

By-laws of the Westmore Association

Article I - Name and Purpose

Section 1 - Name and Seal. The name of this Association shall be The Westmore Association, Inc. The corporate seal of the Association shall be circular in form with the name of the Association and the name of the State in the circumference and "Corporate Seal 1968" in the center.

Section 2.- Purpose. The purpose of this Association shall be to promote, develop, and conserve matters of common interest to all people of the Town of Westmore, County of Orleans, State of Vermont, and to co-operate with elected Town officials, to accomplish beneficial results to the area and to the mutual advantage of all.

This Association is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article II- Membership

Section 1 - Eligibility to Membership. Membership in this Association shall be open:

- a. Active. To all present and past residents and/or present and past owners of real estate of voting age in the Town of Westmore.
- b. Associate. To all others interested in the purposes of the Association. An Associate Member is entitled to attend meetings, present ideas, and participate in the discussion of any matter but is not entitled to vote.

Section 2 - Admission to Membership. Any eligible applicant shall be admitted to membership upon payment of dues for the current fiscal year. Membership can be on an individual or "household" basis. Only immediate family residents qualify as "household" members.

Section 3- Membership Dues. Unless otherwise determined by the Association the Board of Directors shall determine annual dues.

Section 4 - Fiscal Year. Unless otherwise determined by the Association or the Board of Directors, the fiscal year of the Association shall coincide with the calendar year.

Article III - Meetings

Section 1 - Annual Meeting. Unless otherwise determined by the Association or the Board of Directors, the annual meeting shall be on the fourth Thursday in July.

Section 2- Special Meeting. A special meeting of the Association may be called by the President or the Board of Directors for the transaction of such business as shall be indicated in the call for the meeting.

Section 3 - Notice of Meetings. At least five days in advance of an annual or special meeting of the Association, notice of time and place shall be mailed to all members.

Article IV - Board of Directors

Section 1 - Board of Directors. The Association shall have a Board of Directors for the purpose of conducting the major portion of the Association's business and relieving the membership of those details required for its accomplishment. The Board of Directors shall consist of the officers and seven other members, of whom at least three shall be on the Town of Westmore Check List.

Section 2 - Term of Office. Directors shall be elected for a term of three years, one-third of the full Board (except officers) being elected each year at the annual meeting. A Director having served two complete consecutive three-year terms may not serve again until one year has elapsed.

Section 3 - Vacancies on Board. Vacancies in the board may be temporarily filled by the remaining directors until his or her successor is elected at the next annual meeting or at a special meeting called for that purpose.

Section 4- Meeting of Board. The Board of Directors shall hold at least three meetings a year and such meetings shall be held in June, in July before the annual meeting and in August after the annual meeting. The President or any three Directors may call additional meetings. Notice of all meetings of the Board shall be given to each Director either personally, by phone or by mail at least two days in advance of the meeting.

Section 5 - Authority of the Board. The board is empowered to manage the affairs of the Association, subject to such restriction as may be specifically imposed by the Association membership. It is authorized to vote the expenditure of Association funds as may be required.

Section 6 - Quorum of the Board. A majority of Directors shall constitute a quorum for the transaction of the Board's business at any Board meeting.

Article V - Officers

Section 1 - List of Officers. The officers of the Association shall be a President, a Vice President, a Treasurer and a Clerk.

Section 2 - Election of Officers. Nominations for officers shall be presented for election at each annual meeting by the Nominating Committee, appointed by the President, which Committee will also present nominations for Directors. Additional nominations may be made from the floor. Each member of the Board of Directors (including officers) is entitled to vote on all matters coming before the Board. The officers shall take office from the close of each annual meeting until the close of the next annual meeting or until their successors are elected and qualify. Any vacancy in these offices shall be temporarily filled by a vote of the Board of Directors.

Section 3 - Duties of President and Vice President. The President of the Association shall preside at all meetings, call special meetings as may be required, and have general administration over the affairs of the Association. The Vice President shall assist the President in all matters whenever called upon and preside over meetings in the President's absence.

Section 4 - Duties of the Treasurer. The Treasurer shall have custody of the funds of the Association, shall receive dues and make disbursements as directed and make a financial report to the membership at board meetings and the annual meeting. He or she shall also file the corporation income tax returns for the Association.

Section 5 - Duties of the Clerk. The Clerk shall take minutes of all meetings, have custody of all records of the Association except financial, and provide for all communications either among the members or to outside parties.

Article VI- Committees

Section 1 - Standing Committees. Standing Committees shall consist of Membership, Arts and Entertainment, Trails and Wildlife, Fishing, and Water Quality. The President appoints all committees and additional committees are appointed in accordance with specific requirements.

Section 2— Executive Board. An Executive Board shall consist of the officers of the Association. Their duties shall consist of acting on any matters in the best interests of the Association in the absence of a Board of Directors meeting.

Article VII- Amendments

Section 1 - Method of Amendment. These By-laws may be amended at any annual or special meeting of the Association provided that notice of the proposed amendment or amendments accompanies the call for the meeting.

Section 2— Time of Taking Effect of Amendment Changes. Unless otherwise provided in the amendment, an amendment to the By-laws shall take effect immediately.

Revised July 2009