

Ashuelot Pond Dam Village District

**BYLAWS**

Washington, NH

Version: May 2026

DRAFT

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## 1. PURPOSE

APDVD's mission is to ensure that Ashuelot Pond continues to be a valuable, beautiful, and safe resource for all members of the district by supporting and managing the repair, maintenance, and operation of the dam which impounds its waters.

It is subject to RSA Title L Chapter 482 which focuses on dams and water management as well as the administrative rules of the NH Department of Environmental Services (RSA Chapter Env-Wr sections 100-900).

## 2. AUTHORITY

The Ashuelot Pond Dam Village District (APDVD) is a municipality in the town of Washington, New Hampshire. APDVD was established in 2002 under NH Revised Statutes Annotated (RSA) Title III Chapter 52 for the purpose of impoundment of water. APDVD operates and maintains the dam on Ashuelot Pond (NH DES Dam #D245005).

## 3. OFFICERS

- a. The officers of this District shall be: one Moderator, one Clerk, one Treasurer, and three Commissioners. Officers are elected by majority vote of the District members. To be eligible to be elected as an Officer, the individual must reside within the District boundaries.
- b. The terms of office shall be for 2 years for the Moderator and for the Clerk. The Treasurer and Commissioners shall be elected for 3 years, with one Commissioner's term expiring each year.
- c. The Commissioners will designate which one of them will serve as Chairman for the coming year by a majority vote.
- d. The responsibilities of the Chair are to oversee the preparation of meeting agendas, to approve meeting minutes, and to be the main point of contact with State communications.
- e. Officers are expected to attend each meeting of the District to exercise their duties and responsibilities.
- f. Primarily to mitigate coverage gaps when suitable candidates are not available, an officer may serve in two roles, except a Commissioner may not also serve as Treasurer or Clerk.
- g. An Officer may resign at any time by delivering written notice of resignation to the Chair. The resignation shall be effective upon receipt of the written notice, unless

specified to be effective at a later date, and acceptance of the resignation shall not be necessary to make it effective unless the notice so states.

i. An Officer may be removed at any meeting of the Board, provided that the notice of the meeting expressly states that one of the purposes of the meeting is removal of an Officer. A majority vote of the attending members is required for the removal of any Officer.

j. When a vacancy of an Officer occurs other than by expiration of a member's term, the remaining Officers may, by a majority vote of those present and voting at any meeting, elect a successor Officer to serve for the balance of the term.

k. The principal duties and responsibilities of District Officers are herein listed as general information and a guide for the management of the affairs of the District.

a. Commissioners: Principal duties include:

- i. Supervision, planning, operation, and maintenance of the dam and its assets;
- ii. Establish necessary budgets, capital reserve funds, fees, and taxes for the District;
- iii. Appoint and employ individuals, agents, other representatives and committees to assist them in its planning, operation and maintenance functions and make the best decision possible with regards to those specific functions, when Board members cannot be present. No individual appointed or employed by the Commissioners has the authority to bind, commit to take any action, contract or commit funds on behalf of the District unless explicitly provided for within these by-laws;
- iv. Conduct the annual drawdown of the pond consistent with the state order(s) governing such drawdowns;
- v. Publish in the annual report, or post at the annual meeting, the general fund balance sheet from the most recently completed audited financial statements; and
- vi. Fill vacancies in offices, should they occur, by majority vote, for the remainder of the term until the next Annual Meeting.

b. Moderator: Principal duties include:

- i. Manage the agenda during Annual or Special Meetings;
- ii. Decide questions of order;
- iii. Prescribe rules of proceeding; and

iv. Make a public declaration of every vote passed.

c. Treasurer: Principal duties include:

i. Manage expenditures of the District;

ii. Provide to each Commissioner statements of District receipts, funds remaining unexpended, capital and other reserve account balances as needed;

iii. Arrange for temporary notes and other financing as authorized by vote of the District;

iv. Assist the Commissioners in the preparation of annual budgets; and

v. Provide a budget to be published in the Annual Report.

d. Clerk: Principal duties include:

i. Recording the proceedings of all Meetings of the District in the form of written minutes of such meetings;

ii. Assist the Commissioners in the preparation of Warrants for the Annual or Special Meetings and the posting in two public places within the District at least fourteen days before these meetings;

iii. Assist the Commissioners with District correspondence and keep files thereof;

iv. Perform web site and social media updates;

v. Assist the commissioners in processing the tax transfer request;

vi. Maintaining records of the District and ensure their proper safekeeping in paper or electronic format; and

vii. Make required reports to State Tax Commission after the Annual meeting.

#### 4. FINANCIAL TRANSACTIONS

a. In order to avoid conflict of interest, it is the policy of the District not to employ or contract with Officers, without the explicit approval of the Commissioners. Officers shall disclose any known or potential conflicts of interest in writing or orally at any meeting prior to the time set for voting on any such transaction and shall not vote on the matter or attempt to influence the decisions of the voting commissioners on the matter.

b. On expenditures, approvals will be required as follows:

<i>Expenditure amount</i>	<i>Approvals needed</i>
\$0 to \$4,999	No prior approval
\$5,000 to \$10,000	Prior approval of one commissioner
Over \$10,000	Prior approval of two commissioners

c. A payment voucher system will be used for all disbursements. The vouchers will be accompanied by original invoices or payroll sheets when presented.

d. The Clerk and Treasurer are authorized to utilize the District’s debit card to pay for approved expenditures.

## 5. MEETINGS

a. The District shall hold meetings at the Washington Town Hall, 7 Halfmoon Pond Road, Washington, Camp Morgan 337 Millen Pond Road, Washington or other location as posted in advance by the Clerk. Meetings may be held on the call of any Commissioner provided public notice and notice to each member is given in accordance with RSA 91-A:2, II.

i. Quorum: A quorum for all meetings of the District shall be two (2) Commissioners.

ii. Order of Business: The District will recognize Robert’s Rules of Orders for meeting procedures, as follows;

1. Call to order by the Chair
2. Roll call by the Chair
3. Minutes of previous meeting
4. Unfinished Business
5. New Business
6. Communications and miscellaneous
7. Non-public sessions (if required)
8. Adjournment

iii. Nonpublic Session: All discussions of the District shall be held in public. Nonpublic sessions shall be held only as necessary and in strict compliance with the provisions of RSA 91-A. The District may also adjourn, as needed to meet with an attorney to receive legal advice, which will not constitute a nonpublic session pursuant to RSA 91-A.

iv. Annual Meeting: The annual meeting of the District shall be held on the Friday evening before the second Saturday of July.

- v. Working meetings will take place, as needed, on the call of any commissioner provided public notice and notice to each member is given in accordance with the law.
- vi. Officers may attend a meeting remotely. Commissioners may vote remotely.
- vii. Any Officer planning to be absent must inform the Clerk as soon as possible.

## 6. REGULATIONS

- a. The Ashuelot Pond Dam Village District (APDVD) was established under New Hampshire Revised Statutes Annotated (RSA) Title III Chapter 52 for the purpose of impoundment of water.
- b. APDVD operates and maintains the Ashuelot Pond Dam. The Dam is subject to RSA Title L Chapter 482 which focuses on dams and water management as well as the administrative rules of the NH Department of Environmental Services (RSA Chapter Env-Wr sections 100-900). The Dam is recorded at DES as Dam # 245005

## 7. AUDITS

- a. An audit of the accounts and finances of the District shall be conducted annually. Such audit shall carefully examine the accounts of the Treasurer and of any other Officer or agent handling funds of the District at the close of the fiscal year and at other times whenever necessary, and report to the Commissioners whether the same are properly managed and well vouched.
- b. The review of the accounts must be checked by a person independent of any officer of the District.

## 8. ENFORCEMENT

- a. These published by-laws and regulations shall be enforceable by the Ashuelot Pond Dam Village District and their designated enforcement agent.

## 9. AMENDMENTS

- a. The Board of Commissioners may amend these by-laws and regulations during a public hearing, with 14 days' written notice of the upcoming meeting.

10. COMMUNICATIONS WITH THE DISTRICT

- a. Member communication to the District Officers should be in writing via email to apdvinfo@gmail.com or Ashuelot Pond Dam Village District, PO Box 105, Washington, NH 03280 so that member questions and concerns are documented.
- b. Communications from the District Officers to village members will be posted on the apdvd.org website.

11. ADOPTION

a. These regulations and by-laws shall be in full force and effect immediately following passage, approval, and publication as required by RSA 52. Enacted the \_\_\_\_ day of \_\_\_\_\_, 20\_\_ by the Commissioners of the Ashuelot Pond Dam Village District in Sullivan County, State of New Hampshire By: Ashuelot Pond Dam Village District Board of Commissioners \_\_\_\_\_

