

HICKORY HILL ASSOCIATION, INC. - BYLAWS

Article I – Name

Section 1: The name of this organization shall be HICKORY HILL ASSOCIATION, INC.

Article II – Purpose and Objectives

Section 1: The Association's purpose is to encourage and provide a forum for community participation in affairs affecting the common good; to promote such measures as necessary to enhance the attractiveness and safety of the Hickory Hill Subdivision.

The Association will pursue this mission through the following objectives:

- (a) Identify, evaluate and address maintenance and improvement issues which affect the overall safety and appearance of Hickory Hill.
- (b) Promote community awareness and participation in programs aimed at maximizing public safety.
- (c) Provide and exchange information with Association members, and their legislators and administrators.
- (d) Provide care and maintenance of all common areas and structures owned by the Association.

Section 2: It is not the purpose nor intent of the Association to attempt to regulate the conduct and behavior of Hickory Hill property owners and/or residents beyond those legal constraints embodied in the Laws and Regulations of the Commonwealth of Massachusetts; the County of Barnstable; the Town of Barnstable; provisions in the individual deeds and/or certificates of title for property in the Hickory Hill Subdivision; and the Protective Covenants (as amended) of the Hickory Hill Subdivision, recorded at the Barnstable Registry of Deeds. An aspect of those deeds and/or certificates of title includes ownership responsibility to the centerline of any roadway abutting any private property.

Section 3: The Association's activities shall be limited to those which qualify as exempt purposes as defined by Section 501 © (3) of the Internal Revenue Code of 1954 and pertinent provisions of succeeding Acts and Regulations applicable thereto.

Article III – Membership

Section 1: Any Hickory Hill Subdivision owner of improved or unimproved property, whether a full-time resident or not, shall be eligible for Regular membership.

Section 2: Renters are eligible for non-voting membership.

Section 3: The Board of Directors shall determine the annual dues, subject to approval at the Annual meeting. Such dues shall be payable at the (August) Annual Meeting and shall be for the period of (Aug 1) through (July 31).

Section 4: Annual dues for renters shall be one-half (1/2) that of Regular membership dues.

Section 5: Every member property shall be entitled to cast one vote.

Section 6: Membership in the Association is non-transferable.

Article VI – Officers

Section 1: The Officers of the Association shall be a President, Vice President, Secretary and Treasurer.

Article V – Directors

Section 1: The management of the Association shall be vested in its Board of Directors, hereinafter referred to as “the Board”.

Section 2: The Board shall consist of eleven (11) voting members to include six (6) Board Members, the President, Vice-President, Secretary, Treasurer and the most recent Past President. The President’s vote shall only be cast in the event of a tie.

Section 3: The President may designate three (3) Alternate Directors. Alternate Directors may attend all Board meetings and when designated by the President, may vote in the absence of a Board Member.

Section 4: Any action requiring an expenditure of over \$500 shall be approved by a majority of the Board members present or voting by proxy and eligible to vote, at a regular or special Board meeting. Alternatively, the Executive Committee may act on such expenditure provided the action is later reported to and approved by two-thirds vote of the entire Board. The Association members shall be notified of such action by the Board. In no event shall the Executive committee or the Board commit the Association to an obligation that is not fully covered by funds available in the Association’s treasury.

Article VI – Committees

Section 1: Executive Committee: There shall be an Executive Committee composed of the Officers.

Section 2: Standing Committees: The President may appoint standing committees as follows – or as they may, from time to time, be provided for by the Board:

- Finance, Audits & Budget
- Structures, Landscaping & Grounds
- Membership, Hospitality & Social
- Public Relations & Newsletter
- Roads

Section 3: Ad Hoc Committees: The President may appoint ad hoc committees to investigate and report to the Board on special issues.

Article VII – Meetings

Section 1: The Association shall hold a meeting in September (August) of each year, to be known as the Annual Meeting. At least twenty (20) days prior written notice of the meeting date shall be mailed or delivered to every member. Notice shall include names of candidates for election and other items of business requiring votes of the Membership.

Section 2: The Association may hold Membership Meetings at any time and place at the discretion of the President, the Board, or upon the request of at least ten (10) members.

Section 3: the Board shall meet quarterly and at the call of the President, or upon request of three (3) members of the Board.

Section 4: The Executive Committee will meet at the call of the President.

Article VIII – Voting, Proxies, and Quorums:

Section 1: The business of the Association may be voted on by its members either in person or by written proxy.

Section 2: Voting in person may be by show of hands or by ballot at the discretion of the President.

Section 3: For significant issues or matters being recommended to the members by the Board, proxy statements and proxies shall be mailed or delivered to the members before the scheduled meeting at which such matters will be voted upon.

Section 4: To be counted, proxies must be received by the Secretary prior to the opening of the meeting.

Section 5: Except as noted in Article V, Section 4, and Article XII, all business of the Association may be conducted by a majority of those members present and voting or voting by proxy.

Section 6: At any Board meeting, a quorum shall consist of five (5) members of the Board.

Section 7: At any Executive Committee meeting a quorum shall consist of three (3) officers.

Section 8: At any Membership Meeting a quorum shall consist of those members in attendance, proper notification of the meeting having been given to all members.

Article IX – Election of Officers and Directors

Section 1: Not less than one month prior to expiration of the Officers' and Directors' terms, the Executive committee shall assume the duties of a Nominating Committee. The Nominating Committee's task will be to present a recommended slate of candidates to the board for approval and/or modification and presentation at the Annual Meeting. The proposed slate shall be presented to the Membership before the scheduled Annual Meeting.

Section 2: Prior to the annual election, candidates other than those proposed by the Board, may, by written notification to the Secretary be placed into nomination. Nominations may also be made orally from the floor at the meeting where an election is scheduled.

Section 3: Officers and Directors shall be elected at the Annual Meeting.

Section 4: All Officers and Directors shall take office at the close of the Annual Meeting at which they were elected.

Article X – Terms of Office

Section 1: Officers and Board members shall serve for a term of one (1) year.

Section 2: Should the President not complete the full term of office, the Vice President shall assume the office of President. Should any of the remaining Officers or Directors not complete their terms, the President may assign a member of his/her own choosing to the office to serve the remainder of the term, or the office may be left vacant.

Article XI – Duties of Officers

Section 1: The President:

- (a) Shall preside over all meetings, and ensure that the Association's activities are carried out in accordance with these By-laws.
- (b) Shall appoint committee Chairpersons and vice-chairpersons following his/her installation, and shall make interim appointments as needed with the approval of the Board.
- (c) Shall sign all checks with the Treasurer.
- (d) Shall sign all contracts after approval of the Board.
- (e) Shall be an ex-officio member of all committees.
- (f) May call special meetings when necessary.
- (g) May create, and appoint members to, limited duration ad hoc committees.
- (h) Shall act as spokesperson for the Association or may designate a member to act in that capacity.

Section 2: The Vice President:

- (a) Shall act on behalf of the President in the President's absence.
- (b) Shall perform such duties as assigned by the President.

Section 3: The Secretary:

- (a) Shall record and report minutes of all Executive Committee, Board and Membership meetings.
- (b) Shall handle all Association correspondence.
- (c) Shall maintain all Association files except those of the Treasurer.
- (d) Shall sign all approved contracts.
- (e) Shall maintain a current roster of Hickory Hill property owners, residents and renters.
- (f) Shall prepare and file on a timely basis all required reports of corporate entities.
- (g) Shall prepare appropriate proxy statements and proxies as required
- (h) Shall receive and record proxy votes and report results
- (i) Shall act as liaison with local government and civic associations.

Section 4: The Treasurer:

- (a) Shall be responsible for the accounting of all Association funds.
- (b) Shall sign all checks.
- (c) Shall report on the financial status of the Association at the quarterly board meetings and at the Annual Meeting. The fiscal year of the Association is August 1 through July 31.
- (d) Shall be authorized to disburse Association General or Special Purpose funds (e.g. roads) when presented with an appropriate written voucher for the Association's financial obligation. Disbursements of more than \$100 for any one item shall require approval of the Executive Committee and be reported to the Board at its next meeting. All disbursements shall be by check. All checks shall require two signatures.

Article XII – Dues and Assessments

Section 1: Dues. Dues of the Association may be established or changed at any Annual Meeting, providing proper notice has been served. Once set, dues shall remain at that rate until changed.

Section 2: Assessments. The Board shall recommend Membership assessments as necessary to defray the cost of major improvements to common property or roads. The assessments shall be submitted for approval at the Annual meeting and accepted by a majority of Members present and voting, or voting by proxy provided written notice has been given to the Membership at least twenty (20) days prior to the meeting. Any assessment shall be independent of the annual dues. Renters shall not be subject to assessments for improvements.

Article XIII – Amendments to the By-laws

Section 1: These By-laws may be amended by an affirmative vote of two-thirds (2/3) of the membership present and voting at an Annual Meeting or voting by proxy, provided written notice has been mailed or delivered to the Membership at least twenty (20) days prior to the meeting.

Article XIV – Indemnification of Directors

Section 1: No Officer or Director shall be personally liable to the Association or its members for monetary damages for any breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability, except to the extent provided applicable law for liability (i) for breach of the Officer's or Director's duty of loyalty to the Association and its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction for which the Officer or director derived improper personal benefit. All officers and Directors are protected from liability for any acts, and from any obligation brought for against the Hickory Hill Association, a Massachusetts corporation.

Article XV – Dissolution

Section 1: The interest in any assets of the Association of each member whose membership shall terminate for any reason, except through dissolution of the Association, shall immediately cease, and such members shall have no claims against the Association or its members, either individually or collectively.

Section 2: In the event of dissolution of the Association, any remaining assets, after discharge of all liabilities and obligations, shall be donated to a qualified non-profit charitable organization serving the needs of residents of the Town of Barnstable, as selected by the Board, except that Association owned land shall be quit claimed to the Town of Barnstable.