

**BY-LAWS OF THE WEST WIND
SHORES ASSOCIATION, INC.
AS AMENDED
JANUARY, 2004**

BY-LAWS OF THE WEST WIND SHORES ASSOCIATION, INC.

Article I - AGREEMENT OF THE ASSOCIATION

These By-Laws shall supersede any By-Laws previously adopted by this Association. The name of the Non-Profit corporation shall be: The WEST WIND SHORES ASSOCIATION, INCORPORATED herein after referred to as the Association or the WWSA. The purpose of the Association shall be to protect and promote the general welfare of the property owners and residents of the West Wind Shores area located in Plymouth County, Massachusetts.

Article II - BASIS FOR MEMBERSHIP

Section 1. Membership Membership shall open, subject to further terms of these By-Laws, only to such person or persons to whom a deed has been delivered evidencing ownership of any lot or lots in the sub-division known as West Wind Shores in Plymouth, Plymouth County, Massachusetts (Wall Pond and Big Sandy Pond respectively). In the event the ownership is jointly owned by one or more persons, the joint parties shall appoint two of their members to apply for membership hereunder, it being intended that each said lot shall be the basis for only two persons (each entitled to one vote) to be members of this association. There shall be a maximum of two votes allowed regardless of the number of lots owned. In the event the owner leases his property, the renter, year round only with the written permission of the owner (who will forfeit his membership unless he also lives in the neighborhood) who has lived in the house for a year or more may also join.

Section 2. Dues All members shall provide their name(s), their local address and residential address (if different) in the membership records of the Association and shall thereafter pay any and all such dues and assessments and other such charges as shall be determined by a majority vote of the members of the Association present at the meeting. All such annual payments shall be paid to the Treasurer of the Association not later than December 31st of each year, and the payment of any other charges or special assessments shall be made as specifically required thereunder. Owners of properties in the West Wind Shores, who are 65 years old or older, may join the Association for an annual discount of 20% of the established fees. New members who join between the annual meeting (in September) and December 31st shall pay dues with the remainder of the year free with full membership paid for the following year.

Section 3. Good Standing The "good standing" as referred to in these By-Laws shall be applicable only to such members as have complied with all the terms and conditions hereof, who are not in arrears in any payments required hereunder and who are, in no manner, in violation of the terms, conditions, covenants or restrictions set forth or referred to in the Application of Purchase or Ownership and deed covering lot(s) in the foregoing sub-division. Only members in good standing shall have the right to vote and shall be included in determining a quorum at any meeting of the members of this Association. Members may be reinstated in the Association upon payment of their dues for the current year.

Section 4. Associate Membership Any person or persons, sponsored by a member of the Board of Directors, may apply to the Board of Directors for an Associate Membership. Said Associate Membership will enable the person or persons to participate in all Association functions, at current membership fees, hold a key to the boat ramp, and use the beaches and other Association property. Said Associate Member will be unable to vote at any or all meetings or hold an elected office. Said Associate Member will pay the regular annual membership fees. Said person or persons must present his/her name to the Board of Directors through his/her Sponsor and be voted upon by a majority of the Board of Directors at a regular meeting of the Board of Directors of West Wind Shores Association. Effective August 27, 1990 no new applications will be accepted for Associate Membership to West Wind Shores Association.

Section 5. Boat Ramp Keys A one-time boat ramp key deposit will be required so long as membership is maintained unbroken. After a lapse of membership another key deposit must be made. Boat ramp keys are to be exchanged each year after January 1st.

Article III - FISCAL YEAR AND BANK ACCOUNTS

Section 1. Fiscal Year The fiscal year of the Association shall begin on the first day of September of each year.

Section 2. Bank Accounts The monies of the Association shall be deposited in the name of the Association in such bank(s) or trusts or other depository as the Board of Directors may designate and shall be drawn out only by check, draft, or order signed by any two of the following: the President, Treasurer, or the Assistant Treasurer.

Section 3. Annual Financial Review The review of the Treasurers records shall be made annually through August 31st and shall consist of a Balance Sheet, Profit & Loss Statement, and an Itemized Categories Report. The Balance Sheet shall provide signature blocks for six different people to sign as follows:

Three signatures of witnesses to verify compliance with the above.

Signatures of the Treasurer and the Assistant Treasurer.

Signature of the Association President to verify acceptance of the report.

The review shall be read at the annual meeting held in September for approval by a majority vote of the members present at the meeting.

Section 4. Expenditures Any single expenditure in excess of \$500.00 must be voted on at the annual, semi-annual meetings or at a meeting called for the purpose and approved by the majority of members present at such meeting. Monies spent on programs/projects approved and accepted by the Board of Directors must have all receipts turned in to the Treasurer for reimbursement. The Board of Directors must set a limit for net expenses it wishes for each project/program it wishes to sponsor and reimbursement will be made to within those limits. The term "sponsor" suggests that the Association expects that the program/project may have expenses involved with it.

Article IV - Officers and Their Election

Section 1. Officers The officers of the Association shall be President, Vice President, Clerk, Treasurer, Assistant Treasurer and Membership Secretary and a board of not less than three nor more than eleven directors, including officers; all of whom must be members of the Association in good standing with all dues and assessments currently paid in full.

Section 2. Election and Eligibility of Officers All officers and Board members shall be elected every year by such members who have the right to vote at the annual meeting of the Association and shall be by secret ballot. Prior to such election meeting, the Board of Directors shall appoint a nominating committee consisting of six (6) members, who may be members of the Board of Directors, and shall prepare and submit at the election meeting a slate of proposed officers and directors. Also, other nominations may be made from the floor, providing the nominees are present to accept the nominations at such election meeting. The Clerk shall be a resident of Massachusetts. The directors and other officers shall hold office until the next election meeting or until a successor is appointed.

Section 3. Vacancies If the office of any director or other officer becomes vacant by reason of death, resignation, retirement, disqualification or removal from office, the remaining directors may, by a majority vote, appoint a successor from the membership who shall hold the office for the unexpired term in respect of such vacancy or until his successor be chosen by secret ballot at an annual, semi-annual meeting or a special meeting called for that purpose.

Section 4. Resignation Resignation of directors or officers should be in writing, however verbal notice made to the President or Clerk shall suffice. Resignation of directors or officers shall take effect at the time stated.

Section 5. Disqualification Any person elected to the Board of Directors who is not eligible for either dues or residence requirements shall either immediately qualify, resign, or be removed by the Board of Directors. .

Section 6. Removal from Office Any officer of the Board of Directors may call a special board meeting to discuss the circumstances involved with the removal from office of any officer or member of the Board of Directors. Any officer or board member being considered for removal from office, must be notified in writing, with a letter signed by an officer of the board and at least a majority of the Board of Directors specifying the cause(s) for removal. The signed letter will confirm the immediate removal unless the member wishes to contest the removal. If contesting, he/she must reply in person, by phone, or in writing, within 7 days of receipt to the person whose signature appears first on the letter to request a hearing at a Special Board Meeting called for that purpose. During this time, the member will be placed on suspension. Removal in such cases will not take effect until after the hearing upon approval of a 2/3 vote of the Association members present. Those results will become final. These proceedings will take place in a timely fashion.

Section 7. Absenteeism Any officer or director who misses three (3) consecutive meetings without legitimate reasons may be dismissed by a majority vote of the remaining Board of Directors. The absent member must abstain from such voting.

Article V - POWERS AND DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Powers of Office Each officer and director shall have only the powers and duties provided by these By-Laws.

Section 2. The President The President shall preside at all meetings of the Association and the Board of Directors, shall have the usual powers and duties of the office (re: Robert's Rules of Order). He shall be an ex-officio member on all committees. He shall present to the members at their annual meeting an accurate and complete report of the transactions and operations of the Association for the preceding fiscal year.

Section 3. The Vice President The Vice President may perform the duties and shall have the powers of the President during the absence or disability of the President. In the absence or disability of both the President and Vice President, the Senior Director, in time and service, shall exercise all of the powers of the President while such absence or disability continues.

Section 4. The Clerk The Clerk shall keep accurate minutes of all meetings of the Association and the board of Directors. He/she shall be a resident of Massachusetts. He/she shall send proper notification to all banks wherein Association funds are deposited upon the elections of new officers. He/she shall handle all correspondence of the Association including the giving of due notices of all meetings and adjournments. He/she shall prepare all ballots when required or take a roll call vote when required and be responsible to see that only eligible voters receive a ballot with the assistance of the Membership Committee.

Section 5. The Treasurer The Treasurer shall collect and receive all monies due the Association, shall keep all accounts of the Association in books belonging to it, which at any reasonable time may be open to inspection by any member of the Board of Directors or properly designated auditing agents. He/she shall have the custody of the funds, securities, and title deeds of the association. He/she shall pay after proper approval, all bills and indebtedness of the Association. He/she shall make a detailed report of the receipts and disbursements at each meeting of the Association and at the annual meeting a full report of the financial affairs of the Association for the fiscal year just ended.

At the expiration of his/her term, he/she shall turn over to his/her successor all monies remaining in his/her hand, together with all books and supporting papers. He/she shall be required to give bond for faithful service performance of his/her duties in such sum and with such sureties as the Board of Directors may prescribe. Premiums for such bonds shall be paid for by the Association.

Section 6. The Assistant Treasurer The Assistant Treasurer shall have authority to sign checks and pay bills. He shall keep a copy of financial records which would require him/her access to a computer with Quicken capability. He/she shall serve as Treasurer in the absence of the Treasurer.

Section 7. The Membership Secretary The Membership Secretary shall bill Association members for all funds due the Association, assist the Treasurer in the recording of the Association receipts, and provide the Clerk with an up to date list of members.

Section 8. The Board of Directors The Board of Directors in conjunction with the elected officers shall have and may exercise all of the powers of the Association as authorized by these By-Laws. They shall be responsible for the management of and accounting to the membership on all aspects of the affairs of the Association. They are further specifically authorized in furtherance of the objectives and purpose of the Association to accept for, in the name and on behalf of the Association such deed or deeds as may be delivered to it, covering the fee in and to any and all of the roads, park or open or easement areas and other lands of interest therein and forming a part or parcel of the sub-division and hereinafter referred to, which such deeds shall, as soon as practical, be recorded with the Plymouth County Registry of Deeds by or at the order of the Officers and Board of Directors. The officers and directors shall not receive any compensation except that they may be paid a reasonable fee for expenses for attendance at the Directors meetings. In all matters brought before the board of Directors, a majority vote of the officers and Board of Directors shall prevail.

Article VI - COMMITTEES

The President (with the advice and consent of the board of Directors) may appoint from the membership, in good standing, of the Association, Standing and Special committees including the following:

1. **The Finance Committee** shall prepare and submit to the board of Directors for approval or disapproval an annual budget of expenditures and the accounting structure for the Treasurer. It shall suggest ways and means for raising money needed.
2. **The Roads Committee** shall be responsible for receiving members suggestions and complaints on the conditions of the roads. It shall prepare a schedule of repairs to roads, and the itemized cost thereof, and submit such a schedule to the Board of Directors for action. The Board will appoint a member to secure competitive bids, purchase and check quantities delivered.
3. **The Beach and Marina Committee** shall recommend any improvements indicated for the beaches and marina of the Association and help with the maintenance of the same.

4. **The Safety Committee** shall seek ways to provide protection of persons and property and cooperate with the local police and fire departments.
5. **The Publicity Committee** shall make public the activities of the Association in a suitable way.
6. **The Membership Committee** shall encourage all members who are in arrears to pay all dues and assessments, promote sociability among members, register members in good standing at all meetings, distribute ballots for voting, assist the Secretary in conducting the voting, and have copies of the By-Laws distributed to all members.
7. **The Entertainment Committee** shall plan social and educational projects for the benefit of the members.
8. **The Building Committee** shall study the feasibility of erecting a committee building and of research plans for said building. It shall supervise the maintenance of such building and its grounds.
9. **The By-Laws Study Committee** shall study any or all petitions presented to the Association and report back to the Board of Directors, who, in turn, will report findings and recommendations to the General Membership at the next meeting.

An agenda item of the August Board meeting will include a discussion regarding the continuance of service on the Board of Directors of each board member for the following year. The discussion will determine the ballot for electing the new Board of Directors at the annual meeting. Conduct of the election will be as per Article IV, Section 2.

Article VII - MEMBERS MEETINGS

- Section 1. Place** All meetings of the members shall be held in the Commonwealth of Massachusetts at such place as is stated in the notice of the meeting.
- Section 2. Annual Meeting** The annual meeting of the Association shall be held in September and shall be held at such a place as designated in the notice of such meeting to hear the report of the President, Treasurer, Clerk, and to transact such other business as may properly come before the meeting. Elections are to be held at the September meeting. A semiannual meeting will also be held during the month of May.
- Section 3. Special Meetings** Special meetings of the Association may be called at any time by the President and upon written application of not less than thirty five (35) members in good standing the date, place, hour, and purpose of the meeting giving thirty (30) days notice thereof.
- Section 4. Notice of Meetings** Written or printed notices of all meetings of the Association shall be given by the Clerk at least seven (7) days before the meeting, to each registered member in good standing, by mailing it postage prepaid and addressed to such member at his address as it appears on the books of the Association. Such notice shall state the place, day, and hour of the meeting and for the purpose for which it is called.
- Section 5. Quorum** At any meeting of the members, a quorum shall consist of twice the number of active Board members plus one (1). When a quorum is present at any meeting, the vote of at least a majority of these present at the meeting, and entitled to vote shall be necessary to decide any question or to pass on any matter brought before such a meeting.

As Amended January 2004

Article VIII - BOARD OF DIRECTORS

Section 1. Regular Meetings of the Board of Directors A regular meeting of the Officers and Board of Directors shall be held each year, without call of formal notice, immediately after and at the same place as the usual annual meeting of the members.

Section 2. Special Meeting Any Officer shall have the power to call a special meeting of the Board of Directors whenever, in his opinion, the interest of the Association so requires.

Section 3. Notice of Meetings Reasonable notice of any special meeting of the Directors shall be given by the Officer calling the meeting.

Section 4. Quorum A majority of the members of the board of Directors and officers shall constitute a quorum for the transaction of business. At all meetings of the Board of Directors, an affirmative vote of the majority of the members present shall be necessary to pass any motion.

Article IX - AMENDMENTS TO BY-LAWS

The By-Laws may be altered, amended, added to or repealed by the affirmative vote of two thirds (2/3) of all members in good standing present at any annual or special meeting of the members provided notice of the proposed alteration, amendments, or repeal is given in the call of the meeting. ~~Amendments or repeal of By-Laws or any part thereof, may be presented in writing to the President of the West Wind Shores Association, Inc. as a petition from no less than ten (1) percent of the membership in "good standing" as noted in Article II, Section 4.~~

Article X - RULES OF ORDER

The Robert's Rules of Order (latest version) shall apply to all situations not covered by these By-Laws.