



Seabrook
Village
Association

203 Surf Drive

Mashpee, MA 02649

Declaration of By-Laws

Revised and Restated

By-laws of Seabrook Village Association, Inc.

These *By-laws of Seabrook Village Association, Inc.* replace *The Revised By-laws of Seabrook Village Association* filed at the Barnstable County Registry of Deeds in Book 21705, on January 17, 2007.

Article I. Name

The name of this corporation shall be Seabrook Village Association, Inc. Throughout these By-laws, Seabrook Village Association, Inc. shall be referred to as "the Association."

Article II. Purpose

The purposes for which the Association is formed are as follows: An association known as Seabrook Village Association, Inc. has been created to manage its property and facilities and serve the mutual interests of the members of the Association with respect to lands held by the Association and its members in Mashpee, Massachusetts; being all the certain lots shown on a plan entitled, "Seabrook Village" Plan of Land in South Mashpee, Massachusetts and Redbrook Corporation, Scale 1" = 60 feet Date May 14, 1973 Charles N. Savery, Inc., Registered Engineers and Surveyors, Hyannis, MA consisting of Registered and unregistered land defined in Paragraph C of Declaration of Covenants Restricting and Protecting Use of Property; Agreements and Easements registered at Barnstable Division of the Massachusetts Land Court & Document No. 185,196 as amended **and restated by an instrument recorded herewith.**

Article III. Powers

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation which are not in conflict with the terms of these Articles in addition to the powers conferred upon it by Chapter 180 of the General Laws of the Commonwealth of Massachusetts.
2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including, but not limited to, the following:
 - a. Make and collect assessments against members to meet the costs of the Association.

- b. Use the proceeds of the assessments in the exercise of its powers and duties.
 - c. To maintain, repair, replace, operate and enhance the Association property.
 - d. To maintain adequate insurance coverage to insure the Association against damage, loss or injury.
 - e. To reconstruct improvements after casualty and the further improving of Association property.
 - f. To make and amend regulations respecting the use of the Association property.
 - g. To enforce by legal means the provisions of:
 - (i) the Association's Articles of Organization, and any amendments thereof, and
 - (ii) the By-laws of the Association, and any amendments thereto, and
 - (iii) the Covenants Restricting and Protecting Use of Property; Agreements and Easements and any amendments thereto being Document No.185,196 and amendments thereto at the Barnstable County Land Registration Section, (hereinafter referred to as "Covenants") and pertaining to, among other things, the use of the Association property.
3. All funds and the titles of all properties acquired by the Association shall be held only for the benefit of the members in accordance with the provisions of the Association documents.
4. The powers of the Association shall be subject to and shall be exercised in accordance with the Covenants.

Article IV. Principal Office and Fiscal Year

1. The Fiscal Year of the Association shall be September-1 to August 31.
2. The corporate seal of the Association shall bear the name of the Association, the year of and the State of its incorporation.

Article V. Members of the Association

1. All owners of property in Seabrook Village and their spouses/domestic partners to whom they are legally married shall be members of the Association. As used herein the term "lot owners" shall mean all persons including corporations, partnerships, trusts, trustees and other legal entities holding legal title in fee and of record in and to any real property and improvements thereon, located within Seabrook Village subject to terms and conditions of the Covenants. In all matters involving the casting of votes by lot owners, -all voting rights shall be limited to one vote per lot irrespective of the number of individual owners sharing title to a lot. Single building lots consisting of Registered and Unregistered land shall be treated as one lot.
2. Membership in the Association shall be established by recording in the Barnstable County Registry of Deeds or Barnstable County Land Court Section, a deed or other instrument establishing a record title in fee to a lot in Seabrook Village.
3. The Annual Meeting of the members shall be held at a place (to be designated by the Board of Directors) on the second Saturday of September of each year for the purpose of electing Directors and transacting such other business as may be properly presented at the meeting. If the second Saturday of September in any given year shall fall on a religious holiday, the Board of Directors shall have the authority to change the date of the Annual Meeting for that given year upon giving the members written notice thereof at least thirty (30) days in advance of the said second Saturday in September and not more than sixty (60) days in advance of the changed meeting date. If the second Saturday of September is met with a hurricane or other natural disaster, the Annual Meeting will be postponed and rescheduled for the third Saturday of September.
4. Special Meetings of the members may be called by the President or by the Directors and shall be called by the Clerk or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer of the Association, upon the written application of Three (3) or more members entitled to vote at such Special Meeting. In case none of the officers is able and willing to call a Special Meeting, the Supreme Judicial Court or Superior

Court of the Commonwealth, upon application of three or more members entitled to vote at such Special Meeting, shall have jurisdiction in equity to authorize one or more of such members to call a Special Meeting by giving such notice as required by law. [Sec. 6A, Ch. 180, MGL]

5. Notice of all membership meetings stating the time and place and the object for which the meeting is called shall be given by the President, the Clerk, or the member(s) calling the meeting. Such notice shall be in writing to each member at his or her address as it appears on the books of the Association and shall be mailed not less than thirty (30) days nor more than Sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice.
6. A quorum at membership meetings shall consist of Twenty-five (25) eligible voters, whether in person or by proxy. A member shall be eligible to vote and be included in the determination of the presence of a quorum only if he or she is in good standing as defined in the Covenants.
7. The vote of a lot owned by more than one person or by a corporation or other entity shall be cast by the person named in a certificate signed by all of the owners and filed with the Clerk of the association. Such certificate shall be valid until revoked by a subsequent certificate. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum or not for any other purpose.
8. If any meeting of the members cannot be organized because a quorum is not present, the members who are present may adjourn the meeting from time-to-time until a quorum is present.
9. The order of business at Annual Meetings, and as applicable at all other meetings of members shall be:
 - a. Determining the presence of a quorum.
 - b. Certification of Notice of Meeting
 - c. Reading and dealing with any matters raised in any unapproved minutes of prior meetings.
 - d. Reports of Officers.
 - e. Reports of Committees.
 - f. Unfinished business.

- g. Appointment of tellers for the election of Directors.
- h. Election of Directors.
- i. New business. (If properly added to the agenda.)
- j. Adjournment. To be followed by open discussion, as desired by members.

Article VI. Directors and Officers

A. Directors

1. The affairs of the Association will be managed by an elected Board of Directors consisting of not less than Five (5) nor more than Nine (9) members. Each member of the Board of Directors shall be a voting member of the Association in good standing. All Directors and Officers shall serve without compensation, but with the right to be reimbursed for actual authorized expenses and expenditures properly incurred by them while acting in the performance of their assigned duties on behalf of the Association and its members.
2. Directors shall be elected at each Annual Meeting by a plurality of the votes cast by the members of the Association, in good standing and in attendance **or via proxy vote prior to the meeting** and entitled to vote at the meeting. **Directors shall not be elected to the Board without being included in the Meeting written notification prior to the Meeting.**
3. The term of each Director's service shall be for one year. A Director **may be reelected to the Board at each Annual Meeting as defined in #2 above.**
 - a. A Board member may remain as a member of a standing committee after his/her term has expired. The position on a standing committee does not carry Board Membership, nor voting power or authoritative rights.
4. If a Director leaves the Board before his or her term expires, the remaining Board members shall appoint an eligible member of the Association to fill the vacancy thus created and such member shall complete the term to which the departing Director had been elected.
5. The organization meeting of each newly-elected complete Board of Directors shall be held within fourteen (14) days of its election at the Annual Meeting.
6. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined, from time-to-time, by a majority of the Directors. Notice, in writing, of regular meetings shall be given to each Director by the Clerk.

7. Special Meetings of the Directors may be called by the President and must be called by the Clerk at the written request of one-third of the members of the Board. Not less than three days' notice, in writing, of the meeting shall be given to each Director.
8. A quorum at Directors meetings shall consist of a majority of the Directors entitled to vote. Matters approved by the affirmative votes of a majority of the Directors present and entitled to vote at a meeting, at which a quorum is present, shall constitute the acts of the Board of Directors.
9. Any Director who shall fail to **perform his/her elected duties as well as unauthorized use of Association funds or biased behavior, failure to attend meetings, or any act(s) proven to be detrimental to the good and wellbeing of the Association** shall be removed from the Board and cease to be a Director; unless:
 - (i) he or she presents to the Board **in writing** an acceptable reason **for failing to perform his/her elected duties,**
 - (ii) in the light of extenuating circumstances which shall have prevented him or her from presenting such written submission, a majority of the Board shall vote to waive the Board's right and authority to remove such Director.

A Director removed from the Board shall not be eligible for re-election or appointment to the Board for a period of one (1) year. The remaining Board members **may** appoint an eligible member of the Association to fill the vacancy on the Board created by the removal of a Director, as herein provided, and the newly appointed Director shall complete the term to which the removed Director had been elected.

10. The presiding officer of the Board of Director's meetings shall be the President. In the absence of the President, the Vice President shall preside. In the absence of both, the Clerk shall preside. If none of the three are present, the meeting shall be postponed.
11. The Association and its affairs shall be managed by the Directors and they shall have all the rights, power and authority, when acting as a Board, conferred upon them under applicable law, the Articles of Organization, these By-laws and the Covenants. In their exercise of such rights, powers and authority the Directors shall act in accordance with applicable law, the provisions of the Articles of Organization, these By-laws, the Covenants and any other applicable corporate documents. Their powers, duties, responsibilities and authority shall include, but not be limited to those set forth in Article III, Section 2 hereof as well as the following:

- a. The authorizing and contracting for emergency works of repair, ~~re~~placement and maintenance of the property and facilities of the Association.
- b. The payment of taxes and assessments, including those which are the subject of existing or potential liens against any part of the Association's property and facilities.
- c. The maintenance of adequate insurance for the protection of the Association, its property and facilities against and from any damage, loss or injury including, but not limited to, damage, loss or injury arising out of third party claims against the Association.
- d. The payment of the costs of all power, water, and other utility services furnished and provided ~~to~~ the Association's property and facilities and properly charged to the Association.
- e. The payment of expenses required for the normal day-to-day operation of Standing Committees and/or Special Committees.
- f. The employment of personnel, other than Officers and Directors of the Association, for reasonable compensation, to perform the services required for proper maintenance and achievement of the purpose, duties, responsibilities and business of the Association.
- g. The preparation and submission to the Annual Meetings and any Special Meetings, as appropriate, of itemized budgets for each fiscal year or other accounting period for approval by the members of the Association.
- h. The Board shall have the authority to establish and/or revise written guidelines and to approve proposed written guidelines submitted by committees appointed by the Board to carry the duties and responsibilities in the management of the Association set forth in the Declaration of Covenants and the By-laws of the Association. All approved guidelines shall be filed with the Association and be made available, upon request, to the members of the Association.
- i. Any member of the Association who is in dispute with the guidelines, in whole or in part, shall have the right to appeal, by a submission in writing to the Board of Directors at a meeting of the Board. If the issue is not resolved at such meeting, the member shall be entitled to have the matter included on the agenda of the next ensuing Annual Meeting and to have the dispute submitted for discussion and resolution by the members in attendance at such Meeting.

12. Limitation on Spending and Borrowing Powers of Directors:

a. The Directors shall not:

- (i) undertake or commit the expenditure of Association funds in excess of Five Thousand Dollars (\$5000) for any purpose other than the normal maintenance of the Association property and facilities; or
- (ii) undertake or commit to the borrowing of funds in excess of Five Thousand Dollars (\$5000), on behalf of the Association, for any purpose, without first obtaining approval of a majority of the lot owners, in person, or by proxy, of the Association in good standing and eligible to vote and voting in favor of the proposed expenditure or borrowing, at a duly convened Annual or Special Meeting of the members of the Association.

B. Officers

1. The executive officers of the Association shall be a President, Vice President, Clerk and Treasurer. All officers shall be members of the Board of Directors. All Officers shall be elected annually by majority vote of the Board of Directors.
2. The President shall be the chief executive officer of the Association. The President shall have all of the powers and duties which are usually vested in the office of the President of an Association, including, but not limited to, the power to appoint special committees from among the members, in good standing, from time-to-time, as the President may deem necessary to assist in the conduct of the Association's business. Those appointees will not have Board voting rights. With the exception of items included in a budget previously duly approved by the members at the Annual Meeting, all expenditures in excess of One Hundred Dollars (\$100), shall be subject to the prior approval of the President. The President or the Treasurer may endorse for deposit or collection all checks, notes, drafts and other monetary documents drawn payable to the Association or its order and may accept drafts on behalf of the Association. The President or the Treasurer shall also have the power to sign all checks, drafts, bills of exchange, promissory notes and other documents which provide or call for the payment by the Association of funds to others in connection with a given transaction; provided, however, that if the payment involved be Five Thousand Dollars (\$5,000) or more, the check or other instrument of payment or indebtedness shall be signed by both the President and the Treasurer. All contracts must be signed by both the President and the Clerk.

3. The Clerk shall be a resident of the Commonwealth of Massachusetts and shall be responsible for the performance of the following duties:
 - a. The serving of all notices of meetings, including agendas, to the members and Directors, and other notices required by the Covenants and By-laws of the Association.
 - b. Keeping the minutes of all proceedings of the meetings of the Board of Directors and the Annual and Special Meetings of the Association.
 - c. Taking and keeping custody of the seal of the Association and affixing the same to instruments requiring a seal when duly signed and attesting to the signature of the President and other officers of the Association as required.
 - d. Maintaining all, except for financial, records of the Association, including, but not limited to, the custody and inventory of all physical property of the Association.
 - e. Overseeing, responding, where appropriate, and maintaining records electronically and otherwise, as appropriate, of any communications of the Association.
4. The Treasurer shall be responsible for the performance of the following duties:
 - a. Administering the financial assets and liabilities of the Association, including funds, securities of every kind and nature, and evidence of the Association's instruments of indebtedness owing by the Association to others and instruments of indebtedness owing to the Association by others.
 - b. Keeping the assessment rolls and accounts of the members and collecting delinquencies.
 - c. Keeping the books of the Association in accordance with good, accepted, accounting practices.
 - d. Coordinating, preparing and presenting the proposed budget to the Board of Directors for its review and approval for presentation for adoption by the lot owners at the Annual Meeting.
 - e. Coordinate with and assist the Certified Public Accountant employed by the Association in his or her preparation the annual financial report of the Association for presentation to the membership at the Annual Meeting.

5. The Board of Directors may hire or appoint agents or employees to perform the work of the Clerk or the Treasurer, but it shall be the responsibility of the Clerk or Treasurer, as the case may be, to oversee and supervise the work of such appointed agents or employees.
- a. The Treasurer may select, with the approval of the Board, members of a Finance Committee to assist in fulfilling the Treasurer's duties. Members of this committee will not be members of the Board and will not have Board voting rights.
6. The Vice President shall have all of the powers of the President when the President is not available to perform the duties of the office of President. In the absence of both the President and Vice President, the Clerk shall assume the duties of the President.

Article VII. Committees

1. The chairpersons of all standing committees shall be appointed annually by the President, subject to the approval of the Board of Directors, and shall function as such chairpersons from the dates of their respective appointments until the date of the next Annual Meeting. The standing committees are as follows:
 - a. Architectural Compliance Committee
 - b. Streets and Common Areas Committee
2. Other standing committees may be established by the Board of Directors to meet the needs of the Association.
3. The Architectural Compliance Committee (ACC) shall consist of the chairperson who shall be a member of the Board of Directors and two eligible voting members of the Association, appointed by the chairperson, and approved by the Board.
 - a. The ACC shall develop guidelines for new home construction and the construction or installation of other property improvements. The ACC may make additions, deletions and/or revisions to the guidelines, where appropriate, subject to the approval of the Board of Directors.
 - b. The ACC guidelines shall be kept on file in the records of the Board of Directors and the ACC. A copy of the guidelines shall be made available, upon request, to any member of the Association.

4. The Chairperson of each committee shall submit a monthly report to the Board of Directors setting forth all of the activities of such Chairperson's committee during the preceding month.

Article VIII. Operational Procedures

1. To maintain continuity and in order for an uninterrupted transfer of duties to newly elected Directors and Officers of the Association, the Board of Directors shall establish, and cause to be maintained, an outline of procedures detailing the day-to-day operation of the Association.

Article IX. Fiscal Management

1. The Board of Directors, for each fiscal year, shall review, revise where appropriate, and approve, the proposed budget prepared by the Treasurer, for presentation for adoption by the lot owners at the Annual Meeting. The proposed, itemized, budget shall contain estimates of the cost of performing the functions of the Association and shall include, but not be limited to the following items:
 - a. Common expense budget:
 1. Maintenance, use, rental, income from and operation of Common Areas
 2. Utility expenses
 3. Casualty insurance
 4. Liability insurance
 5. Administration
 6. Capital improvements of Common Areas
 7. Expenses contributing to the welfare and enjoyment of the Association
 - b. The annual membership assessment is Two Hundred dollars (\$230) per annum. If the budget submitted to the members at the Annual Meeting requires an increase in the membership assessment, this matter shall be placed on the Annual Meeting agenda for approval by the members. Any increase in the annual assessment shall require the approval of a majority the lot owners present in person or by proxy at the Annual Meeting.

2. Copies of the proposed budget including the actual total expenditures for each budget item for the preceding two years shall be distributed to members at least thirty (30) days in advance of the date of the Annual Meeting at which it is to be and shall be presented for approval by the members.
3. The depository of the Association shall be such bank or banks as shall be designated from time-to-time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by the President or Treasurer, provided, however, that checks in the amounts of Five Thousand Dollars (\$5,000) or more shall be signed by both the President and the Treasurer.
4. An examination of the finances of the Association shall be made annually after the end of the current fiscal year to verify their accuracy and correctness. Such examination will, at the discretion of the Board of Directors, be made by either a Certified Public Accountant, or by a Review Committee appointed by the Board of Directors expressly for this purpose. Such committee will be made up of three (3) members of said Board of Directors, to include the Vice- President as Committee Chairperson, the Treasurer as an ex-officio member, and two (2) Association Members in good standing.

A written report shall be issued as to the findings of said examination, and copies shall be furnished to Association Members thirty (30) days prior to the date of the Annual Meeting.

Article X. Indemnification

1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a member of the Board of Directors, or as an Officer of the Association, or who, at the request of the Association, may serve in any one or more of the above mentioned capacities (collectively, "Indemnified Officers"), against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits and the proceeding was authorized by a majority of the full Board of Directors); provided that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Association. Such indemnification may, to the extent authorized by the Board of Directors, include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of a written undertaking by the person indemnified to

repay such payment if he or she shall be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

2. The payment of any indemnification or advance shall be conclusively deemed authorized by the Board of Directors of the Association under this Article, and members of the Board of Directors approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified:

- (1) by a majority vote of a quorum of the members of the Board of Directors consisting of persons who are not at that time parties to the proceeding; or

- (2) by a majority vote of a committee of two or more members of the Board of Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection members of the Board of Directors who are parties may participated);

- (ii) the action is taken in reliance upon the written opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the members of the Board of Directors in the manner specified in clauses (1) or (2) of subparagraph (i), or if all members of the Board of Directors are parties to the proceedings, appointed by a majority of the membership;

- (iii) the payment is approved by a vote of a majority of the Members of the Association; or

- (iv) a court having jurisdiction shall have approved the payment.

3. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an indemnified Director or Officer entitled to indemnification hereunder.

4. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Association employees, agents, Board of Director members, Officers and other persons may be entitled by contract or otherwise under law.

5. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Person with respect to his or her acts or omissions which occurred at any time

prior to such amendment or repeal shall have any effect upon or abridge the rights and protection of such Indemnified Person without his or her written consent.

Article XI. Amendments and Revisions

1. These By-laws of the Association may be amended by a two-thirds (2/3) vote whether in person or by proxy of the membership at the Annual Meeting or a Special Meeting, at which a quorum is present and voting, duly called for the purpose, and written notice of which shall have been sent to all members at least thirty days prior to the date of the meeting.
