

SANTUIT POND ESTATES ASSOCIATION, INC.

MASHPEE, MASSACHUSETTS

BY-LAWS

October 21, 2023

ARTICLE I: NAME

The name of the Association shall be SANTUIT POND ESTATES ASSOCIATION INC. (hereinafter after referred to as the "Association").

ARTICLE II: PURPOSE

To promote the beneficial use of Association land by owners and tenants of property located in Santuit Pond Estates, Mashpee, Massachusetts; to promote sound ecological practices in Santuit Pond Estates; to insure good community relations, public safety and healthy environment for the members of this Association and between the members of this Association and the public; to adhere to state and local regulations by paying taxes, fees and insurance; and to implement the maintenance and upkeep of the common areas within the subdivision owned by the Association.

ARTICLE III: DEFINITIONS

"The Association" – Santuit Pond Estates Association, Inc.

"The Covenants" – Rules and Regulations that are restrictions on a Member's deed as recorded.

"Emergency Matters" – situations requiring immediate action, as determined by a majority of the Board of Directors.

"Member in Good Standing" – a member who has no unpaid dues owed to the Association, and is not in violation of Association rules, covenants or regulations.

"Enactment of By-Laws" a vote by 51% of members in good standing voting at a Meeting of the General Membership. An exception is that a member in arrears of dues owed may vote on the question of enactment of the By-Laws in 2023 by curing the arrearage with a one-time amnesty payment of \$75.00 prior to the date of the vote on enactment of these By-Laws.

"Recorded" – a deed, plan of land, lien, or other document filed in the Barnstable County Registry of Deeds.

“Removal for Cause” – the process of removing an officer or director for failure to comply with the By-Laws of the Santuit Pond Estates Association, Inc., or a federal, state or local laws or regulations affecting the interests of the Association.

“Unpaid Dues Balance” – the arrearage of unpaid annual dues owed to the Association, but not paid in accordance with ARTICLE XIII of these By-Laws. Exceptions to this definition are: 1) A member who has continuously owned the same lot(s) from before January 1, 1987 shall have no unpaid balance due for years preceding 2023. 2) For all other members, the maximum amount of unpaid dues balance due for years preceding 2023 shall be two-hundred twenty-five dollars (\$225.00).

“Valid Proxy Vote” –an official Association proxy ballot signed by [the/a] lot owner who is a Member in Good Standing and which is received by the Association at least 15 days prior to the vote.

“Violation of the Use of a Proxy” – an attempt to cast an invalid proxy vote.

ARTICLE IV: LEGAL POWERS UNDER MASSACHUSETTS LAW

The Association shall have all the powers and enjoy all the privileges granted to charitable and educational Associations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

This law empowers your Association, as a non-profit corporation, to own common land in the subdivision and to administer the rules, regulations and covenants related to the land., as a non-profit corporation, to own common land in the subdivision and to administer the rules, regulations and covenants related to the land.

The Association is also bound by those State general laws related to restrictions on land, and those related to recording subdivision plans and deeds in the Land Court, as well as local regulations and ordinances.

These Santuit Pond Estates Association By-Laws are binding on all lot owners, when approved by a sufficient percentage of the members in good standing.

All lot owners are members of the Association who have accepted these voluntary restrictions on the use and transfer of their land as condition attached to the deed and title of the property.

ARTICLE V: PRINCIPAL OFFICE

The principal office and place of business of the Association shall be as the address on record with the Commonwealth of Massachusetts Department of Associations. A local address or electronic address may be used for certain unofficial communications.

ARTICLE VI: MEMBERSHIP AND VOTING

1: Persons Qualifying as Members:

- a. The incorporators of the Association shall be the original members.
- b. Any individual with a fee ownership in one lot of land in the subdivision of Santuit Pond Estates shall be a member of the Association.

2: Voting on Association Matters:

- a. Voting at meetings of members shall be on a basis of one vote per lot for each of the lot owners in good standing.
- b. A quorum of twenty-five percent (25%) of the members in good standing shall be required for any vote by the Membership. A majority of such Members voting shall be required to pass any measure.
- c. Voting at meetings of the Board of Directors shall be according to Article VIII, and voting for a Dissolution shall be according to Article XVII.

3. Non-owner residents may vote as a proxy in Association elections in the absence of the owner provided that:

- a. The owner is in good standing.
- b. a valid signed and notarized Proxy Ballot has been delivered to the president of the Association at least fifteen 15 days prior to the time of voting; delivery may be in-hand, by mail that is posted prior to 15 days before the vote; or by email attachment at least 15 days before the vote.
- c. The Board of Directors may invalidate a vote by Proxy if the proxy ballot has been improperly obtained or completed, or if it has not been received within the time required.

ARTICLE VII:

OFFICERS

1. The Officers of the Association shall be President, Vice President, Secretary, Treasurer and Technology Manager.
2. Each Officer shall serve for two years or until his/her successor is elected, qualified and installed. The officers shall perform the duties specified in section 8 herein.
3. All Officers and Directors must be members in good standing. A special meeting of the Board of Directors shall be held within 30 days to replace any officer who is no longer in good standing, or to relieve any Director not in good standing.
4. No compensation shall be paid to any officer for performing duties of the office, but the president may make a written contract with an officer for professional services if the Board of Directors approves the contract.
5. The Association shall indemnify, defend and hold harmless the officers and Board of Directors from and against all unintentional claims, damages, losses and expenses, direct, indirect or consequential, arising out of, or resulting from, the performance of the duties assigned to the officers and Board of Directors by these By-Laws. Directors and Officers insurance shall be provided by the Association.

Intentional and unlawful acts shall bind a guilty officer or Board member to reimburse costs or fees suffered by the Association, and shall be a debt subject to attachment of any lot(s) owned by the guilty party.

6. In absence of the President, the Officers shall act in his/her place in the following order:
Vice President, then Treasurer, then Secretary, then Technology Manager.
7. A meeting of the Officers shall require a quorum of a majority of officers.

DUTIES OF OFFICERS:

Duties of the President:

- a. promote the interests and purposes of the Association;

- b. preside at all Association meetings except Board of Directors meetings, for which he may be chair pro-tem;
- c. chair or appoint a designee for all committee meetings;
- d. convene emergency meetings of committees, Board of Directors, or subcommittees if urgent need arises;
- e. order the expenditure of sums of money from the Association treasury, within the budget approved by the Board of Directors, for expenses and debts incurred in the pursuit of the purposes of the Association;
- f. execute legal documents including but not limited to enforcement of collection of annual dues; except that documents related to transfer of land shall require co-signature of a Director;
- g. execute any other duties as stated in these By-Laws or that are commonly incident to the office;
- h. be a member of the Board of Directors;
- i. serve a two-year term, or until his/her elected replacement is qualified.

Duties of the Vice President:

- a. Perform the duties of the president in the absence of the president;
- b. be a member of the Board of Directors.
- c. serve a two-year term, or until his/her elected replacement is qualified.

Duties of the Treasurer:

- a. preside at meetings in the absence of the President, and Vice President;
- b. collect the dues from all members and keep a record of such collection.
- c. receive and deposit annual dues and all other monies coming into the Association.
- d. pay out funds for expenses as approved by the Membership in the current fiscal year budget and as directed by the president;
- e. keep an up-to-date itemized account of receipts and expenditures, acceptable for auditing purposes.
- f. keep an up-to-date record of membership and dues paid, and provide copies of said list to Association committee, Officers, and/or Board of Directors upon request.
- g. prepare written financial statements for each meeting of the board of directors.
- h. prepare the proposed annual budget for approval and/or amendment by the Board of Directors and present set approved budget to the General Membership for final amendment, if so desired, and approval.

- i. ensure the completion of an annual Financial Records Audit by the Association Audit Committee or a private audit firm.
- j. execute legal documents necessary to enforce the collection of annual dues, including notice of liens; and to issue statements of clear title, and statements of good standing.
- k. perform all duties as stated in the By-Laws or that are commonly incident to the office;
- l. be a member of the Board of Directors.
- m. serve a two-year term, or until his/her elected replacement is qualified.

Duties of the Secretary:

- a. preside at meetings in the absence of the President, the Vice President, and the Treasurer;
- b. keep an accurate written account of the proceedings of the Association included but not limited to meetings of the General Membership and Board of Directors.
- c. Keep and read the Minutes of the previous meeting at each General Membership Meeting or Board of Directors meeting.
- d. record the official results of all voting performed by or for the Association.
- e. Maintain a file of committee reports;
- f. Correspond with others as directed by the President and/or Board of Directors.
- g. perform all other duties as stated in these By-Laws or that are commonly incident to the office;
- h. be a member of the Board of Directors.
- i. serve a two-year term, or until his/her elected replacement is qualified.

Duties of the Technology Manager:

- a. preside in the absence of all of: the President, Vice President, Treasurer, and Secretary;
- b. provide oversight of all technology utilized by Association;
- c. update websites on a regular basis;
- d. keep up to date record of all website activity;
- e. post Association information as requested by the Officers;
- f. be a member of the Board of Directors.
- g. serve a two-year term, or until his/her elected replacement is qualified.

ARTICLE VIII:

BOARD OF DIRECTORS

The five officers of the Association, plus the past president, together with five elected members, elected “at-large”, shall constitute the Board of Directors (“the Board”).

1. A majority of the whole Board of Directors shall constitute a quorum at a Board of Directors meeting.
 - a. All Board Members must be members of the Association in good standing.
 - b. No Board Member shall receive compensation for performance of his/ her duties.
 - c. Each elected Director shall serve for a two-year term, or until his/her successor is elected and qualified. Terms shall end at the time of the next Annual Meeting following the two--year term. Board members shall continue to serve until a new Director is elected to serve in her/his place.
 - d. The Board shall meet at least twice annually.
 - e. The Board of Directors shall meet at times and places designated by the president, unless a majority of the Board shall designate otherwise.
2. **The Board of Directors shall:**
 - a. Develop and promulgate the overall policy of the Association and direct the president and the officers in the pursuit of the purposes of the Association as stated in Article II;
 - b. have the power to take emergency action when necessary and/or as requested by the President;
 - c. advise and consent on the content of information that is disseminated to the general membership by print or electronic media;
 - d. review, verify and ratify expenditures for the Association;

- e. appoint temporary members to fill vacancies on the Board of Directors or officers.
- f. hold election of officers of the Association.
- g. serve a term of two years or until a replacement is qualified.

ARTICLE IX: GENERAL MEMBERSHIP MEETINGS

General Membership meetings shall be held twice annually in May and October at a time and place determined by the Board of Directors. Special or interim meetings may be called by a vote of a majority of the Board of Directors.

Notice of meetings and any items that will require a vote shall be tendered at least thirty days prior to a meeting by the U.S. mail, email, social media delivery or hand delivery, as determined by the Board of Directors. The notice shall include a link to an Association proxy ballot appropriate to the upcoming vote. The Board shall endeavor to satisfy delivery preferences of members, consistent with Association resources.

A quorum at any meeting of the General Membership shall require the presence or valid proxies of at least 25% of the Members in good standing. No official business that would require a vote may be conducted and no votes may be taken without a quorum, except a motion to reschedule the meeting, which shall require a new notice of the meeting.

ARTICLE X: ELECTIONS

ELECTION OF DIRECTORS shall be by ballot forms provided by the Association, completed by members in good standing, and delivered or mailed to the place designated by the president.

Five Directors shall be elected "at-large" at the Annual membership Meeting. The Board may then assign certain elected directors to advocate for certain streets or neighborhood groups of members.

The names of persons nominated to serve on the Board shall be submitted by all members in good standing in writing to the Association at least thirty days before a scheduled election. The Board shall provide notice to members of the time to send written nominations to the Association.

A plurality of one vote shall be sufficient to elect a director, where each lot owner is entitled to cast one vote for each lot owned.

ELECTION OF OFFICERS:

- a. Election of Officers shall be “at-large” by majority vote of the Board of Directors at the Annual Meeting.
- b. A Nominating Committee shall propose a slate of nominees to be elected at the next meeting of the Board of Directors. This Committee shall consist of two officers with terms currently expiring and two elected directors appointed for this purpose by the Board. In the event that there is no nominating committee in place, a member in good standing may self nominate for any open position.

ARTICLE XI: VACANCIES IN OFFICES

1. VACANCIES OF DIRECTORS AND OFFICERS

The Board of Directors may elect members in good standing to fill vacancies on the Board or in any office. Persons elected shall hold such office for the remainder of the unexpired term or until their successors are elected unless sooner removed for cause.

2. REMOVALS

The Board of Directors, upon 2/3 vote at a meeting called with a fifteen day notice to the General Membership, may remove a member of the Board or an officer for cause. The person to be removed shall be entitled to a hearing at a General Membership Meeting.

ARTICLE XII: USE OF ASSOCIATION FUNDS

1. Officers and Directors are fiduciaries of the Association and are prohibited from benefitting financially, directly or indirectly, from their position of authority in the Association.
2. All expenditures of Association funds shall require a prior work order or similar document, and be related to a budget item previously approved by the Board of Directors; and a receipt from the vendor or recipient.

Only the President, Vice President, and the Treasurer are authorized to execute such payments. Two authorized signatures are required to execute such payments.

3. Expenditures and financial records shall comply with the Internal Revenue of 1986 and specifically, section 501(b)(3) thereof, and Massachusetts General Law Chapter 180 related Mass. Revenue regulations, as well as generally accepted accounting principles.
4. The treasurer is authorized to employ professionals for record keeping as well as tax reporting.

ARTICLE XIII: ANNUAL DUES

1. The Board of Directors shall submit an annual budget at each annual fall meeting of the General Membership with the proposed annual dues amount.
2. A majority of the General Membership in attendance and in good standing shall approve the budget and the dues to be charged equally to each lot owner for the coming year. A motion by at least three members in good standing shall require voting by closed ballot for budget approval.
3. In the event that no budget is approved or no dues are authorized by the Members, for the ensuing year, then the Board of Directors may continue Association business temporarily with available funds and/or voluntary donations, but shall not incur any debt. Within two years of such voluntary operation, the Board shall petition the Commonwealth of Massachusetts for dissolution of the corporation.
4. Notices of dues obligations and payment dates shall be sent to the Members by the first day of April, and shall be due and payable to the Association prior to the first day of May of the current year.
5. Failure to Pay Annual Dues in Full by the Due Date shall require the treasurer to send notice of overdue payment to the delinquent member, requiring payment within 30 days. A ten dollar late fee will be assessed to all delinquent invoices.
6. No member shall be required to pay more than \$225.00 for arrearages of past dues on one lot incurred prior to adoption of these By-Laws in order to qualify as a member in good standing. No member who has owned a lot

before January 1, 1987 shall be required to pay any dues arrearages in order to qualify as a member in good standing.

7. State laws and contract law bind every lot owner in Santuit Pond Estates by these terms when the By-Laws are adopted by a majority of the members in good standing voting at, or by valid proxy at, the Annual Meeting of the General Membership. Therefore, all members who wish to vote on these matters must be current on dues obligations by that time.
8. When a letter of assessment is required for the transfer, refinance or sale of property, the Association shall require the member to be in good standing.

ARTICLE XIV: PROPERTY TRANSFER RESTRICTIONS

The adoption of these By-Laws creates a legal process for attachment of real property for the purpose of securing a debt owed to the Association. To that end, the following process must be followed when a member is selling or otherwise transferring ownership rights in real estate in Santuit Pond Estates:

1. All lot owners are bound to be Members of the Santuit Pond Estate Association Inc. and thereby obtain all of the privileges and obligations thereof.
2. No later than fifteen days before closing on the sale of a member's property/lot, the member shall file physically with the president or treasurer of the Association, a valid signed purchase and sale agreement for the subject sale.
3. Within five days thereafter, the Association shall render to the member a Certificate of Good Standing if all of the member's obligations to the Association have been fulfilled. If the delivery of the P&S agreement is late or there are obligations outstanding, the Certificate may not be available for the closing.

ARTICLE XV: RULES AND REGULATIONS

These Rules and regulations are covenants on each lot in Santuit Pond Estates and are derived from the original covenants in the Declaration of Transfer of Property

by the developer on November 14, 1972. The covenants encumber and restrict the use of the land as follows:

1. All lot owners are bound to be Members of the Santuit Pond Estate Association Inc. and thereby obtain all of the privileges and obligations
2. All structures on any lot shall comply with state and local building codes, health and zoning ordinances.
3. No lot shall be used or improved for any use other than a single dwelling unit, except as permitted by Town Zoning.
4. Any business operating in or out of a residence within the association must abide by all rules and regulations of the Santuit Pond Estates Association, Inc. and the Town of Mashpee. Employers should inform / require all employees that are traveling within the neighborhood to be respectful of our neighbors. All business equipment and employee vehicles are to be parked / stored off the roadway.
5. No harmful or offensive conditions or activities are allowed, including excessive noise from any source or any animal, persistent odors, or unruly behavior that have caused actual harm or nuisance.
6. No advertising sign shall be placed on any lot.

When the Association receives a complaint of a violation of these covenants, the President shall send notice of the complaint to the alleged violator, requesting an answer or a resolution of the complaint. If further action is then necessary, a hearing and notice of a hearing with the Board of Directors and the violator shall be held forthwith. If there is no resolution, the Board of Directors may revoke the violator Member's good standing status and may initiate legal action.

These rules and regulations may be amended at an annual meeting of the Membership.

ARTICLE XVI:

TERMINATION

These By-Laws shall expire and terminate after twenty-years from the date of their adoption, unless they are renewed at a General Membership Meeting no later than seventy-five days before the date of termination. Subsequent twenty-year terms for the By-Laws may be approved at twenty-year intervals.

ARTICLE XVII:

DISSOLUTION

In the event that a majority of the lot owners of Santuit Pond Estates determine that the Association is no longer serving the purposes for which it was intended, the Association may dissolve itself and disburse its net assets pursuant to Massachusetts General Law Chapter 180 section 11 and the following process:

1. At a properly noticed (to all owners) General Membership Meeting, a secret ballot vote shall produce a majority in favor of dissolution;
2. The notice shall include an accounting of Association funds and a proposed distribution of the net assets of the Association to non-profit organizations, pursuant to a court order; NOTE: The Association would lose the right to determine who would receive the common properties as this would be decided by the court.
3. The Board of Directors shall petition the Barnstable County Superior Court to dissolve the Corporation.

ARTICLE XVIII:

AMENDMENTS

1. These By-Laws may be amended by majority vote of members in good standing voting at an Annual General Membership Meeting that is properly noticed and has a quorum.
2. The Notice of Meeting shall have discussed the proposed amendment, including opinion of the proponent side and of the opponent side of the question.
3. Amendments may be added to the By-Laws when they are renewed after the twenty-year termination.

THESE BY-LAWS REVOKE AND PREEMPT ALL PREVIOUS BY-LAWS OF SANTUIT POND ESTATES ASSOCIATION AND ARE ADOPTED BY MAJORITY VOTE OF THE GENERAL MEMBERSHIP IN GOOD STANDING VOTING AT ITS ANNUAL MEETING ON THIS ___ DAY OF _____,2023.

President

Secretary