

**BYLAWS  
of  
The Osterville Village Association**

**Article I. NAME AND SEAL**

The corporation shall be known as the "Osterville Village Association" (hereafter referred to as the "Association").

The Association seal shall include the name of the Association and year of formation, 1941, or such other form as the Board of Directors may determine.

**Article II. PURPOSES**

The Association, a nonprofit organization incorporated under Chapter 180 of the Massachusetts General Laws, is formed for the purposes of acting as a non-partisan civic organization to encourage and aid all residents of the Village of Osterville, including seasonal residents, to work together for the best interests of the Village, to promote its civic development and improvement, to acquire, hold and deal in real estate and other property as incidental thereto, and to do all other things in furtherance of and compatible with the foregoing purposes.

The Association's activities shall be limited to those which qualify as exempt purposes as defined by Section 501(c)(4) of the Internal Revenue Code.

**Article III. MEMBERS**

Any person who resides in the Village of Osterville, including seasonal residents, or having a place of business in the Village of Osterville, may be a member of the Association upon payment of annual dues as established by the Board of Directors and have all rights and privileges as established by the Board of Directors. Any member who does not pay annual dues to the Association may be removed from membership by the Board.

Any action or vote required or permitted by law or these Bylaws to be taken by the Association shall be taken by action or vote of the Board of Directors.

**Article IV. BOARD OF DIRECTORS**

A. Powers.

The affairs of the Association shall be managed by the Board of Directors (hereafter referred to as the "Board", each of whom shall be a member of the Association, who may exercise all the powers of the Association.

**Approved by the OVA Board of Directors July 19, 2023**

**B. Number and Election.**

Except as otherwise provided by these Bylaws, the number of Directors that shall constitute the whole Board shall be fixed, and the Directors shall be elected by the Board at the Association's Annual Meeting; provided, however, that the Board shall be no fewer than nine (9) and no more than seventeen (17) Directors. Directors' terms shall be three (3) years and until a successor is elected. Directors shall be divided into three (3) groups of approximately equal size, with the terms of each group staggered so that at each Annual Meeting the term of approximately one-third of the Directors shall expire.

The Chair of the standing Association committee, the Osterville Business and Professional Association (OBPA), elected by that body, and Town Council member who represents Osterville, are Ex Officio voting members of the Board.

The Board may increase the number of Directors at any time, not to exceed the maximum of seventeen (17) and fill any vacancy created by such an increase or by the death, resignation, or removal of any Directors, and may reduce the number of Directors following the death, resignation, or removal of a Director, but not below the minimum of nine (9). The Board may remove any Director at any time, with or without cause, by vote of two thirds (2/3) of the other Directors after giving such Director reasonable notice and opportunity to be heard.

The Board may appoint a member of the Board as a Lifetime Board Member to serve in a non-voting, ex officio capacity in recognition of long duration outstanding service.

**C. Officers.**

The Officers of the Board of Directors shall be a President, Vice President, Secretary and Treasurer, and such additional Officers as the Board may from time to time deem necessary. The Officers shall be elected from among the Board. Officers shall serve a term of one (1) year, and until their respective successors are elected at the regular meeting following the Annual Meeting.

The President shall preside at all meetings of the Association, appoint chairs of committees, perform such functions the Board may designate, and perform such other duties normally incidental to the office of the President.

The Vice President shall act as President in the President's absence, and have such other powers and duties as the President or Board may designate.

The Secretary shall keep a record of the proceedings of the Association and perform other duties normally incidental to the office of Secretary as the President or Board may designate.

The Treasurer shall collect and keep all monies of the Association, keep the accounts of the Association, make a report of the Association's financial condition at each Board meeting and at

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the Annual Meeting, perform such other duties as the Board may prescribe, and serve as chair of any budget committee.

Unless the Board otherwise authorizes, the President or the Treasurer shall sign all checks, notes, or other instruments for the payment of money drawn or endorsed in the name of the Association under the direction of the Board.

**D. Executive Committee.**

The Executive Committee shall consist of the Officers. The Executive Committee shall have authority to act in all matters for the Board between Board meetings, except the power to: (a) change the principal location of the Association; (b) amend these Bylaws; (c) elect officers and to fill vacancies in any such offices; (d) change the number of Directors or to fill vacancies in the Board of Directors; (e) remove Officers or Directors from office; or (f) authorize a merger.

Meetings of the Executive Committee may be called by the President or two other Directors, with notice given to all Directors. A quorum shall consist of a majority of the committee's members. The President shall be chair of the Executive Committee. All Executive Committee meeting minutes shall be presented to the Board at its next scheduled meeting.

**E. Other Committees.**

The Osterville Business and Professional Association (hereafter referred to as the "OBPA") shall be a standing committee of the Association and operate pursuant to OBPA bylaws. The OBPA Chair shall serve as an ex-officio voting member of the Association's Board to foster unity between residents, businesses, professionals, and merchants in the Village of Osterville. The OBPA Chair shall report monthly to the Association's Board.

The Nominating Committee shall be a standing committee of the Association. The Nominating Committee shall consist of five (5) members of the Board. The President shall appoint the Chair, and the Board shall appoint the remaining members. In consultation with the Board, the Nominating Committee shall nominate a number of candidates who are members of the Association equal to the number of seats on the Board that will expire at the next following annual meeting. The Nominating Committee shall submit such nominations to the Secretary not less than fourteen (14) days before the date of the Annual Meeting.

The Board may establish one or more other committees, including but not limited to a Budget Committee, a Bylaws Committee, and a Fund for Osterville Committee. The Board may delegate to any such committee or committees any or all of their powers except the power to: (a) change the principal location of the Association; (b) amend these Bylaws; (c) elect officers and to fill vacancies in any such offices; (d) change the number of the directors or to fill vacancies in the Board; (e) remove Officers or Directors; or (f) authorize a merger. Unless the Board determines otherwise, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board. The members of any committee shall remain in office until their successors are elected and qualified, or until the committee is disbanded. The Board may disband any committee it has previously created following the terms of this article.

**Article V. MEETINGS**

A. Annual Meeting.

The date, place, and time of the Annual Meeting of the Board shall be fixed by the President in consultation with the Board. In the event that no date for the Annual Meeting is established or such meeting has not been held within 13 months of the immediately preceding meeting, the Board may set the date, place, and time.

B. Regular and Special Meetings.

Regular meetings of the Board may be held at such places and at such times as the President or a majority of the Board may determine. Special meetings of the Board may be held at any time and at any place when called by the President, or a majority of the Board.

C. Notice to Directors of Meetings.

No notice need be given for the Board's regularly scheduled meetings that have been communicated at prior meetings.

A minimum of forty-eight hours' notice by postal or electronic mail, text message, private delivery, telephone, shall be given for a special meeting of the Board or any committee, unless shorter notice is required under the circumstances.

A minimum of ten (10) days' notice by postal or electronic mail or text message or private delivery shall be given for the Annual Meeting.

Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the record of the meeting, or to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice. Neither notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or the Bylaws.

D. Quorum.

At any meeting of the Board a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

E. Action by Vote.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law or these Bylaws.

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F. Action by Writing.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent to the action in writing and the written consents are filed with the record of the meeting. Such consents may be evidenced by email, text message, or other means as well as a physical document and shall be treated for all purposes as a vote at a meeting.

G. Presence Through Communications Equipment.

Unless otherwise provided by law, Directors may participate in a meeting of the Board by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**VI. OTHER**

A. Interested Directors and Officers.

No contract or transaction between the Association and one or more of its Directors, or between the Association and any other Association, partnership, association, or other organization in which one or more of its Directors are Directors or Officers, or has a material financial or other interest, shall be void or voidable solely for this reason, or solely because the Director or Officer is present.

B. Indemnification of Directors.

No Director shall be personally liable to the Association for monetary damages for any breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability, except to the extent provided by applicable law for liability for: (1) breach of the Director's duty to the Association, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) any transaction from which the Director derived improper personal benefit.

C. Amendment of Bylaws

These Bylaws may be amended by the Board.

**Certificate of Adoption of Bylaws**

I hereby certify that the foregoing Bylaws of The Osterville Village Association were approved on this \_\_\_\_\_ day of \_\_\_\_\_, 2023, and constitute a complete copy of, and supersede all previous Bylaws of the Association.

Secretary (Printed Name): \_\_\_\_\_

Secretary (Signature): \_\_\_\_\_

Date: \_\_\_\_\_