

MAYFLOWER POINT ASSOCIATION

AMENDED BY-LAWS

ADOPTED AT THE 2013 ANNUAL MEETING

Amended At the 2016 ANNUAL MEETING

INTRODUCTION

The name of this Association, which is intended to remain incorporated as a non-for-profit corporation in the Commonwealth of Massachusetts, shall be the Mayflower Point Association, Inc. The purpose of the Association is to provide a structure that will permit and encourage participation by the property owners on Mayflower Point in the Town of Orleans, MA to maintain the common roads, rights-of-way and Pilgrim Lake frontage and beach; to represent the membership to the town of Orleans and other public bodies on matters of common concern; to negotiate with semi-public and private entities, such as public utilities, on matters which the membership believes can be pursued through the Association and to promote such other similar matters of common interest as the membership from time-to-time shall decide.

ARTICLE 1. MEETINGS

Section 1. Annual Meeting

This Association shall hold an annual meeting of the Members on the last Saturday of July or the first Saturday of August in each year or on such day in June, July, August or September as may be determined by its Board of Directors, in Orleans, MA for the purpose of conducting the business of the Association. In the event that the Board of Directors has not given notice by August 10 of any year of an annual meeting date on or before August 31 of that year, then any ten members may determine a date and place in Orleans for the annual meeting, and that meeting, when held, shall constitute the annual meeting of the Association for the year.

Each year at its annual meeting the Association shall elect certain Members to its Board of Directors, a Secretary (or clerk) and a Treasurer; receive comprehensive reports on the condition of the Association from the President and Treasurer and such committee reports as may be

appropriate establish membership dues for the next calendar year and conduct such other business as the Members bring forward.

A quorum for the annual meeting shall be twenty-five percent of the membership. Majority vote shall prevail, except as these By-Laws as otherwise prescribe.

Section 2. Special Meetings

The Association may hold, in Orleans, special meetings as determined by the Board of Directors. Any ten members by petition may require that the Board of Directors call a special meeting to be held within thirty days of the date the petition is presented to the Board.

A quorum at any special meeting , annual or special, which proposes that the Board of Directors act to purchase real property to be used or controlled by the Association or to give, rent , lease, sell, grant, convey or otherwise dispose of real property of the Association, shall be fifty percent of the membership and two-thirds majority is required to prevail.

ARTICLE II . MEMBERSHIP

Section 1. Qualification for Membership

Each owner of property on Mayflower Point, (hereinafter called property owner) shall be eligible for membership in the Association. Each property owner who has paid the dues and assessments established for a calendar year shall be a member of the Association, (Hereinafter called a Member). There shall be only one vote for each separately owned property even though held in joint tenancy, tenancy in common or other form of multiple ownership.

A vote may be tendered by written proxy through assignment of a Member's vote by proxy to another Member. The form of the proxy shall be the written designation by the absent member of a particular attending member to vote in the place of the absentee. The proxy may be unlimited or may be limited to specific subjects. It shall not specify how the Member holding the proxy shall vote.

A lease holder occupying a separate residence on Mayflower Point, upon request to the Association and on permission of the Board, may be invited on payment of required dues and assessments to attend the meetings of the Association and receive its membership communications but shall have no vote. Such invitation and privileges may also be withdrawn by the Board.

Section 2. Duration of Membership

Membership in the Associations and consequent privileges of membership shall commence upon payment of dues and assessments for the calendar year, January 1, to December 31. Dues paid prior to the annual meeting shall be deemed applicable for the current calendar year. However, new members joining after the annual meeting shall be considered to be members for the balance of the year and the year following.

Membership shall cease upon the date of resignation of a Member, upon nonpayment of dues or assessments or upon transfer of membership based property to a person other than an immediate family member. In the event of transfer to an immediate family member, membership will devolve upon the new owner.

Evidence of membership shall be recorded by the Treasurer.

ARTICLE III. OFFICERS

Section 1. Elective Officers

The elective officers of the Association shall be a Board of Directors consisting of nine Members, a Treasurer, a Secretary, a Vice President, a President and an Archivist.

Section 2. Election of Officers

The Directors shall be elected by and from the members and the Secretary and Treasurer from the Board by the Members. The President and Vice President shall be elected by and from the Board of Directors. The Archivist shall be elected from the Members by the Board.

Section 3. Terms of Office

The term of each Director shall be for three years. Three Directors will be elected each year. Terms of office of other officers shall be one year. Any vacancy occurring on the Board or other office shall be filled by the Board and such appointment shall continue until the next annual meeting. Board positions with remaining unexpired terms shall be filled by election for the remainder of the term only.

Section 4. Recall of Officers

A duly held meeting of the membership may be two-thirds majority vote recall any Director or other officer and replace with another Member to serve until the next annual meeting.

ARTICLE IV. DUTIES OF THE OFFICERS

Section 1. Duties of the President.

It shall be the duty of the President: a. to preside at all meetings of the Board of Directors, b. to see that all officers of the Association perform their duties and to provide for an annual audit,, c. to sign any deed or other document as set forth in Section 6 of this article, d. to deliver all Association property, records and papers to the successor President except for records of no current interest which may be delivered to the Archivist, e. to report annually to the membership and to keep the membership informed throughout the year as to developments of importance to the Association, f. to examine the warrants of Orleans Town Meetings for matters of possible interest o the Association and to alert the Board and/or the membership, as pertinent, of such matters.

Section 2. Duties of the Vice President

The duties of the Vice President shall be: a. to assist the President in carrying out the duties of the office, b. to assume the functions of the President on the temporary absence or incapacity of the President.

Section 3. Duties of the Treasurer

It shall be the duty of the Treasurer: a. to be custodian of all corporate property other than records kept in the Archives, b. to receive all monies paid to the Association, c. to pay out all monies to be paid by the corporation, d. to keep a full and correct account of all receipts and expenditures, e. to keep records of membership, f. to deposit all monies of the Association to such bank as shall be determined by the Board of Directors, g. to deliver all held Association monies, books and records to the successor Treasurer except for records of no current interest which may be delivered to the Archivist, h. to sign any deed or other document as required in Section 6 of this article.

Section 4. Duties of the Secretary

The duties of the Secretary shall be: a. to keep an accurate account of all Association meetings, b. to write all communications, c. to issue all notices not otherwise provided for, d. to deliver all past Association books, papers and records to the successor Secretary except for material of no current interest which may be delivered to the Archivist.

Section 5. Duties of the Archivist

The duties of the Archivist shall be: a. to collect, organize and maintain past records of the Association, b. to assist with the location of historic materials needed by the Board, c. to turn over such archives to a duly elected successor.

Section 6. Duties of the Board of Directors

The duties of the Board of Directors shall be: a. to carry on the continuing business of the Association between Association meetings, b. to purchase material and to enter into agreements for maintenance, insurance, legal and other service, c. to exercise its sole authority, on behalf of the Association, as provide by Article I, Section 3 of these By-Laws, to receive or purchase property to be used or controlled by the Association and/or to give, rent, lease, sell, grant or otherwise dispose of property of the Association. Any deed or other document purporting to

dispose of real property of the Association must be signed by the President and Treasurer and when so signed shall be valid and binding upon the Corporation.

Section 7. Standing or Special Committees

The Directors and/or the President shall appoint temporary or special committees as directed by the membership in Association meetings and may appoint such committees at their own discretion.

ARTICLE V. AMENDMENTS

These By-Laws may be amended from time to time at any annual or special meeting of the Association, thirty days written notice of the intention to so amend having been given in writing to the Membership.