

BY-LAWS

INDIAN PONDS ASSOCIATION, INC.

ARTICLE I - Name and Membership

1. Name. The organization shall be known as the “Indian Ponds Association, Inc.”.

2. Membership. There are three categories of membership.

a. Resident members: Membership in this category is open to all households who are holders of record title within the Village of Marstons Mills abutting any of the three ponds (Hamblin, Middle, and Mystic) including property not to exceed one lot in depth across the bounding highways from the lake area indicated on the Town of Barnstable Zoning Map dated March 8, 1966. [Bounding highways are Race Lane from Old Mill east to Route 149, south to Lovells Lane, west to River Road, northwest to Bog Road, north to Old Mill Road, and ending again at Race Lane]. Resident membership is granted upon signing of a register of members maintained by the clerk of the Association, and payment of dues. Resident members may vote at IPA annual meetings and may hold office.

b. Friends of the IPA (FIPA): Membership in this category is open to households anywhere outside of the IPA area. FIPA membership is granted upon signing of a register of members maintained by the clerk of the Association, and payment of dues. FIPA members may attend IPA annual meetings, but may not vote or hold office.

c. Non-resident members: Membership in this category is solely by invitation of the board of directors and is restricted to households anywhere outside of the IPA area which have, in the determination of the board, demonstrated a strong and clear desire for the protection and preservation of the Indian Ponds. Non-resident membership is granted upon a letter of invitation, signing of a register of members maintained by the clerk of the Association, and payment of dues. Non-resident members may vote at IPA annual meetings and may hold office.

ARTICLE II - Officers of the Association

1. Directors and Officers. A slate of directors to fill open director positions will be presented for election at the annual meeting. Following the annual meeting, the directors will meet and elect, from among the directors, the Association officers.

2. President. The president, with advice of the board of directors, will prepare the agenda, and will chair all meetings of the Association or of its board of directors. He/she will represent the Association before Town agencies and other bodies, unless some other person or director may be specifically designated for that purpose by the president or by the board of directors. He/she will appoint a nominating committee annually, which will prepare a slate of directors for the annual meeting

3. Vice President. The vice president will preside at meetings in the absence of the president, and otherwise assume the duties of the president when the latter is not available.

4. Treasurer. The treasurer will receive, hold, and expend funds of the Association as directed by these By-laws and from time to time by the board of directors. The treasurer will submit a written account of all funds to the membership at the annual meeting and to the board of directors at each of its meetings.

5. Clerk. The clerk will maintain the membership roll of the Association, record the minutes of all meetings, and distribute those minutes to the members of the board of directors. The record thus kept of the proceedings will serve as the historical record of the Association.

ARTICLE III - The Board of Directors

1. Number. The number of directors of the Indian Ponds Association, Inc. is set at 11, unless and until further determined by members of the Association pursuant to these By-laws. In the event of the loss of a board member, the president will call a meeting of the board to appoint an interim member.

2. Power of the Board. The board of directors shall have the power to manage all of the affairs of the Association, and without limiting the generality of the foregoing or any power vested in the By-laws, the board shall have the power to establish, levy, and collect Association dues as described in Article VI for the purpose of managing and executing the affairs of the IPA, to satisfy IPA goals, and to support and improve the three Ponds for the benefit of members and the public at large.

3. Associate Directors. The board of directors may nominate up to three resident or non-resident members who are in good standing and who have expressed an interest in standing for election as full-time directors to be appointed as associate directors for a term not to exceed two years. Associate directors may attend and participate in regularly scheduled board meetings, receive copies of all documentation relevant to those meetings, but may not be counted as part of a quorum nor vote on matters arising at such meetings.

ARTICLE IV - Terms of Officers and Directors

1. Terms of the Board. Each director shall be elected for a two-year term unless otherwise noted in the By-laws. No director shall serve more than three consecutive terms.

ARTICLE V - Meetings of the Association

1. Annual Meeting. An annual meeting shall be held on a Sunday in July at which directors shall be elected, and budgets, expenditures, accomplishments, and future plans shall be discussed. Notice of the annual meeting will be provided to members not later than 14 days before the date of the meeting, together with an annual report of the Association's activities and finances.

2. Board Meetings. The board of directors will meet as called by the president or by a majority of the board, but not less than three times during the year, and will also meet following the Association annual meeting for the purpose of electing officers.

3. Special Meetings. A special meeting of the membership may be called at the president's discretion, or by a majority of the board, or by request of a minimum of 20 Association voters. At least two weeks prior to the meeting, the president will provide members with written notice of the circumstances warranting the meeting, the issues involved, and a tentative agenda.

4. Quorums. The quorum for the annual meeting or for any special meeting will be comprised of at least 20 percent of the members of record, or their written proxy, at the meeting. The quorum for a meeting of the board shall consist of a majority of the board members.

5. Votes. Each property owner who is a member is entitled to a single vote representing the property in question. That vote may be presented by the property owner/voter present at the meeting, or by a proxy vote received by the board prior to the meeting.

ARTICLE VI - Association Funds

1. Annual Dues. The board of directors will set the amount of the annual membership dues. The board will set the annual membership fee to cover anticipated Association expense, recognizing that the fee should be kept as nominal as possible to encourage membership.

2. Maintenance of Funds. All funds will be kept in an account maintained in the name of the Association. Withdrawal in excess of \$500 will require the signature of the president and treasurer. Withdrawal of funds in excess of \$1000.00 will require the approval of the board of directors.

3. Expenditure of Funds. Association funds will be used to cover all administrative costs, including the cost of keeping and maintaining records of the Association, and preparation and mailing to members notices of meetings or newsletters. From time to time, funds may also be expended in the pursuit of the objectives of the organization, and may include such items as hearings, legal fees, and filings.

4. Donations. Donations will be accepted by the organization and will be added to the general fund, unless otherwise specified by the donor.

5. Fiscal Year. The fiscal year shall be from July 1 through June 30.

6. Dissolution. In the event the Association dissolves, any excess moneys accumulated, net of expenses, would be donated as a charitable gift to the Marstons Mills Library.

ARTICLE VII - Committees

1. Nominating Committee. The president will appoint a nominating committee annually. The committee will be comprised of a past president or past director, a current director, and a

member at large. The committee will prepare a slate of proposed directors to be voted on at the annual meeting. The proposed slate will have broad geographical representation of the area covered by the Indian Ponds Association, Inc.

2. Other committees may be established, as necessary, by the president, with the assent of the board of directors.

ARTICLE VIII - Amendments

1. Amendments. These By-laws may be amended at any annual meeting or any special meeting provided only that the proposed amendment will be stated specifically in the notice.

ARTICLE IX - Parliamentary Authority

1. Proceedings. Robert's Rules of Order shall be accepted to govern the proceedings of the IPA. The president shall appoint a parliamentarian if necessary.