Treasurer and used as the Board of Directors may direct.

Article X DISSOLUTION

In the event of dissolution, and after payment of all appropriate obligations, any remaining assets of the Winnisquam Watershed Network shall be given to the following organization with the stipulation that it be used for the purpose of supporting efforts that will help to preserve and protect Lake Winnisquam:

New Hampshire Lakes Association, Inc.
14 Horse Shoe Pond Lane
Concord, NH 03301

Should the above named organization be unwilling or ineligible to receive the assets of the WWN at the time of dissolution, the membership shall choose another organization whose purpose and mission statement most closely reflects the purposes for which the WWN was established.

Article XI BYLAW CHANGES

These Bylaws may be amended at the Annual Meeting of the Network or at a special meeting called for that purpose by a majority vote of members in attendance. The complete text of any proposed Bylaw changes shall subject to review by the Board of Directors and shall be provided to the membership at least 30 days in advance of the meeting at which the vote is to take place.