



# PENINSULA COUNCIL, INC.

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***BY-LAWS***

**Peninsula Council, Inc. / Homeowners Association @ New Seabury**

**BYLAWS**

**Approved for Ratification at June 2, 2012 Special Meeting**

**Article I – THE COUNCIL**

**Sec. 1 – STRUCTURE;**

- (a) CORPORATION:** The Corporation shall be known as and referred to herein as the “Peninsula Council,” doing business as “The New Seabury Homeowners Association.” Its purpose is as defined in the attached Commonwealth of Massachusetts “Articles of Organization,” dated Nov. 9, 1971.
- (b) BOARD OF DIRECTORS:** The Board of Directors shall consist of three (3) village committee members from each village as established by Article V of these bylaws, elected by the membership of each village at its annual meeting.
- (c) EXECUTIVE COMMITTEE:** All of the village chairpersons, together with the officers, shall constitute the Executive Committee of the Board of Directors.
- (d) MEMBERSHIP:** The membership of the Peninsula Council shall be open to individuals or corporations or trusts or partnerships who are owners of lots on which dwelling units have been, or can be, built. If a lot is owned by more than one person, or is split or subdivided, only one membership can accrue to the owners based on that lot. No owner eligible for membership may hold more than one membership.

**Sec. 2 – RESPONSIBILITIES:**

**The members of the Peninsula Council shall:**

- (a) elect the officers of the Peninsula Council;**
- (b) determine the general lines of direction for the Peninsula Council by receiving and responding to reports and information from the Board of Directors;**
- (c) amend the Articles of Organization and bylaws;**
- (d) take all other action requiring membership vote;**
- (e) conduct such other business as may from time to time come before the membership.**

**Sec. 3 – ANNUAL MEETING:**

**All meetings of the Peninsula Council membership shall be held in the Commonwealth of Massachusetts. The annual meeting of the Peninsula Council shall be held on the second Saturday in August, at such time and place as may be determined by the Board of Directors. If it is determined by the Board of Directors that this fixed second Saturday in August would be difficult for the membership due to some catastrophe, then they shall set another date as close to the second Saturday in August as possible. Notice of time, place, and purpose of the meeting, together with the minutes of the previous year and a slate of nominees for all offices or positions to be filled pursuant to the bylaws, shall be given personally or mailed no fewer than 10 days before the meeting to all property owners who have paid Peninsula Council membership dues. Absentee ballots will be mailed no fewer than ten (10) days prior to the annual meeting to all members in good standing who have**

**requested them. In order to be counted, these ballots must be returned on or before the date of the Annual Meeting.**

**Sec. 4 - SPECIAL MEETINGS:**

**Special meetings of the members may be called by the President, or by a simple majority of the Board of Directors. Such special meetings shall be called by the Secretary in the case of death, absence, incapacity, or refusal of the President, or by any other officer upon written application or petition of a simple majority of members. If no officer is able or willing to call a special meeting, the supreme judicial or superior court, upon application of said number of members, shall have jurisdiction in equity to authorize one or more such members to call a meeting by giving notice as required by law. The purpose of such meetings shall be stated in the written request.**

**No other business shall be transacted except that for which a special meeting has been called. Notice of time, place, and purpose of the meeting shall be communicated to each Peninsula Council member's address last made known in writing to the Peninsula Council by the member(s). Notice must not be given fewer than 10 days before the meeting.**

**Sec. 5 – QUORUM:**

**At any meeting of the members, those members whose annual dues and maintenance charges are not in arrears, and who are present in person, shall constitute a quorum. A majority (51%) of the votes cast, including absentee ballots,**

**shall decide any question brought before any meeting, except where a larger vote is required by law or the Articles of Organization or parliamentary authority.**

**Sec. 6 - VOTING PROCEDURES:**

**Each Peninsula Council member in good standing, whose annual dues and maintenance fees are not in arrears, shall be entitled to one (1) vote.**

**Article II – OFFICERS:**

**The officers of the Corporation shall be: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. The officers must be members and should have experience as a village committee member or alternate. Officers shall be elected annually by the membership at each annual meeting.**

**Each officer shall hold office for three years. The terms of the officers shall be limited to two consecutive terms. In no case shall an office-holder be allowed to stay in office more than two consecutive terms (six consecutive years). However, after one year out of office the former officer may again seek election to that office. ‘Pro Tempore’ status shall be considered out of office. Officers of the Peninsula Council may establish committees and/or task groups as they deem necessary. The president shall appoint the chairpersons and members of the committees with approval of the Board and individual directors may be asked to serve on one or more committees. The Board of Directors may, if it deems necessary or advisable, appoint an Executive Director to be the Chief Executive Officer of the Council. The Board of Directors shall have the authority to remove any officer from his or her office for**

**malfeasance after a discussion of the issues, response from the affected officer and a two thirds (2/3) vote of the Board of Directors then present. Each of the individual villages or other equivalent subgroup of the Peninsula Council shall retain the administration of affairs and expenditures particular to itself. A village director any be elected for any number of terms.**

**Section 2-Succession;**

**In the event an officer is unable to serve during his or her term because of death, disability, removal by the Board or for any other reason, the Board, by majority vote, shall appoint a successor who shall serve at the pleasure of the Board until the following annual meeting.**

**Article III - MEETINGS:**

**Sec. 1 – REGULAR MEETINGS:**

**The Board of Directors shall hold regularly-scheduled meetings at a time and place to be determined by the Board of Directors.**

**The corporate business and affairs of the Peninsula Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these bylaws or the Articles of Organization.**

**Sec. 2 – SPECIAL MEETINGS:**

**Special meetings of the Board of Directors or Executive Committee may be held at any time and place when called by the President, or upon written request of the majority of directors when there is an emergency and possible harm to the majority**

**of the general membership such that the matter at hand cannot wait until the next regularly-scheduled monthly meeting of the Council.**

**A documented attempt must be made to contact every member of the Board or Executive Committee before such a matter is discussed or voted upon.**

**Sec. 3 - Notice:**

**Notice of Meetings may be published by email and such notice shall satisfy the requirement of “mail” and “personal” delivery which means shall continue to also suffice.**

**Article IV – QUORUM:**

**Sec. 1 – CONSTITUTION OF A QUORUM:**

**A simple majority of the directors shall constitute a quorum for the transaction of business except when a larger vote is required by law or these bylaws.**

**In the absence of a quorum at a regularly scheduled or special meeting the Executive Committee, or their officially designated alternates, may exercise all of the powers and functions of the full Board of Directors. Any vote or action taken by the Executive Committee under this bylaw shall be ratified, or rejected, by the regularly constituted Board of Directors at the next scheduled meeting.**

**Article V – VILLAGE COMMITTEES:**

**Sec. 1 - ORGANIZATION:**

**Each village, at its annual meeting, shall elect three property owners who are**

**members of the Council in good standing to be responsible for administering village business. Upon election they shall become members of the Board of Directors of the Council. The terms of office of village committee members shall be three years with one committee member elected each year. Committee members shall take office immediately following the annual village meeting and shall elect a chairperson for a term of one year.**

**A village may conduct the entire election by mail or email, providing the roster of candidates to all property owners who are current in payment of their village maintenance fees. The three candidates having the highest number of votes will constitute the committee. Other candidates receiving votes (fourth and higher) will serve as alternates, the number of alternates to be defined by each village.**

**Except when an election is held by mail or email, alternates shall also be elected at the annual village meeting. Alternates shall substitute for, and have the same rights as, a voting member in his or her absence. With the advice of legal counsel, village committee members may be asked to resign and/or be removed from office by a two-thirds (2/3) vote of village members.**

#### **Sec.2 - VILLAGE MEETINGS:**

**The annual meeting of each village shall be at a time and place directed by the village committee and must convene prior to the annual meeting of the Peninsula Council (see Art. 1, Sec. 3, above). The village committee may call special meetings of the village at any time. These meeting notices shall state time, place, date, and the purpose for which the meeting is called. They shall be in writing and delivered to**



**the members whose maintenance fees have been paid. Notice of any meeting shall be given at least fourteen (14) days before the meeting.**

**Sec. 3 – QUORUM:**

**At any meeting of the members, those members whose maintenance charges are not in arrears and who are present in person shall constitute a quorum.**

**A majority (51%) of the votes cast shall decide any question brought before any meeting, except where a larger vote is required by law or the Articles of Organization or parliamentary authority. Absentee ballots will be made available for all those who will not be able to attend the village meeting and will be counted towards the majority as long as they are returned by the date of the actual meeting.**

**Sec. 4 - VOTING PROCEDURE:**

**Each village member in good standing, whose maintenance fees are not in arrears, shall be entitled to one (1) vote for each lot owned.**

**Sec. 5 – POWERS:**

**Each village committee shall direct the expenditure of the funds which are collected from the village property owners for village maintenance and other expenses, and may authorize the commingling of its funds with those of other member villages in matters determined by Board of Directors to serve the needs or general welfare of all member villages**

## **Article VI - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

### **Sec. 1 - FISCAL YEAR:**

**The Peninsula Council's fiscal year shall be established by the Board of Directors.**

### **Sec. 2 - FEES, ETC.:**

**The dues, maintenance fees, contributions, bequests, and gifts shall be collected or accepted as authorized by resolution of the Board of Directors. Guidelines for accepting gifts must be established by the Board.**

### **Sec. 3 – DEPOSITORIES:**

**All Council funds shall be deposited to the credit of the Council under such conditions and in such banks as shall be designated by the Board of Directors.**

### **Sec. 4 - APPROVED SIGNATURES:**

**Approvals for signatures necessary on contracts, checks or orders for payment, receipts for deposits of money, and access to securities of the Council shall be provided by resolution of the Board of Directors.**

### **Sec. 5 – BONDING:**

**All persons having access to or major responsibility for the handling of money and securities of the Council shall be bonded as provided by resolution of the Board of Directors.**

**Sec. 6 – BUDGET:**

**The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of the total budget appropriations without prior approval of the Board of Directors.**

**Sec. 7 – AUDITS:**

**A certified public accountant or other independent public accountants shall be retained by the Board of Directors to make annual examination of the Corporation's financial accounts. Reports of all examinations shall be submitted to the Board of Directors.**

**Sec. 8 - FINANCIAL REPORTS:**

**A detailed financial report listing revenue, expenses, and other financial matters shall be prepared and submitted annually to the full Board of Directors by the Treasurer and outside accounting firm. The Treasurer will then prepare a summary report for the Board of Directors' approval to present to all members of the Peninsula Council at the annual meeting.**

**The above summary report of the Council's financial operations shall be made at least annually to the entire membership in such form as the Board of Directors shall provide.**

**Sec. 9 - LEGAL COUNSEL:**

**Independent legal counsel shall be consulted by the Board of Directors to:**

**(a) ensure compliance with federal and state requirements;**

**(b) review and advise on any and all legal instruments the Council executes such as leases, contracts, property purchases or sale;**

**(c) review and advise on any official statements developed for the media (print, television, radio), or on other legal matters.**

**Sec. 10 – INVESTMENTS:**

**The Council Treasurer shall invest the Council funds in accordance with the direction of the Board of Directors, or any Board committee appointed for such purpose, using a reasonable and prudent standard of care.**

**Sec. 11 – INDEMNIFICATION:**

**Indemnification for the officers, directors, and employees shall be provided by resolution of the Board of Directors, in accordance with the state code.**

**Sec. 12 – CONTRACTS:**

**All contracts of an “extraordinary” nature shall be approved by the Board of Directors (“extraordinary” describing those items above and beyond ordinary day-to-day expenses).**

**Sec. 13 – PERSONNEL:**

**The Board of Directors shall be responsible for the hiring of salaried or hourly positions of staff. The Board shall set job descriptions, responsibilities, and levels of pay.**

**Article VII – RESPONSIBILITIES OF THE BOARD OF DIRECTORS  
PERTAINING TO THE ARCHITECTURAL REVIEW COMMITTEE (ARC):**

**Sec. 1 – Authority:**

**The Board of Directors shall have full authority over all operations of the Architectural Review Committee, including finances, salaries, consulting fees and monies held in escrow.**

**Sec. 2 – ARC Rules and Regulations:**

**The Board of Directors shall have authority and final approval over all ARC Rules and Regulations and any changes in same that may be suggested.**

**Sec. 3 – ARC Management:**

**The Board of Directors shall have full authority in approving and appointing ARC Managers, and such manager compensation and duties. The Director of the Peninsula Council, after obtaining approval from the Board of Directors at a monthly meeting, may assign specific projects to the ARC if such projects inure to the benefit of the Peninsula Council. The ARC Manager(s) need not be members of the council or the Board of Directors, and are not members of the Executive Committee of the Board of Directors.**

**Article VIII - Parliamentary Authority:**

**The rules contained in “Roberts Rules of Order Newly Revised” shall be the parliamentary authority governing the meetings of the Council Board of Directors and all committees subject to the laws of the state, the Articles of Organization, these bylaws and any special rules of order adopted by the organization.**

**Article IX - AMENDMENTS**

**These bylaws may be amended by a simple majority vote of Council members present and voting at any meeting of the Council, provided that the proposed amendment(s) shall have been included in the notice of meeting.**