

**BIDDEFORD POOL COMMUNITY CLUB, INC.**  
**dba Biddeford Pool Community Center**  
**BY-LAWS**

**Revised January 2007, Approved April 21, 2007**  
**Amended October, 2012**  
**Amended October, 2015**  
**Amended October, 2020**

**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 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 residents of the greater community.

Section 3. 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 August 1, 2019 (Appendix A), may become voting Members of BPCC. Any person residing outside of this geographic area may become a non-voting Member. Any active voting Member who moves out of the Membership area as defined in these By-Laws may maintain all BPCC privileges by 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 voting 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 power for all voting Members.

Section 4. Any Member if found by the Board of Trustees (herein after 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 BPCC, or to have acted with intentional or reckless disregard for the safety of persons or property of BPCC, may be admonished or suspended from any privileges of BPCC for a period, or expelled. The Member may also be required to reimburse 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 B of T 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 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 (on the tree at Yates and Mile Stretch Rd, BPCC property) 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 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 (7) 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.

In all respects not covered by these By-Laws, the meetings of the 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 B of T) 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, different from the 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 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, as an Officer or Trustee, must have been members of BPCC in good standing for at least two (2) years prior to their election. Upon presentation of its report, the Nominating Committee shall disband.

#### **ARTICLE V GOVERNANCE AND ELECTIONS**

Section 1. The affairs of BPCC between the Annual Meetings shall be managed by an elected B of T consisting of six (6) Members plus Officers: President, Vice-President, Treasurer, Secretary, and 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 up to four (4) years. Members are invited to attend any Board Meeting as non-voting participants. Minutes of any Board Meeting shall be available on the BPCC website. ([biddefordpoolcommunitycenter.org](http://biddefordpoolcommunitycenter.org)).

Section 2. Officers shall be elected for two-year (2) terms by majority vote by eligible BPCC Members attending the Annual Meeting. With the exception of the Treasurer and Secretary, Officers may not be reelected after two (2) consecutive 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 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 two (2) full terms in his/her own right.

Section 5. Vacancy of an Office must be filled by the President reactivating the Nominating Committee. The President in conjunction 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, for the Office of Vice President, the newly elected Officer is eligible thereafter to be elected to two (2) full terms 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 over 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 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 special Committees as he/she deems necessary to perform 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 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 B of T Meetings and the Annual Meetings. He/she shall present the minutes of all such meetings at the Annual Meeting. 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 BPCC. He/she shall maintain proper books of account of all monies, securities and funds of BPCC, that may come into his/her possession, and all receipts of the same. Books of Account are the property of BPCC and open to inspection by any Member of the B of T. At each Board meeting, he/she shall exhibit in writing for inclusion in the minutes a statement of account of the funds of 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 B of T.
- c. Shall maintain a list of all BPCC 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 BPCC and shall advise and consent to all major actions of BPCC. It is responsible for providing leadership, oversight, and support to the Committees and working with them as needed to fulfill the mission of BPCC.

**Section 2.** The B of T shall have the custody, control, and management of all property of BPCC, except such property vested in the Treasurer according to the By-Laws.

**Section 3.** The B of T, between Annual Meetings, shall have the management of the business affairs of 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 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 B of T. 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. A majority of the currently serving Board Members (Trustees and Officers) shall constitute a quorum for a Board Meeting.  
b. Trustees may participate in a meeting by video and/or audio conferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting. The B of T must (a) implement reasonable measures to verify that each person deemed to be present or permitted to vote at a meeting by remote communication is in fact a Trustee, (b) implement reasonable measures to provide Trustees a reasonable opportunity to participate in the meeting and to vote, and (c) see that a record of the vote or action is kept by BPCC.

Section 8. The B of T shall establish, and review and up-date annually, Policies and Procedures (herein after P & P) 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 P & P for the function of the B of T should be considered and if approved by a majority vote, a quorum being present, adopted. These P & P shall be available for review at each Annual Meeting.

## **ARTICLE VIII COMMITTEES**

Section 1. All activities of 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 P & P manual of the B of T which the Board shall review annually and revise or update as needed.

**ARTICLE IX  
DISSOLUTION**

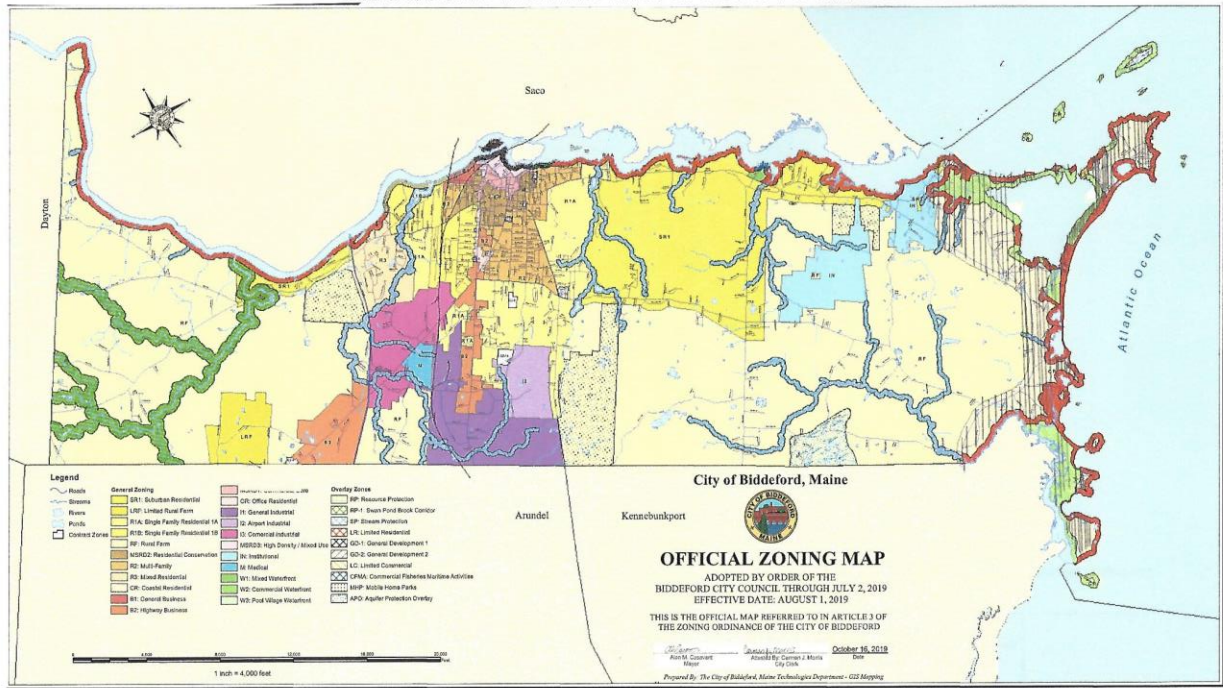
Section 1. Upon the dissolution of the BPCC, the B of T shall, with the approval of the Membership and after paying or making provision for the payment of all liabilities of the BPCC, distribute the remaining assets, if any, to any organization or organizations which shall, at the time, qualify as tax 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.

# Appendix A

## BIDDEFORD ZONING MAP & BPCC VOTING AREA



Eligible to be voting members