**THE THORNDIKE POND CONSERVATION ASSOCIATION, INC.**

**JAFFREY, NEW HAMPSHIRE 03452**

**BY-LAWS**

As Amended August 23, 2024

1.   NAME:

The name of this Association shall be The Thorndike Pond Conservation Association, Inc.

2.   PURPOSE:

The Association exists to preserve the harmony between man and nature. Implicit in this statement is:

A.  The maintenance of Thorndike Pond as a desirable body of water.

B.   The fostering of an aesthetic shoreline and surrounding property.

3.   MEMBERSHIP:

There shall be two types of members: (A) Regular and (B) Contributing.

Regular Membership shall be restricted to the legal owners of property abutting on the water of Thorndike Pond in Jaffrey or Dublin, New Hampshire, or having a legal right of way to such water. Each member, regardless of the size or number of properties, shall be entitled to one vote, which may be cast in person or by proxy. The spouse of a property owner may cast the vote for the family and may hold office, but there shall be only one vote per family, and both spouses may not hold office at one time. Joint ownership of such property by two or more persons, a partnership, corporation, or any other group entails the right to only one regular membership with one vote.

Contributing Membership shall be automatically conferred on any other person who makes a contribution to the Association and expresses interest in the welfare of the pond and its environs. Contributing members are welcome at meetings, where their advice and discussion will be gratefully heard, but they may not vote.

4.   OFFICERS:

The officers of the Association shall be a President, a Vice President, and a Secretary-Treasurer, all of whom shall be elected from Regular Membership at the Annual Meeting. They shall take office immediately upon election and hold such office for one year. If either the office of Vice President or Secretary-Treasurer becomes vacant, the President shall appoint another member of the Board of Directors to complete the term.

The President shall be the Chief Executive Officer of the Association. He/She shall appoint a nominating committee not later than July 1st. of each year to consist of at least three regular members, no one of whom may be an officer of the Association.

The Vice President shall, in the absence of the President, perform such of the latter's duties as may be immediately necessary. If the office of President shall become vacant, the Vice President shall complete the term as President and appoint a member of the Board of Directors to serve meanwhile as Vice-President.

The Secretary-Treasurer shall receive and collect all moneys due the Association, pay all bills duly authorized, give notice of all meetings, keep a record of all business and voting at meetings, and render a full financial report at the annual meeting. He/She may appoint a Clerk to assist him/her.

5.   THE BOARD OF DIRECTORS:

A Board of Directors shall have and exercise all rights and powers of the Association. It shall be the duty of the Board to take charge and control of all funds and property belonging to the Association. All decisions of the Board shall be by majority vote. Five members of the Board shall constitute a quorum. Meetings of the Board shall be called by the President at his/her discretion or upon request of three of its members. The Board shall consist of no fewer than seven persons, and no more than nine persons, three of whom shall be the officers named in Section 4 above, the remaining members to be elected from the regular membership for two-year terms, staggered so that at least two and up to three of the non-officer directors are elected annually. In the event of a vacancy of an elected members seat, the President shall appoint a regular member to serve until the next annual meeting.

6.   MEETINGS OF THE MEMBERS:

The annual meeting of the members of the Association shall be held in Jaffrey or Dublin on the first Saturday in August of each year at a place designated by the President. The President shall call special meetings at his/her discretion, or by request of a majority of the Board of Directors, or on petition of ten regular members. Notice of the date, place, and hour of all meetings, including any known subjects for consideration, shall be given to each member of the Association by sending  such notice at least two weeks beforehand either by US mail to his/her address as registered with the Association or by email to his/her email address as registered with the association.  Fifteen regular members shall constitute a quorum. Members desiring matters included in the call to meeting must notify the Secretary-Treasurer not later than July 1st.

7.   FISCAL YEAR:

The Association's fiscal year shall begin on the July 1 and continue through June 30 of the following year.  (Amended on 8/6/2011)

8.   DUES:

The dues for regular members shall be voted for the succeeding year at the Annual Meeting, whereupon they become immediately payable. Each contributing member may determine the amount of his/her contribution. The Board of Directors may not assess each member more than $10.00 in any one fiscal year, over and above the dues without specific authority of the membership.

9. CONFLICT OF INTEREST POLICY:

Any possible conflict of interest on the part of the any member of the Board, officers or employees of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board.  Where the transactions involving a board member, trustee or officer exceeds five hundred dollars ($500) but is less than five thousand dollars ($5000) in a fiscal year, a two-thirds vote of the disinterested directors is required.  The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.  Every new member of the board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy.  The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement. (Added on 8/6/2011)

10. AMENDMENTS:

These By-Laws may be altered, amended, repealed, or added to by majority vote at any meeting provided notice of proposed alteration, amendment, repeal, or addition is included in the Call to the Meeting.