



*By-Laws of Sandpointe Shores Association, Inc.*



## *By-Laws*

### *Article I / By-Laws*

The name and purpose of the Sandpointe Shores Association (Association) shall be in accordance with this document. The powers of the Association (members) and its Directors and all matters concerning the conduct and regulation of the business of the Association shall be in accordance with this document.

### *Article II / Corporate Seal*

- The corporate seal of the association consists of two concentric circles between which is the name of the Association, in the center is a drawing of a sailboat and below the concentric circles a “wave”.
- The form and content of the seal may be changed by the Board of Directors at any time.

### *Article III / Membership*

- Section I - Basis for Membership
  - Membership is open to anyone who owns property in the subdivision known as Sandpointe Shores, Inc. in Falmouth, MA, Barnstable County, Massachusetts. In the event of joint ownership the joint parties are entitled to a single but joint membership.
  - Membership ends when a property in the subdivision known as Sandpointe Shores is transferred to a new owner.
- Section II - Application for Membership
  - Any person eligible for membership can apply by submitting their name and address, verbally to any member of the Board of Directors or by sending a written request to the Board of Directors at the current address of the Association or by sending an email to the attention of the Board of Directors at [sandpointeshores@gmail.com](mailto:sandpointeshores@gmail.com).
  - All members shall be recorded in the membership book of the Association and thereafter must pay annual dues and any other assessments or charges that are determined by the Board of Directors. The Board of Directors shall determine these charges and the method of payment by May 1st of each year.
- Section III - Associate Members
  - Any person living in the general area of the Association boundaries may apply to be an associate member. Upon acceptance, they must pay the current yearly dues.
  - Associate memberships are limited to twenty (20).
- Section IV - Forfeiture of Membership
  - Any member who fails to pay annual dues or who fails to pay assessments or other charges or who violates conditions of a deed may, at the discretion of the Board of Directors, be expelled as a member of the Association.

- Section V - Good Standing
  - The term “good standing” applies to members who have complied with all terms and conditions required for membership and who are not in arrears in any payments. Only members in “good standing” have the right to vote and be included in determining a quorum at any Association meeting.

*Article IV / Fiscal Year & Bank Accounts*

- Section I - Fiscal Year
  - The fiscal year of the Association ends on the 31st day of May. This date may be changed by the Board of Directors.
  - The monies of the Association shall be deposited in a bank, trust company or other depository designated by the Board of Directors and shall be withdrawn only by ACH transfer, check, draft or money order signed by the treasurer. Checks, drafts or money orders in excess of \$2500.00 require the signature of the Association President in addition to the Association Treasurer.

*Article V / Officers and their Election*

- Section I - Officers
  - The officers of the Association shall be a Board of Directors of not less than three (3) or more than seven (7) and include a President, Treasurer and Secretary who are selected from the Board of Directors.
  - The Board of Directors may also choose and appoint Vice-Presidents and determine their duties and powers. These officers, who may be selected from the Board of Directors or the membership, will hold office at the pleasure of the Board of Directors.
- Section II - Election & Eligibility of Officers
  - The Directors shall be elected by the members at the annual meeting or at a special meeting held in lieu of the annual meeting.
  - Prior to the annual or special meeting, the Board of Directors shall appoint a nominating committee consisting of at least three (3) and no more than five (5) members (who may include Directors), who shall prepare and submit at the annual meeting a slate of proposed Directors who shall be nominees for election.
  - The President, Treasurer and Secretary shall be elected for a period of three years by and from the Board of Directors and upon election take office at the next regular Board of Directors meeting following the annual meeting.
  - The Directors shall hold office until the next annual meeting and other officers shall hold their office until the next Board of Directors meeting following the annual meeting.
  - The Vice-President, if the Board of Directors decides to fill such office, shall be appointed annually by the Board of Directors.
  - The offices of President and Secretary may not be held by any person at the same time.

- Section III - Vacancies
  - Any office shall be declared vacant in the event a member:
    - Is absent without excuse for two (2) consecutive Board of Directors meetings
    - Resigns, dies or for any reason is unable to perform the duties of Director
    - Is disqualified for just cause by a vote of the Board of Directors
  - If an office, including Director, becomes vacant the Board of Directors may, by majority vote, choose a successor who shall hold office for the remainder of the term.
  - The members may, at a special meeting called for the purpose, choose a successor for a vacant office and the person so chosen shall displace the successor chosen by the Board of Directors for the remainder of the term.
- Section IV - Resignations
  - The resignation of Directors or other Officers shall be in writing
  - The acceptance of a resignation by a Director shall not be necessary. The resignation shall take effect at the time specified by the Director who is resigning.
  - The resignation of other officers shall take effect upon the acceptance by the Board of Directors.

*Article VI / Powers of Directors*

- Section I - Powers
  - The Board of Directors may exercise all of the powers of the Association except such are reserved to the members by law or these by-laws. These powers include, but are not limited to, the entire control of the property, business and affairs of the Association.
  - The Board of Directors shall have the power to:
    - Fix and alter the powers and duties of Officers and agents of the Association.
    - Create additional offices as they may deem necessary or proper and define the duties.
    - Acquire property (real, personal and mixed), dispose of property and enter into contracts
    - Borrow money or otherwise incur indebtedness by mortgage, pledge, or other lien on property or other assets of the Association.
    - Appoint committees with powers and duties for such term and under such conditions as the Board may determine.
  - The Directors shall not receive any compensation for their service as Directors. Nothing herein contained shall preclude any Director from serving the Association in any other capacity (as officers, agent or otherwise).
- Section II - Indemnity of Directors and Officers
  - The Association shall indemnify (insure) any and all of its Directors and Officers or former Directors and Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding

in which they are involved as a result of being or or having been, a Director or Officer of the Association, except in matters where the Director or Officer of the Association is determined to be liable for negligence or misconduct in the performance of duty.

#### *Article VII / Powers & Duties of Officers*

- Section I - General
  - Each Officer shall have, in addition to the duties and powers provided by these by-laws, such duties and powers as are commonly incident to the office and such duties and powers as the Board of Directors shall from time to time designate.
- Section II - President
  - The President shall:
    - be the principal executive officer of the Association
    - have general charge of and manage the business affairs and property of the Association, subject to control of the Board of Directors.
    - preside at all meetings of the Association at which he/she is present.
    - Present a complete and accurate report of the transactions and operations of the Association for the preceding fiscal year to the members at the annual meeting and from time to time, report to the Directors all matters which may, in any way, affect the interests of the Association.
- Section III - Vice-President
  - The Vice-President shall perform the duties and have the powers of the President during the absence of the President.
  - The Board of Directors may increase or limit the powers and duties of the Vice-President.
  - In the event both the President and Vice-President are both absent, the Treasurer and/or Secretary shall assume all powers and duties of the President unless the Board of Directors appoints an acting President.
- Section IV - Treasurer
  - The Treasurer shall:
    - have supervision over the financial concerns of the Association and the care and custody of the monies, funds, receipts, disbursements, securities and valuable papers and documents of the Association; subject to such regulations as the Board of Directors may adopt.
    - accept, execute and deliver notes, checks and drafts for and on behalf of the Association; deposit all notes, checks and drafts in any such depositories as the Board of Directors may determine.
    - keep, or cause to be kept, accurate books of accounts relating to the monies and financial affairs of the Association which shall be open to inspection by the Board of Directors within normal business hours.
    - render an account of the financial condition of the Association and of all transactions to the President and the Board of Directors whenever

required and shall submit a like report for the last fiscal year at the annual meeting of the members.

- Section V - Secretary
  - The Secretary shall:
    - attend all meetings of the Association
    - keep all records of all meetings in books / electronic devices at the principal place of the Association.
    - make books / electronic devices available for inspection of any Director or member at reasonable times.
    - call meetings of the Board of Directors and members as called for in these by-laws.
  - In the absence of the Secretary , a temporary Secretary shall be appointed at any meeting to record the proceedings.

#### *Article VIII / Members' Meetings*

- Section I - Place
  - All meetings of the members shall be held in the Commonwealth of Massachusetts, either at the principal office of the Association or at such a place as is stated in the "Notice of Meeting".
- Section II - Annual Meeting
  - The purposes of the annual meeting are:
    - To elect the Board of Directors
    - To hear reports from the President and Treasurer
    - To transact such other business that may properly come before the members.
- Section III - Special Meetings
  - Special meetings of the members may be called at any time by the President, Treasurer or a majority of the Board of Directors.
- Section IV - Notice of Meetings
  - Notice of any meeting of the members shall be distributed by the Secretary at least seven (7) days before the meeting to each member by delivering or mailing it to the member's address as recorded on the books of the Association.
  - The notice shall state the place, day and time of the meeting and the purpose for which it is called.
  - In the event the Secretary is unable to distribute the meeting notice, this function may be performed by any other Officer of the Association.
- Section V - Quorum
  - At any meeting of the members a quorum shall be composed of not less than fifteen percent (15%) of all members in "Good Standing".
  - If less than fifteen percent (15%) of all members are present, the meeting may be adjourned and held at a later date upon notice by the Secretary to each member at least forty-eight (48) hours before the new meeting time.

- When a quorum is present at any meeting, the vote of at least a majority of those members present shall be necessary to decide any questions or to approve any business brought before the members.

*Article IX / Directors' Meetings*

- Section I - Regular Meetings of Directors
  - Regular meetings of the Board of Directors, at the discretion of the President, are to be held each month at a time and place designated by the President
  - The meeting at which the Officers are elected and take office, will be called and chaired by the outgoing President until such time as the new President is installed.
- Section II - Special Meetings
  - The President or Treasurer shall have the power to call a special meeting whenever, in the opinion of the President or Treasurer, the interests of the Associations require.
  - Meetings shall be called by the Secretary upon request of a majority of the Directors.
- Section III - Additional Provisions
  - Business may be transacted at a meeting even though it may not have been specified in the notice of the meeting.
- Section IV - Notice of Meetings
  - Notice of a meeting shall be given to each Director by the Secretary or, in the absence of the Secretary, by any Officer or Director.
  - Notices delivered personally or electronically must be received by the Directors' at least forty-eight (48) hours prior to the meeting date.
  - Notices mailed via US mail to the Directors' addresses of record must be mailed at least five (5) days prior to the meeting date.
- Section V - Quorum
  - A majority of the Board of Directors holding office shall constitute a quorum for the transaction of business. If there are not enough Directors present for a quorum, the meeting will be adjourned and held at a future time.
  - At all meetings of the Board of Directors, an affirmative vote of a majority of the number of Directors holding office shall be necessary to pass any motion.

*Article X / Amendment to By-Laws*

- By-Laws may be amended by two-thirds ( $\frac{2}{3}$ ) vote of all members at the annual meeting or a special meeting of the members, provided notice of such changes is given in the meeting notice