

## BY-LAWS OF THE

### SEACOAST SHORES ASSOCIATION, INC.

#### ARTICLE I. NAME AND LOCATION

Section 1. Name: This Corporation shall be known as Seacoast Shores Association, Inc.

Section 2. Location: The location of the principal office of the Corporation is to be in the Town of Falmouth, Massachusetts.

#### ARTICLE II. PURPOSES AND OBJECTIVES

This Corporation is organized for the following purposes and objectives: To maintain and promote the social and civic welfare and social contacts of the residents and real estate owners in the section of Falmouth known as Seacoast Shores; to organize and promote water and land sports among the members and their families; to engage in all activities which shall serve to improve the appearance and residential desirability of this section; to aid in securing betterment's and improvements. Also, to purchase, lease, sell, hold, develop, convey, or otherwise acquire and dispose of any real and personal property necessary and proper for carrying out the purposes of this Corporation, and to erect, equip and maintain social buildings, floats and appropriate structures or buildings for the use and enjoyment of the members of the Corporation, upon and under such terms and conditions, and subject to such rules, regulations and restrictions, as the Officers, Directors and Committee members may, from time to time, determine. **“The Club shall have all the powers of a corporation organized under Chapter 180 of the laws of the State of Massachusetts and without limitation thereon, as specifically provided in its Articles and these by-laws.”**

#### ARTICLE III. MEMBERS

Section 1. Any person of good moral character who is a landowner, or an adult member of a landowner's immediate family, in the section known as Seacoast Shores, shall be eligible for, and may be admitted to, active membership in the Corporation upon the acceptance by the membership committee and payment of the annual membership fee.

Section 2. A landowner, for the purposes of this Corporation, is defined as one who holds legal title to a parcel, or parcels, of land with or without buildings thereon. Husband and wife, or any two or more persons holding title jointly in any type of tenancy are considered to be one landowner. Applications for membership shall be submitted in writing to the Membership Committee, who shall process and act upon the same, in accordance with such rules and regulations as said Committee shall from time to time require. In the event any application for membership is denied by said committee, such applicant shall have the right, notwithstanding such denial, to have her/his application resubmitted at any regular or special meeting of the Corporation, and upon majority vote of those present and voting at such meeting, shall be admitted to membership.

Section 3. Any person who rents property in the section known as Seacoast Shores and is vouched for by an active member of the Corporation may be admitted to Associate Membership upon acceptance by the membership committee and payment of the annual membership fee. (S)he shall be entitled to all the privileges of membership except the right to vote.

Section 4. The membership year shall correspond to the calendar year.

#### ARTICLE IV. VOTING

Each active member shall, at every meeting of the Corporation, be entitled to only one vote in person or by proxy. One vote per property allowed per owner member. Only persons presenting an up-to-date membership card shall be permitted to vote at the annual election, which shall be held during the second week in July.

#### ARTICLE V. OFFICERS

Section 1a. The Corporation shall consist of a Board of Directors of not less than five nor more than thirty Directors, elected by the members, at the annual meeting of the members. Each Director shall be a regular member entitled to vote. The Officers of this Corporation shall consist of a President, Vice President, Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary, who shall serve in the same capacities on the Board of Directors.

Section 1b. Whenever practicable, two members shall be elected to represent each lettered section of this area, see "Seacoast Shores Map," as attached. For purposes of reference they shall be called Area Representatives.

Section 2. The Officers of the Corporation shall keep proper and necessary books and records, which books and records shall be the property of the Corporation.

Section 3. The President, subject to direction by the Board of Directors, shall manage the affairs of the Corporation and shall preside at all meetings of the Corporation, and the Board of Directors; and may, at her/his discretion, call meetings of the Corporation, the Board of Directors, or any committee. The President shall have custody of the Treasurer's bond, if any. (S)he shall be ex-officio a member of all committees. Subject to the approval of the Board of Directors, (s)he shall appoint committees established by the Board of Directors. The President is not authorized to spend any monies without the approval of the Board of Directors.

Section 4. The Vice-President shall act for, and in behalf of, the President, if and when the President is absent from any meeting, or otherwise unable to conduct the Office of President. (S)he shall serve as chairman of the Publicity and Membership Committee, and shall co-ordinate and act as chairperson for the Area Reps.

Section 5. The Treasurer shall have charge of all financial matters relative to the conduct of the Corporation, subject however, to the direction and control of the Board of Directors. (S)he shall keep accurate records of all financial transactions, and shall sign all checks issued by the Corporation. The

Treasurer will be responsible for seeing that the property, Federal and State taxes are paid by the proper dates.

Section 6. The Assistant Treasurer shall be responsible for the collection of all assessments and dues for the Corporation, and shall keep an accurate list of the members with their standing in the Corporation. (S)he shall deliver to the Treasurer all monies so collected, and shall supply all officers with an up-to-date membership list. (S)he shall notify all members when the payment of dues is to be made. (S)he shall collect mail weekly and distribute it to the proper members.

Section 7. The Secretary shall keep a detailed record of all proceedings held by the Corporation, and the Board of Directors, and shall be custodian of all records of the Corporation. For the purposes of complying with the General Statutes of the Commonwealth with particular reference to Section 9 of Chapter 156 of the General Laws, wherever the name, Secretary, appears in these By-Laws, such title will take the place of the name, clerk, in the General Laws. The Secretary will be responsible with the assistance of the Treasurer and Accountant, for seeing that the Annual Report is filed timely each year, with the Secretary of State.

Section 8. The Assistant Secretary shall conduct all correspondence of the Corporation, (s)he shall notify all members of each meeting of the Corporation by mailing postpaid to each member, or leaving at said member's residence, or by posting on the bulletin boards of the Corporation, a notice of the time, place and purpose of each meeting, at least ten days before the time fixed for such meeting. Notices shall be mailed to or left at the residence of each member as it appears on the records of the Corporation. (S)he shall be responsible for managing club house rentals. Rental times must not conflict with SSAI activities.

Section 9. The duties of the Board of Directors shall be the management, direction and control of the Corporation subject, however, to the vote of the members; and if and when necessary to direct the Officers in the management of the affairs of the organization; to examine and cause to be kept properly the books, accounts and other property of the Corporation. It may, by a vote of two-thirds of its members, require the Treasurer to give Bond to the Corporation. It may also establish, from time to time, such committees as, in the opinion of the Board, are necessary to carry out the objectives of the Corporation, and shall submit names for such committees to the President for appointments. The Board of Directors is authorized to expend extraordinary monies not in excess of \$2500.00, unless in case of emergency, without approval of the membership.

Section 10. The Area Representatives, under the chairmanship of the Vice-President, shall serve as a Publicity and Membership Committee, each Representative being responsible in her/his section for giving publicity to all affairs of the Corporation, for securing members, and, in general, serving as liaison officer between individual members in his section.

Section 11. The Corporation may have a common seal, but no such seal shall be mandatory on papers and instruments executed for and in behalf of the Corporation, except on deeds of conveyance of realty.

Section 12. Such deed or deeds of conveyance of any realty of the Corporation can be executed by the Treasurer only after the favorable vote of 75% of the members present and voting at an annual meeting,

duly called for such a purpose, all members having been notified by mail at least 10 days in advance of such meeting<sup>2</sup>.

## ARTICLE VI. NOMINATIONS

At least two months prior to the July Annual Meeting, the Board of Directors shall appoint a committee of up to 6 members, not more than half of them to be members of the Board of Directors, who shall nominate candidates for the various offices to be voted upon by the members at their annual meeting. The nominating committee shall deliver its report, nominating officers, directors, and area representatives to the secretary, who shall include such report with the notice of the annual meeting (or special meeting in lieu thereof) of the members publicly posted. Additional nominations may be made from the floor at the annual meeting (or special meeting in lieu thereof) of the members.

## ARTICLE VII. ELECTION OF OFFICERS

Section 1. The Officers, Directors and Representatives shall be elected for a term of two years. Only persons with paid-up membership shall be eligible to hold office in this Corporation. Term of office shall commence at the conclusion of the Annual Meeting at which the election takes place.

Section 2. Either the President or the Vice President, one of the Treasurers, and one of the Secretaries shall be a year-round resident. Whenever possible, the Officers, the Directors and Representatives shall be evenly divided between year-round and summer residents; at least one third shall be year-round residents.

Section 3a. The President, the Treasurer, and the Secretary shall be elected at the Annual Meeting in the odd-numbered years. They shall not serve more than two consecutive terms, unless there is no candidate for the position or no candidate for the position has received a majority vote of those members present at the annual meeting. In such a case the current officer may stand for re-election.

Section 3b. The Vice-President, the Assistant Treasurer, and the Assistant Secretary shall be elected at the Annual Meeting in the even-numbered years, and shall be eligible for re-election.

Section 3c. The Directors shall be elected at the Annual Meeting in the even-numbered years and shall be eligible for re-election.

Section 3d. Representatives from each section shall be elected in the even numbered years at the Annual Meeting, and shall be eligible for re-election.

Section 4. The position of any Officer, Director, or Area Representative presently open or made vacant by death, severance of interest, resignation, or otherwise, shall be filled by a majority vote of the Board of Directors; such member so elected to fill the position shall hold office until the next annual election.

## ARTICLE VIII. DUES AND ASSESSMENTS

Section 1. The annual dues and assessments for members of the Corporation shall be determined by the Board of Directors and shall be assessed against the members of the Corporation for the next ensuing. Only those persons who pay dues in any year shall be members of the Corporation for that year.

Section 2. The fiscal year shall be from January 1 to December 31. (Approved August, 1980)

## ARTICLE IX. MEETINGS

Section 1. Special meetings of the Corporation may be called by the President or by the Board of Directors at any time, and shall be called by the President upon the written request of twenty members of the Corporation.

### Section 2 - SSAI Board of Directors Meetings and Attendance Rules

- 7 Meetings per year and Board Members must attend at least 4 meetings
- PolyCom equipment is available for telephone call-in and may be used up to a maximum of 3 times by a Board Member toward the minimum of 4 meetings
  - extenuating circumstances for additional absences will be considered and approved/not-approved by the President before the meeting
- Meetings will be held in the following months:
  - April, May, June, July, August, September and October
  - Meetings will be held on the second Monday of each month at 7 PM
    - With the following exceptions:
      - The August Meeting will be held on the Sunday evening just before the third Monday
      - The September meeting will be held on Labor Day weekend
      - The October meeting will be held on Columbus Day weekend
  - At the SSAI Clubhouse

The President may call additional meetings or upon the written request of any five members of the Board of Directors

Section 3. Eight percent of the total membership of the Corporation shall constitute a quorum at any annual or special meeting of the Corporation, and a majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 4. Regular meetings may be called, if deemed necessary, by the Board of Directors for itself, or by any Committee for itself.

Section 5. The Annual Meeting of the members of the Corporation shall be held during the second week in July to elect Officers, Directors and Representatives, to receive Annual Reports; to submit an Annual Budget; and to transact such other business as may be brought before the meeting.

The fiscal year for these reports will be Jan 1st to Dec 31<sup>st</sup>.

Seacoast Shores Residents who are not members of the association may attend as observers (without any voting rights)

Section 6. Notice of all meetings of the members of the Corporation shall be given to every member by mailing postpaid to each member, or leaving at said member's residence, or by posting on the bulletin boards of the Corporation, a notice of the time, place and purposes of such meeting at least ten days before the time fixed for such meeting. Notices sent shall be mailed to or left at the residence of each member as it appears on the records of the Corporation.

Section 7. Notice of any special meeting may be waived by all of the Directors if, in their opinion, due to the exigencies of a situation such meeting is necessary and cannot be postponed ten days.

Section 8. If any meeting is not held, or if any election is not made, or if any other business is not transacted on the day it should have been, or if any election is not legally made, or if any other business is not legally transacted, the meeting may be subsequently held and the election and other business may be ratified at any subsequent meeting which is duly called.

Section 9. Prior to the annual meeting, the President shall appoint an Audit Committee to review the financial records and a Budget Committee to set the proposed budget of the coming year that will be presented at the annual meeting. Each of these committees shall consist of at least 3 but not more than 5 members.

#### ARTICLE X. AMENDMENTS

The By-Laws, or any part thereof, may be altered, amended or repealed by a majority vote of the members present at any annual meeting or any special meeting of the Corporation, provided such alteration, amendment, or repeal has been proposed at a previous meeting, and further provided that due notice, as provided in these By-Laws has been given.

#### ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules in Robert's Rules of Order, Revised, shall govern the meetings of this Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

#### ARTICLE XI. CERTIFICATE OF MEMBERSHIP

A Certificate of Membership shall be issued to members of such style and design as the board of Directors shall approve. Until and unless revoked, this Certificate shall entitle a member to all the privileges of this Corporation. Only those persons shall be entitled to Certificates of Membership who have fully paid their dues to the Corporation and who are otherwise in good standing. Such Certificates shall not be transferable unless with the approval of the Membership Committee and upon such terms and conditions as they may from time to time require.

ARTICLE XII. TEN BASIC RESPONSIBILITIES OF PROPERTY OWNERS ASSOCIATION BOARDS; STATEMENT OF INDIVIDUAL BOARD MEMBER RESPONSIBILITIES and SSAI BOARD MEMBER CONTRACT including a SSAI CONFLICT OF INTEREST POLICY

Section 1. Ten Basic Responsibilities of Property Owners Association Boards

- Determine the Organization's Mission and Purpose. - The board is fundamentally responsible for defining the organization's mission and what it strives to accomplish. An adequate statement of mission and purpose should serve as a guide to organizational planning, board and staff decision making, volunteer initiatives, and setting priorities among competing demands for scarce resources. The board is responsible to ensure that the organization is not drifting away from its original purposes.
- Select the candidates for President - The responsibility of choosing qualified candidates for President undoubtedly has the greatest impact on the organization's development and effectiveness. The SSAI By-laws ARTICLE VI. NOMINATIONS defines the process to be followed.
- Provide Proper Financial Oversight - The Board develops and approves the annual budget. The Board controls expenditures. (By-Laws Article V Section 9. -----The Board of Directors is authorized to expend extraordinary monies not in excess of \$2500.00, unless in case of emergency, without approval of the membership.)
- Ensure Resource Allocation that best meets the Mission - An organization can only be effective if it allocates its volunteer resources to best meet its mission and purposes.
- Ensure Legal and Ethical Integrity and Maintain Accountability - The board is ultimately responsible safeguarding the organization's integrity in pursuit of its mission.
- Ensure Effective Organizational Planning - Bringing members together under good leadership - that is often as important as the resulting plan itself.
- Recruit and Orient New Board Members and Assess Board Performance - All boards have a responsibility to properly orient new board members and to periodically and comprehensively assess the board's effectiveness.
- Enhance the Organization's Public Standing - Board members serve not only as a link between the organization's staff and volunteers and its members, constituents, or clients, but also as the organization's ambassadors, advocates, and community representatives. Over the course of time, board members may meet with elected officials, testify before town committees and organizations, speak to community groups, represent the organization at forums and/or be interviewed by the news media.
- Determine, Monitor, and Strengthen the Organization's Programs and Services - The board's fundamental responsibility begins with the question of whether current and proposed programs and services are consistent with the organization's stated mission and purpose.
- Support the President - The chief executive needs consistent moral and substantive support from the board.

## Section 2. Statement of Individual Board Member Responsibilities

- General Expectations
  - Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.
  - Perform duties of board membership responsibly and conform to the level of competence expected from board members as outlined in the by-laws and this document
  - Suggest possible nominees to the board who are members in good standing and who can make significant contributions to the work of the board and the organization's progress.
  - Serve in leadership positions and undertake special assignments willingly and enthusiastically.
  - Do not reach conclusions based only on complaints you receive from others. Urge those members with grievances to communicate them to the President for BOD discussion and action if necessary
  - Bring good will and a sense of humor to the board's deliberations.
- Meetings
  - Prepare for and participate in board committee meetings, including appropriate organizational activities.
  - Ask timely and substantive questions at board and committee meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board.
  - Maintain confidentiality of the board's executive sessions *consistent with the SSAI By-laws and the laws of the Commonwealth of MA*, and speak for the board or organization only when authorized to do so.
  - Suggest agenda items periodically for board and committee meetings to ensure that significant, policy-related matters are addressed.
- Relationship with Committees - Counsel the President as appropriate and support him or her through often difficult relationships with committees, groups or individuals.
- Avoiding Conflicts
  - Serve the organizations as a whole rather than any special interest group or constituency. Regardless of whether or not you were invited to fill a vacancy reserved for a certain constituency or organization, your first obligation is to avoid any preconception that you "represent" anything but the organization's best interests.
  - Avoid even the appearance of a conflict of interest that might embarrass the board or the organization, and disclose any possible conflicts to the board in a timely fashion.
  - Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation or custom.

Section 3. SSAI Board Member Contract - *All members of the SSAI Board of Directors shall execute a Board Member Contract in the following form:*

I, \_\_\_\_\_ understand that as a member of the Board of Directors of SSAI., I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the members and community, represent the organization, and act as a spokesperson only when approved to do so by the BOD.
2. I will attend at least 4 of the 7 annual board meetings and also attend any special board meetings called by the president.
4. I will actively participate in one or more Board approved activities that support our mission.
5. I will act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
6. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
7. I will honor the confidentiality of any discussions or decisions which should remain internal.
8. I will work in good faith with staff and other board members as partners towards achievement of our goals.
9. If I don't fulfill these commitments to the organization, I will expect the President to discuss my responsibilities with me and ask for a plan from me that will correct this unacceptable behavior (behavior that is contrary to the SSAI By-Laws and the responsibilities stated within these guidelines.)
10. I fully understand that if my behavior continues to be unacceptable that the President may seek my removal from the Board. It will require a 2/3 approval vote by the Board

**SSAI Conflict of Interest Policy**

The standard of behavior at SSAI is that all committee, volunteers, and board members scrupulously avoid any conflict of interest between the interests of SSAI and my personal, professional, and business interests. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

*I have read the Ten Basic Responsibilities of Property Owners Association Boards; Statement of Board Members Responsibilities; the SSAI Board Member Contract; and the SSAI Conflict of Interest Policy and agree to meet those responsibilities and requirements.*

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

## AMENDMENTS:

1. Amendment to Article II approved August 1980: "These purposes shall not include the right to apply for seasonal or yearly license to sell alcoholic beverages"
2. Amendment adding Section 12 to Article V approved August 9, 1975: "Such deed or deeds of conveyance of any realty of the Corporation can be executed by the Treasurer only after the favorable vote of 75% of the members present and voting at an annual meeting, duly called for such a purpose, all members having been notified by mail at least 10 days in advance of such meeting."
3. Revised Bylaws as approved at Annual meeting of SSAI in July 2005. Amendment made to Article III, Section I at Annual meeting of SSAI in July 2006.
4. ARTICLE IX. MEETINGS - Section 2 - SSAI Board of Directors Meetings and Attendance Rules as approved at Annual Meeting 7/11/09
5. ARTICLE IX - Section 5. The fiscal year for these reports will be Jan 1st to Dec 31<sup>st</sup>. Seacoast Shores Residents who are not members of the association may attend as observers (without any voting rights)
6. ARTICLE XII. TEN BASIC RESPONSIBILITIES OF PROPERTY OWNERS ASSOCIATION BOARDS; STATEMENT OF INDIVIDUAL BOARD MEMBER RESPONSIBILITIES and SSAI BOARD MEMBER CONTRACT including a SSAI CONFLICT OF INTEREST POLICY as approved at the SSAI Annual meeting 7/10/2010
7. Article II. - replaced the last sentence. - "The Club shall have all the powers of a corporation organized under Chapter 180 of the laws of the State of Massachusetts and without limitation thereon, as specifically provided in its Articles and these by-laws." as approved at the SSAI Annual meeting 7/09/2011