

Bylaws of the Long Cove Point Association

Updated and adopted July 17, 2022

ARTICLE I

OBJECTIVES AND POWERS

A. This organization shall be known as the Long Cove Point Association, Inc. (hereinafter referred to as the Association) and shall be designed to promote and sustain friendly feeling and community spirit; to advance the welfare of the area as a summer resort; to procure therefore all desirable improvements and facilities; to prevent, so far as may be in its power, anything objectionable to the community as a whole; to assist in maintaining a spirit of refinement in connection with the summer diversions and activities there enjoyed; and generally to contribute to the up building of community and the convenience, comfort and enjoyment of the members of the Association.

B. For the accomplishment of these objectives, the Association shall employ its resources to buy and otherwise acquire and to own, use, hold, maintain, improve and dispose of such real and personal property as may be necessary or desirable, including a meeting house and a tennis court for the benefit of its members; and to do all other things of a similar nature necessary to promote the enjoyment and social life of the members of the Association.

ARTICLE II

MEMBERSHIP

A. Following are the classifications of membership that may be held in the Association:

1. Active Member (hereinafter referred to as Member or Members) - open to recommended and approved persons who are 18 years of age or over and who are interested in supporting the objectives of the Association. Active Membership includes family members under the age of 26 who are living in the household of a Member. When family members of an Active Member reach 26, they are eligible automatically, upon payment of the applicable dues and fees, to become independent members.
2. When adult children of members reach their 26th birthday and if they make frequent or extended visits during the season, and/or wish to have voting privileges, they need to apply for their own membership.

3. Prospective Member - Open to Membership applicants, meeting the requirements stated above. Those seeking membership may either provide recommendations from two current members or be interviewed by at least two members of the Board of Directors or two members of the Membership Committee who will assess whether they meet the objectives of the Association as defined in article I A. Those who have completed the required paperwork, paid the application dues and fees, and secured recommendations by either process, will become

full members and not require a vote by the Membership at large. New Member applications are available to download on the Association's website (www.longcovepoint.org).

4." Golden Parachute" Member- Upon a vote of the Board of Directors, a member who has held membership for at least 50 years and has made significant contributions to the Club may have annual membership dues waived in perpetuity.

B. A Member may be removed from membership for cause upon a recommendation approved by two thirds of the members of the Board of Directors present and voting at a meeting of the Board, and a majority vote of the Members present and voting at an Annual Meeting.

C. Refer to Article V, C. regarding failure to pay dues.

ARTICLE III

VOTING, TERMINATION & LIQUIDATION

A. Any Member is entitled to vote on all general subjects of the Association, including the disposal of Association property and the termination and/or liquidation of the Association.

B. In the event that, due to any circumstances, the Association becomes insolvent or is unable or unwilling to raise or provide such funds as may be necessary to maintain the operation and/or objectives of the Association, then and upon two thirds vote of the Members present and voting at an Annual Meeting or at a properly called Special Meeting, the Association may be terminated and the property liquidated. If there are funds remaining after liquidation, such funds shall be donated to a charity or charities as approved by a majority vote of the Members at the above described Annual or Special meeting.

ARTICLE IV

INDEMNIFICATION

A. The Directors, Officers, Committee Members and Chairpersons (hereinafter referred to, in this paragraph, as They or Them) shall serve voluntarily and without compensation. In no event, except for willful misconduct, shall They, individually or collectively, be held responsible or liable for any action taken or decision made on behalf of the Association. They shall be indemnified, defended and protected by the Association against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon Them in connection with any action, suit or proceeding to which They may be made a party or with which They may be threatened, due to serving or having served the Association in any of the above described capacities, except that this indemnification shall not apply with respect to matters in which They shall be finally judged to be liable for willful misconduct.

ARTICLE V

FEES AND DUES

- A. Members shall pay annual dues as recommended by the Board and established by the Members. All dues become payable April 1st.
- B. The initiation fee for new members will be recommended by the Board and established by the Members.
- C. A Member who fails to pay dues by the end of the calendar year shall be deprived of all rights and privileges of the Association. Members in arrears shall be dropped after due notification, but may be reinstated, regardless of the number of seasons missed, by payment of the dues for the season in which they wish to rejoin, plus an additional one year's annual dues.
- D. Refer to Article VII, F, 3. for tennis surcharges and fees

ARTICLE VI

MEETINGS

- A. All meetings of the Association shall be held at the Association's meeting house. If for any reason it shall be impossible to hold meetings in said house, meetings shall be held at such other place as the President or Board Chairperson shall designate. Notice of such substituted meeting place shall be sent as a hard copy or via electronic communication at least ten (10) days in advance of said meeting to each Member's last known physical or electronic address. If, at the discretion of the Board Chair or President, it is not deemed possible to hold any meeting at either said house or an alternate location, said "meeting" can be held virtually with all members being provided with an agenda and pertinent documentation via electronic communication.
- B. Annual Meetings: The Annual Meeting shall be held on the third Saturday of July each year. Notice of said Annual Meeting shall be announced in the Schedule of Events that is sent to all Members with the annual Membership Renewal letter each Spring.
- C. Special Meetings: A Special Meeting may be called by the President at any time upon ten (10) days' notice, given in the manner specified in the first paragraph of this article. The notice of every Special Meeting shall specify the business to be transacted at such meeting. No business, other than that specified in the notice of a Special Meeting, shall be transacted thereat. Upon request of fifteen (15) or more Members, the President shall, in like manner, call a Special Meeting.
- D. Quorum & Voting: Twenty-five (25) Members or twenty-five percent (25%) of the Membership, whichever is less, shall constitute a quorum at any Annual or Special Meeting of the Association. All voting shall be by voice or show of hands except when, for any reason, a

ballot may be requested by a Member. Members in good standing may designate another member as their proxy to vote on all agenda items presented at the Annual or any Special Meeting. Absent members must furnish said member with a signed statement to be given to the Secretary granting their proxy to the member named in the document. In the event that the Association is unable to hold a “live” annual meeting or if an issue is deemed sufficiently important that all members, whether able to be present at a meeting or not, or if an issue arises that requires prompt attention and cannot be delayed until the next annual meeting, an electronic vote, using an established electronic survey application, may be utilized.

E. At all Annual Meetings, the following shall be the order of business:

1. Meeting called to order.
2. A moment of remembrance for members who have passed since the last annual meeting.
3. Acceptance of the minutes of the last Annual Meeting and of any Special Meeting or Meetings held since that time.
4. Report by the Treasurer which will include the report of the Finance Committee.
5. Report by the Nominating Committee Chairperson during which the proposed slate of the Board of Directors for the year ahead is presented.
6. Nominations from the floor for any additions or amendments to the proposed Board slate will precede the election of the nominees.
7. Election of Board of Directors.
8. Committee Reports
9. Board Chair/President Report
10. Old Business
11. New Business (including items from the Members)
12. Adjournment

ARTICLE VII

DIRECTORS, OFFICERS, DUTIES, FISCAL YEAR, ETC

A. There shall be a Board of Directors consisting of at least seven (7) and not more than nine (9) members. Their terms of office shall be for three (3) years. No more than three (3) Directors shall be elected each year unless a greater number is required to replace Directors who resign or drop out before the expiration of their term. Directors may serve for a maximum of two (2) consecutive terms after which they must step down for a minimum of one (1) year before they may be considered for reelection.

B. The officers of the Association shall be Board Chair, President, Secretary, Treasurer and Resident Clerk Agent (who shall be a citizen and resident of the State of Maine as required by law but is not required to be a member of the Board of Directors). The Board Chair, President, Secretary and Treasurer shall be elected internally from the Board of Directors. The Directors shall meet within fifteen (15) days after the close of the Annual Meeting and their first order of business shall be to elect officers to serve for one year. No officer shall hold office for more

than three (3) terms except the Resident Clerk Agent, for whom there shall be no term limitation.

C. The President shall preside at all Annual and Special Meetings of the Association. The President, with possible recommendations from the Membership Committee, shall appoint all non-board appointed (Tennis is Board appointed) or elected (Nominating) Committee Members and Chairpersons. These appointments are to be made by the Board of Directors at their last meeting of the season. The President shall also:

1. Execute all contracts on behalf of the Association when duly authorized by the Board of Directors.
2. Have general supervision and control of the property and affairs of the Association, subject to the direction of the Association and the other members of the Board of Directors.
3. Mail an annual letter to the Membership, on or before April 1st, which shall include instructions for accessing an electronic copy of the Membership List, notice of dues payable, and a schedule of events for the upcoming season
4. Ensure that hard copies of the Membership List are available in the Clubhouse during the season for those unable to access an electronic copy.

D. The Secretary shall keep a record of the proceedings at all meetings of the Association and of the Board of Directors. He or she shall give all such notices as required by these by-laws.

E. The Treasurer shall receive all monies due to the Association, deposit the same in the name of the Association in such banking institution or institutions as shall be designated by the Board of Directors, disburse the same as authorized in Article IX, and render account in writing of such receipts and disbursements at each Annual Meeting and, if required to do so, at any Special Meeting. Investments, bonds, and securities belonging to the Association shall be held by the Treasurer, subject to the orders of the Board of Directors and shall be delivered by the Treasurer to his or her successor in office under the same conditions. The Treasurer shall also:

1. Furnish the Board of Directors with a statement of the finances of the Association including receipts, disbursements and the balance on hand whenever required;
2. Furnish such bond as the Association shall by vote require.
3. Serve as Chair of the Finance Committee and make recommendations of other Members willing to serve on this committee to the Board of Directors for their approval.

F. The Board of Directors shall have charge of all the property, real and personal, of the Association and the maintenance and improvement of the same; and the power to borrow, raise and expend money for such purposes.

1. At each Annual Meeting, the Chairperson of the Board of Directors shall give a report of the Board's activities.
2. Each Board member shall be notified five (5) days in advance of any Board meeting. A quorum shall consist of five (5) members.

3. The Board shall recommend membership dues and fees for vote by the Members and shall establish, after consultation with the Tennis Committee, any, or all tennis fees.

4. The Board of Directors may, for its own purposes, establish and supervise sub-committees for specific projects or tasks and shall, upon appointment, define the duration, name(s) of members, Chairperson, and goals.

5. The Board of Directors may consider a topic without meeting, upon unanimous written or electronic consent of its Members.

G. The Resident Clerk-Agent shall represent the necessary interests of the Association at the instruction of the President and/or Board of Directors. He or she shall hold the archives of the Association including deeds, legal papers, insurance policies, copies of the minutes of meetings of the Association and the Board of Directors, copies of the annual Treasurer's report and other official documents of the Association.

H. Terms of office, membership on the Nominating Committees and the Association's fiscal year shall be from the close of one Annual Meeting to the next. The terms of other Committee Members shall be from the final Board of Directors meeting of the season to the final Board meeting of the following season.

ARTICLE VIII

COMMITTEES

A. The Nominating Committee, consisting of at least three (3) members, shall submit a report of the names of the persons suggested by the Committee for election as Directors and members of the Nominating Committee for the ensuing year. Furthermore, the committee may provide the Board with the names of members interested in serving on Committees of the Association other than the Nominating Committee. These names will be provided in advance of the August meeting of the Board of Directors.

B. The Finance Committee will monitor and communicate to the board and the Members about the organization's overall financial health. Its core duties include participating in and overseeing:

- * the development of LCPA's budgeting and financial planning,
- * the creation and documentation of LCPA's internal controls,
- * the implementation of safeguards to protect LCPA's financial assets, and
- * the preparation and distribution to the board of timely, accurate, and user- friendly financial reports.

The committee chair will be the Treasurer. Committee members will be appointed by the Board and will ideally consist of LCPA members who have financial experience and knowledge. In addition to the Treasurer, the committee will include a minimum of two additional members. Potential members of the committee will be presented to the Board at the August meeting for its approval.

C. The Tennis Committee shall consist of at least three (3) members, whose membership and Chairperson shall be appointed by the Board of Directors, each to serve for a three (3) year term. The Board shall attempt, through its appointments, to stagger terms so that not more than two (2) members will need to be appointed in any fiscal year. The Chairperson, with the support of the committee majority, shall be responsible for the tennis court operation, including budgeted expenditures, maintenance, improvement, opening and closing schedules, and any other tennis related matters.

D. The House Committee shall consist of at least three (3) members whose membership and Chairperson shall be appointed by the President, each to serve for a three (3) term. The President shall attempt, through his or her appointments to stagger terms so that not more than two (2) members will need to be appointed in any fiscal year. The duties of the House Committee shall be to recommend to the Board of Directors maintenance tasks, improvements, and activities necessary or desirable to sustain said house and grounds and to implement said tasks, improvements, and activities as appropriate.

E. The Membership Committee shall consist of at least three (3) members whose membership and Chairperson shall be appointed by the President, each to serve for a three (3) year term. The President shall attempt, through his or her appointments, to stagger terms so that not more than two (2) members will need to be appointed in any fiscal year. The duties of the Membership Committee shall be to conduct or advise on items of a membership related nature. Such items shall include providing information (including application forms) to prospective members, reviewing Prospective Members applications and supporting documentation (as required in Article II, A, 2), and, when appropriate, conducting membership recruitment and retention efforts, and follow up communication with any member who has failed to meet membership renewal guidelines per the approved timetable.

F. The Social Committee shall consist of at least three (3) members whose membership and Chairperson shall be appointed by the President. The President shall attempt, through his or her appointments, to stagger terms so that not more than one (1) member will need to be appointed in any fiscal year. The Chairperson will serve a minimum of 1 year and not more than 3 years. The duties of the Social Committee shall be to recommend to the Board of Directors a schedule of diverse activities and events intended to provide enjoyment and Member participation to help meet objectives stated in Article 1, A.

G. The Archives Committee shall consist of at least two (2) members whose membership and Chairperson shall be appointed by the President. The President shall attempt, through his or her appointments, to stagger terms so that not more than one (1) member will need to be appointed in any fiscal year. The Archives Committee shall ensure that the archives of the Association are properly secured, identified, cataloged and reasonably available to the members and to keep the Board of Directors informed as to the general contents, condition and location of said archives.

H. The Members may, at certain times, establish the need for other non-standing Committees and, if so, shall define the number of members, tasks, and goals. These other Committees and their Chairpersons shall be appointed by the President and/or the Board of Directors (as specified in Article VII, D.).

I. The President shall be an ex-officio member of all Committees, except for the Nominating Committee.

J. A quorum for the above listed standing committees shall be a majority of the number of members required for each committee.

ARTICLE IX

EXPENDITURES

Expenditure of Association funds greater than \$750 must be authorized by the Association or the Board of Directors, Expenditures of \$750 or less may be authorized by the President.

ARTICLE X

VACANCIES

A. The President shall, by appointment, fill any committee vacancies that may occur.

B. In case of a vacancy in the office of President, Secretary or Treasurer, new elections within the Board of Directors shall be made to fill the position.

ARTICLE XI

AMENDMENTS

A. These bylaws may be amended at any Annual or Special Meeting by a vote of two-thirds of the Members present.

B. Notice of any proposed amendment shall be sent as a hard copy or via electronic communication to the Members at least 10 days in advance of the meeting at which the action thereon is to be taken and also posted in a conspicuous place at the Meeting House, if deemed safe to do so, for at least ten (10) days in advance of said meeting.