

HUNTER HILL III RESIDENTS ASSOCIATION, INC.

BY-LAWS

Article I

Name

The name of the corporation shall be Hunter Hill III Residents Association, Inc., (hereafter referred to as “the Association”).

Article II

Purposes

The Association is a nonprofit corporation organized for the following purpose:

To develop, enhance, preserve and maintain the residential amenities of Hunter Hill III subdivision, to own in its name or otherwise, park and recreation areas in said Hunter Hill III section consisting of the open space areas in Hunter Hill III to enforce the provisions of the Declaration of Protective Covenants-Hunter Hill III Estates and to contract for, perform, conduct and provide property maintenance and landscaping services and other residential community services for the benefit of residents of said Hunter Hill III section; to exercise such powers and rights of enforcement, waiver, approval and the like with respect to restrictions, and of grant, release, dedication and the like with respect to ways and easements, as may at any time be granted to or conferred upon the Association; and in general to perform and do all other acts and things incidental thereto and in furtherance of the purposes of the Association, and to use and exercise all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under Chapter 180 of the General Laws.

The address of the Association is: P.O. Box 460, West Barnstable, Ma. 02668.

Article III

Membership and Voting

Section 1. Each person, including a corporation or other legal entity, who is a record owner of a fee in any Member Lot (as hereinafter defined) in said Hunter Hill III shall automatically be a Member of the Association upon their acceptance and the recording of a deed of any Member Lot into their name. The acceptance and recording of a deed of any Member Lot into their name obligates the payment of the then current annual assessment or such proportionate part thereof for the remaining part of the then current fiscal year of the Association as the Board of Directors shall determine. Each member shall be required to maintain his/her good standing in the Association by complying with the obligations assumed as above and paying in full the “Yearly Assessment” not later than **30 days** after the assessment

was levied. If not received within the 30 days, the member will be subject to late fees as determined by the Board of Directors of Hunter Hill III Residents Association. The term Member Lot shall be determined to mean any lot in Hunter Hill III, excepting any and all lots owned by the Association or by the aforesaid Town or other public body.

Section 2. Each Member Lot in good standing shall be entitled to one (1) vote at all meetings of the Members of the Association.

Whenever the fee interest in any of said Member Lots is owned of record by more than one person, the several owners shall determine and give notice in writing to the Secretary/Clerk of the Association which one of such owners as its proxy is entitled to cast the vote for such lot.

In the absence of such notice, the Board of Directors may, by majority vote, designate any one such owner as entitled to cast such vote. If a Member Lot is owned by a corporation, trust, or other non-natural entity, then it shall designate in writing a natural person as its proxy to cast its vote and represent the lot. Unless the Association's articles of organization provide otherwise, a Member may vote in person or by proxy. No proxy allowed hereunder shall be dated more than eleven (11) months before an Association meeting and if so, it shall be considered invalid.

A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. A majority of the votes cast by the Members at such a meeting, provided there is a quorum, shall be the act of the Membership, except as otherwise provided in the Bylaws or statute.

Section 3. Voting procedure

The Board shall provide ballots for votes at any meeting of the Association. The ballot shall set forth each proposed action to be taken at the meeting and provide an opportunity to vote "for" or "against" each proposed action (except in the case of election of Officers/Directors when there shall be no "against" vote). The ballot is valid for only one specified election or meeting of the Members and expires automatically after the completion of the election or meeting.

Ballots shall remain sealed until the voting is closed, at which time they shall be opened and the votes tabulated. In the event of a tie vote, there shall be another vote, solely for the purpose of breaking the tie. Upon completion of the tabulation of ballots, the results shall be certified by the Board of Directors and announced to the Membership either at a meeting or by written notification to the Members.

Article IV

Dues and Assessments

Section 1. The annual dues shall be an amount for each of said Member Lots as shall be determined by the Board of Directors of the Association.

Section 2. In addition to the annual assessment authorized by the Declaration of Protective Covenants of Hunter Hill III Member deeds and Section 1 hereof, the Association by a majority vote of Members by either their presence, or by proxy, at any meeting of the Association held in accordance with the provisions of Article V hereof, and a majority vote of the Board of Directors, may, during any year levy one or more special assessments against each Member Lot to be used for those purposes set forth in Article II hereof. Should there be an emergency situation, the Board is authorized to levy a special assessment without the vote of the Association membership.

Section 3. Any assessment not paid within thirty (30) days of its due date shall be considered delinquent. A late fee of \$15.00 per month will be added to any delinquent assessments until paid in full. In addition, all costs of collection will become a charge on the Member Lot and a continuing lien on the Member Lot against which assessed shall bind such Member Lot in the hands of the then owner or owners. It shall also be the personal obligation of the owner or owners of such Member Lot at the time the assessment became due and shall remain his/her/their personal obligation and shall not pass to his/her/their successors in title unless expressly assumed by them.

Section 4. In addition, violations or a breach of any provision of the "By-Laws" shall give the Directors the right (in addition to any other rights and not in substitution thereof) and the power to levy fees against Members for such violations.

Section 5. The Board of Directors shall be responsible for determining whether a Member is a member in good standing of the Association, and any such determination by such Board shall be final and binding upon all Members of the Association.

Article V

Meetings of the Association

Section 1. The annual meeting of the Members in good standing of the Association for the election of Directors and Officers and the transaction of such other business as may legally come before the meeting shall be held at Hunter Hill III in May or June or such other time and place in the Commonwealth of Massachusetts as the Board of Directors may determine or to which any annual meeting of the Association may adjourn. In no case shall an annual meeting take more than thirteen (13) months after the date of the last annual meeting.

Section 2. At least 7 days before each meeting of the Members, the Secretary/Clerk shall prepare an alphabetical list of all members who are entitled to vote at the meeting or any adjournment thereof, with the address of each member. Such list shall be produced and kept open at the time and place of the meeting.

Section 3. Special meetings of the Members for any purpose or purposes unless otherwise prescribed by statute may be called by the President or by the Board, and shall be called by the Secretary/Clerk, or in his or her absence by any other officer, or by written request of Members who are entitled to vote representing at least 10% of the smallest quorum of Members required to vote upon any matter at the annual meeting of the Members. Such meeting shall be held at the same place as above designated, or such other place in the Commonwealth of Massachusetts as may be designated by the Board of Directors or to which such meeting of the Association may adjourn.

Section 4. At any meeting of the Members, attendance by thirty-four (34) percent of all the Members entitled to vote on a matter shall constitute a quorum of that voting group for action on that matter. Should less than a quorum be in attendance, the Board may adjourn the meeting.

Section 5. A written notice of each meeting of the Association stating the date, time, and place shall be given by the President and/or Secretary/Clerk not less than seven (7) days and not more than sixty (60) days before such meeting to each Member of the Association. Written notice shall be delivered by first class mail to the address as it appears upon the records of the Association. Notices of meetings of the Association need not specify the purposes thereof, except as otherwise in these Bylaws provided. In the event of the absence or disability of the President, any other officer of the Association may give such notices in the manner herein provided. No notice of any meeting of the Association shall be required if Members in good standing entitled to cast the vote of each said Member Lots, by a writing or writings filed with the records of the meeting, waive such notice.

Section 6. At the discretion of the Board, Members and proxies may participate in a meeting of the members by any means of communication by which all persons participating in the meeting can hear each other during the meeting, and participation by such means shall constitute presence in person at the meeting.

Article VI

Officers

Section 1. The officers of the Association shall be a President, Vice-President, Secretary/Clerk, Treasurer, and two Directors. These five members will comprise the Board of Directors and will be elected at the annual meeting. Any two or more offices may be held by the same person.

Section 2. The President, Vice-president, Treasurer, Secretary/Clerk, and two other Directors shall be elected by the Members in good standing, voting in accordance with the provisions of Sections 2 & 3 of Article III of these Bylaws at the annual meeting and shall hold office, except as in these Bylaws provided, until the next annual meeting and until their respective successors are chosen and qualify, and shall be Members in good standing of the Association.

Section 3. The President, shall be the principal executive officer of the Association, and subject to the control of the Board, shall generally supervise and control the business and affairs of the Association. The President may sign deeds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise signed or executed.

Section 4. The President shall at least sixty (60) days before the date of the annual meeting appoint a nominating committee to suggest names of officers and Directors for the following year. The suggested officers and Directors shall be named in the meeting agenda to be mailed to the Association Members prior to the annual meeting. Nominations may also be made by the Members in good standing from the floor at the meeting provided that the nominee has agreed, in advance, to accept said nomination.

Section 5. All elections shall be held by ballot and candidates receiving the largest vote cast by the Members in good standing shall be considered elected.

Section 6. Any officer appointed by the Board of Directors may be removed from office by the Board of Directors with cause at any meeting of the Board, provided, however, that any such officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 7. Any officer (including Directors) of the Association elected by the Members as aforesaid may be removed from office with cause only at a meeting of the Members in good standing, provided, however, that any such officer may be removed for cause only after reasonable notice and opportunity to be heard before the Members in meeting assembled and prior to action thereon; and any officer may resign by delivering written notice to the Board, the President, or the Secretary/Clerk, or by giving oral notice at any meeting of the Board.

Any such resignation shall take effect at any subsequent time specified therein, of if the time is not specified, upon delivery thereof and, unless otherwise specified therein.

Any vacancy at any time existing in the Board of Directors or in any office may be filled by the Board of Directors at any meeting and the person chosen to fill the vacancy shall hold office, except as in these Bylaws provided, until the next annual meeting of the Members and until his/her successor is chosen and qualifies.

Article VII

Powers and Duties of Officers other than Directors

Section 1. The President when present shall preside at all meetings of the Members and of the Directors. It shall be his/her duty and he/she shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President, as soon as possible after the close of each fiscal year, shall submit to the Directors a report of the operations of the Association for such year and a statement of its affairs and shall from time to time report to the Directors all matters within his/her knowledge which the interests of the Association may require to be brought to their notice. The President(s) shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 2. In the absence of the President, his/her duties shall, until the election of a new President, be performed by the Treasurer or in the event or absence or disability of the Treasurer by the Secretary/Clerk.

Section 3. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Directors or in the absence of such designation in such depositories as he/she shall from time to time deem proper. He/she shall disburse the funds of the Association as shall be ordered by the Directors, taking proper vouchers for such disbursements. He/she shall promptly render to the President and to the Directors such statements of his/her transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 4. The Secretary/Clerk shall keep the minutes of the proceedings of the members and Board, shall keep a record of the names and addresses of all members, record all votes and shall perform such other duties as the President or the Board of Directors may designate.

Article VIII

Board of Directors

Section 1. The Board of Directors, subject always to the provisions of these Bylaws, shall have general supervision and control of the management and administration of the affairs of the Association and may exercise all or any of the powers of the Association, including (without limitation) power to accept donations to the Association and to invest and reinvest its funds in any property, real or personal, to such extent and of such kinds as the Board shall deem advisable.

Section 2. The annual meeting of the Board of Directors shall be held without notice after the adjournment of the annual meeting of the Members of the Association. Special meetings of the Board of Directors may be called by the President(s) or by any three (3) or more of the Directors then holding office.

Section 3. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors then holding office (minimum of three (3)). The Board of Directors shall act by majority vote.

Section 4. Every Director shall be entitled to vote at any meeting on all matters.

Section 5. Except as herein otherwise provided, notice of every meeting of the Board of Directors shall be given by the Secretary/Clerk to each Director by mailing to him/her a written notice of such meeting, at least two (2) days before the meeting or by delivering such notice to him/her at least twenty-four (24) hours before the meeting by email addressed to him/her at their last know email address. Notices of Directors meetings need not specify the purposes thereof, except as herein otherwise provided.

Article IX

Checks, Notes, Drafts, and other Instruments

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association may be endorsed by any Officer or Officers authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by said Board to do so

Article X

Fiscal Year

The fiscal year of the Association shall be the year ending with the thirty first day of December in each year.

Article XI

Rules of Procedure

The Rules of Procedure at meetings of the Board, meetings of the Members and any other such meetings shall be the rules contained in Roberts Rules of Order on Parliamentary Procedure as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Article XII

Amendments

These Bylaws may be amended by a majority vote of votes entitled to be cast by Members in good standing present in person or by proxy or at any annual or special meeting of the Association, the notice of which states that amendment of the Bylaws is proposed and sets forth the proposed amendment or amendments or a summary thereof.

Adopted 9/3/2019 Board of Directors

