

BY-LAWS FOR THE PRATT POND ASSOCIATION

99 Lower Pratt Pond Road
New Ipswich N.H. 03071 Last revised 2015

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PURPOSE: The Pratt Pond Association is a New Hampshire Corporation in New Ipswich, New Hampshire and established for the purpose of protecting, enhancing, overseeing, and maintaining Pratt Pond, the land there under, and the dam at the southeastern portion of the pond. The PPA is responsible for the maintenance of access roads only during summer use.

Please note: Pratt Pond Association will be represented by PPA hereafter.

➤ ARTICLE I MEMBERSHIP

Section 1 – Definition of Member

Membership is granted to individuals, who own property with water rights to PPA and or have property on the access roads to Pratt Pond in New Ipswich NH. Members are encouraged to participate in the association activities; by being a paying member, volunteer for work details or make contributions to the organization for the good of the association. Members are eligible to retain their Association membership so long as they are property owners as previously defined, and have paid their annual dues.

Section 2 – Dues

Annual dues are determined at the Annual Meeting by the majority of the eligible votes. Dues are payable at the Annual Meeting for the next fiscal year.

Section 3 – New Members

New property owners meeting the guidelines specified in Section 1 are encouraged to become members.

Section 4 – Voting Members

One owner from each property is eligible to vote. The property must be in good standing by paying their dues for the fiscal year as stated in Article VI.

Section 5- Power of Members

The membership has the responsibility of the following:

- 1) Elect the Board and Officers
- 2) 5 or more members can call a special meeting of the membership
- 3) Transact business of any nature related to PPA when approved by the Board.
- 4) All members shall be responsible for following the PPA association rules as stated in Article IX.

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➤ ARTICLE II MEETINGS OF THE MEMBERSHIP

Section 1 – Annual Meeting

The annual meeting of the membership of PPA shall be held at 10 AM on the second Sunday of June in each calendar year, for electing the Board of Directors and conduct the annual review of general PPA business needs for the upcoming calendar year.

Section 2 – Special Meetings

A special meeting of the membership may be called at any time by the President or by the Board of Directors for the purpose of conducting any business deemed necessary. A special meeting may also be called at the written request of five (5) or more members.

Section 3 – Location of Meetings

All meetings of the membership of PPA, whether annual or special meetings, shall be held at the property of a member of PPA in New Ipswich, New Hampshire, or such other place in the state of New Hampshire. Meeting notices shall be sent out at least seven (7) days prior to each annual meeting or ten (10) days prior to a special meeting. Notification method shall be in written or in electronic form.

Section 4 – Notice of Special Meetings

The Secretary shall, at least ten (10) days prior to any special meeting of the membership, give each PPA property owner written and/or electronic notice of the meeting including notice of the time and place of such meeting. Any member may give a written waiver of meeting notice, or such notice may be waived if all members are present when announcement of a special meeting is made.

Section 5 – Business to be transacted

At each annual meeting of the membership, business of any nature related to PPA—even if not specified in the call of the meeting--may be transacted, unless there are objections by a majority of the members presented. Business meetings shall be conducted in accordance with Roberts Rules of Order.

Section 6 – Quorum

20% of all PPA members in good standing must be present to constitute a quorum and to conduct business.

Section 7 – Organization of Meetings

At every meeting of the Association, the President, or in his/her absence, the Vice President, shall sit as Chair. In the absence of the Secretary, the chair may appoint any member of the Board as secretary of the meeting.

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➤ ARTICLE III BOARD OF DIRECTORS

Section 1 – Number of Directors

There shall be seven (7) Directors with four (4) of the Board of the Directors being the Officers of the PPA and three (3) at large. The Directors at large shall begin serving a two-year term beginning in 2015 and voted in during the annual meeting. Directors shall continue in office until the next annual meeting held after his or her election except under the following circumstances: a successor has been qualified and elected; a Director has resigned or been removed in the manner specified in Article III, Section 5; or upon the death of a sitting Director.

Section 2 – Election of Directors

The election of Directors shall be held at the annual meeting of the membership. The persons receiving the greatest numbers of votes shall be Directors.

Section 3 – Organization of Directors' Meetings

The President of PPA shall preside at every meeting of the Board of Directors, and shall act as Chair of the Board. In the absence of the President, the Vice President shall preside. The Secretary of PPA shall act as secretary to the Board of Directors. In the absence of the Secretary, the chair may appoint any member of the Board as secretary of the meeting.

Section 4 – Resignation

Any Director of PPA may resign at any time by giving written notice to the Board of Directors or to the President of PPA. Such resignation shall take effect at the time specified therein, or, if no time is specified, effective upon consensus by the Board of Directors and/or the President.

Section 5 – Removal of Directors

Any Director may be removed, with or without cause, at any time by the affirmative vote of the majority of PPA membership at a meeting. Replacement of removed board member shall be approved by nomination and majority vote of the membership at a meeting.

Section 6 – Vacancies

Any vacancies on the Board of Directors, for reasons other than removal, may be filled by the remaining directors at any regular or special meeting thereof.

Section 7 – Board Meetings

Regular meetings of the Board of Directors may be held at such times and at such places as the board, by resolution, may deem appropriate. Such meetings maybe held at such place(s) within or without the state of New Hampshire as the Board may determine during its term. Special meetings of the Board may be called by the President at any time, and shall be called at the request of one or more of the Directors. Two days notice shall

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be given prior to any special meetings; however, such notice may be waived by written waiver of notice or by the presence of all Directors at the meeting.

Section 8 – Quorum

In order to constitute a quorum for the purpose of transacting business at any board meeting, a majority of the Directors currently in office shall be present.

➤ ARTICLE IV OFFICERS

Section 1 – Number

The officers of PPA shall be President, one Vice President, Treasurer, and a Secretary. One person may hold the offices and perform the duties of any two-officer positions, except for the offices of President and Vice President.

Section 2 – Election of Officers

The officers of PPA shall be elected by the members at an annual membership meeting every other year and shall serve for two years.

Section 3 – President

The President shall be a director and the chief executive officer of PPA. The president is responsible for general supervision over the business of PPA and of its subordinate officers. The President shall preside at all meetings of the membership and at all meetings of the Board of Directors. The president may sign and execute in the name of PPA deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of PPA; and shall, in general, perform all duties incident to the office of President and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 4 – Vice President

The Vice President shall be a director. At the request of, or in the absence or disability of, the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions placed upon the President. The Vice President may perform all duties incident to the office of President, and the Board of Directors may assign such other duties as from time to time.

Section 5 – Treasurer

The Treasurer shall be a director and shall have charge and custody of, and be responsible for; all funds and securities of PPA, depositing all such funds in the name of PPA in such depository as shall be designated by the Board of Directors. The Treasurer shall keep regular books of account and give receipts for moneys due and payable to PPA from any source whatsoever; shall, when requested by the Board of Directors, render a statement of the condition of the finances of PPA; and in general shall perform all duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

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Section 6 – Secretary

The Secretary shall be a director and shall record all votes and proceedings of PPA, and make a record of all instruments and papers required to be recorded in his or her office. The Secretary will keep all records meeting minutes of any PPA association meeting, mailing list and membership list to including notification of meetings.

Section 7 – Other Officers

The Board of Directors of PPA may appoint such other committees or agents as may be required. Such appointments may be made at the Annual Meeting or at some other time deemed appropriate.

Section 8 – Removal

Any officer may be removed, with or without cause, at a regular or special meeting of the Association membership.

Section 9 – Resignation

Any officer may resign at any time by giving written notice to the Board of Directors. Such notice shall take effect at the time specified in the written document, and the formal acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Vacancies

A vacancy in any office, for whatever reason, shall be filled for the unexpired portion of the term in the manner prescribed in these by-laws for regular appointments or elections to such office.

Section 11 – Salaries

The officers of PPA shall receive compensation as voted upon by the membership at the Annual Meeting.

➤ ARTICLE V CONTRACTS, LOANS, CHECKS, DEPOSITS, ETC.

Section 1 – Contracts

Except as otherwise provided in these by-laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, PPA, and such authority may be general or confined to specific instances. Unless such authorization shall have been given by the Board of Directors, contracts or other instruments entered into, executed and signed by the President shall be as binding upon PPA as if such authorization had been given by the Board of Directors.

Section 2 – Loans

No loans shall be contracted on behalf of PPA, and no negotiable paper shall be issued by PPA in its name, unless authorized by a vote of the Board of Directors.

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Section 3 – Checks, Drafts, Etc.

Both the President and the Treasurer of PPA shall approve all checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of PPA.

Section 4 – Deposits

The funds of PPA shall be deposited in such bank or trust company as may be determined from time to time by the Board of Directors.

➤ **ARTICLE VI FISCAL YEAR**

The fiscal year of PPA starting in 2015 shall run from the second Sunday in June through the Saturday prior to the second Sunday in June of the following year.

➤ **ARTICLE VII SEAL**

The Association shall have no seal.

➤ **ARTICLE VIII AMENDMENT AND REPEAL OF THE BY LAWS**

These By-Laws may be altered, amended or repealed in whole or in part by the affirmative vote of the majority of the membership at the Annual Meeting of PPA or at a special meeting of the membership called for that purpose. **Membership will be notified at least 10 days in advance for the meeting to discuss and adopt proposed amendments.**

Revised and approved on Jun 2015

Revised and approved at the June 2014 annual meeting.

Retyped June 2003 with amendments and grammatical changes

Retyped May 2001 with amendments and changes added

Retyped June 1990

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➤ **Article IX Pratt Pond Association Rules**

Pratt Pond Association Rules

- 1) No dumping of rubbish in the water or anywhere outside, which includes roadsides.
- 2) Road speed Limit of 15 mph, for all vehicles.
- 3) No combustible fuel powered motors allowed on the pond. There is a max speed limit on all watercraft of 10 MPH.
- 4) No washing of People, Dogs, Clothes, or using soap in the pond, anyone seen breaking this rule will be notified by the Association.
- 5) It is the responsibility of PPA association members and guests to abide by all local and State ordinances/laws. No unnecessary noise should be made (radios, motorized vehicles, parties, etc.). Be a good neighbor. Noise curfew will be between 10 PM and 7 AM. This is in accordance with the New Ipswich Breach of Peace Ordinance.
- 6) Three long horn blasts shall be a distress signal.
- 7) Any sales of property or transfers should be brought to the attention of the Association President or Board member.
- 8) Pond Levels will be as follows – The draw down will always begin the day after Columbus day. The Pond will be lowered every five (5) years as far as we can to permit cleaning of beaches starting with 2005. All years in-between, the pond will be lowered about half way. The majority of the boards will be replaced in mid March (depending on the ice thickness) with all boards replaced once the ice has melted. The Dam Committee will determine the timing of replacing the boards with approval by PPA Board.
- 9) Off Highway Recreational Vehicles: The NH Fish and Game Departments Laws Digest pertaining to Off Highway Recreational Vehicles (ATV's, trail bikes, snowmobiles, etc.).
- 10) Camp fires, pets and fireworks are permitted in accordance with state and town ordinances.