

**The Ocean Park
Association
By-Laws**
Ocean Park, Maine
Founded 1881



Adopted July 12, 1997
Amended August 11, 2012
Amended July 7, 2018

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More than just a day at the beach...

THE OCEAN PARK ASSOCIATION
Ocean Park, Maine

BY-LAWS
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ARTICLE I
NAME

Section A. Name

The name of this non-profit corporation is THE OCEAN PARK ASSOCIATION, hereinafter referred to as the "Association."

Section B. Location

The location of The Ocean Park Association is at Ocean Park, in the town of Old Orchard Beach, County of York, Maine.

ARTICLE II
PURPOSE

(as stated in the Charter, approved 1/24/1881, as amended)

Section A. Purpose

The purpose of the Association has been and shall be:

1. to establish a place of resort and residence for holding religious, educational and other meetings, and associated supportive activities, and
2. to maintain a religious and cultural heritage, and
3. to engage in any other acts that a non-profit corporation may legally do.

Section B. Property

For these benevolent purposes this Association may receive, manage, sell or otherwise dispose of real and personal property of every material nature and description, and all income from the same.

ARTICLE III
MEMBERSHIP

Section A. There shall be Three (3) types of membership:

1. Regular

2. Life
3. Youth

Section B. Definitions

1. A Regular member shall be 21 years of age or older, shall show an interest in and support of the purpose of the Association, shall apply in writing to the Board of Directors by an application designated by the Board and shall pay the yearly dues designated by the Board. Thereafter, a Regular member will be considered in good standing by having paid the appropriate dues for the current membership year (January to December).
2. A person may become a Life member by paying the fee established for this category by the Board of Directors and approved by the Association Membership. Thereafter, a Life member will be considered in good standing.
3. A Youth member shall be under the age of 21 years, shall apply in writing to the Board of Directors by an application designated by the Board and shall pay the yearly dues designated by that Board. Thereafter, a Youth member will be considered in good standing by having paid the appropriate dues for the current membership year.

Section C. Privileges and Limitations

1. Regular and Life members may hold elective office, serve on Standing Committees, Subcommittees, Ad Hoc Committees and vote on all matters coming before the Association.
2. Youth members may serve on Standing Committees, Subcommittees and Ad Hoc Committees designated by the Board of Directors and vote within those committees.

Section D. Assessment of Dues and Fees

The assessment of membership dues and life membership fees shall be determined by the Board of Directors and approved by the Association membership.

ARTICLE IV OFFICERS

Section A. Qualification

1. The President, Vice President, Secretary and Treasurer

must be a Regular member in good standing or a Life member.

2. Employees of the Association or an Associate Organization are not eligible to serve as Officers.

Section B. Term of Office

1. The President and Vice President shall serve one-year terms and may serve up to three (3) consecutive terms in the office.
2. The Secretary and Treasurer shall serve one-year terms and may serve up to six (6) consecutive terms in office.
3. In the event of the office of President becoming vacant, the Vice President shall fill the unexpired term.
4. No officer may serve more than six (6) consecutive years as an officer.

ARTICLE V DUTIES OF OFFICERS

Section A. President of the Association

The President shall:

1. Preside at all meetings of the Board of Directors and the Association.
2. Give oversight and guidance to the Officers and Standing Committees.
3. Be a non-voting advisory member of all Standing Committees except the Leadership/Nominating Committee.
4. Give general oversight, supervision, and guidance to the Executive Director in carrying out the Association's business.
5. Publish an agenda for every Board of Directors meeting.

Section B. Vice-President

The Vice-President shall:

1. Serve as an active aide to the President.
2. In the President's absence or inability to serve, perform those duties necessary for the continued functioning of the Association.
3. Perform such duties as may be assigned by the Board of Directors or the President.

Section C. Secretary

The Secretary shall:

1. Keep a complete and permanent record of the proceedings of all meetings of the Association and the Board of Directors.
2. Ensure that Annual Meeting reports from all Standing Committees are received and published in the Annual Report to the Association.
3. Call such meetings to order in the absence of the President and Vice President, and preside until a President pro-tem is elected.
4. Ensure that a correct list of the Regular, Life, and Youth members of the Association is maintained.
5. Ensure that a permanent record of all approvals of conveyances of private and Association property within Ocean Park is kept.
6. Ensure that meeting notices of the Association and Board of Directors are prepared and distributed in accordance with Article IX of these By-Laws.
7. Perform all other duties as may be assigned by the Association or the Board of Directors.

Section D. Treasurer

The Treasurer shall be the chief fiscal officer of the Association and shall be responsible for implementing financial policy of the Association. The Treasurer shall:

1. Oversee financial transactions of the Association.
2. Make timely reports to the Board of Directors of the financial status of the Association.
3. Ensure that accurate financial records are kept using standard accounting procedures acceptable to the Internal Revenue Service.
4. Ensure that other reports as may be needed by the Board of Directors are provided.
5. Make a full and detailed report at the Annual Meeting of the Association.
6. Serve as a member of the Administration and Finance Committee.

ARTICLE VI BOARD OF DIRECTORS

Section A. Composition of the Board

1. The four (4) elected Officers of the Association.
2. Three (3) elected Directors At-Large as specified in Article VII of these By-Laws.
3. The Chairs of the Standing Committees: Religious & Cultural (1), Administration & Finance (1), Property (1), Leadership/Nominating (1), Recreation (1), Education (1), and Development (1) Committees.
4. A member of the Associated Organization(s) to be nominated by them and elected by the Ocean Park Association in accordance with Article XIII of these By-Laws.

Section B. Qualification

1. Directors must be Regular members in good standing or Life members.
2. Not more than one member of a household may serve simultaneously on the Board of Directors or as an officer as elected. Household is defined as a social unit composed of those living together on a year-round basis.
3. Employees of the Association or of an Associate Organization are not eligible to serve as members of the Board of Directors.

Section C. Term of Office

1. Directors (other than Officers) shall serve a three-year term.
2. No Director shall serve more than six (6) consecutive years on the Board of Directors.
3. Terms start at the Board meeting immediately following the Annual Meeting.

Section D. Powers and Duties of the Board of Directors

The Board of Directors shall:

1. Ensure the implementation of the Purpose of the Association and determine the strategy, including the way to create a unique community, the programs it offers, the stakeholders it serves and the capabilities required to execute that strategy as may be delegated from time to time by the Association membership.

2. Determine policies and direction of its affairs as may be delegated by the Association membership.
3. Be responsible for all real estate and property of the Association, including the approval of deeds pursuant to the terms of Article XII, Section B.
4. Develop the job description, appoint and evaluate the Executive Director.
5. Ensure salaried personnel who handle Association money are appropriately bonded.
6. Approve applications of membership.
7. Ratify the slate of new Standing Committee nominees compiled by the Leadership/Nominating Committee for submission to the Association for election at the Annual Meeting.
8. Accept added responsibilities as the Association membership may determine at a properly called meeting.
9. Remain informed as to the ongoing activities and concerns of each of the Standing Committees.
10. Receive and approve regular financial reports from the Executive Director and Treasurer.

Section E. Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it impairs or might impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the Association, may not participate in the discussion of the matter unless invited to do so by the Board and will refrain from voting on such matter. Annually Board members shall complete a Conflict of Interest form.

Section F. Quorum

Eight (8) members, present either in person or via electronic media, shall constitute a quorum for business.

Section G. Resignations

Any elected Board member may resign by submitting a written resignation to the Secretary. The resignation shall take effect when accepted by the Board of Directors.

Section H. Executive Committee

The Executive Committee of the Association shall be the President, the Vice President, the Secretary, and the Treasurer. The Executive Committee shall act on behalf of the Board of Directors on matters requiring immediate action that arise between meetings of the Board and on such other matters as may be designated from time to time by the Board.

Section I. Communications

No Board member, except the President, shall make any public statement on behalf of the Association unless authorized by the Board. Statements of opinion representing the views of an individual member are not considered public statements.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section A. Nominations

1. No less than 90 days prior to the Annual Meeting, the Leadership/Nominating Committee shall present to the Board a slate of Officers, At-Large Directors, Standing Committee Chairs, and new Standing Committee members to be elected at the Annual Meeting. Upon approval by the Board, the slate will be submitted to the members of the Association at least 30 days prior to the Annual Meeting.
2. As an alternative to the nominees presented by the Board, a written petition signed by at least 15 Regular and/or Life members in good standing containing the name(s) of nominee(s) may be presented to the Secretary at least 15 days prior to the date of the Annual Meeting. The Secretary must receive the written consent of any proposed nominee to have his or her name so included.

Section B. Elections

The Officers, Directors At Large, Standing Committee chairs, and Standing Committee members shall be elected by a majority vote of the members of the Association present and voting at the Annual Meeting.

Section C. Vacancies on the Board of Directors

1. Any vacancy on the Board of Directors (except the

President) occurring between Annual Meetings shall be filled by the Board of Directors.

2. This appointment will be effective only until the next Annual Meeting.

ARTICLE VIII EXECUTIVE DIRECTOR

Section A. The Executive Director of the Ocean Park Association is appointed by the Board of Directors and serves at its pleasure, and is responsible for carrying out all program, financial, administrative, and personnel matters of the Association, in accordance with Board policies and the job description. The Executive Director shall:

1. Receive and submit for publication the annual reports of all Committees.
2. Maintain a list of Regular, Life and Youth members of the Association.
3. Keep a permanent record of all approvals of conveyances of private and Association property within Ocean Park.
4. Have fiscal records ready for Board meetings and Annual meetings as well as the Audit.
5. Ensure that the Ocean Park Association corporate seal is the responsibility of a citizen of the State of Maine.

Section B. The Executive Director serves as a non-voting member of all Association Committees other than the Executive Committee.

Section C. In the course of carrying out his/her responsibilities, the Executive Director shall consult with the appropriate committees.

ARTICLE IX MEETINGS

Section A. Annual Meeting of the Association

1. The Annual Meeting shall be held in one of the Association buildings on a Saturday in July.
2. The purpose shall be:
 - a. to elect the Officers, Directors and Standing Committee members for the ensuing year;

- b. to adopt the budget for the up-coming year;
 - c. to receive reports from the Executive Director, the officers, and the Standing Committee chairs; and
 - d. to transact any other business that may legally and properly come before the meeting.
3. A written notice of the time and place of the Annual Meeting, all nominations for Officers, Directors, a proposed budget and an agenda shall be sent to all Association members not less than 30 days prior to the Annual Meeting by the Secretary.
 4. All business, except amendments of the By-Laws and proposed conveyance of real property owned by the Ocean Park Association, may be added to the agenda as new business at the Annual Meeting without notice.
 5. If an adjourned Annual Meeting is held, the Secretary shall provide an agenda for that meeting, along with a summary of events from the previous meeting, to all members of the Association.
 6. 40 Regular members in good standing and/or Life members present shall constitute a quorum.

Section B. Special Meetings of the Association

1. Special meetings must be held upon the written request of 25 members or by a vote of the Board of Directors.
2. Notices of special meetings shall state specifically the object of said meeting.
3. Notices of special meeting shall be given by written notice 2 weeks prior to the meeting.
4. 40 Regular members in good standing and/or Life members present shall constitute a quorum.
5. Amendments of By-Laws and conveyance of real property cannot be considered at a special meeting.

Section C. Board of Directors Meetings

1. The Board of Directors shall meet at least 5 times a year.
2. Additional meetings may be held as needed, provided that ten (10) days prior notice of such meetings is given to all Directors.
3. An agenda of the meeting shall be provided by the President.

4. All Board of Directors meetings shall be open to members of the Association except when the Board goes into Executive Session to discuss personnel or legal matters.

ARTICLE X COMMITTEES and SUB-COMMITTEES

Section A. Organization of Committees

The Association shall function with the assistance of the Standing Committees designated in Article XI and such ad hoc committees as may from time to time be established by the Board of Directors. Subcommittees may be created either by the Board or by a Standing Committee.

Section B. Membership of Standing Committees and Subcommittees

1. Any member of the Association may serve on any Standing Committee, but shall not serve on more than two Standing Committees at the same time.
2. Standing Committees shall consist of at least 4 members as approved by the Board in addition to the Chair of the Committee.
3. Members of Standing Committees shall be elected at the Annual Meeting.
4. Member of Subcommittees shall be appointed by the Chair of the Committee under which the Subcommittee serves.
5. All Subcommittees shall consist of people interested in the subject, such as the Library Subcommittee under the Education Committee, and may have a varying number of members. Subcommittee members shall be members of the Association, but their membership on a Subcommittee need not be voted on by the Board or at the Annual Meeting. Membership on a Subcommittee is limited to 6 (six) consecutive years.
6. Standing Committee members who have missed three consecutive meetings without notification may be asked to resign and their vacancy filled as provided in Article X, Section C 2.

Section C. Term of Standing Committee Members

1. The term for members of Standing Committees shall be three (3) years, commencing at the close of the Association's Annual Meeting at which they were elected and ending on Labor Day of the last year of the term.
2. Should a vacancy on a Standing Committee occur, the Leadership/Nominating Committee shall promptly seek to fill such vacancy by submitting a nominee to the Board of Directors. Upon approval by the Board, the nominee shall complete the remaining term of the person who vacated the position on the Committee.
3. After completion of a full three-year term, a Standing Committee member shall be ineligible for re-election to the Committee until at least one year has lapsed, with the exception that a Standing Committee member may be elected Chairman of that Committee for a full three-year term without lapse. A Standing Committee member who has served a partial term shall be eligible for election to a full three-year term without a lapse.
4. Each Standing Committee, except Leadership/Nominating, acting on its own authority, may co-opt (add) up to two members to its Committee as non-voting members whose term shall expire at the next Annual Meeting of the Association. Time spent serving as a non-voting member of a Standing Committee in this manner shall not apply to the terms of subsection 3 above.

Section D. Reports of Standing Committees

1. All Standing Committees shall regularly report to the Board of Directors and shall submit a written report for the Annual Meeting.
2. All Standing Committees shall submit a budget annually to the Administration and Finance Committee by the date set by the Administration and Finance Committee.

ARTICLE XI STANDING COMMITTEES

Section A. Leadership/Nominating Committee

1. Selection. The Leadership/Nominating Committee shall consist of six (6) members and one (1) Chair. Each year two

- (2) members shall be elected at the Annual Meeting for a three-year term.
2. Duties. The Leadership/Nominating Committee shall:
 - a. By the April Board meeting, present a proposed slate of candidates for officers, Standing Committee chairs, Committee members and directors at large.
 - b. Consult with the present Standing Committee chairs, Executive Director, and Executive Committee members for recommendations for potential nominees, but the Leadership/Nominating Committee shall not be bound by such recommendations.
 - c. Maintain a leadership plan for future leadership candidates.
 - d. Present the slate at the Annual Meeting.
 3. Ensure that all nominees are made aware of the responsibilities and duties of the position for which they are being nominated.

Section B. Religious and Cultural Committee

The Religious and Cultural Committee shall develop and coordinate, with the Executive Director, religious and cultural programs.

Section C. Administration and Finance Committee

The Administration and Finance Committee shall:

1. Working with the Executive Director, regularly review and compare with the budget all Association income and expenses and recommend to the Board of Directors any changes to the budget that may be needed.
2. Submit to the Board of Directors a proposed budget for the next fiscal year not less than thirty-five (35) days before the Annual Meeting.
3. Recommend to the Board the areas where non-specified gifts may best be used.
4. Serve as the Investment Committee and recommend to the Board, in accordance with the investment policy of the Association, the allocation/disbursement of investment income.
5. Ensure/determine/arrange for payment of the following:
 - a. Adequate Fire/Liability Insurance coverage

- b. Workers Compensation, Social Security, withholding taxes, real estate taxes and all other taxes.
 - c. Indemnification of Directors, Officers, employees, agents, as referenced in Section XXI.
6. Serve as the Audit Review Committee.

Section D. Property Committee

The Property Committee shall:

1. Inspect all buildings owned by the Association to determine repair, maintenance and improvement needs.
2. Work in concert with the standing committees and the Executive Director to determine the priorities for repairs, maintenance and improvements to all buildings owned by the Association.
3. With the Ecology/Conservation Sub-committee and the Executive Director, coordinate the maintenance and development of all Association parks and grounds.
4. Recommend and update a long range plan for building and grounds improvements to the Board of Directors.
5. Coordinate volunteer support for appropriate property and grounds upkeep.
6. Oversee the Ecology/Conservation Sub-committee. The Ecology/Conservation Committee shall be a subcommittee of the Property Committee and shall:
 - a. Coordinate the environmental concerns of the Association.
 - b. Coordinate maintenance and development of parks and grounds with the Property Committee.
 - c. Study and recommend to the Board of Directors via the Property Committee projects concerning tree clearance, ecology and conservation.

Section E. Recreation Committee

The Recreation Committee shall:

1. Develop and coordinate with the Executive Director, all recreational activities and events.
2. Oversee the Tennis Subcommittee which is advisory to the tennis program.
3. Oversee operation of the youth recreation program.
4. Oversee operation of the shuffleboard courts with the

Executive Director.

Section F. Education Committee

The Education Committee shall:

1. Develop and coordinate, with the Executive Director, all education programs and events.
2. Oversee the Library Subcommittee which shall:
 - a. Oversee the operation of the Memorial Library.
 - b. Recommend fee schedule for use of the Library to the Education Committee.
 - c. Coordinate programming with the Religious and Cultural Committee.
3. Oversee the Historic Preservation Subcommittee which shall:
 - a. Preserve the heritage of Ocean Park artifacts and display as appropriate.
 - b. Recommend to the Education Committee and the Board of Directors the acceptance of any artifacts donated to the Association.
4. Establish and oversee an Arts Subcommittee as needed.

Section G. Development Committee

The Development Committee shall:

1. Be responsible for promoting growth of volunteer and financial resources through planned giving, endowment, memorials, Annual Fund, capital funds, fund raising, membership, using appropriate publicity materials, coordinated by the Executive Director.
2. Oversee the Membership Subcommittee which shall:
 - a. Encourage all interested persons to apply for membership in the Association according to Article III.
 - b. Recommend to the Association through the Development Committee, and the Board of Directors, a dues structure for membership in the Association after consultation with the Administration/Finance Committee.
3. Promote the Ocean Park Association and encourage volunteerism in support of the Association.

ARTICLE XII DEEDS

Section A. Agents for the Consent to Convey Real Estate

The Agents for Consent to Convey real estate shall be any two of the following: Executive Director, President, Vice President, Secretary, Treasurer or Directors.

Section B. Approval for Conveyance of Real Estate

Granting of deeds or other instruments conveying the Association's interest in real estate or in rights associated with real estate shall be authorized by a majority vote of the members of the Association present and voting at an Annual Meeting, unless the value of the interest in real estate or rights associated with real estate is determined in the good faith judgment of the Directors to be less than \$25,000, in which case the granting of such deed or conveyance may be authorized by a majority vote of the entire membership of the Directors, or may be referred by the Directors in their discretion for a vote by the members at an Annual Meeting.

Section C. Conditions in the Deeds of Lots given by the Association are as follows:

1. That the said lot shall not be used for any other purpose than to build a dwelling-house for residential or sublet rental purposes without the consent of the Board of Directors. No house, cottage or other building shall be used for the sale of intoxicating substances or any other business without the consent of the Board of Directors.
2. That the said lot shall be held subject to the provisions contained in an Act of the Legislature of Maine, approved January 24, 1881, and entitled "An Act to Incorporate The Ocean Park Association," and any acts in amendment of, or in addition hereto.

**ARTICLE XIII
ASSOCIATE ORGANIZATIONS**

An Associate Organization shall be defined as an organization which holds property in Ocean Park, is incorporated by the State of Maine, whose program is integrated with that of the Association and which has been approved as such by the Board of Directors of the Association. Such organizations will be entitled to representation on the Board of Directors as outlined in Article VI, Section A.

**ARTICLE XIV
AFFILIATED ORGANIZATIONS**

Organizations which share the goals of the Ocean Park Association are encouraged to affiliate with it. Affiliated organizations are allowed to use Association facilities and are expected to coordinate their programs with the appropriate standing committee, sub-committee, and to support the Association through its activities. Organizations may be accepted as affiliated organizations at any meeting of the Association, upon recommendation of the Board of Directors.

**ARTICLE XV
PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Revised shall govern the proceedings of the Association, except as otherwise provided for in the Charter and By-Laws.

**ARTICLE XVI
FISCAL YEAR**

The Fiscal Year of the Association shall begin on January 1st and end on December 31st.

**ARTICLE XVII
NON-PROFIT PURPOSE**

Section A. Earnings of the Association

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private person. The Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. The Association shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 {c} (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or by (b) a corporation, contributions to which are deductible under Section 170{c} (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue Law.

Section B. Dissolution of the Association

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association to such organization or organizations under Section 501 {c} (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County of York, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XVIII
PUBLICATION OF CHARTER AND BY-LAWS**

Copies of the Charter and By-Laws, as amended, shall be available from the Secretary of the Association or from the Administrative Office.

**ARTICLE XIX
AMENDMENTS**

These By-Laws may be revised or amended by two-thirds vote of the membership present and voting at the Association's Annual Meeting or any adjournment thereof, provided that a copy of the proposed amendments is included in the agenda of the meeting at least two weeks prior to the meeting.

**ARTICLE XX
INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS**

Any person who at any time serves or has served as a Director, Officer, employee or agent of the Association, or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expense, including

attorney's fees, actually and necessary incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not by or on behalf of the Association seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payment made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she have become liable in any such action, suit or proceeding. The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this By-Law, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and giving notice to, and obtaining approval by, the members of the Association. Any person who at any time after adoption of this By-Law serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing so, or to have done so, in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such a person may be entitled apart from the provisions of this By-Law.