

## **Silver Lake Association Belmont-Tilton**

### **Announcement of Annual Meeting**

**The Annual Meeting will be held on June 24, 2023 at 10:00am on the beach at 99 Gardners Grove Road.**

Your Board of Directors have recommended the adoption of the new proposed By Laws and Procedures 100 and 101 which were formed by the By Laws committee. This item will be discussed and requires a 2/3 vote to adopt.

Your Board has recommended a \$5.00 increase in dues for fiscal year running June 1, 2023 through May 31, 2024. Increase in dues will be discussed in detail and requires a 2/3 vote to pass.

Your Board has created a Proxy Form which would be required to be completed if a member in good standing will not be at the meeting but would want their vote to be counted.

Attached to this notice are the following items:

Agenda for the meeting

Budget for 2023-2024

Existing By Laws and Articles of Agreement

The Proposed new By Laws

Proposed Policy Procedures for Officers and Board members

Motion for vote of the new By Laws

Proxy Form

Come by boat, car or on foot. Remember to bring your own chair. Looking forward to seeing many of you there on June 24th.

## **2023-2024 Annual Meeting Agenda**

**Welcome and Introduction of new members**

**Reading of the minutes from last year's meeting**

**Treasurer's Report**

**Milfoil Mitigation and Herbicide Treatment Report**

**Discussion to increase dues followed by a vote to adopt**

**Gear Store profit for 2023-Suggestions and possible new items**

**37<sup>th</sup> Annual Boat Parade Open Theme**

**Labor Day Block Party**

**Election of Officers and Board Members**

**By Laws changes presented by Committee followed by Vote to adopt**

**Adjournment**

Silver Lake Association Belmont-Tilton, Inc

Budget for 2023-2024

		<b>Actuals</b>
<b>Income:</b>	<b>Proposed</b>	<b>As of 5/8/23</b>
Dues/donations	\$5,100	\$4,310
State Herbicide Treatment Reimbursement	\$9,375	
State Milfoil Harvesting Reimbursement	\$3,288	\$6,350
Gear Store Fund Raiser	\$603	\$941
<b>Total Net Income:</b>	<b>\$18,366</b>	<b>\$11,601</b>
<b>Expenses:</b>		
Herbicide/Milfoil Treatment	\$23,675	\$7,350
D & O Insurance	\$750	\$789
Website Hosting	\$371	\$662
P.O. Box Rental	\$94	\$90
Boat Parade Donation & Membership Events	\$200	\$1,238
Paypal Fees	\$50	\$35
Misc Expenses	\$1,500	
<b>Total Expenses:</b>	<b>\$26,640</b>	<b>\$10,164</b>
<b>Net Earnings</b>	<b>-\$8,274</b>	<b>\$1,436</b>
<b>Current Balance in checking account as of May 8, 2023</b>		<b>\$16,999</b>

*Current By-Laws*

**BY-LAWS OF  
SILVER LAKE ASSOCIATION  
Belmont-Tilton, Inc.**

ARTICLE I:

The name, principal office, and purposes of the corporation shall all be as set forth in the Articles of Agreement as from time to time amended.

ARTICLE II:

**AMENDMENT (6/8/2019), Article II of the Bylaws of the Association shall be amended to specify voting members as dues-paying individuals:**

Members shall be those ~~dues-paying families~~ **dues-paying individuals** who have a sincere interest in Silver Lake. Only Members shall possess the right to vote at any meeting of the Association. There shall be only one vote cast for each ~~dues-paying family~~ **dues-paying individual**. Members may vote by proxy.

ARTICLE III:

The annual dues for membership shall be determined by vote at each annual meeting of the Association. Members may subject themselves to additional assessments from time to time by vote at any meeting, the notice of which contains that such proposed assessment will be considered.

ARTICLE IV:

1. The annual meeting of Members of the Association shall be held at a designated place in Belknap County during the month of June, each year, the time and place of which shall be determined by the Officers. Notice of such meeting shall be mailed or delivered to the Members at least ten (10) days prior to the meeting.
2. Special meetings of the Members of the Association for any purpose may be called at any time by the President, by any three Members of the Board of Directors, or upon written request to the President of one-fourth (1/4) of the Members.
3. The presence of person or by proxy at any annual or special meeting of Members of not less than one-fifth (1/5) of the Members shall constitute a quorum for any action.

**AMENDMENT (6/8/2019), Article IV, Paragraph 4 of the Bylaws of the Association shall be amended to include:**

4. **Electronic communication (such as email) shall be available as an additional method for Members of the Association to vote on an action.**

ARTICLE V:

1. In addition to the elected Officers, there shall be a Board of Directors consisting of not less than three (3) nor more than five (5) persons, the number of which shall be fixed in the first instance by the incorporators and thereafter by the Members at the annual meeting of the Association.



2. Each Director shall hold office for a term of three (3) years and until his successor is elected and except that the terms of the initial Members of the Board of Directors shall be fixed by the incorporators in a manner designed so that the terms of one-third (1/3) of the Directors will expire each year during the first three years.
3. Any vacancy on the Board of Directors shall be filled by election by the remaining Directors. A person appointed to fill a vacancy shall serve for the unexpired term.
4. The Directors shall meet at such times and places as they shall determine.
5. The Directors shall manage and control the affairs of the Association and possess and exercise all corporate powers except such as may be reserved to the Members by statute, these By-Laws, or the Articles of Association.

ARTICLE VI:

The Officers of the Association shall consist of a President, a Vice-President, a Secretary/ Treasurer and such other Officer(s) as the Board of Directors in its discretion may appoint. The Officer(s) shall be elected at an annual meeting and shall hold office for two (2) years until respective successor(s) have been chosen.

ARTICLE VII:

Each Director and Officer of the Association (and their respective heirs, executors, and administrators) shall be indemnified by the Association against any cost, expense (including attorney's fees), judgment, and liability reasonably incurred by or imposed upon him in connection with any action, suit, or proceeding to which he may be made a party or with which he shall be threatened, by reason of his being, or having been, a Director or Officer of said Association, except with respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such Director or Officer. In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which said Association is advised by counsel that such Director or Officer is not liable for willful misconduct as a Director or Officer. The foregoing right of indemnification shall be in addition to any rights to which any Director or Officer may otherwise be entitled.

ARTICLE VIII:

The seal of the corporation shall consist of the words: "Silver Lake Association, Belmont-Tilton, Inc." engraved thereon. Pending the acquisition of such seal, the Association may adopt any wafer seal as its seal.

ARTICLE IX:

These By-Laws may be amended or repealed and new By-Laws may be adopted by two-thirds (2/3) vote of the Members present at any regular or special meeting of Members, provided that in the call for such meeting there is notice of such proposed amendment or repeal.

## ARTICLES OF AGREEMENT

We, the undersigned, all being of lawful age, hereby associate ourselves together for the purpose of establishing a voluntary corporation pursuant to the provisions of Chapter 292 of New Hampshire Revised Statutes Annotated as amended.

### ARTICLE I:

The name of the corporation is:

**SILVER LAKE ASSOCIATION**  
Belmont-Tilton, Inc.

### ARTICLE II:

The objects and purposes for which the corporation is established are as follows:

1. To preserve and promote the ecological and environmental quality of Silver Lake, located in the towns of Belmont and Tilton and County of Belknap and the State of New Hampshire, including maintaining a constant and stable water level to minimize flooding and associated property losses.
2. To enhance the opportunities for recreation, community improvement, and enjoyment for the owners and occupants of property located on the shores of Silver Lake or its immediate vicinity.
3. To solicit and receive contributions, dues, and assessments from its Members and any other person, firm, corporation, association, or agency interested in supporting or promoting the objects or purposes of the corporation.
4. To acquire, hold, and dispose of any type of property, real or personal, tangible or intangible, and wheresoever situate, for the purposes and objects of the corporation.
5. To exist solely as a non-profit corporation. No Member, Officer, or person connected with the corporation shall receive at any time any profit from its operations, provided, however, this shall not prevent payment to any such person of reasonable compensation for services to or for the corporation in effecting any of its purposes.
6. To possess and exercise all of the powers available to a voluntary corporation under the provisions of Chapter 292 of New Hampshire Revised Statutes Annotated not inconsistent with the objects stated in the preceding paragraphs of this article.

**FILED**

MAY 18 1990

**NEW HAMPSHIRE  
SECRETARY OF STATE**



ARTICLE III:

In the event of the dissolution of the corporation, its corporate assets shall be given or distributed to one or more non-profit corporations organized for the same or similar purposes or to a duly-constituted governmental agency for use in furthering the same or similar objectives.

ARTICLE IV:

The location of the principal office of the corporation shall be in Belmont or Tilton, New Hampshire. Mailing Address: PO Box 191, Lochmere, NH 03252

ARTICLE V:

The corporation shall have no capital stock.

ARTICLE VI:

The names and post office addresses of the incorporates are:

1/00/90

*David T. Foote* 2 Brookfield Dr, Rochester, NH 03867  
-----  
DAVID T. FOOTE

*Angela M McDonald* 8 Sunnyside Rd. Quincy, MA 02169  
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ANGELA M. MCDONALD

*Jane M. Lesseles* 8 Rendlett St. Concord, NH 03301  
-----  
JANE M. LESSELS

*Gloria M Sawicki* P.O. Box 83, Lochmere, NH 03252  
-----  
GLOBIA M. SAWICKI

*Charles E. Virgin* Rt. 2 Box 95 Tilton, NH 03276  
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CHARLES E. VIRGIN

Town Clerk's Office of Belmont, New Hampshire.  
Received & recorded this 19th day of March, 1990.

*Carol A. Lacasse*  
-----  
Carol A. Lacasse, Deputy Town Clerk

*These articles  
not changing*

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2. To enhance the opportunities for recreation, community improvement, and enjoyment for the owners and occupants of property located on the shores of Silver Lake or its immediate vicinity.
3. To solicit and receive contributions, dues, and assessments from its Members and any other person, firm, corporation, association, or agency interested in supporting or promoting the objects or purposes of the corporation.
4. To acquire, hold, and dispose of any type of property, real or personal, tangible, or intangible, and wheresoever situated, for the purposes and objects of the corporation.
5. To exist solely as a non-profit corporation. No Member, Officer, or person connected with the corporation shall receive at any time any profit from its operations, provided, however, this shall not prevent payment to any such person of reasonable compensation for services to or for the corporation in effecting any of its purposes.
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*Carol A. Lacasse*  
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Carol A. Lacasse, Deputy Town Clerk

*Proposed new  
By-Laws*

**BY-LAWS OF  
SILVER LAKE ASSOCIATION  
Belmont-Tilton, Inc.**

ARTICLE I:

The name, principal office, and purposes of the corporation shall all be as set forth in the Articles of Agreement as from time to time amended.

ARTICLE II:

Members shall be those dues-paying individuals who have a sincere interest in Silver Lake. Only Members shall possess the right to vote at any meeting of the Association. There shall be only one vote cast for each dues-paying individual. Members may vote by proxy providing that written notice of such proxy designation utilizing a standardized form defined and provided by the Association, delivered to the Secretary within a seven (7) day period (inclusive of the meeting day) prior to occurrence of the meeting. Said notification may be in physical or electronic format and shall specifically indicate which alternate dues paying Member will be authorized to exercise the proxy. Proxy shall have the sole authority to vote on behalf of the dues paying member.

ARTICLE III:

The annual dues for membership shall be determined by vote at each annual meeting of the Association. Prior to the Annual Meeting, the Board shall make recommendation as to the appropriate amount of the annual dues for the coming year. Said recommendation shall be included in the meeting notice required below. Members may subject themselves to additional assessments by two-thirds majority vote at membership meetings.

ARTICLE IV:

1. The annual meeting of Members of the Association shall be held at a designated place in Belknap County during the month of June, each year, the time and place of which shall be determined by the Officers. Notice of such meeting shall be mailed by postal delivery or emailed to the Members at least thirty (30) days prior to the meeting. Notice shall contain the meeting agenda inclusive of Board proposed dues rate, special member assessments, by-laws changes and email voting address.
2. Special meetings of the Members of the Association for any purpose may be called at any time by the President, by any three Members of the Board of Directors, or upon written request to the President by one-fifth (1/5) of the Members.
3. The presence of person or by proxy at any annual or special meeting of Members of not less than one-fifth (1/5) of the Members shall constitute a quorum for any action.
4. Electronic mail (email) shall be available as an additional method for Members of the Association to vote on any posted meeting action proposed to be taken at any meeting. Email shall be sent to a selected address as defined by the SLA Board of Directors. Email must be sent and received one week (7 calendar days) prior to meeting date.

ARTICLE V:

1. In addition to the elected Officers, there shall be a Board of Directors consisting of not less than five (5) nor more than seven (7) members, the number of which shall be fixed by the Members at the annual meeting of the Association members. Directors shall be elected by majority vote.



2. Each Director shall hold office for a term of three (3) years. Terms shall be fixed in a manner so that the terms of approximately one-third (1/3) of the Directors will expire each year. Any vacancy on the Board of Directors may be filled by election by the remaining Directors. A person appointed to fill a vacancy shall serve for the unexpired term.
3. All Board meetings must include a quorum of the Board determined by simple majority of the Board Members being present or participating remotely. All expenses to attend meetings shall be borne by the individual Board members.
4. The Directors shall manage and control the affairs of the Association and possess and exercise all corporate powers except such as may be reserved to the Members by statute, these By- Laws, or the Articles of Association. The Board shall have the authority to appropriate funds within existing budget constraints, accept donations, create and manage written Operational Policy and to perform any other functions incidental to the purposeful and efficient management of the Association. The Board shall originate, approve and maintain Operational Policy governing activities.

#### ARTICLE VI:

The Association shall maintain primary offices inclusive of President, Vice President, Secretary and Treasurer. The Board of Directors in its discretion may temporarily appoint Members to carry out specific duties which shall not coincide with primary office responsibilities or be in conflict with the primary offices. The primary Officer(s) shall be elected at an annual meeting and shall hold office for two (2) years until respective successor(s) have been chosen. Positions of President and Vice President shall terminate on alternate years. Membership selection shall be determined by majority vote during annual or special member meetings.

If an Officer becomes incapacitated or resigns, the Board may appoint another willing member, as Acting Officer until a vote can be conducted to complete the term.

1. The President shall be responsible to manage all routine operations. The president shall be responsible to approve expenditures and ensure payments are within budget constraints of membership approved budget.
2. The Vice President shall be under the directorship of the President. The President shall have the authority to assign his/her duties to the Vice President at any point in time. The Board shall not supersede presidential privilege of assigning duties to the Vice President.
3. It shall be the duty of the Treasurer to have custody of all funds of the Association, to initiate co-approval of all payments, maintain payment records in legally financial acceptable methods and format, and maintain budget debits and credits. By majority vote of the Board of Directors, individual expense payments may be initiated in the absence of the Treasurer per association Operational Policy.
4. It shall be the Secretary's responsibility to maintain permanent records of all meetings and Association communications.

#### ARTICLE VII:

Each Director and Officer of the Association (and their respective heirs, executors, and administrators) shall be indemnified by the Association against any cost, expense (including attorney's fees), judgment, and liability reasonably incurred by or imposed upon him in connection with any action, suit, or proceeding to which he may be made a party or with which he shall be threatened, by reason of his being, or having been, a Director or Officer of said Association, except with respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be libel for willful misconduct as such Director or Officer. In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which said Association is advised by counsel that such Director or Officer is not liable



for willful misconduct as a Director or Officer. The foregoing right of indemnification shall be in addition to any rights to which any Director or Officer may otherwise be entitled.

ARTICLE VIII:

These By-Laws may be amended or repealed and new By-Laws may be adopted by two-thirds (2/3) vote of the Members present or by proxy at any annual or special meeting of Members. A copy of such amended By-Laws be provided to the Members thirty (30) days prior to the meeting at which the vote shall be taken.

Note:

Per membership meeting approval dated / /2023, By-Laws noted in all previously approved Articles I through Article IX have been deleted and replaced with the above .

*Proposed New  
policy*

**Silver Lake Association  
Belmont-Tilton**

**Operational Policy 101  
Board of Directors Requirements, Duties and Responsibilities**

1. The Directors shall manage and control the affairs of the Association and possess and exercise all corporate powers except such as may be reserved to the Members by statute, By-Laws, the Articles of Association and approved Operational Policy.
2. The Board shall meet within four (4) weeks after the Annual Membership Meeting in order to select a Chairperson who shall be responsible to call and conduct meetings.
3. All Board Members shall receive a minimum of a five (5) day notice of any meetings. All Board meetings must include a quorum of the Board determined by simple majority of the Board Members being present or participating remotely.
4. Directors shall meet at such times and places as they shall determine. All expenses to attend meetings shall be borne by the individual Board members.
5. Directors shall create an annual budget and propose such to membership for majority approval at each annual membership meeting.
6. The Directors shall have the authority to appropriate funds within existing budget constraints, accept donations and to perform any other functions incidental to the purposeful and efficient management of the Association.
7. If an Officer becomes incapacitated or resigns, the Board may appoint another willing member, as Acting Officer until a vote can be conducted to complete the term.
8. The Board shall not supersede presidential privilege of assigning duties to the Vice President.
9. The Board shall create and maintain either directly or Officer assignment, Association policy and procedures for continued operation of the Association.

*Last date modified: 2/28/2023*

*Proposed,  
new policy*

**Silver Lake Association  
Belmont-Tilton**

**Operational Policy 100  
Officers, Duties and Responsibilities**

**President**

It shall be the duty of the President to preside at meetings of the Member body and to carry out the instructions of the membership (primary) and Board (secondary).

The president shall be invited to attend Board of Directors meetings. In the event of a tie vote on any matter before the Board, if present at the meeting, the President shall be authorized to cast a deciding vote.

The president shall be responsible to approve expenditures and ensure payments are within budget constraints of membership approved budget.

**Vice President**

The Vice President shall be under the directorship of the President. The Vice President shall perform the duties of the President as assigned by the President. The Board shall not supersede presidential privilege of assigning duties to the Vice President.

When authorized by the President, the Vice President shall be responsible to approve expenditures and ensure payments are within budget constraints of membership approved budget.

**Treasurer**

The Treasurer shall maintain a list of all Members, Officers and Board members, inclusive of active membership and contact information. By majority vote of the Board of Directors, individual expense payments may be initiated in the absence of the Treasurer per Association policy guidelines.

The Treasurer shall be responsible to initiate expense payments within budget constraints.

The Treasurer shall file all necessary financial reports required by federal and state agencies.

**Secretary**

The Secretary shall maintain permanent records of all meetings.

The Secretary shall manage Association communication inclusive of retaining copies of all correspondence to Members.



**Silver Lake Association Belmont-Tilton  
PO Box 205  
Lochmere, NH 03252**

**Annual Membership Meeting  
June 24, 2023**

**Motion for Membership Vote**

**Subject:**

Motion to Amend Bylaws

**Motion:**

The motion is to delete the Silver Lake Association Bylaws Article I through Article IX as registered on June 18, 1990, with the New Hampshire Secretary of State, withdrawn on February 1, 1996 and reinstated on February 01, 2006 with the attached Bylaws. The existing Articles of Agreement will not be changed and shall remain intact.

**Background:**

During the June 25, 2022 Annual Membership Meeting it was determined that a committee be formed to consider the current Association bylaws and provide proposed changes to the existing document. After multiple meetings within the Committee and in association with the Board of Directors, the attached proposal was developed to support the SLA moving into the future.

**Reasoning:**

The attached document considers the initial advice of council during the creation of the Association, recommending that the bylaws remain as simple as possible, defining the organizational format, membership, directors and officials. Operational guidelines were to be listed minimally, using other documents to support the bylaws. This proposal supports those advisements.

The proposed bylaws further define officer's and directors' responsibilities, allows replacement of officers when positions are vacated during elected terms and presents operational policy documentation to the association.

The proposal has been reviewed by the Board of Directors who support the motion.

**Voting:**

Per Article IX of the current bylaws, this proposal requires a two-thirds (2/3) vote of the Members present or proxied at the quormed annual meeting in order to pass.

## Member Proxy form

This is to certify that this member of record in the Silver Lake Association has designated the undersigned as his/her representative (Proxy) to attend (a) Member Meeting(s) and to cast all Votes and express all approvals or disapprovals that said Member may be entitle to cast or express at designated Member Meeting or Referendums.

In no event shall this Proxy be valid for a period longer than \_\_\_\_\_ days after the first meeting or vote for which it is given.

The Proxy will be valid for the for following Member Meetings/Votes

\_\_\_\_\_ Member Association Annual Meeting

\_\_\_\_\_ Member Special Meeting

Meeting Description: \_\_\_\_\_ Date \_\_\_\_\_

Member Name: \_\_\_\_\_ being a Member of Record in good standing hereby authorize execution of this Proxy Assignment.

\_\_\_\_\_  
Member of Record Signature                      Date              Email

Proxy Name: \_\_\_\_\_ as Proxy Assignee in good standing I hereby accept this assignment of Proxy by

Member Name: \_\_\_\_\_

Member of Record for the Meetings/Votes indicated

\_\_\_\_\_  
Proxy Assignee Signature                      Date              Email