

BYLAWS
of
LANDFALL ASSOCIATION, INC.
Revised July 2009

ARTICLE I

MEMBERS

Section 1. Annual Meetings. The annual meeting of the membership shall be held at such place in the Town of Barnstable as the Board of Directors shall determine at 9 AM, Eastern Daylight Time on a Saturday in June of each year for the purpose of electing directors and transacting any and all other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the following day, or at such time as the Board of Directors shall determine. The annual meeting date is to be set and the association membership is to be notified by the end of January each year for that year's annual meeting.

Section 2. Special Meetings. Special meetings of the membership shall be held whenever called by the President or, in the absence of the President by the Board of Directors. A special meeting must be called upon receipt of a written request of members entitled to cast one-third or more of the votes of the entire membership.

Section 3. Notice of all Meetings. Notice of all meetings stating the time and place and purpose for which the meeting is called shall be given by the President or Clerk. Such notice shall be given in writing to each member at such member's address as it appears in the books of the Association and shall be delivered, emailed or mailed not less than five days nor more than sixty days prior to the date of the meeting. The person giving such notice shall furnish proof of mailing or delivery by filing with the Association, upon request, an appropriate affidavit. The members may waive notice of any and all meetings before or after such meetings.

Section 4. Quorum. A quorum at members' meetings shall consist of 11 lots being represented by persons entitled to cast votes. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the laws of the Commonwealth of Massachusetts, the Articles of Organization or these Bylaws; but the voting members present at any meeting, though less than a quorum may adjourn the said meeting to a future time.

Section 5. Voting Rights. The members of the Association shall be entitled to cast one vote for each parcel owned by them. Such right to vote shall be established by the record title to the parcel. Where there is joint or multiple ownership of any parcel, the owners must agree upon one vote on any issue or the vote representing that parcel shall be disqualified.

Section 6. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Clerk before the appointed time of the meeting or any adjournment of the meeting.

Section 7. Adjourned Meetings. If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Management of Affairs. The affairs of the Association shall be managed by a Board of not less than three nor more than nine directors, the exact number to be determined at the time of election.

Section 2. Election of Directors. Directors shall be elected at the annual members' meeting. The election shall be by written ballot (unless dispensed by unanimous consent) and by a plurality (largest number of votes received) of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

Section 3. Removal of Directors. Any director may be removed by concurrence of two-thirds of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

Section 4. Term of Office; Resignations. Directors shall hold office until the next annual meeting of members and until their successors are elected, except in the case of resignation, death or removal. Any director may resign at any time by oral statement to the effect made at a meeting of the Board of Directors to be effective upon its acceptance by the Board or in writing to that effect delivered to the Clerk to be effective forthwith unless otherwise specified.

Section 5. Regular Meetings of Directors. The regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to the director by mail or email delivery to his residence or by telephone at least three days prior to the date designated for such meeting.

Section 6. Special Meetings of Directors. Special meetings of the directors may be called by the President or the Clerk or at the written request of one-third of the directors. Not less than three days' notice of the meeting shall be given by mail, email, telephone or delivery to a residence, which notice shall state the time, place and purpose of the meeting.

Section 7. Waiver of Notice of Directors' Meetings. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

Section 8. Quorum of Directors. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors being physically present or present via a phone connection. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Articles of Organization or these Bylaws.

Section 9. Adjourned Meetings of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 10. Presiding Officer at Directors' Meetings. The presiding officer of a directors' meeting shall be the President. In the absence of the President the directors present shall designate one of their number to preside.

Section 11. Written Consent. Actions of the Board of Directors may be effected by unanimous written consent without a meeting being required for the purpose.

ARTICLE III

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors. All the powers and duties of the Association existing under the Articles of Organization and these Bylaws shall be exercised exclusively by the Board of Directors, or its agents, subject only to approval by the members when such is specifically required.

Section 2. Assessments. The Board shall make and collect assessments against members to defray the costs and expenses of the common areas of Landfall. The Board shall use the proceeds of assessments in the exercise of its powers and duties. Assessments against the owners shall be made for the fiscal year at least fifteen (15) days preceding the beginning of such fiscal year. It is normally set and approved at the Annual Members Meeting. Such assessment shall be due on the first day of July in each year. Should the assessment prove to be insufficient the Board shall call a special meeting of the members of the Association to consider and approve an additional assessment. If such additional assessment is approved by the members, it shall be due and payable thirty days after receipt of notice therefore. Assessments for emergencies shall be considered and approved in the same manner. The Board of Directors shall be empowered to pursue owners for non-payment of assessments by notices, collection procedures and, if further measures are required, such measures as may be approved by the Board from time to time, including but not limited to small claims procedures, and imposition of a lien upon the parcel involved.

Section 3. Bank Accounts. The Board may designate a bank or banks in which the moneys of the Association shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by the Board.

Section 4. Insurance. The Board is empowered to contract for and procure adequate liability and hazard insurance on the property owned by the Association.

Section 5. Repair and Maintenance of Common Areas. The Board shall maintain, repair, replace and operate the common areas of Landfall for the benefit of the owners. The Board is authorized to contract with and hire personnel to carry out this goal.

Section 6. Rules and Regulations. The Board may adopt and publish rules and regulations governing the use of the common areas and the personal conduct of members and guests. The Board may also adopt rules causing existing and proposed dwellings to be maintained.

ARTICLE IV

OFFICERS

Section 1. Executive Officers. The executive officers of the Association shall be a President, who shall be a director, a Treasurer and a Clerk, all of whom shall be elected

annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. No person may hold more than one office. The Board of Directors may from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. The Board of Directors shall have the power to elect an Assistant Clerk who shall perform the duties of the Clerk when the Clerk is absent.

Section 2. President. The President shall be the chief executive officer of the Association. He/she shall have all the powers and duties usually vested in the office of President of an association, including but not limited to the power to appoint committees from among the members from time to time, as he/she in his/her discretion may determine appropriate to assist in the conduct of the affairs of the Association. The President shall preside over all meetings of the directors and members.

Section 3. Clerk. The Clerk shall keep the minutes of all proceedings of the directors and the members. He/she shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He/she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He/she shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Clerk of an association as may be required by the directors or the President. The Assistant Clerk shall perform the duties of the Clerk when the Clerk is absent.

Section 4. Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He/she shall keep the books of the Association in accordance with good accounting practices; and he/she shall perform all other duties incident to the office of Treasurer. He/she is empowered to prepare, execute on behalf of the Association, and file all tax returns, and reports to federal, state and local agencies.

Section 5. Term of Office; Resignations. Officers shall hold office until the next annual meeting of members and until their successors are elected, except in the case of resignation, death or removal. Any officer may resign at any time by oral statement to the effect made at a meeting of the Board of Directors to be effective upon its acceptance by the Board or in writing to that effect delivered to the Clerk to be effective forthwith unless otherwise specified.

ARTICLE V

COMPENSATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

All officers, directors and committee members shall serve without compensation.

ARTICLE VI

AMENDMENTS

These Bylaws may be amended, or new Bylaws adopted at a meeting of members by an affirmative vote of a majority of those voting thereon. No amendment may discriminate against one owner unless the owner so affected shall consent. No amendment shall increase an owner's share of the common expenses, nor change the voting rights of members, unless the record owner concerned shall consent.