

By-Laws of the Northern Pines Chappaquonsett Road Association

Article I - NAME The name of this Association shall be the Northern Pines Chappaquonsett Road Association.

Article II - PURPOSE The purpose of this Association is to provide for the maintenance, upkeep and repair of the road shown on Exhibit A, "Sketch Map of Proposed Jurisdiction of the Northern Pines Chappaquonsett Road Association" so that reasonable and safe access over said roads will be available to the proprietors and owners of land abutting on the road or who use the road as their major access.

Article III - POWERS To further the above purpose, this Association shall have the powers granted to proprietors and occupants of private ways by Sections 12 and 14 of Chapter 84 of the Massachusetts General Laws as amended from time to time and the powers to take all action necessary or desirable to effectuate its purpose.

Article IV - MEMBERSHIP The Association shall have one class of members who must be owners of land abutting on any portion of the road system or who use the road as their major access as shown in Exhibit A.

Article V - VOTING The owner or owners of each lot, whose assessment is currently paid, shall be entitled to cast one vote with respect to such lot. The vote must be cast in person or by proxy by of the owners, or in the case of a corporation, trust, or other entity, by an officer, trustee, or duly authorized representative.

Article VI - MEETING OF MEMBERS

Section 1: Annual Meeting An Annual Meeting of the Association for the purpose of electing officers, committees, receiving reports, and transacting other business shall be held in the Town of Tisbury in August or September of each year. The place, date, and time of the Meeting shall be fixed by the Secretary. At such meeting the members may take any action that proprietors and occupants of a private way are authorized to make under Chapter 84 Sections 12, 13, and 14 of Massachusetts General Laws as amended from time to time.

Section 2: Special Meetings A special meeting of the Association may be called by any officer of the Association and must be held in the Town of Tisbury. A special meeting of the Association must be called within fifteen (15) days by the Clerk if requested in writing by five (5) or more members (other than officers) of the Association.

Section 3: Notice of Meetings Written notice stating the place, date, time, and agenda of any meeting of the Association shall be delivered either by first class mail or email to each member not less than thirty (30) days before the date of such meetings.

Section 4: Quorum Five (5) voting members of the Association physically present at any meeting shall constitute a quorum. The act of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Association unless a greater number is otherwise specially required by these bylaws or by statute.

Article VII - OFFICERS

Section 1: Number The officers of the Association shall be the Surveyor, the Secretary, and the Clerk/Treasurer.

Section 2: Powers The officers of the Association shall have all the powers and authority conferred upon them by Chapter 84, Sections 12, 13, and 14 of the Massachusetts General Laws as amended from time to

time, together with such implied and incidental powers as are reasonably necessary to carrying out their duties and the purposes of the Association.

Section 3: Election The officers of the Association shall be elected by members at the regular annual meeting of the members and shall serve for a term of 1 year. In the event of an officer's removal, resignation or disability, the officers shall appoint another Road Association member to fill the unexpired term of the office until the next election.

Section 4: Vacancies In the event of a vacancy in any of the three offices of Surveyor, Secretary, or Treasurer, the remaining officers shall designate in writing one of the other Association members to serve in that capacity.

Section 5: Surveyor The Surveyor shall periodically inspect the road system, shall report on the condition of the road and recommend to the Association members at Annual or Special Meetings maintenance, repairs or upgrading of the road system. The Surveyor shall be the chief executive officer of the Association and shall execute all contracts on behalf of the Association. The Surveyor shall also perform such other duties as may be required by these By-Laws or by statute.

Section 6: Secretary The Secretary shall keep the minutes of all the meetings of the Association which shall be the accurate and official record of all business transactions. The Secretary shall be the custodian of all records of the Association other than the financial records which financial records shall in the custody of the Treasurer.

Section 7: Clerk/Treasurer The Clerk/Treasurer shall be the financial officer of the Association and shall perform such duties as may be required by these By-Laws or by statute. The Clerk/Treasurer shall receive and deposit in a bank or banks on the island of Martha's Vineyard all monies of the Association, maintaining an accurate account thereof. The Clerk/Treasurer shall make reports of the financial condition of the Association to the Surveyor whenever requested. The Clerk/Treasurer shall prepare a written report to the members of the receipts, expenditures and financial condition of the Association for the Annual Meetings.

Article VII - COMMITTEES At any Annual or Special Meeting of the Association, an Executive, Nominating or other Committee may be elected or its appointment authorized.

Article VIII - ASSESSMENTS

Section 1: Annual Assessment The amount of the annual assessment shall be proposed by the Treasurer in agreement with the surveyor as to the amount to be expended in the forthcoming year for the repair, maintenance, and upkeep of the roads referred to in Article II above and for Association operating expenses. The budget and the amount of the annual assessment shall be approved by a vote of two-thirds (2/3) of the members present in person or by proxy at the annual meeting.

Section 2: Payment of Assessments Notice of the amount of the annual assessment for the coming year shall be mailed or emailed after approval at the Annual Meeting. Payment is due within thirty (30) days after the date that the bills are mailed or emailed. Penalties may be imposed after that time.

Section 3: Special Assessments Special Assessments for the required repairs to any of said private roads referred to in Article II above may be levied at any time on the members of the Association by the Treasurer after a majority of the officers of the Association have so voted, provided that the total amount assessed does not exceed one third the amount of the current annual budget. Special Assessments that exceed one third of the amount of the annual budget shall require a two-thirds (2/3) majority vote of those present in person or by proxy at a special meeting called to consider such amount.

Section 4: Construction Surcharge. Should any member have construction or other work that requires the transit of heavy vehicles over Association roads, they will be assessed a \$1,000 construction surcharge for the calendar year or years during which the construction occurs.

Article X - FISCAL YEAR The fiscal year of the Association shall end on June 30th of each year.

Article XI - AMENDMENTS Amendments to the By-Laws may be proposed by written petition of any member of the Association. Any proposed amendment shall be distributed to all members of the Association by first class mail not less than thirty (30) days prior to the date of the next annual meeting or of the special meeting called to consider the amendment. A proposed amendment shall become effective when approved by a vote of two-thirds (2/3) of the members present or by written proxy at the meeting to which the amendment is presented.

Adopted: