

# **TOM NEVERS CIVIC ASSOCIATION, INC.**

## **BYLAWS**

(As Amended Through July 30, 2005)

### **ARTICLE I**

Name, Location, Purposes, Seal,  
and Fiscal Year

#### SECTION 1. Name and Location.

The name of the Association shall be Tom Nevers Civic Association, Inc. The boundaries of the Tom Nevers Civic Association, Inc. (hereinafter called the Association) shall be that area of Nantucket Island bounded as follows: North - Milestone Road from junction with Madequecham Valley Road to numbers 303/314; East - line from Milestone Road south to Atlantic shore (including Tom Nevers Pond); South - Atlantic shore westward to and including inhabited area south of Nantucket airport; West - a line southeast of airport property, then west of and parallel to the Madequecham Valley Road up to Milestone Road.

#### SECTION 2. Purposes.

The purposes of this Association shall be:

To promote and protect the mutual interests of the property owners and residents within the boundaries of the Association as set forth above.

To preserve the residential character of the Tom Nevers area and to promote betterments and improvements therein.

To provide a medium through which the residents of the Tom Nevers area meet and discuss matters of common interest affecting their community and the welfare of its constituents.

To promote studies and make recommendations designed for the improvement of the welfare of the property owners and residents of the Tom Nevers area.

To work with the Nantucket Civic League and to promote their endeavors relating to issues and problems which affect the Island in part or in whole.

To raise, borrow, and receive money, and to use and expend such funds to accomplish the aims of the Association; to lease, rent, purchase, own, and encumber real and personal property of all types and kinds; and to do all other lawful things necessary for the accomplishment of the purposes of the Association.

This Association is not organized for profit, and no part of its earnings and income shall inure to or for the benefit of any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purposes of the Association as set forth herein.

This Association is organized pursuant to Section 501 (c)(4) of the Internal Revenue Code, and all purposes and powers hereof will be carried out pursuant to said Code.

In the event of dissolution of the Association, the assets of the Association will be distributed to a charitable or nonprofit organization of Nantucket, all in accordance with an order of the Superior Court of the Commonwealth of Massachusetts sitting in and for the County of Nantucket.

**SECTION 3. Seal.**

The Association may have a seal in such form as may be determined by the Board of Directors.

**SECTION 4. Fiscal Year.**

Except as otherwise determined by the Board of Directors, the fiscal year of the Association shall end on the thirty-first (31<sup>st</sup>) day of December in each year.

**ARTICLE II**

**Membership**

Basic membership is limited to persons who are owners of record of that which is real property within the boundaries of the Association as set forth in ARTICLE I, SECTION 1, hereof. Voting membership is limited to those basic members who pay such dues and assessments as may be lawfully levied by this Association.

Each voting membership carries with it the privilege of one vote on issues that arise, and that vote may be by proxy if the Secretary is notified in advance, provided, however, that property owned in common, jointly or by the entirety shall be voted only once.

**ARTICLE III**

**Meetings**

**SECTION 1. Annual Meeting.**

The annual meeting of the members of the Association shall be held each year at such time and place in Nantucket, Massachusetts, as may be specified by the Board in the notice of such meeting.

**SECTION 2. Special Meeting.**

Special meetings of members may be called at any time by the President or, upon written application often (10) or more members, by the Secretary. Such call shall state the date, time, place, and purpose of the meeting.

**SECTION 3. Notice and Waiver of Notice.**

A written notice stating the place, date, time, and purpose of each meeting of the members shall be mailed by the Secretary at least seven (7) days before the meeting to each member, addressed to him at his address as it appears in the records of the Association, or by publication in a newspaper published in Nantucket.

#### **SECTION 4. Quorum.**

At any meeting of the members, twenty percent (20%) of the voting members appearing in person or by proxy shall constitute a quorum, but a lesser number may adjourn any meeting from time to time, and such meeting may be held as adjourned without further notice.

### **ARTICLE IV**

#### **Board of Directors**

##### **SECTION 1. Number and Election.**

The number of Directors shall be eleven (11), six of whom shall serve for a period of three (3) years. At each Annual Meeting the members shall elect two (2) Directors for terms of three (3) years each to fill vacancies caused by the expiration of the terms of prior Directors. Five (5) Directors shall serve for a period of one (1) year. The five (5), one (1) year terms shall be filled by the President, Vice President, Treasurer, Clerk, and immediate past President, ex-officio. In the event the immediate past President, ex officio, no longer owns property in the Tom Nevers area, then a Director-at-large may be elected to fill this vacancy on the Board. The term of the Director-at-large shall be for one (1) year.

Directors may be elected to fill any vacancy which may occur for any reason. Such Director shall serve for the remainder of the term vacated.

All Directors shall be chosen from the membership of the Association and shall serve without compensation.

##### **SECTION 2. Powers.**

The Board of Directors shall have and may exercise all the powers of the Association except such as are conferred upon the members by law, by the agreement of the Association, or by these Bylaws. It will have the power to appoint such committees as it may deem advisable to act under the supervision of the Board.

##### **SECTION 3. Executive Committee.**

There shall be an Executive Committee comprised of the President and no less than two other Officers plus no more than two other Directors all as from time to time appointed by the President. Four members of the Executive Committee shall constitute a quorum. Meetings of the Executive Committee shall be held as may be required to act for the Board of Directors between board meetings.

The Executive Committee may approve expenditures of no more than \$500. Amounts exceeding \$500 are subject to approval of a full board quorum in person or by telephone.

##### **SECTION 4. Meetings.**

Regular or special meetings of the Board of Directors may be held at such places and at such times as the Board may, from time to time, determine. A regular meeting may be held without call or notice immediately following and at the same place as the Annual Meeting of members or the special meeting in lieu thereof. Special meetings may be held at any time and place when called by the President, the Treasurer, or two or more Directors.

## SECTION 5. Notice of Meetings.

Notice of all regular meetings (except as provided in SECTION 4 of this Article) and of all special meetings of the Board of Directors shall be given to each Director by the Secretary or, in the case of death, absence, incapacity, or refusal of such person, by one of the Directors. Notice shall be given to each Director either personally or by telephone or telegram sent to his business or home address at least twenty-four (24) hours in advance of the meeting, or by written notice mailed to his business or home address at least one (1) week in advance of the meeting. A Director shall for all purposes be deemed to have received due notice of any meeting at which he is present or of which he shall have waived notice in writing either before or after the meeting.

## SECTION 6. Quorum.

A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice.

## SECTION 7. Action of the Board of Directors.

At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to decide any question brought before the meeting.

## SECTION 8. Vacancies.

Any vacancy in the Board of Directors or in any other office may be filled for the **unexpired** term by vote of the Board of Directors. The remaining Directors may exercise the powers of the full Board until successors are elected.

# **ARTICLE V**

## Executive Officers

### SECTION 1. Title and Election of Officers.

The officers of the Association shall consist of a President, Vice President, Clerk (Secretary), and Treasurer and each shall be elected annually by the members. Two or more offices may be held by the same person.

### SECTION 2. President.

The President shall be the chief executive officer of the Association and, subject to the direction of the Board of Directors, shall have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he shall preside when present at all meetings of the Board of Directors.

### SECTION 3. Vice President.

The Vice President shall assume the duties of the President whenever the President shall be absent or unable to perform the duties of the office of the President.

SECTION 4. Clerk.

The Clerk shall keep a record of the meetings of members and of the Board of Directors. In the absence of the Clerk from any meeting, a Temporary Clerk shall be designated to perform the duties of the Clerk. The Clerk and any Temporary Clerk shall be sworn to the faithful performance of their duties.

SECTION 5. Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Association. He shall cause to be kept accurate books of account of the affairs of the Association and, if required by the Board of Directors, he shall give bond for the faithful performance of his duty. He shall make an annual financial report to the members.

**ARTICLE VI**

Miscellaneous Provisions

SECTION 1. Execution of Instruments.

Unless otherwise determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments, whether or not under seal, and all checks, acceptances promissory notes, bills of exchange, and other copies for the payment of money shall be signed by the Treasurer.

SECTION 2. Evidence of Authority.

A certificate of the Clerk or Temporary Clerk as to any action taken by the members, the Board of Directors, or any other officer or representative of the Association shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

SECTION 3. Records.

The books and records of the Association shall be made available for examination by any officer or Director upon oral request for same at reasonable times and places.

SECTION 4. Amendments.

These Bylaws may be amended, altered, or repealed at any meeting of the members by a majority of those voting, provided that the substance of the proposed amendment, alteration, or repeal shall be stated in the notice of the meeting.

SECTION 5. Dues and Assessments.

The Board of Directors shall establish and may amend from time to time such dues and assessments as may be required for the continued and satisfactory operation of the