

NAUSET HEIGHTS ASSOCIATION, INC.

By-Laws

Article I — Name

The name of this association shall be Nauset Heights Association, Inc.

Article II — Purpose

Nauset Heights Association, Inc. is a 501(c)(4) nonprofit organization. The purpose of this Association is to represent the common interests of all property owners, and to safeguard the character of Nauset Heights in East Orleans, Massachusetts; to act as a forum for discussion of neighborhood problems, and to provide a means of expression for neighborhood sentiment; to perform civic functions, and to work for the betterment of the Nauset Heights community, its safety, and its environment; to promote the development of social and recreational events for the enjoyment of its residents; to take any and all actions which may be deemed advisable to promote better community spirit and the interests of congeniality, neighborliness, friendship, and the welfare of the community; to enter into contracts and leases, and to own or rent property; and finally, to be a non-profit charitable corporation pursuant to Massachusetts General Laws, Chapter 180, and to do all acts necessary to promote the purposes as stated above pursuant to the laws of the Commonwealth of Massachusetts.

Article III — Board of Directors

There shall be, up to but not exceeding, a fifteen (15) member Board of Directors consisting of six Association members plus nine (9) officers selected by the membership at the regular meeting of the Association held on a Saturday in the month of August. The Directors shall act in a fiduciary capacity under the laws of the Commonwealth of Massachusetts, hold title to all of the property of the Association for the use and benefit of the members to be used and disbursed pursuant to the majority vote of said Directors. The Directors shall hold office for a term of three years or until such time thereafter as the members shall elect successors. The Board of Directors shall be responsible for the business of the Association.

Article IV — Membership and Dues

Nauset Heights Association, Inc. is an association of property owners within the Nauset Heights area. This area in East Orleans, Massachusetts shall be deemed to be bounded by the Atlantic Ocean to the east, Nauset Harbor to the north, the eastern boundaries of Roberts Cove, the Mill Pond, and Grandview Estates to the west, and Beach Road to the south. Ownership of a property in Nauset Heights entitles the owner(s) to join Nauset Heights Association by way of payment to NHA of the standard dues. If two or more individuals, other than a married couple, hold title to a property, each such owner who wishes to enjoy the benefits of membership, upon payment of dues, shall become a member.

The benefits of membership include attendance at all NHA meetings and social events, use of the NHA stairs to the beach, and inclusion in the NHA Directory. Each property on Nauset Heights is entitled to one vote at meetings of the NHA, whether or not two or more individuals hold title to the property, so long as at least one owner has paid the required dues for that property. Each adult offspring of a member may join the NHA, and upon paying the required dues, shall become a member entitled to full benefits; otherwise, offspring, minor or adult, and guests of a member shall be allowed use of the NHA stairs to the beach and may attend all NHA social events upon paying any fee required for each such event.

The dues of the Association shall be set by the Board of Directors and approved by vote at the Annual Meeting. The calendar year of the Association will be from January 1 to December 31.

Article V — Officers

Duties of Officers

1. **President:** The President shall preside at all meetings and shall perform the duties usual and pertaining to the office of the President. The President shall also act as Chairman of the Board of Directors and preside over all of their meetings.
2. **Past President:** The Past President shall remain on the Board, starting with the election of the new President and ending with the election of the following President, to provide guidance and add continuity to the Board by serving in an advisory position to the President.
3. **First Vice President:** The First Vice President shall assist the President with Association matters such as, but not limited to, any contracts, insurance, maintenance of property, and membership.
4. **Second Vice President:** The Second Vice President shall assist the President with Association matters such as, but not limited to, meetings, town affairs, and social or recreational activities.
5. **Corresponding Secretary:** The Corresponding Secretary shall maintain accurate membership rolls and listing of all officers and committees. Each spring the Corresponding Secretary will be responsible for updating and distributing the Membership Form, Directory and dues reminder letter.
6. **Newsletter Secretary:** The Newsletter Secretary shall collect input and create both print and electronic versions of the Association Newsletters as warranted throughout the year for the general membership. This position is also responsible for input of appropriate material for the Association website.
7. **Recording Secretary:** The Recording Secretary shall keep an accurate record of the proceedings at all meetings and activities of the organization. Minutes of the Board meetings will be distributed to the board in a timely manner. Minutes on the general membership meetings will be read at the following meeting.

8. Clerk: The Clerk will file appropriate annual reports and tax-related documentation with the Commonwealth of Massachusetts and the US Federal government as required. The Clerk will support the Recording Secretary in his/her duties whenever practicable.
9. Treasurer: The Treasurer shall keep an accurate record of all receipts and disbursements in conformity with accepted bookkeeping practices, shall have custody of all monies of the Association, and shall disburse same in accordance with the authorization of the Board of Directors. The Treasurer shall receive the annual dues. As provided herein the Treasurer may invest and reinvest any surplus monies on behalf of the Association at the direction of the Board in approved financial vehicles, such as a certificate of deposit.
10. There may be such other officers of the Association with such duties and powers as the members of the Association may from time to time determine.

Article VI— Committees

1. Nominating: A Nominating Committee shall be appointed by the President in May of each year and shall present a slate of its candidates for the Board of Directors at the annual meeting. Elections shall be held at the annual meeting of the Association.
2. Special Committees: The President shall appoint special committees from time to time as are deemed advisable

Article VII — Meetings

1. Annual Meeting: The annual meeting of the members of this association shall be held on a Saturday in the month of August in each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the Commonwealth of Massachusetts, such meetings shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members of the association or at any adjournment thereof the directors shall cause the election to be held at a special meeting of the association as soon thereafter as conveniently may be held.
2. Special Meeting: Special meetings of the association for any purpose or purposes unless otherwise proscribed by statutes shall be called by the President or the Board of Directors and shall be called by the President at the request of not less than 10% of the Association members entitled to a vote at a meeting.
3. Place of Meeting: The Directors may designate any place within or without the Commonwealth of Massachusetts as the place of the meeting for any annual meeting or for any special meetings called by the Board of Directors.
4. Notice of Meeting: Notice stating the place, day and hour of the meeting and, in the

case of the special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than seven (7) days before the date of the meeting, either personally, by mail, FAX or e-mail, by or at the direction of the President or the Corresponding Secretary or the person/persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered upon depositing of this notice in the United States mail addressed to the member of record at his/her address as it appears on the Corresponding Secretary's records with postage thereon prepaid, or by means of an e-mail to the e-mail address recorded in the Membership records for the member.

5. Closing for Transfer Books or Fixing of Record Date: For purpose of determining the members entitled to notice of or to vote at any meeting of the members or any adjournment thereof or members entitled to receive any other type of notice in order to make a determination of members for any other proper purpose, the Directors of the Association may provide that the voting membership list be closed for a stated period. If the membership list shall be closed for the purpose of determining members entitled to notice or to vote at a meeting of members, such list shall be closed for at least ten days immediately preceding such meeting.
6. Voting Lists: The Corresponding Secretary shall have charge of the book for memberships and shall make a complete list of members entitled to vote at each meeting of the participating members or any adjournment thereof. Such lists shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any members during the whole time of the meeting for the purposes thereof.
7. Quorum: A quorum shall consist of at least ten percent (10%) of the members of the Association entitled to vote represented in-person or by proxy at a meeting of voting members, either in-person or electronically by e-mail or proxy.
8. Proxies: At all meetings of participating members, a member may vote in-person or by proxy executed in writing (to include e-mail) by the participating member or by his/her duly authorized attorney in fact. Such proxies shall be filed with the Corresponding Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in a proxy.
9. Votes: Each membership property in the Nauset Heights Association shall be entitled to one vote upon each matter submitted to a vote at a meeting of the voting members. Only membership properties current in the payment of their annual dues shall be entitled to vote.

Article VIII— Meeting of the Board of Directors

1. The business affairs of the association shall be managed by the fifteen (15) member Board of Directors consisting of six directors elected for three-year terms and nine (9) officers of the corporation elected for two year terms, being President, Past President, First Vice President, Second Vice President, Treasurer, Corresponding Secretary,

Newsletter Secretary, Recording Secretary and Clerk.

2. Regular annual meetings of the Board of Directors shall be held without other notice than this by-law. The Board of Directors may provide by resolution, the time and place, either within or without the Commonwealth of Massachusetts, for the holding of additional meetings without other notice than such resolution. All meetings of the Board of Directors are open to the general membership of the Association.
3. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person/persons authorized to call special meetings of the Board of Directors may fix any place either within or without the Commonwealth of Massachusetts as a place for holding any special meeting of the Board of Directors called by them.
4. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or by mail, FAX or e-mail to each director.
5. Eight (8) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but if less than such a majority is present at a meeting, the majority of the directors present may adjourn the meeting without further notice.
6. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
7. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent is given by eight (8) of the members of the Board of Directors.
8. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy shall be entitled to serve for the unexpired term of his predecessor in office.
9. In the event that an elected Officer or Director is the spouse of another elected Officer or Director, they shall be allowed only one vote on any issue or motion coming before and requiring a vote by the Board of Directors.

Article IX — Contracts

The Board of Directors may authorize any officer/officers, agent/agents to enter into any contracts or execute and deliver any instruments in the name of and on behalf of the association and such authority may be general or confined to specific instances.

Article X - Charitable Giving

The Board of Directors may vote annually to make charitable donations to not more than six Orleans organizations that support Nauset Heights residents, the local environment, or the

Orleans community. The Board may also approve donations given in the name of the host or guest speaker for Membership meetings or social events.

Article XI — Seal of Association

The Board of Directors shall provide a seal which shall be circular in form and which shall have inscribed thereon the name of the association, the year of incorporation and the Commonwealth of Massachusetts.

Article XII — Resignations

Any officer or any member may resign his/her office or membership at any time by letter delivered to the Corresponding Secretary or Clerk of the Association. In case any officer shall die or resign during the fiscal year, the remaining members of the Board of Directors shall have the right to fill such vacancy.

Article XIII — Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

Article XIV

Any person dealing with the Association shall look only to the corporate assets of the Association, in the hands of its Treasurer, for payment or recompense. Each member's liability or obligation shall be strictly limited to the payment of such annual dues as shall from time to time be established by the Association. All directors shall be held harmless from any personal liability to any person/persons dealing with the Association.

This Association shall be a non-profit charitable corporation pursuant to Massachusetts General Laws, Chapter 180.

Duly adopted this 9th day of November, 2017

As amended by the Board of Directors
November 9, 2017