

Brant Rock Village Association By-laws

Draft:
July 27, 2022



By-Laws of the Brant Rock Village Association

ARTICLE I – Articles of Organization

Section 1. Name

The name and purposes shall be as set forth in its Articles of Organization. These By-Laws, the powers of the Members as well as the Board of Directors (hereinafter sometimes referenced “Directors”) and Officers and all matters concerning the conduct and regulation of the affairs of the Organization shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time-to-time in effect.

Section 2. Mission

Our mission is to preserve and build on the Brant Rock community’s rich history to reignite a sense of social and economic pride in the community and to make Brant Rock a pleasurable place to live and visit. We accomplish this mission with a focus on three areas: beautification, safety of residents and visitors, and improved education and communication with residents, local businesses and local town government.

Section 3. IRS Status

The Brant Rock Village Association is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501 C 3 of the Internal Revenue Code. (Pending approval of application) Brant Rock Village Association is allowed to apply for state, federal, and local grants and may accept gifts, materials, and funds.

ARTICLE II – Membership

Section 1. Membership

Voting Members: Voting membership shall be open to those persons who are registered voters, property or business owners, and non-seasonal renters in the Brant Rock section of Marshfield, Massachusetts. (Reference Exhibit A) In order for a member to cast a vote on any particular BRVA item, the member must be in good standing with their dues being paid for the fiscal in which any vote is being cast.

Non-Voting Members: Non-voting members are members who are not registered voters; who do not own a business or do not own or rent property in the Brant Rock section of Marshfield, Massachusetts.

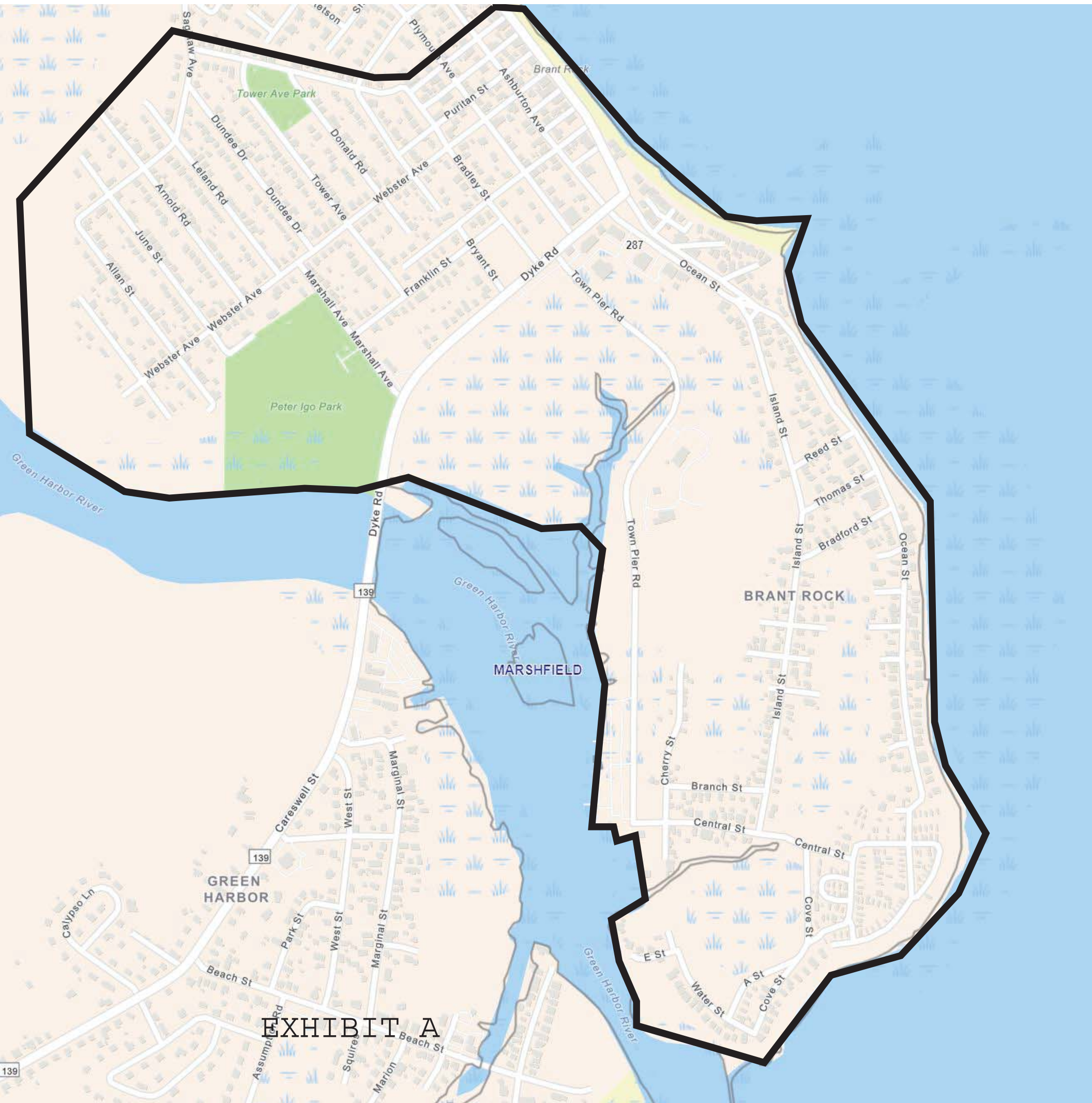


EXHIBIT A

Section 2. Evidence of Membership

The Board of Directors may determine, in its sole discretion, what will be an acceptable form of proof for membership. Membership dues are to be paid by September 30th each year for membership for the then fiscal year beginning on October 1st.

Section 3. Board Members – Annual Meeting of Members

A meeting of members shall be held for the election of Board of Directors and the transaction of other business in August of each year on any day in that month as determined by the Board of Directors.

The Board of Directors shall present at the Annual Meeting of members a report verified by the President and Treasurer or by a majority of the Board of Directors, showing in appropriate detail the following:

- a. the assets and liabilities,
- b. the principal changes in assets and liabilities,
- c. the revenue or receipts of both unrestricted and restricted to particular purposes,
- d. the expenses or disbursements of the Organization for both general and restricted purposes.

The Annual Report needs to provide the above information as of the end of the twelve-month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Organization and a copy included in the minutes of the Annual Meeting.

Section 4. Place of Member Meetings

Meeting of the members shall be held in any business or home in the Marshfield area. Place of meeting must be approved by the Board of Directors.

Section 5. Notice of Member Meetings

All meetings will be announced through email and social media. The notice shall state the place, the date and the time of the meeting.

Section 6. Qualification of Voters

Every member of record of the Organization, in good standing, shall be entitled at every meeting of the members to one (1) vote with no more than two (2) votes per household.

Section 7. Quorum – Annual Meeting

At least ten percent (10%) or 100, whichever is less, of the voting members must be present in person, or if the Organization has the ability to meet virtually to constitute a quorum for the transaction of any business at a member meeting. When a quorum is once present, it is not broken by the subsequent withdrawal of any members. If a quorum is not present at a member meeting, the members present may adjourn the meeting to another time and place. Notice of the adjourned meeting shall be provided to all members.

Section 8. Member Meetings

The Association will hold quarterly member meetings to keep members informed about neighborhood happenings and offer local social networking opportunities. In the event that the BRVA Board cannot meet with members, a newsletter will be sent.

At every meeting of the members, the President, or in the absence of the President, a Vice President, or in the absence of such Officers, a person selected by the meeting shall act as Chairperson of the meeting. The Secretary, or in the absence of the Secretary, any Assistant Secretary shall act as Secretary of the meeting, and in the absence of both the Secretary and any Assistant Secretary, a person selected by the meeting shall act as Secretary of the meeting.

Section 9. Voting

- a. Except for the election of Board of Directors and as otherwise required by law, the vote of a majority of voting members present in person or remotely if the Organization has the ability and is equipped to accommodate remote voting to the meeting at which a quorum is present shall constitute action by the members.
- b. Board of Directors shall be elected by a majority of the votes cast at a meeting of members except as otherwise required by law.
- c. Voting will take place via paper ballots with candidate names identified and a space for write-in candidates. Candidates who would like their name on the ballots should send a written request by mail or electronically to the Secretary at least two weeks in advance of the Annual Meeting.

ARTICLE III – Board of Directors

Section 1. Power of Board of Directors

The Board of Directors shall have the general management and oversight of all the property, affairs, and funds of the Organization and shall, by themselves, or through their designated representatives, exercise all the power of the Organization.

Section 2. Board Members Number and Term of Office

- a. The Board of Directors shall consist of not less than five (5) nor more than nine (9) Directors. The number of Directors may be changed by a vote of the majority of the entire Board of Directors, but only after a Director's term has expired. Officers of the Organization shall be members of the Board of Directors.
- b. As used in these By-Laws, "entire Board of Directors" means: (i) the actual number of Directors set by the Board of Directors pursuant to subsection (a) above; or (ii) the number of Directors within the range set forth in subsection (a) above as of the most recently held election of the Board of Directors.
- c. Directors shall serve one 2-year term. Directors shall serve until their successors are elected.
- d. Each Director shall have one vote.
- e. Board Members must be voting members (as described in Article II – Membership, Voting Members) and live within the parameters as defined in Exhibit A.

Section 3. Organization

The President shall preside at each meeting of the Board of Directors. If the President is absent, then a Vice President or a Chair chosen by a majority of the Board of Directors shall preside. The Secretary shall act as Secretary of each meeting of the Board of Directors. If the Secretary is absent, the meeting shall select a Secretary from those in attendance at the meeting.

Section 4. Resignations and Removal of Directors

- a. Any Director of the Organization may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.
- b. Any Director may be removed with or without cause by vote of a majority of the members or with cause by vote of a majority of the entire Board of Directors.

Section 5. Vacancies

Vacancies in any Director position for any reason shall be filled by the Board of Directors with eligible individuals to serve until the next Annual Meeting of the members.

Section 6. Annual Meeting

As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

Section 7. Regular Board of Directors Meetings

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time-to-time by resolution of the Board of Directors.

Section 8. Special Board of Directors Meetings

Special meetings of the Board of Directors shall be held whenever called by the President, or by a majority of the entire Board of Directors. Notice of the time and place of each special meeting of the Board of Directors shall be given to each Director by email at least three (3) days in advance of the meeting by email on file with the Organization. The notice need specify the purpose of the meeting, unless otherwise required by law, by the Articles.

Section 9. Quorum – Special Board of Directors Meeting

At any meeting of the Board of Directors three (3) members of the Board of Directors shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the questions, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 10. Voting by the Board of Directors

- a. The vote of a majority of the Board of Directors present at a meeting at which a quorum is present shall constitute action by the Board of Directors except as set forth below.
- b. In addition to the items specified in these By-Laws, the following items require two-thirds (2/3) vote of the members:
 - (i) Amendment of the Articles of Organization, and
 - (ii) Approval of the sale, lease, exchange or other disposition of all or substantially all of the Organization's assets

Section 11: Participation in Meetings by Conference

Any or all Directors or any committee members may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation may be for the entire meeting or only a specific vote; provided the participating Board or committee member must be present for discussion of the voting matter before casting a vote. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board of Directors or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

ARTICLE IV – Committees

Section 1. Executive Committee and Other Committees

The Board of Directors may establish and appoint members of an Executive Committee and other committees by majority vote of the Board of Directors. These committees shall have such authority as the Board of Directors by resolution shall provide; the Executive Committee shall have all the authority of the Board of Directors, except that no committee shall have the authority as to the following matters:

- a. to change the Principal Office of the Organization;
- b. to amend the Corporation's By-Laws;
- c. to elect Officers and fill vacancies in any Officer positions;
- d. to change the number of Directors and fill vacancies on the Board of Directors;
- e. to remove Officers or Directors; and

Unless otherwise designated, committees shall conduct their affairs in the same manner as is provided in these By-Laws. The members of any committee shall remain in office at the pleasure of the Directors who elected or appointed such committee. In the event that any member of a committee shall cease to be a Director of the Organization for any reason, he or she shall forthwith cease to be a member of such committee.

ARTICLE V – Officers

Section 1. Number of Officers

The Officers of the Organization shall be a President, Vice President, Treasurer and Secretary and such other Officers, if any, elected or appointed in such manner as the Board of Directors may from time-to-time determine. An Officer may, but need not be a Director. Any two or more Officers, other than the President and the Secretary may be held by the same person. Any Officer may be required by the Board of Directors to give bond for the faithful performance of such Officer's duties to the Organization in such amount and with such sureties as the Board of Directors may determine.

Section 2. Election and Term of Office

The President, Vice President, Treasurer and Secretary shall be elected by a majority vote of the members present at the Annual Meeting.

The President, Vice President, Treasurer and Secretary shall each hold office until the expiration of their term or following the next Annual Meeting of the Board of Directors and until his or her successor is chosen and qualified, and each other Officer shall hold office until the first meeting of the Board of Directors following the next Annual Meeting of the Board of Directors unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 3. Additional Officers

The Board of Directors may elect additional Officers to perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time-to-time determine. The Board of Directors shall specify the term of office and authority for such individuals in the resolutions electing such Officers.

Section 4. Removal of Officers

The Board of Directors may remove any Officer with or without cause at any time.

Section 5. Resignation

Any Officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.

Section 6. Vacancies

The Board of Directors shall fill a vacancy in any office.

Section 7. President

The President shall be the Chief Executive Officer of the Organization and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the Organization. The President shall preside at all meetings of the Board of Directors, except as the Board of Directors otherwise determines. The President shall also perform such other duties as may be assigned from time-to-time by the Board of Directors.

Section 8. Vice President

The Vice President will support the Board of Directors and abide by the By-Laws of the Organization.

Section 9. Treasurer

The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Organization. The Treasurer shall keep or shall cause to be kept regular books of account, shall report to the Board of Directors at regular intervals upon the financial condition of the Organization, and shall ensure that a true and accurate accounting of the financial transactions of the Organization is made. Subject to the supervision and control of the Board of Directors, the Treasurer shall be responsible for the receipt and disbursement of the monies of the Organization and shall perform such other duties as may be conferred upon such office by the Board of Directors or imposed by law.

Section 10. Secretary

The Secretary shall have general charge of the records of the Organization and shall keep minutes of all meetings of the Board of Directors. The Secretary shall give such notice as is required of meetings of the Board of Directors, unless such notice has been given by the President, and shall perform all duties commonly incident to the office. In the event of the absence of the Secretary from any meeting of the Board of Directors or of any committee thereof, a person appointed by the meeting to be Secretary pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Secretary as the meeting may prescribe.

Section 11. Appointed Officers

The Board of Directors may delegate to any Officer or committee the power to appoint and to remove any subordinate Officer, agent or employee.

ARTICLE VI – Execution of Papers

Section 1. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Organization, and all notes or other evidence of indebtedness of the Organization, shall be signed on behalf of the Organization in such manner as shall from time-to-time be determined by resolution or policy of the Board of Directors.

Section 2. Deposits

All funds of the Organization not otherwise employed shall be deposited from time-to-time to the credit of the Organization in such banks, trust companies or other depositories as shall from time-to-time be determined by resolution or policy of the Board of Directors.