

# BYLAWS



*of the*

## **GREAT HARBORS RESIDENT ASSOCIATION, INC. E. FALMOUTH, CAPE COD, MASSACHUSETTS**

AS REVISED AND APPROVED BY THE GREAT HARBORS RESIDENT  
ASSOCIATION AT THE ANNUAL MEETING ON JUNE 27TH, 1998  
(DOES NOT INCLUDE 06/2008 REVISIONS)

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## **Article I - Name**

The name of the corporation shall be Great Harbors Resident Association, Inc., referred to herein as “the association.”

## **Article II - Purpose**

The purpose is to develop, enhance, preserve, and maintain the amenities of Great Harbors, to conduct for the membership social and recreational activities and to do all other acts in furtherance of its purpose.

## **Article III - The Association**

### **1. Membership**

Membership of the association shall be lot owners of record in the subdivision known as Great Harbors (Barnstable Registry of Deeds, Plan Book 233, Page 75) who have signed the Declaration of Reciprocal and Restrictive Covenants as voted by the members August 23, 1997, and recorded at the Barnstable Registry of Deeds and who pay the annual assessment by May 1. Each covenanted lot shall be entitled to one vote.

### **2. Responsibilities**

The voting members of the association shall elect the officers of the association, the members at large of the board of directors, and the members of the nominating committee, give guidance to the board of directors, receive and act on the reports of the board of directors, amend the articles of incorporation and bylaws, take all other action requiring a membership vote, and conduct such business as may from time to time come before the members

### **3. Annual Meeting**

The annual meeting of the association shall be held on the 4h Saturday in June. Notice of the time, place and purpose of the meeting, together with a slate of nominees for all positions to be filled shall be given personally or mailed to each member not more than 30 days not less than 15 days before the meeting.

### **4. Special Meetings**

Special meetings of the association shall be called by the president within 10 days upon written request of the majority of members of the board of directors. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting shall be called. Notice of the time, place, and purpose

of the meeting shall be mailed or given personally to each member not less than 10 days before the meeting.

#### **5. Quorum**

20% of the voting members of the association appearing in person or by proxy shall constitute a quorum for the transaction of business.

#### **6. Voting Procedures**

Each voting member in good standing shall be entitled to one vote. Elections shall be by ballot. A plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members voting, unless otherwise provided by these bylaws.

## **Article IV - Nominating Committee**

### **1. Composition**

There shall be a Nominating Committee of the association of 5 members. The chairman shall be an ex officio member of the board of directors.

### **2. Election, Terms and Vacancies**

Members of the committee shall be elected by the voting members of the association for a term of 2 years or until their successors are elected and shall not be eligible again for Nominating Committee membership again until after a lapse of 1 year. The term of office shall begin at the close of the annual meeting at which elections are held and shall expire at each annual meeting. The board of directors shall have the power to fill vacancies in the committee until the next annual meeting of the association.

### **3. Selection and Terms of Chairman**

The chairman of the committee shall be elected by the committee from among the committee members for a term of 1 year. The chairman, if not already elected to the board of directors, shall be an ex officio member of the board. A vacancy of the chairman shall be filled by committee for the remainder of the unexpired term.

### **4. Quorum**

A majority of the members of the committee shall be present in person to constitute a quorum for the transaction of business.

### **5. Responsibilities**

The committee shall present to the membership at the annual meeting a single slate of nominees for officers of the association, a single slate of nominees for the other members of the board of directors, and a single slate of nominees for members of the Nominating Committee. Nominations may be made from the floor of the association meeting provided the eligibility of the individual nominated has been established and is

in accordance with these bylaws, and the consent of such individual has been secured and submitted at the meeting.

## **Article V - Partial Terms**

A person who has served more than half of a specific term in an office, as that specific term is set forth in the bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office on another position.

## **Article VI - Officers**

### **1. Number and Title**

The officers of the association shall be a president, a vice president, a clerk, an assistant clerk, a treasurer, and an assistant treasurer.

### **2. Election, Term, and Vacancies**

The officers shall be elected by the voting members of the association for a term of 2 years or until their successors are elected, and shall serve no more than 2 consecutive terms in any one of these offices, except that, regardless of the number of consecutive terms any person shall have served in any one or more of the offices other than that of the president, such person shall be eligible to serve 2 consecutive terms as president. Terms of office shall begin at the close of the meetings at which elections are held. A vacancy among the officers, other than that of president, shall be filled by the board of directors until the next annual meeting of the association. In the event of a permanent vacancy, as determined by the board of directors, in the office of president, the vice president will succeed until the next annual meeting.

### **3. Duties**

The duties of the officers are as follows:

- a. The president shall be the principle officer of the corporation and shall preside at all meetings of the association and the board of directors, shall be responsible for seeing that the lines of direction given by the association and action of the board of directors are carried into effect, and for reporting to the membership and the board on the conduct and management of the affairs of the association, shall be ex officio a member of all committees established by the board, and shall have such other powers and perform such other duties as may be assigned by the board of directors.

- b. In the temporary absence or disability of the president, the vice president shall preside at meetings of the association and of the board. The vice president shall have such powers and perform other duties as may be assigned by the president.
- c. The clerk shall be responsible for seeing that notices are issued of all meetings of the association and the board of directors. The clerk shall be responsible for the custody of corporate books, records and files, and shall exercise the powers and perform such other duties as may be assigned by the president or board of directors.
- d. The assistant clerk shall be responsible for carrying out the duties of the clerk in the temporary absence of the clerk and for other duties as may be assigned by the clerk.
- e. The treasurer shall be responsible for receipt and custody of all monies of the association and the disbursement thereof as authorized, keeping accurate accounts of monies received and paid out, execution of contracts or other instruments authorized by the board, preparation and issuance of financial statements and reports. The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the president or board of directors.
- f. The assistant treasurer shall perform such duties as may be assigned by the treasurer.

## **Article VII - Board of Directors**

### **1. Powers, Responsibilities, and Accountabilities**

The corporate business and affairs of the association shall be managed under the direction of the board of directors, except as may be otherwise provided in these bylaws or the articles of incorporation. The board of directors is accountable to the membership for managing the affairs of the association and assessing fees. The board of directors shall establish the annual assessment subject to the approval of the annual or special meeting of the association as provided for by the terms of the Reciprocal Covenant. The board of directors is accountable to the state in which it is incorporated for adhering to state corporate laws, and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

## **2. Composition**

The board of directors shall consist of the officers of the association and 8 members at large. The chairman of the Nominating Committee and the president of the Great Harbors Women's Club, if not elected to the board otherwise, shall be ex officio members of the board of directors.

## **3. Election and Term**

The members at large shall be elected by the voting members of the association for a term of 2 years or until their successors are elected, and shall serve no more than 2 consecutive terms. Terms of the office shall begin at the close of the annual meeting at which elections are held. The term of office of 4 members at large shall expire at each annual meeting of the association. Regardless of the number of consecutive terms any person shall have served as a member at large, such person shall be eligible to be a member of the board when serving as an officer, chairman of the Nominating Committee or president of the Women's Club.

## **4. Vacancies**

Except as provided in Article VI, Section 2, of these bylaws, vacancies in the board of directors shall be filled until the next annual meeting of the association by affirmative vote of the remaining directors in office, though less than a quorum, at any regular meeting of the board called for that purpose.

## **5. Regular Meetings**

Regular meetings of the board shall be held at such time and place as may be determined by the board of directors, except that the board shall meet no less than 7 times each year. Notice of the time, place, and purpose of the meeting shall be provided to each director not less than 10 days before the meeting.

## **6. Special Meetings**

Special meetings may be called by the president and shall be called within 14 days by the president upon written request of 5 directors. The purpose of such meetings shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Special meetings of the board shall be held at the same place that regular meetings are held unless otherwise determined by the board. Notice of such meeting shall be given personally or mailed not less than 7 days prior to the meeting.

## **7. Quorum**

A majority of the members of the board shall be present in person to constitute a quorum for the transaction of business.

## **Article VIII - Board Committees**

### **1. Establishment**

The board of directors may establish such committees and/or task groups as it deems necessary. Such committees shall have such name or names, responsibilities and existence as may be determined from time to time by the board of directors.

### **2. Appointment and Term of Chairmen**

The chairman of the committee shall be appointed by the president, subject to the approval of the board of directors, for no more than a 1-year term and shall serve no more than 2 consecutive terms.

### **2. Appointment and Term of Members**

Committee members shall be appointed by the chairman for a term consistent with that of the chairman.

## **Article IX - Fiscal**

### **1. Fiscal Year**

The fiscal year of the association shall be the calendar year.

### **2. Contributions**

Any contribution, bequest and/or gift made to the association shall be accepted by resolution of the board of directors.

### **3. Depositories**

All funds of the association shall be deposited to the credit of the association under conditions and in such banks as shall be designated by the board of directors.

### **4. Approved Signatures**

Approval for signatures necessary on contracts, checks, and orders for the payment, receipt or deposit of money and access to securities shall be provided by resolution of the board of directors.

### **5. Bonding**

All persons having access to or major responsibility for handling of monies and securities of the association shall be bonded as provided by resolution of the board of directors.

### **6. Budget**

The annual budget of estimated income and expenditures shall be approved by the board of directors. No expense shall be incurred in excess of the total budgetary appropriation without prior approval of the board of directors.

## **7. Audit**

An Audit Committee appointed by the president, subject to the approval of the board of directors, shall make an annual examination of the financial records of the association and submit a report to the association. The Committee shall be composed of one member-at-large of the board of directors and two members of the association not currently serving as an officer or as a member of the board of directors and shall serve a 2-year term.

## **8. Property**

Title of all property shall be held in the name of the association except the parcels held in the GHRA Trust.

## **9. Financial Reports**

A summary report of the financial operations of the association shall be made at least annually to the membership.

## **10. Investments**

The treasurer of the association shall invest the funds of the association in accordance with the board of directors.

## **11. Indemnification**

Indemnification shall be provided by resolution of the board of directors.

# **Article X - Parliamentary Authority**

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the association and board of directors, subject to the laws of the state, the articles of incorporation and these bylaws.

# **Article XI - Amendments**

These bylaws may be amended by a two-thirds vote of the members of the association voting at any meeting of the association provided that the proposed amendment shall have been included in the notice of the meeting.

# **Article XII - Seal**

The seal of the association shall be circular in form bearing the inscription: "Great Harbors Resident Association, Massachusetts - 1966." The clerk shall have custody of the seal and may affix it to any instrument requiring the seal of the association.