

BIDDEFORD POOL COMMUNITY CLUB, INC.

dba Biddeford Pool Community Center

BY-LAWS

Revised January 2007, Approved April 21, 2007

Amended October, 2012

Amended October 3, 2015

Amended March 1, 2017

Amended 3.1.18

ARTICLE I

NAME AND PURPOSE

- Section 1. The name of this organization shall be the Biddeford Pool Community Center (hereinafter BPCC).
- Section 2. The purpose of the BPCC shall be to promote the social and general welfare of the inhabitants of the Biddeford Pool area in Biddeford, Maine, while fostering assistance (educational and/or charitable) to persons in need, as well as charitable institutions serving the residents of the greater community
- Section 3. The BPCC is a tax-exempt, not-for-profit, charitable association recognized as such under section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE II

MEMBERSHIP

- Section 1. Any person eighteen (18) years of age or older who supports the purpose of the association and is paid up in his or her dues is a member.
- Section 2. Only residents, whether permanent or seasonal, who live within the Coastal Residential Zone, the W-1 Zone, and the Suburban Residential Zone east of the main campus of the University of New England, as shown on the City of Biddeford Zoning Map in effect on January 1, 2007, (Appendix A) may become voting members of the BPCC. Any person residing outside of this geographic area may become a non-voting member. Any active member who moves out of the membership area as defined in these by-laws may maintain all BPCC privileges by the uninterrupted payment of dues.
- Section 3. Dues shall be assessed for the calendar year and are payable in January of each year. Members otherwise eligible to vote at the Annual Meeting shall lose that eligibility and their status of active member if their current dues are not paid at the time of the Annual Meeting. The Treasurer shall notify members by mail of their unpaid dues only once on or about June 30 of each year. All members shall enjoy all BPCC privileges, including full voting powers for all voting members.
- Section 4. Any member if found by the B of T following an informal hearing to have committed any act or threat of violence against another member, or to have been guilty of conduct unbecoming a member of the BPCC, or to have acted with intentional or reckless disregard for the safety of persons or property of the BPCC, may be admonished or suspended from any privileges of the BPCC for a period, or expelled. The member may also be required to reimburse the BPCC for any damage to BPCC property resulting from such member's misconduct. At such hearing, held on at least five days' notice, the member shall be invited to appear and be heard by the Board of Trustees before it shall take the final vote on the matter.

ARTICLE III

MEETINGS OF THE GENERAL MEMBERSHIP

- Section 1. There shall be an Annual Meeting in October on a date and at a place chosen by the B of T. Notice shall be mailed or emailed based on preference to all members at least three weeks in advance. Members wishing to present special items to be included in the agenda shall present them to the President no later than two weeks

prior to the Annual Meeting. Agenda and proposed Slate of Officers and Trustees shall be posted on the BPCC Bulletin Board no later than one week prior to the Annual Meeting.

- a. A quorum for any meeting of the Membership, whether Annual or Special shall consist of twenty (20) voting members of the BPCC. In the absence of a quorum, the President or presiding officer at the meeting shall adjourn the meeting to a date and a place chosen by the B of T, and the Secretary shall so notify the membership within one week of said adjournment, but no later than seven days prior to the new meeting date.
- b. The Annual Meeting shall elect officers and trustees. The meeting shall hear reports from all officers and conduct any appropriate business. Agenda as follows: Approval of minutes of previous year's Annual Meeting; Annual reviewed financial report by the Treasurer; Annual report by the President; Annual reports by Committee Chairpersons; Nominations of Officers and Trustees; Consideration of remaining business on the Agenda; Surrender of Gavel to incoming President; Remarks; and Adjournment.

Section 2. Special Meetings may be called by the President and two (2) other trustees or by three (3) trustees or upon written request by ten (10) voting members. At such meetings, no business may be transacted that is not specified in the notice given. Notice shall be sent to the membership at least seven (7) days in advance.

Section 3. In all respects not covered by these by-laws, the meetings of this BPCC shall be governed by the latest edition of Robert's Rules of Order as interpreted by the Vice-President.

ARTICLE IV NOMINATING COMMITTEE

Section 1. Ninety (90) days or more prior to the first Monday in October the President (with the approval of the Board of Trustees) shall appoint a Nominating Committee of not more than five (5) nor less than three (3) members. It shall be its duty to prepare a slate of candidates for review by the B of T at the last meeting prior to the Annual Meeting. Individual candidates or slates for the B of T or Officers in opposition to Nominating Committee selections may be nominated from the floor during the Annual Meeting. Members of the Nominating Committee shall be ineligible for election to Office or B of T at that time.

Section 2. It shall be the duty of the Nominating Committee to prepare a slate of candidates for presentation to the membership at the next succeeding Annual Meeting. Candidates, at the time of their nomination, must be members of the BPCC in good standing, eligible to vote at the Annual Meeting, and must be willing to serve in the office for which they are nominated. Members eligible to serve on the Board or as an Officer must have been members of the BPCC in good standing for at least two years prior to their election. Upon presentation of its report, the Nominating Committee shall lapse.

ARTICLE V GOVERNANCE AND ELECTIONS

Section 1. The affairs of the BPCC between the Annual Meetings shall be managed by an elected B of T consisting of six (6) at-large members plus, the President, Vice-President, Treasurer, Secretary, the immediate Past President, each of whom shall be entitled to one vote. Upon retirement from office, the President shall automatically become a full voting member of the B of T for two (2) years. Members are invited to attend any Board Meeting as non-voting participants. Minutes of any Board Meeting shall be made available to members upon request

Section 2. Officers shall be elected for two-year terms by majority vote by eligible members attending the Annual Meeting. With the exception of the Treasurer and Secretary, officers may not be reelected after two consecutive two year terms of service in one position, excepting after the expiration of one intervening term.

- Section 3. Two of the six (6) members of the B of T, additional to the officers, shall be elected at each Annual Meeting of the BPCC to serve for terms of three (3) years. Trustees may not be reelected after two (2) successive elective terms of office, excepting after the expiration of one (1) intervening period of three (3) years.
- Section 4. Vacancies on the B of T are filled by nomination by the President and majority vote by the B of T. The newly elected Trustee shall serve the unexpired term of the Trustee he/she replaces and is eligible thereafter to be elected to a full term in his/her own right.
- Section 5. Vacancies of an Office must be filled by the President reactivating the Nominating Committee. The President with the Nominating Committee presents a name to the B of T for approval by majority vote. The newly elected Officer(s) shall serve the unexpired term of the Officer(s) he/she replaces and is eligible thereafter to be elected to a full term in his/her own right.
- Section 6. In case a vacancy occurs in the office of the President, the Vice-President shall succeed to that office. He/she shall then reactivate the Nominating Committee to fill the vacated office of Vice-President (in accordance with the provisions of Section 5).

ARTICLE VI DUTIES OF OFFICERS

- Section 1. The President:
- a. Shall preside at all meetings of the B of T and of the membership. In his/her absence, the chair shall be filled by the Vice-President or, in his/her absence, another officer of the B of T.
 - b. Shall be an ex-officio voting member of every committee of the BPCC with the exception of the Nominating Committee.
 - c. Shall report to the membership at the Annual Meeting all BPCC activities since the last Annual Meeting and shall also issue periodic communications to the members.
 - d. Subject to approval of the B of T shall, from time to time, appoint such special committees as he/she deems necessary to perform such special functions as the membership may direct.
- Section 2. The Vice-President:
- a. In the absence or disability of the President, shall perform the duties of the President.
 - b. Shall insure that all meetings of the BPCC are conducted in accordance with the latest edition of Roberts Rules of Order.
- Section 3. The Secretary:
- a. Shall keep an accurate record of all Membership Meetings of the BPCC. He/she shall present the minutes of all such meetings at the Annual Membership Meeting to the membership. He/she shall record the names of the members present and voting at the Annual Meeting as stipulated in Section 1 of Article II. He/she shall notify members elected of their elections.
 - b. Shall attend all meetings of the B of T and keep an accurate record of all business conducted.
 - c. In the absence or disability of the Secretary, a Secretary pro tem shall be chosen by the presiding officer.
- Section 4. The Treasurer:
- a. Shall receive and hold all monies, securities, funds, and deeds of the BPCC. He/she shall maintain proper books of account of all monies, securities and funds of the BPCC, that may come into his/her possession, and all receipts of the same which books of account will be the property of the BPCC and open to inspection by any member of the Board of Trustees. At each Board meeting, he/she shall

exhibit in writing for inclusion in the minutes a statement of account of the funds of the BPCC. The Treasurer's books of account shall be reviewed annually by a review committee appointed by the President or by a third party approved by the B of T, and the review results, together with the current income statement, presented to the membership at the Annual Meeting.

- b. Shall pay all regular monthly bills (light, heat, etc.) automatically and without delay. He/she shall pay no other money without the approval of a majority of the Board.
- c. Shall maintain a list of all members indicating their dues status.

ARTICLE VII DUTIES OF THE BOARD OF TRUSTEES

- Section 1. The B of T is responsible for promoting the purposes of the BPCC, and shall advise and consent to all major actions of the BPCC. It is responsible for providing leadership, oversight, and support to the committees and working with them as needed to fulfill the mission of the BPCC.
- Section 2. The B of T shall have the custody, control, and management of all property of the BPCC, except that the Treasurer shall have the custody of such property of the BPCC as is by the By-Laws vested in him/her.
- Section 3. The B of T, between Annual Meetings, shall have the management of the business affairs of the BPCC. Actions of the B of T shall be reversed only by a two-thirds vote of a quorum of the membership present whether at an Annual or Special Membership Meeting.
- Section 4. No debt or liability shall be contracted on the account of the BPCC, or money paid out by the Treasurer, without knowledge and consent of the B of T.
- Section 5. The B of T will hold no fewer than nine (9) monthly meetings for the transaction of business. A monthly meeting may be waived by a majority vote of the Board. Members are encouraged to attend and participate in monthly board meetings, but shall not be eligible to vote at such meetings.
- Section 6. Special Meetings of the B of T shall be called upon written request of three (3) members of the B of T.
- Section 7. A majority of the currently serving Board members shall constitute a quorum for a Board meeting.
- Section 8. The B of T shall establish, and review and up-date annually, Policies and Procedures for the operation of committees, and the performance of these duties. This annual review, together with a review of the By-Laws, shall take place at the first meeting of the new B of T following the Annual Meeting. At this time, possible changes in Policy or Procedures for the function of the B of T should be considered and if approved by a majority vote, a quorum being present, adopted. These Policies and Procedures shall be available for review at each Annual Meeting.

ARTICLE VIII COMMITTEES

- Section 1. All activities of the BPCC shall be entrusted to standing committees appointed by the President and under the oversight of the B of T.
- Section 2. The responsibilities and procedures governing the several committees shall be outlined in the Policy and Procedure manual of the B of T which the Board shall review annually and revise or update as needed.

ARTICLE IX

DISSOLUTION

- Section 1. Upon the dissolution of the BPCC, the B of T shall, with the approval of the membership and after paying or making provision for the payment of all liabilities of the BPCC, distribute the remaining assets, if any, to an organization or organizations that meet the guidelines identified in Article 1, Section 2 of this document which shall, at the time, qualify as tax exempt (in accordance with Section 501(c)(3) of the Internal Revenue Service Code).

ARTICLE X AMENDMENTS

- Section 1. These By-Laws may be amended, abridged, or added to at any Annual or Special Meeting of the Membership (held as stipulated in Article III), upon a two-thirds vote of a quorum present and voting, providing that notice of the proposed change be given to the membership at least thirty (30) days in advance of said meeting.