

By-Laws of Belvidere Plains Association, Inc

As Amended 7/18/70

ARTICLE I- Name

The name of the corporation shall be “BELVIDERE PLAINS ASSOCIATION, INC.”

ARTICLE II- Purposes

1. The purposes of the corporation and the limitations thereon shall be as follows:
2. To Advance the civic interests of that part of Falmouth, Massachusetts commonly known as Belvidere Plains; to promote the general welfare of the residents of said Belvidere Plains; to encourage the improvement of property and to enhance the general beauty of said Belvidere Plains; and generally to do all acts necessary or convenient to implement the foregoing purposes.
3. Provided, however, that no part of the net earnings or assets of the corporation shall be used except in the furtherance of the purposes for which it is formed and that no substantial part of the activities of this corporation shall be carrying-on of propaganda or otherwise attempting to influence legislation, and no part of the net earnings or assets of this corporation shall inure, upon dissolution or at any other time or under any other circumstances, to the benefit of the incorporators or any member or director of this corporation, or any other person except as reasonable compensation for services actually rendered in furtherance of its purposes and provided, further, that this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign for or on behalf of any candidate for public office. Notwithstanding any other provisions hereof, the Belvidere Plains Association, Inc shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(C) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(C) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.
4. The purposes of the corporation shall not be altered or amended in any way that will cause the corporation to lose its status as an exempt organization under the provisions of Section 501(C)(3) of the Internal Revenue code as it now exists or as it may be amended from time to time.

ARTICLE III- Membership

1. MEMBERS: The signers of the Agreement of Association, the directors of the corporation, and such other persons as the directors may from time to time designate shall constitute the members of the corporation.
2. DUES: Dues, if any, and other charges, if any, for each fiscal year for each member shall be set by the Board of Directors.
3. VOTING: Each member shall be entitled to one vote exercised in person or by proxy on any

matter requiring a vote of the membership.

ARTICLE IV- Membership Meetings

1. ANNUAL MEETINGS: The annual meeting of the members of the corporation shall be held during July or August in Belvidere Plains, Falmouth, at a time and place designated by the directors to elect directors, hear reports, and transact other business. In the event that such annual meeting is not held during the period above provided for, the directors shall cause a meeting in lieu thereof to be held at a time and place designated by them and any business transacted or election held at such meeting shall be valid as if transacted or held at the annual meeting.
2. SPECIAL MEETINGS: Special meeting of the membership may be called by the President or the directors and held at such time and place as the directors shall designate.
3. QUORUMS: At any meeting of the membership a quorum for the transaction of business shall consist of one or more individuals appearing in person, or as proxies, and representing thirty-three and a third percent (33⅓ %) of the members.
4. NOTICES: Notices of all meeting of the membership shall be given as follow:

A written notice stating the place, day and hour thereof shall be given by the Executive Secretary at least fifteen (15) days before the meeting to each member entitled to vote thereat by mailing such notice, postage prepaid, addressed to each member at his address as it appears upon the membership roll of the corporation. Notices of all meetings of the membership shall state the purpose for which the meetings are called.

ARTICLE V – Directors, Officers and their Election

1. DIRECTORS AND OFFICERS:

(a) The Board of Directors shall be composed of nine members of the corporation consisting of the President, the Vice-President, the Treasurer and six (6) others.

(b) The officers of the corporation shall be a President, vice-President, and a Treasurer, who shall be directors, and an Executive Secretary, and such other officers and agents, including Assistant Secretaries, as may from time to time be appointed by the directors. The offices of Treasurer and Executive Secretary may be held by one person.

2. ELECTION OR APPOINTMENT: The directors and officers shall be elected or appointed as follows:

(a) The directors, other than the President, the Vice-President and the Treasurer, shall be elected as follows:

At the First Meeting of the Incorporators, two such directors shall be elected to hold office until the first annual meeting of the members, two such directors shall be elected to hold office

until the second annual meeting of the members, and two such directors shall be elected to hold office until the third annual meeting of the members. Thereafter, two such directors shall be elected at each annual meeting of the members to hold office for three (3) years commencing on the date of their election or until such time as their successors are chosen and qualified. Directors shall not be eligible to succeed themselves.

(b) The President, the Vice-President, the Treasurer and the Executive Secretary shall be elected at the First Meeting of the Incorporators to hold office until the first annual meeting of the members. Thereafter the President, the Vice-President, the Treasurer and the Executive Secretary shall be elected at each annual meeting of the members to hold office for one (1) year commencing on the date of their election or until such time as their successors are chosen and qualified. The President shall not be eligible to serve for more than three (3) consecutive terms.

(c) All other officers and agents shall be appointed by the Board of Directors and shall serve such terms as may be designated by the board.

3. RESIGNATIONS: Any director or officer may resign by filing with the President, Board of Directors, or Executive Secretary a written resignation which shall take effect on being so filed or at such other time as may be therein specified. To the extent permitted by law, the directors at any meeting of the directors may for cause remove from office any officer appointed by the directors.

4. VACANCIES: Any vacancy at any time existing in the Board of Directors or in any other office may be filled by the directors at any regular or special meeting and the person chosen to fill the vacancy shall, except as these by-laws otherwise provide, hold office until such time as his term of office expires or until his successor is chosen and qualified. The members may at a special meeting called for that purpose choose a successor to a director who has vacated his office; the person so chosen shall displace any successor who may have been chosen by the directors and shall, except as these by-laws provide otherwise, hold office until such time as his term of office expires or until his successor is chosen and qualified.

ARTICLE VI- Powers and Duties of Officers

1. DIRECTORS: the Board of Directors, to the extent permitted by law, by the Agreement of Association, and by these by-laws as from time to time amended, shall have the charge, control and management of the corporation, its property and activities and may exercise all or any of its powers. The directors consistent with other provisions of these by-laws may delegate any of the powers to any committee, officer or agent.

2. PRESIDENT: the President when present shall preside at all meetings of the directors and the membership. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, at the time of the annual meeting, shall submit to the members a report of the operations of the corporation for the preceding year and a statement of its affairs and shall from time to time report to the directors all matters within his knowledge which the interest of the corporation may require to be brought to their notice. The President shall perform such duties in addition to the foregoing as the directors may designate. In all cases where the duties of any officer, agent, or employee are not specifically prescribed by the by-laws or by the

directors, such officer, agent, or employee shall obey the orders and instructions of the President.

3. VICE PRESIDENT: The Vice-President shall in the absence of the President preside at all meetings, perform such duties, and have all powers of the President. The Vice-President shall have such powers as are conferred upon him by the Board of Directors.

4. TREASURER AND ASSISTANT TREASURERS: The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered in writing by the President or a majority of the directors taking proper vouchers for such disbursements. He shall promptly render to the President and to the directors such statements of his transactions and accounts as the President and directors, respectively, may from time to time require. In the discretion of the directors, he may give bond in such amount, with such surety and in such form as the directors shall determine. The treasurer shall perform such duties in addition to the foregoing as the directors may designate.

The Assistant Treasurer shall perform such duties as are prescribed by the directors.

5. EXECUTIVE SECRETARY: The Executive Secretary shall be a resident of the Commonwealth of Massachusetts and shall be sworn to the faithful discharge of his duties. It shall be his duty to prepare agenda for all meetings of the Board of Directors and the members, and to record in books kept for the purpose all votes and proceedings of the Board of Directors and the members. The Executive Secretary shall be charged with the duty of keeping, or causing to be kept, accurate records of all members. The Executive Secretary shall perform such duties in addition to the foregoing as the directors may designate.

ARTICLE VII- Directors' Meetings

1. REGULAR MEETINGS: Regular meetings of the directors may be held at such times and places as may from time to time be fixed by resolution of the directors and no notice need be given of regular meetings held at time and places so fixed.

2. SPECIAL MEETINGS: Special meetings of the directors shall be called by the Executive Secretary whenever requested in writing by the President or by any three (3) directors; and if the office of Executive Secretary is vacant or the Executive Secretary when so requested refuses or neglects for more than twenty four (24) hours to call such special meeting, or if the Executive Secretary is absent from the Commonwealth or incapacitated, the President or any three (3) directors may in the name of the Executive Secretary call such meeting by giving notice thereof in the manner required when notice is given by the Executive Secretary.

3. QUORUM: At any meeting of the directors, five (5) directors shall constitute a quorum for the transaction of business provided always that any number of directors (whether one or more and whether or not constituting a quorum) present at any meeting or at any adjourned meeting may make any

reasonable adjournment thereof.

4. NOTICES: Except as above provided, notice of any special meeting of the directors shall be given by the Executive Secretary to each director, by mailing to him, postage prepaid, and addressed to him at his last known address, a written notice of such meeting at least seven (7) days before the meeting or by delivering such notice to him at least five (5) days before the meeting. Notices of regular directors' meetings need not specify the purpose thereof, but notices of special directors' meetings shall state the purpose thereof.

5. PLACE OF MEETING: All meetings of the directors shall be held at the principal office of the corporation, or at such other place, wherever situated as the directors may by majority vote have designated as a place for directors' meetings.

6. SPECIAL ACTION: Whenever not less than three (3) directors shall hold a meeting and each absent director shall in writing have waived notice of the meeting or after the meeting have approved in writing the record thereof, the acts of said meeting, whether or not it was duly called and whether or not the absent directors, if any, were given notice thereof, and whenever it was held, shall be as valid as if it had been regularly called and held.

ARTICLE VIII – Boards and Committees

1. NOMINATING COMMITTEE: There shall be a nominating committee, consisting of three (3) members. The nominating committee shall be appointed by the Board of Directors prior to the date of the annual meeting. The nominating committee shall, no less than 15 days prior to the annual meeting, deliver to the executive secretary the name of one nominee to be submitted to each directorship and office to be filled at the time of the annual meeting. (As amended 7/18/70)

2. OTHER BOARDS AND COMMITTEES: The directors may establish from time to time other Boards or Committees, determine the method of appointment of membership thereto, and assign to such Board or Committee such duties and responsibilities as are deemed appropriate.

ARTICLE IX - Execution of Documents and Instruments for Payment of Money

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, mortgages, leases, transfers, contracts and other obligations made, accepted or endorsed by the corporation, except checks, notes, drafts, and other instruments for the payment of money, shall be signed by one of the following: President, Treasurer, or Assistant Treasurer. Checks, notes, drafts, and other instruments for the payment of money shall be signed by the Treasurer, Assistant Treasurer or other persons as shall be designated by the directors. The directors may authorize and empower one or more officers or agents of the corporation to execute and deliver any and all papers and documents or to do any other acts or things on behalf of the corporation including any required by or convenient in dealing with governmental authorities.

ARTICLE X – Seal

The seal of the corporation shall be circular in form, bearing the inscription “BELVIDERE PLAINS ASSOCIATION, INC.” The Executive Secretary shall have the custody of the seal and may affix it (as may any other person authorized by the directors) to any instrument requiring the corporate seal.

ARTICLE XI – Fiscal Year

The fiscal year of the corporation shall begin the first day of August and end on the last day of July in each year.

ARTICLE XII – Amendments

Prior to the first annual meeting, these by-laws may be amended at any meeting of the signers of the Agreement of Association by majority vote. At, or after, the first annual meeting these by-laws may be amended by vote of two thirds ($\frac{2}{3}$) of the members entitled to vote and appearing in person or by proxy at any annual meeting or special meeting of the membership in the notice of which it is in substance stated that an amendment of the by-laws will be proposed

ARTICLE XIII – Interim Management

Prior to the first annual meeting, the management, control and direction of the activities of the corporation shall be vested in the officers and directors as set forth in the Articles of Organization.

ARTICLE XIV – Dissolution and Distribution of Assets

1. DISSOLUTION: The corporation may be dissolved at any annual or special meeting, notice of which contains a proposal for such dissolution by vote of two thirds of the members entitled to vote and appearing in person or by proxy.

In the event of the dissolution or other liquidation of the corporation all the assets of the corporation shall be transferred to one or more charitable corporations or charitable trusts which best exemplify the purpose for which the Belvidere Plains Association, Inc. was created and furthermore which charitable trusts shall have been qualified as tax-exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding section of the then existing revenue laws of the United States.