

CONSTITUTION AND BYLAWS OF THE JOHNS POND NORTH COVE ASSOCIATION INCORPORATED MASHPEE, MASSACHUSETTS

ARTICLE I - NAME AND OBJECT

Section I: The name of this Association shall be Johns Pond North Cove Association Incorporated. The Association was incorporated in the Commonwealth of Massachusetts on September 1, 1995, as a Chapter 180 Not-for-Profit Corporation.

Section II: The objective of this Association shall be to provide for the control, general improvement, and maintenance of the area known as Johns Pond North Cove Beach Area off Shorewood Drive, Mashpee, Massachusetts, for the personal benefits relating to the health, recreation, safety and general well-being of the members, their families, guests and tenants.

ARTICLE II - DEFINITION AND TERMS

Section I: North Cove Beach Area – That area defined as the portions of the following streets that are north of Massachusetts Route 151 in Mashpee MA:

Shorewood Drive	Sakonnet Drive N	Oneida Avenue
Shorewood Court	Huron Avenue	Canonchet Avenue
Pondview Avenue	Mohawk Road	Wessagusset Road
Quail Hollow Road	Wamsutta Road	Annawon Road
Algonquin Avenue	Cayuga Avenue	Seneca Avenue

Section II: North Cove Beach Association Property - That area as defined in the excerpt of the Mashpee Town Assessing Plan, specifically, Lot #58-31 - Beach Area and Lot #58-90- Parking Area, which is owned by the Johns Pond Cove Association Incorporated.

Section III: Member Family – persons generally considered the *Member's* immediate and extended family.

Guest – Anyone using the *North Cove Beach Association Property* who is not a member but is present at the Member's invitation and is not paying any rental for the use of the Member's property.

Short-Term Tenant– Anyone renting property in the *North Cove Beach Area* for a period of less than 12 consecutive months.

Long-Term Tenant– Anyone renting property in the *North Cove Beach Area* for a period of 12 consecutive months or more.

Section IV: Fiscal year – the year commencing September 1st and ending August 31st

ARTICLE III - MEMBERSHIP

Section I: Membership shall be open to the owners of real estate in the North Cove Beach Area as defined in Article II above, who agree to abide by the rules of the Association and who have not had their membership revoked at any time pursuant to Article III, Section 5 below (unless they have received Member approval to reapply, as stated in the same section). Real estate owned in the North Cove Beach Area, which is used exclusively as a registered business, is not eligible for membership in the Association.

Section II: To activate a new membership, an application for membership shall be submitted to the Board of Directors and accompanied by a one-time Membership Fee and Dues for the current year. A current member may, without paying an additional Membership Fee, transfer their membership to another property they own in the North Cove Beach Area.

Section III: Only members, member families, their guests, and tenants will be permitted use of the Association properties.

Use of the Association properties by short-term tenants may be further regulated by rules approved by the membership.

Section IV: All members shall have equal rights and privileges.

Section V: Members may be expelled from the Association and its benefits, or subject to other disciplinary action, at any time for actions in violation of Association rules or applicable laws. Any voting member in good standing may submit a request for disciplinary action, including expulsion, to the Board of Directors, who will determine the appropriate disciplinary action. If taken to a vote for expulsion, the expulsion must be approved by a vote of three-quarters of the members attending a bi-annual or specially-called general membership meeting. Expelled members shall require a vote of three-quarters of those attending a bi-annual or specially called

general membership meeting to reapply for their membership. The Board will notify the complainant of the resolution in a timely manner and will notify the membership of the complaint and resolution if said complaint is acted upon. The Board may set the processes for notification, vote, etc.

Section VI: Membership and its benefits will be terminated for failure to pay yearly dues, after a grace period of six months, unless excused by the Board of Directors. A member terminated due to delinquency may be reinstated by paying a new Membership Fee along with Dues for the current year and without a vote of the Membership as a whole.

Section VII: Each member of the Association, by his or her membership, will become a member of the Corporation.

Section VIII: Sale of a member's property in the North Cove Area will cancel his or her membership for the current fiscal year, but the member may continue their use of the properties through the end of that fiscal year. The new property owner will be required to apply for membership and pay the dues for the current year.

Section IX: Those property owner members who own more than one piece of real estate within the North Cove Area shall be assessed additional yearly dues if they wish their tenants to use the Association properties. Such property owners will have more than one vote at the Association meetings.

Section X: Each member in good standing shall be provided with a copy of the most up-to-date Constitution and Bylaws of the Association, and of the current Rules and Regulations. Members will be notified in a timely fashion of any changes to these documents.

ARTICLE IV - ASSESSMENTS

Section I: Each member shall be assessed annual dues for the payment of taxes, insurance premiums, incorporation fees, and such improvement or operational costs as voted by the membership. The Board of Directors will determine the yearly assessment to be paid by

members with the approval of the majority of the members attending a bi-annual general membership meeting, which shall be held twice a year between the months of May and September.

Annual dues for the current fiscal year shall be due and payable on November 1st. Annual dues are non- refundable. Only members who have paid their dues are entitled to vote at any general or specially called membership meeting. After November 1st, a member who has not paid his or her dues shall be considered delinquent in accordance with Article III, Section VI.

Section II: Recognizing the need for participation to maintain the Association Properties, all members are expected to participate in scheduled maintenance activities, as well as to maintain the cleanliness and order of the Association Properties during and after their use.

Section III: No special assessments except dues as aforesaid shall be levied against members unless approved by a three-quarters vote of the members attending a general membership meeting called specially to consider such a specific assessment.

Section IV: At the end of each fiscal year a sum to be determined by the Board of Directors shall be transferred from the checking account of the Association to a savings account in the name of the Association called “The Contingency Fund”.

ARTICLE V - MEETINGS

Section I: All business of the Johns Pond North Cove Association Incorporated shall be conducted at a bi-annual general membership meeting or at a special meeting called for a specific purpose.

Section II: All members who have paid their annual dues (and are therefore in good standing) are entitled to cast one vote per household on all matters, including elections, brought up for consideration by the Association membership at bi-annual general membership or special meetings. Members may vote by proxy if they are unable to attend. All proxy designations must be submitted to the Board of Directors no more than six months and no less than two

weeks before any voting activity. The Board may enact rules and processes in support of the use of proxy votes.

Section III: During the second bi-annual general membership meeting, the election of Association officers shall be held. New officers shall be installed following said election, or at the start of the Fiscal Year, whichever is later.

Section IV: Special meetings may be called by the Board of Directors. Members shall be notified of such meetings and the purpose thereof at least 14 days in advance of said meetings.

Section V: A quorum at a bi-annual general membership meeting or at a specially called meeting shall consist of not less than ten voting members in good standing for the purposes of conducting official business of the Association.

Section VI: The rules of procedure to govern all general membership meetings shall be those set forth in Robert's Rules of Order, Revised (4th edition).

Section VII: Minutes of all meetings shall be made available to members within 30 days of said meeting.

ARTICLE VI - OFFICERS

Section I: The officers shall consist of President, Vice-President, Secretary, Treasurer and three At- Large Directors. These officers constitute the Association's Board of Directors.

The officers (other than directors) shall serve for a term of one year or until their successors are elected. At least one member of the Board of Directors must be a permanent resident of the Commonwealth of Massachusetts.

Section II: Three At-Large Directors shall be elected by ballot at the second bi-annual general membership meeting to serve for a term of three years. In the first year election two Directors will be elected for a two-year term and one Director for a three-year term. Thereafter all

Directors will be elected for a three-year term. In the event a Director leaves prior to the end of their term, the replacement designated by the Board will serve out the remainder of the term. Should a Director choose to run for a different position on the Board, they must relinquish their Directorship, and a replacement will be elected by the members, at the same time, to complete their term.

Section III: The Board of Directors may fill any vacancies which occur on the Board in a given year by simple majority vote of said Board. Vacancies will be made known to the membership as a whole at least 30 days prior to the replacement vote, to allow time for comment and nomination or self-nomination from the members.

Section IV: The Officers of the Association are not to be held personally liable for any actions of the Association members, tenants, or guests that result in personal injury or damage to real or personal property to fellow Association members, their guests, or their tenants. In addition, such duly elected or appointed Officers shall not be liable for any personal injuries or property damage to any persons as a result of failure of the Association membership to provide sufficient monies for the proper repair and maintenance of the beach and parking lot properties.

Section V: A member of the Board of Directors may be removed from office by a two thirds vote of the Board due to negligence, blatant recklessness, unethical conduct, or criminal behavior. A request to remove a member of the Board of Directors may be made to the Board by any member of the Association in good standing. The Board will notify the membership of all such complaints and their resolution in a timely manner.

Section VI: No part of the net financial increase of this Association shall inure to the benefit of any member or other individual, and no financial gain shall ever be distributed to any member of the Association or inure to the benefit of any private party.

Section VII: No member of the Association shall purport to have authority to act on behalf of or bind this Association to any legal obligations or liability except as provided in the Constitution and By-Laws or by approved resolution of the Board of Directors.

ARTICLE VII – POWERS AND DUTIES OF OFFICERS

Section I: The President shall preside at all general membership meetings of the Association and shall be the Chairperson of the Board of Directors.

Section II: The Vice-President shall act in the absence of the President.

Section III: The Secretary shall keep a record of all meetings of the Association, and shall notify the members of meetings and perform all duties required by the office. The Secretary shall insure compliance with the filing of Articles of Incorporation and the Annual Reports with the Commonwealth of Massachusetts.

Section IV: The Treasurer shall have responsibility for all monies of the Association and shall keep regular books with proper entries, and at all meetings shall be prepared to render a financial report. They shall disburse the funds of the Association, only upon proper authorization by the Board of Directors. The Treasurer shall submit in writing at the second bi-annual meeting a summary statement of income and expenditures by source and reason for the preceding fiscal year.

Section V: The three At-Large Directors shall act as a nominating committee for the Association's annual elections. The names for inclusion on the ballot should be completed and provided to the Members no less than two weeks prior to the scheduled election. Nominations for all elected positions may also be made from the floor at the second bi-annual general membership meeting.

Section V: The duties of the Board of Directors shall be as follows:

A. To authorize payment of necessary bills, the amounts of which are to be separate from the limits in section B, below.

B. To authorize expenditures of funds as approved by the members. The Board may also expend up to **\$2,500.00** in expenses per fiscal year without membership approval.

C. To create and work with special committees that may be formed for specific purposes when money must be raised and expended for such purposes.

D. To insure the timely payment of town property taxes on the two properties owned by the Association if such taxes are levied.

E. To insure that adequate liability insurance is maintained on the two properties owned by the Association; the amount of insurance shall be determined by a majority of members attending the second bi-annual general membership meeting.

F. To promulgate, publish, and enforce such rules and regulations as are necessary for the protection of the Association Properties, the members, and other authorized users. Such rules and regulations should be made with the input of the Members and reviewed regularly at the bi-annual general membership meetings.

ARTICLE VIII - COMMITTEES

Section I: The Board of Directors may, as the occasion requires, appoint committees for various purposes. Such committees shall consist of no less than two persons.

ARTICLE IX - CHANGE IN BY -LAWS

Section I: The Constitution and Bylaws may be altered, amended or repealed only at a bi-annual general membership meeting or specially called meeting of the Association. Notice of the proposed changes must be provided to all members of the Association at least thirty days before such a meeting is to be held. Approval of any proposed changes to the Constitution and Bylaws requires that two-thirds of those voting have voted in the affirmative. Mailed votes from Association members in good standing, if received by the Board of Directors before the scheduled meeting to consider such proposed changes, will be considered valid and counted as part of the total number of votes cast.

ARTICLE X - DISSOLUTION OF THE CORPORATION

Section I: The Association may be dissolved at any time by a two-thirds vote of the members in good standing. This vote must be conducted by mail ballots. A period of no less than 30 days ("the notice period") shall be given for all members in good standing to return their mail ballots.

Every effort shall be made by the Board of Directors to encourage the return of the mailed ballots within the time allotted. At the end of the notice period returned ballots will be counted by the Board and the results reported to the membership.

Section II: All real estate in its entirety owned by the Johns Pond North Cove Association at the time of dissolution shall be deeded to the Town of Mashpee with the stipulation that the properties shall be deemed as non-buildable and shall be developed for use and benefit of area residents.

Section III: All other remaining assets of the Johns Pond North Cove Association shall be divided equally among the members in good standing.