

BYLAWS



of the

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

APPROVED BY THE GREAT HARBORS RESIDENT ASSOCIATION
AT THE JUNE 23, 2018 ANNUAL MEETING

TABLE OF CONTENTS

Article I - Name	Error! Bookmark not defined.
Article II - Purpose	5
Article III - The Association	5
1. Membership	5
2. Responsibilities	5
3. Annual Meeting	6
4. Special Meetings	6
5. Quorum	6
6. Voting Procedures	6
Article IV - Nominating Committee	6
1. Composition	Error! Bookmark not defined.
2. Election, Terms and Vacancies	7
3. Selection and Terms of Chairperson	7
4. Quorum	7
5. Responsibilities	7
Article V - Partial Terms	7
Article VI – Officers	7
1. Number and Title	7
3. Duties	8
Article VII - Board of Directors	9

1. Powers, Responsibilities, and Accountabilities	9
2. Composition	9
3. Election and Term	9
4. Vacancies	10
5. Regular Meetings	10
6. Special Meetings	10
7. Quorum	10
8. REMOVAL of Officers or Directors	10
Article VIII - Board Committees	11
1. Establishment	11
2. Appointment and Term of Chairmen	11
3. Appointment and Term of Members	11
Article IX - Fiscal	11
1. Fiscal Year	11
2. Contributions	11
3. Depositories	11
4. Approved Signatures	11
5. Bonding	12
6. Budget	12
7. Audit	12
8. Property	12
9. Financial Reports	12
10. Investments	12

11. Indemnification	13
Article X - Parliamentary Authority	15
Article XI - Amendments	15
Article XII - Seal	15
DEFINITIONS	16

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 of the Association 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, all in accordance with the Declaration of Reciprocal and Restrictive Covenants for Great Harbors as recorded at Barnstable County Registry of Deeds

Article III - The Association

1. Membership

Membership of the Association (GHRA) shall be lot owners of record in the subdivision known as Great Harbors (Barnstable Registry of Deeds, Plan Book 233, Page 75) who are beneficiaries of the Declaration of Reciprocal and Restrictive Covenants as voted by the members August 23, 1997, and recorded at the Barnstable Registry of Deeds. Members in good standing are those who have paid the Annual Assessment fee by the annual meeting of that year and who are not delinquent on any Special Assessment. Only members in good standing shall be entitled to vote at an annual meeting or special meeting by one vote per each covenanted lot. A member who has not paid his/her Annual Assessment or Special Assessment by May 1 of that year is considered delinquent, but may cure the delinquency by paying all outstanding charges including late fees.

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 4th Saturday in June. Notice of the time, place and agenda of the meeting, together with a slate of nominees for all positions to be filled shall be given personally, emailed or mailed to each member not less than 30 days before the meeting and will be posted on the GHRA website.

4. Special Meetings

Special meetings of the Association shall be called by the President within 15 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 special meeting shall be mailed, emailed, or given personally to each member not less than 10 days before the meeting and will be posted on the GHRA website.

5. Quorum

Twenty percent (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 covenanted lot with members in good standing shall be entitled to one vote. Elections shall be by ballot. A plurality of votes cast shall elect Officers, Directors, and Members of the Nominating Committee. All other matters shall be determined by a majority vote of the members voting, unless otherwise provided by these bylaws.

Proxies may be used for the purposes of establishing a quorum and voting on matters and issues that are on the scheduled agenda of the annual meeting or a special meeting.

The Board of Directors may, at its discretion, require the use of limited proxies whereby absent members in good standing are able to instruct their proxy substitute on how to vote on a matter or issue.

Article IV - Nominating Committee

1. Composition

There shall be a Nominating Committee for the Association consisting of 5 members in good standing. The Chairperson 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 Chairperson

The Chairperson of the committee shall be elected by the committee from among the committee members for a term of 1 year. The Chairperson, if not already elected to the Board of Directors, shall be an ex officio member of the Board. A vacancy of the Chairperson 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 or on a teleconference 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.

All candidates for any office shall be members in good standing.

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 or 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 principal officer of the Association 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. The President shall be responsible for the execution of contracts or other instruments authorized by the board.
- 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, the President or Board of Directors.
- 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, the President or Board of Directors.

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 annual 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 may establish and authorize a special assessment subject to a vote of the membership at the Annual Meeting.

The Board of Directors shall comply with all state (in which it is incorporated) corporate laws, and to the federal government in matters pertaining 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 Chairperson 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. Only one (1) owner of record of a covenanted lot shall serve as an Officer and/or a Director at any one time. Only members in good standing may serve as Officers or 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. The members at large shall serve no more than 2 consecutive terms and shall not be eligible again for a director at large position again until the lapse of two years after the original or succeeding 2 year term. 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 or Chairperson of the Nominating Committee or President of the Great Harbors 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 and place of the meeting shall be provided to each Director and to the membership of GHRA not less than 10 days before the meeting. The agenda for the meeting shall be posted on the GHRA website and in a prominent location in the GHRA community at least 48 hours prior to the meeting. Board members may attend either in-person or by teleconference if unable to attend in-person. Teleconference attendance at a Board meeting is allowed only for members of the Board of Directors.

6. Special Meetings

Special meetings of the Board may be called by the President at any time, 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 specified by the President. Notice of such meeting shall be given personally, and/or mailed or emailed, not less than 7 days prior to the meeting. Board members may attend either in-person or by teleconference if unable to attend in-person. Teleconference attendance at a special Board meeting is allowed only for members of the Board of Directors.

7. Quorum

A majority of the members of the Board shall be present in person or on a teleconference to constitute a quorum for the transaction of business.

8. REMOVAL of Officers or Directors

Any Officer or Director may be removed for:

- a. Failure to attend three consecutive meetings in any one-term year unless he/she has otherwise been excused.

- b. Failure to pay all assessments.
- c. Failure to maintain ownership of record.

In order to remove either an Officer or Director from his/her position, he/she must be given 30 days written notice prior to the Board meeting at which the vote to remove will be taken. A majority of board members must vote to remove either an Officer or Director.

For the purposes of this section a term year shall run from July to July.

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 Chairperson

The Chairperson 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.

3. Appointment and Term of Members

Committee members shall be appointed by the President or by the Chairperson for a term consistent with that of the Chairperson.

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.

In order for any planned expenditure in excess of \$100,000 to be authorized, such expenditure shall be approved by the Board of Directors and shall also be approved at an annual meeting. However, the Board of Directors may approve an expenditure in excess of \$100,000 if such expenditure is necessary for a timely repair for damage caused by a tragic unforeseen event such as a fire, an explosion, a hurricane or a similar such event.

The Board of Directors shall be required to maintain capital accounts for the purposes of financing capital improvements and repairs. They shall be responsible for maintaining and raising sufficient funds for the purposes of future capital improvements. Capital improvements include but are not limited to repair and replacement of roads, Association buildings and recreational facilities including the pool, tennis courts, docks, etc.

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 in good standing 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 instructions of the Board of Directors.

11. Indemnification

The Association shall, to the extent legally permissible, indemnify each of its Directors, Officers and Committee Members, which includes all volunteers, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened as a party, witness or otherwise while in office or thereafter by reason of his/her being or having been a Director, Officer or Committee Member, or by reason of any alleged action taken or omission made by him/her in any capacity, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding to have acted in bad faith or with willful misconduct or reckless disregard of his/her duties or not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Association. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, Officer or Committee Member may be entitled. As used in this Section, the terms "Director", "Officer" and "Committee Member" include his/her respective heirs, executors and administrators. Nothing in this Section shall be deemed to limit in any respect the powers granted to the Directors, Officers and Committee Members in these By-Laws.

12. Assessments, Liens and Priority of Liens

The Board of Directors may, in its discretion, and subject to the Declaration of Reciprocal and Restrictive Covenants, set a due date for the Annual Regular Member Assessment to be paid. The Board of Directors may also establish and levy a Special Assessment for a specific purpose, subject to approval by a majority vote of Members present in person or by proxy at an annual meeting or special meeting. The amount of each such assessment, together with interest thereon if not paid when due, shall constitute a lien or encumbrance on the Lot. The acceptance of any deed for a Lot shall be construed to be a covenant to pay said Annual Regular Member Assessment or Special Assessment. If the Board of Directors fails to make such an annual assessment, payments shall be based upon the last annual statement of assessment. The Board of Directors shall have the right to take and prosecute all actions or suits, legal or otherwise which may in its opinion be necessary for the collection of such assessments or other charges. In this connection the Board of Directors shall have the right of action, legal or otherwise, to abate any violation of the written covenants, assessments, restrictions, and charges. Such covenants, agreements, assessments, restrictions, and charges are, however, to run with and bind the land and may, therefore,

be enforceable by the Board of Directors.

Lien for Assessments: The total Annual Regular Member Assessment of each Owner, along with any Special Assessment or other sum duly levied (including without limitation charges, interest, late charges, legal fees, collection costs, fines and contractual charges, etc.), made pursuant to these By-Laws or pursuant to the Declaration of Reciprocal and Restrictive Covenants, is hereby declared a lien against any Lot owned by such Owner in accordance with these Bylaws. Until fully paid and satisfied, the lien shall apply to and encumber all of the Lots that are owned by the Owner from whom payment was due. The lien shall be effective as of the date of notice to the Owners of such Assessment. The lien created by this section shall be prior to all liens and encumbrances hereinafter recorded except real estate taxes. The personal obligation of the Owner to pay such Assessment shall, in addition, remain such Owner's personal obligation and a suit to recover money judgment for non-payment of any Assessment or installment thereof, levied pursuant hereto, may be maintained without foreclosing or waiving a lien to secure the same.

The failure of the Board of Directors to enforce any restrictions, covenants or agreements herein contained, shall in no event be deemed a waiver of the right to do so thereafter as to the same breach or as to one occurring prior or subsequent thereof.

13. Enforcement of Liens

Members shall be required to pay all charges assessed against their Lot upon the sale, transfer or other conveyance of such Lot. A purchaser of a Lot shall be liable for the payment of common charges assessed and unpaid against such Lot after to the acquisition by him of such Lot.

Enforcement: The lien for Assessments may be enforced and foreclosed in any manner and in accordance with Massachusetts General Laws Chapter 183A, Section 6, as may be amended, and Chapter 254, Sections 5 and 5A, or its replacement which is hereby made applicable hereto. The Association may bring an action at law against the Member personally obligated to pay the same or to foreclose the lien against the Lot, and there shall be added to the amount of such assessment all costs of collection of the assessment including reasonable attorney's fees and the costs of preparing and filing the complaint in such action. In the event a judgment is obtained, such judgment shall include interest on the assessment as above provided and reasonable attorney's fees together with costs incurred in collecting the delinquent charges and bringing the action. Such lien shall be enforced in the same manner as a lien for common expenses under M.G.L. ch. 183A, sec. 6 or its successor.

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 by-laws.

Article XI - Amendments

These by-laws may be amended by a two-thirds vote of the members in good standing of the Association who are present in person or by proxy and who are voting at any annual or special 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.

DEFINITIONS

ANNUAL ASSESSMENT - The amount of money Members of the Association are obligated to pay to the Association each year in order to fund general operations as defined in the Declaration of Reciprocal and Restrictive Covenants

SPECIAL ASSESSMENT - The amount of money that the Members of the Association are obligated to pay for specific purposes. Special Assessments must be approved by the Board of Directors and shall also be approved at an annual meeting of the association.

EX-OFFICIO MEMBER - A member of the board or a committee who is a voting member of that body by virtue of their holding another office.

MEMBER IN GOOD STANDING - A lot owner of record who has paid all annual and special assessments by the date of the annual meeting in that year, including any late fees, interest, attorney's fees or other charges assessed thereon.

PROXY - A Proxy is an official instrument of the Association by which a lot owner of record who is a member in good standing but unable to attend an annual meeting or a special meeting may designate another member in good standing as his or her substitute for the purposes of establishing a quorum and/or to vote on matters that come before the annual meeting or special meeting. A proxy can be for general purposes or limited purposes.