



## **By-Laws**

### **SANDWICH DOWNS ASSOCIATION, INCORPORATED**

Approved by vote at the Annual Meeting September 3, 2022

#### **ARTICLE I: NAME**

The name of the Association shall be **SANDWICH DOWNS ASSOCIATION, INCORPORATED**. It shall be a non-profit, voluntary organization. Its seal shall bear its name and the year of its incorporation, 1956. The geographical area covered by Sandwich Downs Association, Inc. is described on Plan 19, Page 125, including the Weeks parcel, in the Registry of Deeds, Barnstable, Massachusetts.

#### **ARTICLE II: PURPOSES AND OBJECTIVES**

The purposes and objectives of the Sandwich Downs Association, Inc. are:

- To promote a feeling of community and well-being among property owners, residents, and guests within Sandwich Downs;
- To maintain and improve, to the extent feasible, the roads, common areas, grounds, and beaches of Sandwich Downs, and to encourage and facilitate the participation of all property owners in decisions related to such maintenance and improvement; and
- To represent its members in dealing with the Town of Sandwich and other entities.

#### **ARTICLE III: MEMBERSHIP**

##### Section 1: Eligibility for Membership

Membership is determined by property ownership and payment of Association annual fees and special assessments. A property owner is any person whose name appears on the property deed, is named as a trustee or owner of beneficial interest of property held in trust or is president or representative of a corporation of property held by a corporate deed. Annual fee and assessment payment status shall be determined by the Treasurer (see Section 2).

An Association “member” is a property owner as defined in the above paragraph.

The membership year shall start on October first (1<sup>st</sup>) of each year and end on September thirtieth (30<sup>th</sup>) of the following year.

## Section 2: Voting

- a. Members in good standing shall have the right to vote on all matters pertaining to the Association, there being only one (1) vote per property owned. The records of the Treasurer shall be binding in the determination of voting eligibility.
- b. Members in good standing are defined as those whose annual fees and assessments are up to date.
- c. Members may vote by absentee ballot or by proxy upon written notice delivered to the Secretary by the date and time scheduled for a meeting.
- d. The written form of the absentee ballot or proxy shall be as determined by the Executive Board. An absentee ballot shall designate the voting member by name and household and shall be signed and dated by the voter. The Ballot shall clearly specify and separate each issue on which the voter wishes to cast his or her ballot. Each issue shall then be followed by a written, or checked, "yes" or "no" vote. A proxy shall designate the proxy holder by name and shall be signed by the grantor. A proxy is unrestrained and may be freely employed by the proxy-holder, unless it is limited by the proxy grantor. Delivery to the Secretary shall mean actual receipt of the absentee ballot or proxy by the scheduled date and time of the meeting. The date of mailing shall not constitute delivery.
- e. Property owners who are not members in good standing shall have the right to vote, one vote per property owned, solely on matters relating to special assessments payable by all property owners in Sandwich Downs. Such voting may not be by absentee ballot or proxy.

## **ARTICLE IV: OFFICERS, DIRECTORS, AND COMMITTEES**

### Section 1: General Qualifications

Each Officer, Director, and Chairs of Standing Committees shall be an Association member in good standing and shall hold office only as long as he/she remains an Association member in good standing. Only one Association member in good standing per property owned shall be eligible for elected office at one time.

### Section 2: Officers

- a. The Executive Officers of the Association shall be: a President; a Vice-President; a Secretary, who shall also serve as Clerk; and a Treasurer. There shall also be eight (8) Directors (See Article IV, Section 3) and four (4) elected Chairs of the Standing Committees who shall have the same voting rights as a Director of the Association.
- b. Officers, Directors, and Chairs of Standing Committees shall be elected for a term of two (2) years and may be re-elected as follows: The President and Vice President shall be elected to no more than two consecutive terms to the same office; the number of terms of the Secretary, Treasurer, and Chairs of Standing Committees are unrestricted. All elections shall be held at the Annual Meeting of the Association, and the term of office shall commence at the close of the Annual Meeting.
- c. Any Officer, Director or elected committee Chair may be removed from office by a majority vote of the Association members (50% of Association members present, plus (1) one vote) at a regular or special (See Article V, Section 2) Meeting of the Association. The call to a meeting to remove an officer, director, or elected committee Chair shall include notice of such intent and shall be sent by mail or by email to the Association members at least fourteen (14) days prior to said meeting.

### Section 3: Directors

- a. There shall be eight (8) Association members elected as Directors of the Association, as follows: Four (4) Directors shall be elected at each Annual Meeting to serve a term of two (2) years each. No Director shall serve more than two (2) consecutive full terms as Director.
- b. The Chairs of the four Standing Committees (see Article VII, Section 8) shall have the same voting rights as Directors of the Association.

### Section 4: Executive Board

- a. The Executive Board shall consist of the four (4) Executive Officers, the eight (8) elected Directors, and the Chairs of the four (4) Standing Committees, for a total of sixteen (16) Board members. Only these Board members shall have the right to vote on the Executive Board.
- b. The Executive Board shall have responsibility for the execution of the decisions of the Annual Meeting and Spring Meeting, or special meeting under Article V, Section 3, and for the day-to-day management of the business and affairs of the Association. In acting for the Association between meetings, the Executive Board shall not make decisions contrary to decisions made at any Association Meeting. In an emergency, the Executive Board may take action unforeseen in the Annual Meeting, Spring Meeting, or Special Meeting. Such action shall be reported to the Membership with an explanation of the circumstances surrounding the action.
- c. In case of the prolonged absence or disability of an Officer, the Executive Board shall appoint one of its members to perform the duties of said Officer, *ad interim*, until the next Annual Meeting, at which time a successor shall be elected to fill the remainder of the term. If a vacancy shall occur on the Executive Board, the President, with the advice and consent of the remainder of the Executive Board, may appoint an Association member to serve, *ad interim*, until the next Annual Meeting, when a successor shall be elected to fill the remainder of the term. The person so appointed shall have a vote on the Executive Board. However, the Vice-President would assume the office of President to fill the vacancy caused by the prolonged absence or disability of the President until the next Annual Meeting after the Executive Board had determined that the President was no longer capable of fulfilling the duties of the office of President. See (Section 5e below).
- d. The President, with the advice and consent of the Executive Board, may create new committees and appoint their chairs (See Article VII, Section 8). These chairs shall not be members of the Executive Board.
- e. The formal solicitation of legal advice or opinions, other than pro-bono or gratis product, must be approved by the SDA Executive Board. This will include providing the scope and intention of services requested, and the expected cost.
- f. The Executive Board shall, with the advice of the Finance Committee, recommend the schedule of annual fees and the annual budget to the members at the Annual Meeting. The Executive Board shall oversee the billing and collection of annual fees and special assessments. The Executive Board shall have authority to engage collection agencies, lawyers, and others as appropriate for assistance in collecting past due amounts owed to the Association.
- g. The Executive Board shall draw up rules governing the use of the facilities of the Association and guidelines for property owners, residents, guests, and visitors. The President shall present these rules at an Association Meeting for approval. These rules come into force upon approval of a majority of the members present and voting.

- h. The Executive Board shall meet at the call of the President. These meetings shall be held as frequently as needed, but no fewer than two (2) meetings shall be held between Annual Meetings. Notice of Executive Board meetings shall be sent to its Board members no later than fourteen (14) days prior to a called meeting. By mail or e-mail. In an emergency, this requirement may be waived, providing all members are notified by the fastest means possible as soon as a need for such meeting is determined. When the President deems it not feasible to convene an emergency Executive Board meeting on a pressing matter, he/she may present the matter requiring decision to the Board by e-mail or telephone, requesting a vote. The President shall record the vote and present the results of the vote to the Executive Board by email, or telephone as soon as the results are known. Actions taken under such emergency rules are subject to Section 4 (c) above, which provisions must be put into action as soon as practicable after the emergency meeting.
- i. A quorum of the Executive Board shall be nine (9) members. A majority affirmative vote of the Executive Board members present at the time of the vote is needed to pass any resolution or motion taken. A proxy may be given by one Board member to another, and any such proxy may be used in the count to constitute a quorum.
- j. The Executive Board may make special arrangements for payment of a portion of an Association member's fees and special assessments.

#### Section 5: President and Vice-President

- a. The President, as chief executive officer of the Association, shall be responsible for implementing the Purpose and Objectives of the Association as set forth in Article II.
- b. The President shall preside at all meetings of the Association and its Executive Board.
- c. The President shall represent the Association as spokesperson in all dealings with the Town of Sandwich or other public and private entities or may appoint an appropriate representative.
- d. The President may appoint temporary committees, and their chairs, from among the Directors or members at discretion (see Section 4(e) above).
- e. In the absence or disability of the President, the Vice-President shall assume the duties and powers of the President, *ad interim* (see Section 4(d) above).
- f. The President shall be an ex-officio member of all committees except *the* Nominating Committee.

#### Section 6: Secretary

- a. The Secretary, who shall also be known as the Clerk, shall keep an accurate record of the proceedings of all meetings of the Association and of the Executive Board, to include the count of all votes taken.
- b. The Secretary shall keep permanent records, to include the record of proceedings in (a) above and all correspondence. These records shall be open to inspection by the members.
- c. The Secretary shall issue the notices of meetings in accordance with these By-laws.
- d. The Secretary shall transmit the minutes of previous meetings (Stated meetings, Executive Board Meetings, or Special Meetings) to the Association members via newsletter and/ or through the Association's website. The Secretary shall send a draft of the minutes to the Executive Board members by e-mail for review before the minutes are distributed to the Association membership.
- e. The Secretary shall conduct the ordinary correspondence of the Association and the Executive Board and shall be custodian of the Association's valuable papers. These papers shall be passed along promptly to the newly elected Secretary at the end of the current Secretary's term or when the office becomes vacant.
- f. The Secretary shall assist the Treasurer by sending notifications to Association members for annual fees and/or special assessments owed to the Association.

- g. The Secretary shall maintain the up-to-date list of all Association members, their local and permanent addresses, telephone numbers and email address.
- h. Section 7: Treasurer
  - a. The Treasurer shall, under supervision of the President and Finance Committee, receive all monies and have fiduciary custody of all Association funds.
  - b. The Treasurer shall have the power to endorse for deposit all checks or drafts payable to the Association into bank accounts specifically designated as the property of the SANDWICH DOWNS ASSOCIATION, INC.
  - c. The Treasurer shall, subject to the oversight of the President and Executive Board, pay bills. The President, Secretary, Treasurer, and Board Chairs are authorized to pay routine expenditures and expenditures approved in the budget for up to \$1,500 without additional approval. Expenses between \$1,500 and \$4,999.99 must be approved by the President or Vice-President and expenses of \$5,000 or more must be approved by the full Executive Board.
  - d. The Treasurer shall allocate and reallocate Association funds between the Association's main checking account and other Association banking accounts, including Certificates of Deposit, under the direction of the Executive Board, with the objective of earning as much return on them as is consistent with acceptable risk. To this end, the Treasurer may issue checks to transfer funds between accounts that are the property of the Association. These checks may be in any amount, and need no countersignature, providing the total of funds in the Association's accounts remains unchanged.
  - e. The Treasurer shall keep accurate records of receipts and expenditures, and a file of bank statements, and shall report the same to the Annual Meeting or on request of the Executive Board.
  - f. The Treasurer shall present the Association's accounts annually to an independent Certified Public Accountant (CPS) for review and opinion of the accounting controls and procedures of the Association.
  - g. The Treasurer shall prepare Long Range Financial Plan (5 years) for presentation at the Annual Meeting or on request of the Executive Board.
  - h. The Treasurer shall coordinate the annual filing of Federal and Massachusetts tax returns.
  - i. If required, the Treasurer shall give bond for the faithful performance of these duties, in such form and such sum and with such surety or security as the Executive Board may require, the costs of such to be borne by the Association.
  - j. The fiscal year shall run from October first (1<sup>st</sup>) to September thirtieth (30<sup>th</sup>) of each calendar year.

## **ARTICLE V: MEETINGS**

### Section 1: Stated (Regular) Meetings

There shall be two (2) stated (regular) meetings of the Association each calendar year.

- a. The Spring Meeting shall be held on the Saturday of the Memorial Day holiday weekend.
- b. The Annual Meeting shall be held on the Saturday preceding Labor Day.

### Section 2: Meeting Agenda

- a. The agenda for the Spring Meeting shall include:
  - Approval of minutes of the previous regular meeting and intervening special meetings.
  - Reports of meeting minutes of the Executive Board.

- Reports of Chairs of Standing Committees, with actions taken during committee meetings.
  - Unfinished Business.
  - New Business. The Executive Board Members will present plans for the future, with concrete proposals for approval by the Association. The Nominating Committee will provide a list of all offices to be filled by election at the subsequent Annual Meeting.
- b. The agenda for the Annual Meeting will follow the format in Section 2(a) above, with the addition of annual elections. Elections shall be the last item of New Business. No further business shall be conducted after the conclusion of the elections, and the meeting will be adjourned by motion, seconded, and vote. (See ARTICLE VI: Elections.)

### Section 3: Special Meetings

- a. The President may call a special meeting of the Association at his/her discretion to conduct urgent business that cannot be postponed to a stated meeting.
- b. By a two-thirds (2/3) vote of Executive Board Members the Executive Board may request the President to call a Special Meeting to take up urgent business that may not be postponed to a stated meeting.
- c. By a petition signed by twenty-five per cent (25%) of the Association members, the Association members may call a Special Meeting to conduct such business as needed. The petition shall state the purpose for which the meeting is called.

### Section 4: Notice of Meeting

Notice of each meeting, stated or special, shall be distributed by mail or email to all Association members at least fourteen (14) days prior to the meeting. The notice shall include the proposed agenda as voted by the Executive Board for the meeting and shall specify the form of proxies and/or absentee ballot, where required.

### Section 5: Postponement of the Meeting

If a stated meeting, or duly scheduled Special Meeting, cannot be held at the designated time, the same may be postponed until such time as the President, with the advice of the Executive Board, may designate. In no case, however, will the postponement exceed three (3) weeks.

## **ARTICLE VI: ELECTIONS**

### Section 1: Date and Term

Election of Officers, Directors and Chairs of Standing Committees shall be conducted as the last item of business at the Annual Meeting. Terms of office shall commence and end at the conclusion of the Annual Meeting and shall last for two years.

### Section 2: Nominations

- a. The Chair of the Nominating Committee shall, at the Spring Meeting, present a list of all offices to be filled by election at the subsequent Annual Meeting.

- b. The Chair of the Nominating Committee shall receive nominations to offices, as outlined in Section 2(a), up to seven (7) days in advance of the Annual Meeting and prepare a list of nominees. More than one nominee may be listed for any given office. The Chair will present this list to the President of the Association twenty-four (24) hours prior to the Annual Meeting and will present the list to the Association members as the last item of New Business at the Annual Meeting. This list will be presented to the Association members without recommendation. The presentation of an “endorsed slate of officers” is specifically prohibited.
- c. Nominations for office may be made from the floor at the Annual Meeting. A nomination will require a second.

### Section 3: Voting

- a. All voting for Officers, Directors, and the Chairs of the four Standing Committees will be by written ballot if there is a contest for any office. Otherwise, the Secretary will cast one vote for the slate of officers as presented by the Nominating Committee. If a written ballot is required, the Secretary will prepare ballots in such color as to be easily identified to ensure that there is only one ballot per Association member property. Proxy-holders (See Article III, Section 2(a)) shall be given as many additional ballots as proxies held.
- b. The Secretary shall be the vote teller, assisted by one other member of the Executive Board. The President shall announce the results of the voting when all votes for the contested office have been counted and verified.
- c. Voting on motions shall be by voice. However, if the President decides a count is required or if a vote is challenged from the floor, the vote shall be taken by a show of voting cards. The Secretary, or other person designated by the President, shall prepare voting cards of a distinct color for distribution to the members at all Stated Meetings. Proxy holders (see Article III, Section 2c) shall be given as many additional voting cards as proxies held.

### Section 4: Special Elections

A Special Election may be conducted by Special Meeting as defined by Article V, Section 3,

## **ARTICLE VII: COMMITTEES**

### Section 1: General

The Chairs of the Standing Committees (see below) shall be elected from among the Association members and shall have the same voting status as Directors of the Association (See Article IV, Section 3(b)). The Chairs of Standing Committees may appoint the appropriate number of committee members who will serve a concurrent term with the Chair and shall keep the Secretary informed of these appointments and any changes.

### Section 2: Standing Committees

There shall be the following Standing Committees: Roads and Grounds, Membership, Nominating, and Finance.

### Section 3: Road and Grounds Committee

The Roads and Grounds Committee may consist of an elected Chair and up to four (4) committee members selected by the Chair from the Association members **and** the names reported to the Secretary.

This Committee shall:

- Recommend construction, improvements, alterations, safety, and maintenance of road surfaces, road verges/brush cutback, beaches, and beach walkways;
- Superintend the construction, improvement, alteration, safety, and maintenance of road surfaces, road verges/brush cutback, beaches, and beach walkways;
- Supervise any employees or contractors hired to construct, improve, alter, or maintain road surfaces, road verges/brush cutback, beaches, or beach walkways; and
- Make long-range plans for the construction, improvement, alteration, safety, and maintenance of the roads, road verges, beaches, and beach walkways.
- Advance Notification of any such construction, improvement or alteration shall be provided to affected property owners by a member of the Executive Board no less than 14 days in advance.

#### Section 4: Membership Committee

The Membership Committee may consist of an elected Chair and up to two (2) committee members selected by the Chair from among the Association members and the names reported to the Secretary.

This Committee shall:

- Welcome new owners and residents to Sandwich Downs and inform them about the Association
- Encourage / Invite property owners to become members of the Association
- Present new members with a copy of these By-laws, Association Rules & Regulations, and offer to answer any questions about the Association;
- Assist the Secretary to maintain an up-to-date list of all members, their local address, telephone and e-mail, and permanent address, telephone, and e-mail.
- Provide refreshments for the Spring Meeting and Annual Meeting.

#### Section 5: Nominating Committee

The Nominating Committee may consist of an elected Chair and up to four (4) committee members selected by the Chair from among the Association members and the reported to the Secretary.

This Committee shall:

- Determine the positions to be filled by election, in consultation with the Executive Board;
- Notify the Association members at the Spring meeting of elections and positions to be filled at the Annual Meeting;
- Receive nominations from the Association members up until seven (7) days before the Annual Meeting;
- Clarify with nominees whether they would be willing to serve if elected;
- Prepare a written voting list for presentation at the Annual Meeting. If more than one name is proposed for a position and the nomination is received more than seven (7) days in advance of the Annual Meeting, the Chair shall present both or all names to the Association members without comment.
- No preferred “slate” of single nominees for each position will be presented to the Annual Meeting unless no more than one nomination is received for each position to be filled. In such instance the Chair will make it clear before the election that such is the case (see Article IV, Elections).
- If at least one nomination is not received for each of the vacant offices seven (7) days before the Annual Meeting, the Committee will then contact Association members to see whether they would be willing to be nominated for one of the



- offices that have received no nominations.
- Present the written voting list to the President at least twenty-four (24) hours in advance of the Annual Meeting.

#### Section 6: Finance Committee

The Finance Committee may consist of an elected Chair and up to two (2) committee members selected by the Chair from among the Association members and the names reported to the Secretary.

This Committee shall:

- Assist the Treasurer to prepare an overall budget for the Association and a related schedule of annual fees. These shall be based, *inter alia*, on decisions taken at the Annual Meeting, plans presented by the Chairs of the Standing Committees, and recommendations of the Executive Board.
- Present the budget and fees schedule to the Executive Board at the Board Meeting next preceding the Annual Meeting, and resolve any issues raised:
- Present the budget to the Association for approval at the Annual Meeting; and see that the financial records of the Association are audited annually in time to present the results of the audit to the annual meeting.

#### Section 7: Other Committees

With the approval of the Executive Board, the President may appoint other committees to carry out the Association's business. Such appointments shall be reported to the members in the next subsequent communication (e.g., a newsletter) with the purpose of the committee and its duration. Such committees are subject to a "sun- set rule" as their term may not be prolonged past the next following Annual Meeting without a specific affirmative vote by the Members.

### **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

The current edition of Robert's *Rules of Order Newly Revised* shall govern the business meetings of the Association to the extent they are applicable and not inconsistent with these By-laws.

### **ARTICLE IX: AMENDMENT OF BY-LAWS**

These By-laws may be amended at any meeting of the Association by a two-thirds (2/3) vote of the members present, providing notice of such amendment and the wording proposed is provided by mail or email to all Association members at least fourteen (14) days in advance of the meeting at which the amendment is to be considered. Voting may be by secret ballot, in accordance with Article VI, Section 3, if requested by any Member of the Association.

### **ARTICLE X: INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS**

Section 1: The Association shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of the Association, or at its request as a Director, Trustee, Officer, or member 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 threatened,

while serving or thereafter, by reason of his/her being or having been such a Director, Officer, Trustee, or member, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, or member, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- a. Such compromise shall be approved as in the best interests of the Association, after notice that it involves such indemnification:
  1. By a disinterested majority of the directors then in office; or
  2. By the holders of a majority of the members at the time entitled to vote for Directors, or
- b. In the absence of action by disinterested directors or members, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in reasonable belief that his/her action was in the best interests of the Association.

Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, or member in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Association if it is ultimately determined that indemnification for such expenses is not authorized under this section. The rights of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such director, officer, trustee, or member may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, Officers, Trustees, or members may be entitled by contract or otherwise under Law. As used in this Article, the terms "Director," "Officer," "Trustee," and "member" include their respective heirs, executors and administrators, and an "interested" Director, Officer, Trustee, Employee, or Agent is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

#### **ARTICLE XI: EFFECTIVE DATE**

This revision of the By-laws of Sandwich Downs Association, Incorporated, will take effect immediately on adoption at the Annual Meeting held on Saturday, September 3, 2022, and will supersede any previous versions of the By-laws.