

# **BYLAWS OF THE BREWSTER ASSOCIATION OF PART-TIME RESIDENTS, INC.**

## **Article I – Name**

The name of the corporation is Brewster Association of Part-time Residents, Inc. (hereinafter the “Association”, or the “BAPR”).

## **Article II – Offices**

The principal office of the corporation shall be in the Town of Brewster, County of Barnstable, Commonwealth of Massachusetts

## **Article III – Purposes**

To work for the betterment of the Town of Brewster by representing the part-time homeowners in Brewster:

- to inform members of Town and Cape issues of importance to them
- to give members a voice in Brewster affairs
- to improve communication and cooperation between members and the Town of Brewster
- to use members’ resources and skills to the maximum benefit of the Town

## **Article IV – Membership and Dues**

Full membership is open to any part-time resident taxpayer of Brewster, Massachusetts. Auxiliary membership is open to any full-time resident of Brewster or any resident of another Cape Cod town. The membership dues shall be determined by the Board from time to time and shall initially be \$15.00/year for full membership for single persons, \$25.00/year for full membership for an entire family living in the same house and \$25.00/year for auxiliary members. The membership period is from January 1 to December 31 of each year. For meetings at which votes are taken, full members are entitled to two votes for a family or one vote for a single person. Auxiliary members are not entitled to vote.

It is the policy of the BAPR that our membership list is private and for the exclusive use of this organization. Our membership list shall not be sold or given to any other group and no information about individual members shall be given out without their express permission.

## **Article V – Meetings**

The Annual Meeting shall be held on the last Saturday in June, and at the Board’s option, one or more additional meetings may be held prior to Labor Day.

Special meetings during the period between the annual meeting and Labor Day may be called, upon the written request of 10% of the eligible votes, which request shall be received by the Secretary at least twenty days before the requested meeting date.

Notice of meetings shall be sent by e-mail to each member, or by U.S. mail to members who do not have e-mail capability. Such notices shall be sent at least fifteen days before the meeting.

The presence at any membership meeting of at least 10% of the eligible votes shall constitute a quorum and shall be necessary to conduct the business of the corporation. For the purpose of establishing a quorum, the number of eligible votes shall be determined as of ten days before the meeting.

#### **Article VI – The Board**

A Board, consisting of elected officers and directors (both elected and appointed), shall manage the Association. Each officer and director shall be at least eighteen years of age and a full member of the Association.

The officers shall consist of a President, Vice President, Treasurer, and Secretary. The President shall appoint a Membership Chairman, Data Base Manager, and Webmaster who shall be directors of the Board. The past-President shall also serve as a member of the Board until such time as the existing President's term has ended, at which point the outgoing President shall take his or her place. An executive committee, consisting of the officers, shall be responsible for day-to-day running of the organization.

The directors shall consist of the appointed directors and the past-President, as stated above, plus the elected directors. The elected directors shall be between five and fifteen in number. The number of elected directors may be increased or decreased to a number not less than five, or more than fifteen, by a majority vote of the Association members or by a majority vote of the Board. No decrease in the number of directors shall shorten the term of any incumbent director.

The Board shall meet during the one-week period prior to each full membership meeting. Special meetings of the Board may be called, upon a request in writing to the President from any three Board members. Participation in a Board meeting may be by any means of communication through which all persons participating may simultaneously hear each other during the meeting. The presence at a Board meeting of at least 50% of the Board members shall constitute a quorum and shall be necessary to conduct the business of the Board. Notice of a Board meeting shall be given to all members of the Board at least 10 days before a regular meeting or three days before a special meeting. The Board shall have the authority to hire a full or part-time Administrator and such other employees, consultants, and professionals as it shall in its reasonable judgement deem necessary to conduct the efficient operation of the Association. Such Administrator shall be an ex-officio member of the Board without voting rights.

The President shall appoint a nominating committee of not less than three and not more than seven members, by May 1<sup>st</sup> of each year, with a request to complete the nominating process by June 1st. A majority of the nominating committee shall be members of the existing Board, one of whom shall be appointed as chair by the President. The report of the nominating committee shall be sent with the notice of the Annual Meeting to all members. At the Annual Meeting, additional nominations for each vacancy may be made from the floor.

Officers and elected directors shall be elected by the membership at the Annual Meeting by a majority vote of the members in attendance.

The term of office for both officers and elected directors is two years, to expire at the appropriate Annual Meeting two years hence. The election of all officers shall occur every other year, however the elected directors shall be elected in two groups with staggered terms – one group being elected each year. If there are an odd number of elected directors, an odd number of directors shall be elected in odd-numbered years and an even number in even-numbered years. An officer or director may be reelected to succeed himself or herself, except that no person shall be eligible to serve for more than two consecutive terms.

An officer or director may resign at any time by sending a letter of resignation to the Secretary or the President. Any officer or director may be removed, by the affirmative vote of two-thirds of the persons then serving on the Board, for a cause deemed important by the Board. In the event of resignation or removal, the Board may fill the vacancy by appointment. The remaining members shall constitute the Board until the vacancy is filled or the number of Board members is changed.

## **Article VII – Officers**

**President:** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board. In the absence of the President at such meetings, the presiding officer shall be the Vice President, to be followed, in the Vice president's absence, by the Treasurer, and then the Secretary.

The President shall have the power and authority to see that all orders and resolutions of the Association are carried into effect, shall give a report on the "State of the Association" at each Annual Meeting, and shall have such other powers and duties as may be voted by the Board.

**Vice President:** The Vice President shall support the President in the conduct of business and, in the President's absence, shall act in his/her behalf.

**Treasurer:** The Treasurer shall collect and deposit in an Association bank account all money received from the payment of dues. He or she shall pay all authorized indebtedness, keep books of the accounts of the Association's finances, and conduct such other duties as the Board may direct. The books shall be open for inspection of the Board. The Board

may direct an audit of the books of the Treasurer. The Treasurer shall present a balance sheet, summarizing assets and liabilities of the Association at each meeting of the Board and also present a summary report of the financial condition of the Association at the Annual Meeting, including the current balance sheet and a projection of future income and expenses. The Treasurer shall prepare and file all necessary tax statements.

Upon retiring from office, the Treasurer shall turn over to his or her successor all books, papers, vouchers, and funds belonging to the Association pertaining to the office.

**Secretary:** The Secretary shall keep records of all meetings of the Association and the Board, have custody of the documents of the Association, conduct the correspondence of the Association, record any amendments of the Bylaws of the Association, submit the Annual Report as required by the Commonwealth, and perform such other duties as may be directed by the Board. The Secretary shall make a written and verbal report at the Annual Meeting. The Secretary will provide copies of the Bylaws to members, upon request.

**Executive Committee:** The Executive Committee shall be responsible for the general management of the affairs of the Association and act on behalf of the Board between meetings of the full Board. Meetings of the Executive Committee shall be held at a time and place and in a manner selected by the President. A quorum, for the purpose of conducting business, shall consist of three members. The Executive Committee shall have the power to make purchases and enter into contracts for the ordinary expenses of the Association, but it shall have no power to commit the Association to a liability for any extraordinary debt or expense without the approval of the Board. The Secretary shall report any actions of the Executive Committee to the full Board at its next meeting.

**Other Committees:** The President shall have the power to appoint one or more committees as the Board shall direct.

**Bond:** Any officer or employee, if required by the Board, shall be bonded in such sum and with such security as the Board may require for the faithful performance of his or her duties.

#### **Article VIII – Construction:**

If there is any conflict between the provisions of the Articles of Organization and these Bylaws, the provisions of the Articles of Organization shall govern.

#### **Article IX – Amendments:**

Proposed changes to the Bylaws shall be made by a request in writing to the Secretary from any two members of the Board or by a petition from 10% of the eligible votes. Approval for such changes may be by a two-thirds vote of the Board or by a two-thirds vote of eligible votes present at the Annual Meeting.