



Of East Falmouth, MA

P.O. BOX 122, MASHPEE, MA 02649

July 1st, 2020

To all Fellow AVPOI Members,

Late last year a group of us accepted the task of updating the existing By-Laws of the corporation. This had not been done since 2006 and needed to be done.

The package includes the following:

1. Letter from AVPOI Lawyer – Seth Roman.
2. By-Laws highlighting revisions to 2006 By-Laws, and including 17 Member petition signatures.
3. Explanation document identifying updates and clearly spelling out what the committee did and why.

The bulk of the changes, as stated in the explanation document were grammatical.

I would like to expound upon the issue of the "immediate Past President." The "immediate Past President" is the only position on the Board that is not elected by the membership. As a committee we talked with our lawyer, and among ourselves, and came to the conclusion that this position needed to be clarified. It is all well and good that the position was created in an effort to smooth transition and maintain continuity between changing Presidents, but at what point does that end? Potentially, unless the sitting President changed, the "immediate Past President" would have a vote on the board for years if not decades and would never have been elected by the membership. The other part of the issue, is that the President is elected every year. The language of the By-Laws says the "immediate Past President," it does not say the last person to be elected President. Clearly the "immediate Past President" is the person elected to be President in the last election, regardless of whether the same person remained President or not. It is for these reasons that we clarified the length of time an "immediate Past President" remains in office to the time between elections, in this case, one year. One year is ample time to smooth transition and maintain continuity.

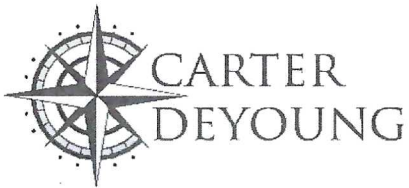
The second issue is the size of the Board of Directors. The smaller board of directors' size was expanded to address a problem reaching a quorum causing project delays and to increase community involvement. In conversation with our lawyer, Seth, the Board itself has the right to increase its size. It cannot remove an officer that has been duly elected by the membership, except under the rules in the By-Laws for that very purpose. In this case, the Board decided to add 4 Board of Director positions and so an update was required to the By-Laws. These positions are volunteer and are non-paid positions.

Committee members were: Sean Linehan (Chair), John Bowers, Ibee Smith, and Cliff Calderwood

I hope you will look at the work the committee has done, and see the rationale behind each decision we made. I also hope you will vote in favor of these updated By-Laws.

Sincerely,

Sean Linehan
By-Laws Committee Chair



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June 8, 2020

Ron Klattenberg, President
Ashumet Valley Property Owners, Inc.
Post Office Box 122
Mashpee, Massachusetts 02469

RE: Proposed Changes to By-Laws

Dear Mr. Klattenberg:

This letter confirms that I have reviewed the proposed changes to the By-Laws of Ashumet Valley Property Owners, Inc., along with the explanation of the proposed changes, dated May 29, 2019. It is my understanding that the Board of Directors has unanimously approved the proposed changes, and intends to submit them to the full membership for approval at the corporation's annual meeting in August.

It is my opinion that the proposed changes comply with the provisions of Chapter 180 of the Massachusetts General Laws, as well as the requirements of the corporation's Articles of Incorporation and existing By-Laws.

Sincerely,

Seth G. Roman

ASHUMET VALLEY PROPERTY OWNERS, INCORPORATED
BY-LAWS

As Amended September 13, 2005
And Corrected September 21, 2006

And Amended Month, Day, Year

ARTICLE I
NAME

The name of the Corporation shall be:
Ashumet Valley Property Owners, Incorporated.

ARTICLE II
PURPOSE

To promote the beneficial use and enjoyment by owners and tenants of property in Ashumet Valley; to promote sound ecological practices in the Town of Falmouth and in the Commonwealth of Massachusetts; to safeguard the natural environment of the Towns of Falmouth and Mashpee, and in particular, to prevent abuse and pollution of Ashumet Pond and surrounding areas; to insure good community relations, public safety, and good living conditions among the Members of the Corporation and between the members of the public at large; and to implement performance of the covenants, restrictions, and conditions mutually imposed upon and for the benefit, of all Members of the Corporation.

ARTICLE III
CORPORATE SEAL

The corporate seal shall be circular in form and shall bear the name of the Corporation, the year of its incorporation and such other inscriptions as the Board of Directors may determine.

ARTICLE IV
POWERS AND PRIVILEGES

The Corporation shall have all the powers and enjoy all the privileges granted to charitable educational corporations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE V
PRINCIPAL OFFICE

The principal office and place of business of the Corporation shall be: P.O. Box 122, Mashpee, Massachusetts, 02649.

ARTICLE VI MEMBERSHIP

Section 1 - Class of Members

The Corporation shall have two classes of Members. The qualifications and rights shall be as follows:

- a)** A Mandatory Member: Every owner of a building site in Ashumet Valley who is required to be a Member by reference to that obligation in their Deed or chain of title. Mandatory membership in this Corporation shall terminate upon such Member's ceasing to be an owner of a building site at Ashumet Valley and the person who acquires such building site shall automatically become a Member of this Corporation, subject to the provisions of Article XI, Section 5.
- b)** A Voluntary Member: Every owner of a building site in Ashumet Valley who desires to be a Member but is not obligated to do so by their deed or chain of title. Voluntary Members shall enjoy all the privileges of membership and be bound by all of the obligations of a Mandatory Member except for the provisions for special assessments set forth at Article XI, Section 3. An owner can elect to be a Voluntary Member by so notifying the Corporation in writing and, as long as the Member complies with Article XI, Section 4, shall thereafter continue to be a Voluntary Member until written notice of resignation is received by the Corporation.
- c)** Membership shall include an undertaking to comply with and be bounded by the Articles of Organization, these By-laws and amendments thereto, and the policies, rules and regulations at any time adopted by the Corporation.

Section 2 - Voting Rights

- A.** Each Member in good standing (term "good standing" as defined in Article XI Section 4A) shall be entitled to vote on each matter submitted to a vote of the Members. A Member shall have one vote for each building site of which he is an owner. Where two or more owners own a building site, only one vote for such building site owned shall be allowed, and the vote, either in person or by Proxy as per Article VII, Section 6, of one joint owner shall be binding upon all other joint owners unless prior to the vote, the Corporation has received a specific written notice to the contrary from any joint owner.
- B.** In the event joint owners cannot agree on who should cast their vote, then each joint owner, upon presentation to the Corporation of satisfactory proof of his interest in the Building Site, shall be entitled to cast a vote equal to the percentage of ownership in the Building Site. For instance, two joint owners of undivided interest would each be entitled to cast one-half of one vote.

ARTICLE VII MEETINGS OF MEMBERS

Section 1 - Annual Meeting

An Annual Meeting of the Members shall be held for the purpose of hearing reports, electing Officers and Directors and conducting such other business as may be set forth in the agenda which shall accompany the notice of meeting. The Annual Meeting shall be held on a date (between July 1 and September 30) and place to be determined annually by the Board of Directors.

Section 2 - Special Meetings

A Special Meeting of the Members must be called within forty-five (45) days by the President or Secretary, if requested by not less than **fourteen (14)** Members having voting rights, provided such request is in writing signed by such Members and sets forth a proposed agenda for the Special Meeting which agenda shall be reproduced and shall accompany the notice of Special Meeting.

Section 3 - Notices of Meetings

Written notice **by postal mail or email** stating the place, day, the hour thereof and the agenda for the Meeting shall be **sent** by the secretary to the last known address of each Member entitled to vote at such Meeting, not less than thirty days before the date of such Meeting. No notice need be given to any Member if a written waiver of notice, executed before the Meeting by the Members is filed with the records of the Meeting.

Section 4 - Quorum

Forty-one (41%) of the Members who are entitled to vote if present, either in person or by proxy, shall constitute a quorum for the transaction of business at any Meeting.

Section 5 - Action at Meeting

Except as otherwise required by law, the Articles of Organization, these By-laws, and any matter coming before any Meeting of the Members at which a quorum is present shall be adopted as the act and deed of the Members, if approved by the vote of a majority of the Members present, or voting by proxy as set forth in Section 6 below, provided, however, that at all elections by Members a plurality of the votes cast for any nominee or nominees shall elect and provided further that no action shall be taken at a Special Meeting unless it is pursuant to an item on the agenda included in the notice of such Meeting. All Meetings shall be conducted in accordance with Roberts Rules or Order.

Section 6 - Proxies

At any Meeting of the Members, a Member entitled to vote may do so by proxy executed in writing by the Member and received by the Secretary prior to the stated time for such Meeting. No proxy shall be valid after six months from the date of its execution unless otherwise provided in the proxy.

Section 7 - Committees

The Board of Directors may appoint committees and delegate thereto some or all of its powers. A majority of any such committee may determine its actions and affix the time and place of its meetings. The Directors shall have the power at any time to fill vacancies in, change the membership of, or discharge any such committee.

ARTICLE VIII OFFICERS

Section 1 - Officers

The Officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer and such other Officers and agents, with such duties and powers as the Members may, in their discretion, appoint.

Section 2 - Duties of the President

The President shall preside at all Meetings of the Corporation, shall exercise general supervision of the affairs and activities of the Corporation, and shall serve as a member ex-officio of all standing committees.

Section 3 - Duties of the Vice President

The Vice President shall preside at all Meetings of the Corporation in the absence of the President and shall perform such other duties as ordinarily pertain to the office.

Section 4 - Duties of the Secretary

The Secretary shall attend the Meetings of the Members and keep the minutes of all the Meetings of the Corporation which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all Corporation records. The Secretary shall notify the Members when required, by law or by these By-laws, of Meetings and shall perform such other duties the Members from time to time prescribe. In the absence of the Secretary at any such Meeting, a Temporary Secretary shall be chosen who shall record the proceedings of the Meeting in the minute book of the Corporation.

Section 5 - Duties of the Treasurer

The Treasurer shall receive all Corporation funds, keep them in a bank approved by the Members and payout funds only on notice signed by the Treasurer and one other Officer.

ARTICLE IX BOARD OF DIRECTORS

Section 1 - Composition

- A.** The Officers of the Corporation and eight (8) Directors elected as provided in Article X below, shall constitute the Board of Directors which shall act for the Corporation between Meetings of the Membership. The majority of the Board of Directors shall constitute a quorum.
- B.** The immediate past-President shall be considered a member of the Board of Directors in voting only for the one-year term and considered in constituting a quorum.

Section 2 - Terms of Office

Officers shall serve for one year, or until successors are elected. Directors shall serve for two years except as especially provided in Article X below.

Section 3 - Meetings

The Board of Directors shall meet at times and places to be determined by a majority of its members but in any case, shall meet at least three times annually.

Section 4 - Resignation

Any Officer or Director may resign by delivering or mailing postage prepaid, his written resignation to the Corporation, at its principal office or to the President or Secretary and such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some event.

Section 5 - Removal

Any Director or Officer may be removed from office, with or without cause, by affirmative vote of a majority of the Members of the Corporation, voting either in person or by proxy in which a quorum is present.

Section 6 - Vacancies

The Board of Directors may elect Members to fill vacancies in their own number or in any office caused by resignation, death, failure to elect, removal from membership, disability or other causes. Any Officer or Director so elected shall, unless sooner removed, hold such office for the remainder of the unexpired term or until their successors are duly elected.

ARTICLE X ELECTIONS

Section 1 - Officers and Directors

Officers and Directors shall be elected at the Annual Meeting by the Membership consistent with Article IX Section 2 and shall assume office on the first day of October of each year.

Section 2 - Method

Election shall be by closed ballot if there is more than one candidate for any office.

Section 3 - Nominating Committee

Not later than the thirty-first day of March of each year, the Board of Directors shall appoint a Nominating Committee which shall present to the Secretary of the Corporation not later than forty-five days before the Annual Meeting a list of candidates for the position of President, Vice President, Secretary, Treasurer, and candidates to each serve two-year terms as Directors.

The Nominating Committee will use reasonable care to ensure that the proposed candidates are Members in good standing of the Corporation and that each would be willing to serve, if elected.

The Nominating Committee's list of proposed Officers and Directors shall be included in the notice of the Annual Meeting.

Section 4 – Floor Nominations

Any member may nominate candidates for office from the floor of the meeting at which elections are held but for such nomination to be valid a notice signed by ten or more members giving the name or names of such nominees and the office for which they are to be nominated shall be filed with the Secretary of the corporation within twenty days after the report of the Nominating Committee is mailed to the membership.

ARTICLE XI DUES AND ASSESSMENTS

Section 1 - Annual dues

The amount of the annual dues hereafter shall be as proposed by the Board of Directors and adopted by the Membership at the Annual Meeting of the Membership held in the preceding year. Said proposal to be included in a proxy statement accompanying the appropriate notice of Annual Meeting and shall also be a voting item in the related proxy form.

Section 2 - Payment of Dues

Commencing with the fiscal year beginning October 1, 2020 the dues shall be paid within 30 days of receipt of notice.

Section 3 - Special Assessments

Special assessments may be levied upon Members of this Corporation only by the vote of not less than two-thirds of the Mandatory Members of the Corporation who are entitled to vote if present either in person or by proxy. Notice of a proposed assessment shall be given in the same manner as hereinbefore provided for notices of Special Meetings. Such assessment shall be due and payable by the Mandatory Members at the time and place set forth in the vote of the Mandatory Members.

Section 4 - Default in Payment of Dues or Assessments

A. When any Member shall be in default in the payment of dues or assessments on his building site at Ashumet Valley for a period of fifteen days from the date on which such dues or assessments are due and payable, he shall, for purposes of voting, be considered as not being in good standing. While not a Member in good standing, he shall have no rights of any kind whatsoever (but shall continue to have all of the obligations) arising out of a Membership in the Corporation or connected with any of the property owned by the Corporation.

B. In the event a Member defaults as set forth in paragraph A above, the Corporation shall give written notice of the default to said Member and if the amount due is not paid within ninety (90) days of the date of said notice, the amount of the dues or assessment **may** become a lien upon such Member's building site at Ashumet Valley in favor of said Corporation, the Corporation shall have the right to record notice of claim of lien, and proceed thereon in accordance with the provisions of law for the foreclosure and enforcement of liens, and, in addition thereto, the Corporation shall have the right to commence an action against such Member for the collection of said assessments or dues in any court of competent jurisdiction.

Section 5 - Assignment of Membership

A. In the event any Member whose dues are paid shall, during the year in which said dues are paid, terminate his Membership by sale of his building site in Ashumet Valley, he shall be entitled to assign to the buyers of such building site the benefit of the paid-up dues and to obtain an appropriate adjustment in the purchase price. The buyer of said building site shall be automatically a Member in good standing of the Corporation unless the dues have not been paid, in which event such buyer must pay the dues within fifteen (15) days of the acquisition of such building site, or be subjected to the provisions of Section 4 of this Article.

B. The Corporation shall cooperate with buyers and sellers to confirm the dues status so that the parties can make the appropriate adjustments to the purchase price of the building site of the Mandatory Member, if necessary. The Corporation shall, upon payment of all sums due the Corporation pursuant to this Article, by either the buyer or the seller, promptly provide that party, in a form suitable for recording in the Barnstable Registry District of the Land Court, a Release of the Lien referred to in Section 4 (B) of this Article, or, if requested by either party to the sale, written confirmation that dues are paid in full and no lien exists against the building site being sold by the Mandatory Member.

ARTICLE XII USE OF CORPORATE FUNDS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) or (4) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 176(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XIII AMENDMENTS

A. Any proposed amendments to the By-laws must be originated and signed by at least **fourteen (14)** Members in good standing of the Corporation and shall be submitted for action to the Secretary of the Corporation at least sixty days prior to the next occurring Annual Meeting.

B. Such proposed amendments shall become effective when approved by two-thirds of the Members present and entitled to vote at such Meeting and who actually vote either in person or by proxy. The proposed amendment **and ballot** with explanation and the recommendation of the Board of Directors shall be included in a proxy statement accompanying the appropriate

notice of Annual Meeting.

ARTICLE XIV COMPENSATION OF OFFICERS OR MEMBERS

No Officer or Member of the Corporation or employee thereof shall be entitled to secure any pecuniary profit from the operation of the Corporation, except reasonable compensation for services rendered in effecting one or more of its corporate purposes, (including service in the care or protection of its property or property rights), and then only when authorized by the Board of Directors.

ARTICLE XV DISSOLUTION

The Members of the Corporation, by a vote of a majority thereof, may authorize the Board of Directors to file a Petition for the Dissolution of the Corporation be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts, under G.L. Ch. 180, Sec 1 IA, as amended, requesting the Court to authorize the administration of its funds for such similar charitable purposes as the Court may determine. Said Petition shall pray that the assets of the Corporation be disposed of exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall be at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall recommend and the Justices shall determine.

Any proposal to dissolve the Corporation shall be included in a proxy statement accompanying the notice of Annual Meeting or Special Meeting and shall also be a voting item in the related proxy form.

ARTICLE XVI INDEMNIFICATION

A. (1) Any person or persons made a party to any action, suit or proceeding, by reason of the fact that such person or persons, their testator or intestate representative. is or was a Director or Officer of the Corporation, shall be indemnified by the Corporation against the expenses, including attorney's fees, actually and necessarily incurred by such person or persons in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall adjudged in such action, suit or proceeding, or in connection with any appeal therein that said person or persons had not acted in good faith in the reasonable belief that his or her actions were in the best interest of the Corporation.

(2) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director or employee may be entitled, apart from the provisions of this Article.

(3) If such action, suit, or proceeding shall be disposed of by a compromise payment by such person or persons pursuant to a consent decree or otherwise, no indemnification, either for

said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved by a majority vote of a quorum consisting of disinterested Directors, who shall have determined, by written memorandum, based on a reasonable investigation of the relevant facts, that the person to be indemnified appeared to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation.

(4) If there is no quorum of disinterested Directors to conduct the investigation and make the written determination referred to in (3) above, then Counsel for the Corporation, if disinterested, or another disinterested attorney appointed by a quorum of the Directors, shall forthwith conduct said investigation and render said written opinion which shall be adopted by the Board of Directors on behalf of the Corporation.

B. ADVANCES OF EXPENSES. Expenses (including attorney's fees) incurred by any such person in connection with the defense or disposition of any action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if the Director or Officer shall undertake to repay such amount in the event that it is ultimately determined, as provided herein, that such person is not entitled to indemnification; such undertaking shall be accepted without reference to the financial ability of such person to make repayment.

C. RIGHT TO INDEMNIFICATION UPON APPLICATION: PROCEDURE UPON APPLICATION. Any indemnification under Section A or advance of expenses under Section B of this Article, shall be made promptly, and in any event within ninety days, upon the written request of the claimant, unless with respect to applications under Section A a claimant is not entitled to indemnification. The right to indemnification or advance of expenses as granted by this Article shall be enforceable by the claimant in any court of competent jurisdiction, if the Board of Directors or independent legal counsel denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days. The claimant's expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such proceeding shall also be indemnified by the Corporation.

D. OTHER RIGHTS AND REMEDIES. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled independently hereof, and shall continue as to a person who has ceased to hold office and shall inure to the benefit of the heirs, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the Director or Officer of the Corporation who serves in such capacity or, at the request of Corporation, as a trustee, director, officer, partner, employee or agent of another organization at any time while these By-Laws and other relevant provisions of applicable law, if any, are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

E. SAVINGS CLAUSE. If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

Certified correct:

Secretary, AVPOI

Wherever noted in these by-laws, the male gender includes the female and single ownership includes multiple ownership as appropriate.

These proposed amendments are respectfully submitted by the members indicated below for consideration by the membership pursuant to Article XIII of the By-Laws of the Ashumet Valley Property Owners, Incorporated.

This bylaw petition addresses minor grammatical adjustments, clarifies use of terms and other language, and represents changes previously presented to the membership including: the number of individuals comprising the board of directors and term of board participation by the immediate past-president.

<u>Mah Mohl</u>	<u>6/11/2020</u>	<u>Ken Smith</u>	<u>6-15-20</u>
Name	Date	Name	Date

<u>PRaposa</u>	<u>6/11/20</u>	<u>Gracie Slater</u>	<u>6/23/2020</u>
Name	Date	Name	Date

<u>Kuan Moore</u>	<u>6/13/20</u>	_____	_____
Name	Date	Name	Date

<u>Joseph Felt</u>	<u>6/13/20</u>	_____	_____
Name	Date	Name	Date

<u>Shirley Pinto</u>	<u>6/13/20</u>	_____	_____
Name	Date	Name	Date

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<u>Amelia 06/17/20</u>	<u>Kevin M. Dean</u>	
Name	Date	
	Name	Date

<u>John R. Bowers 6/17/20</u>		
Name	Date	
	Name	Date

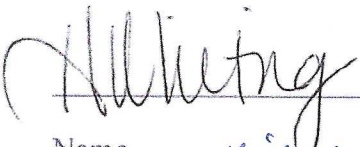
<u>Linda Bowers 6/17/20</u>		
Name	Date	
	Name	Date

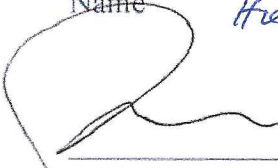
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Name	Date	
	Name	Date

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 6-17-20
Name Heidi Whiting Date

 6-17-20
Name Paul Whiting Date

Name Date

Name Date

Name Date

Name Date

Name Date

Name Date

Name Date

Name Date

This bylaw petition addresses minor grammatical adjustments, clarifies use of terms and other language, and represents changes previously presented to the membership including: the number of individuals comprising the board of directors and term of board participation by the immediate past-president.

Date _____

Date _____

Date _____

Date _____

Date _____

Explanation of Proposed By-Law Changes Document Dated 6/10/2020

During the extensive review of the By-Laws conducted by the AVPOI sub-committee we focused our updates on clarification of existing By-Laws and recognition we're operating in a different environment today than when they were first compiled.

In addition, we made required typos and grammatical changes and while these are in the final draft it would be too unwieldy and unnecessary to identify them in this document or in the draft.

ARTICLE VI – MEMBERSHIP – Section 2 – Voting Rights:

- A. “(term “good standing” as defined in Article XI Section 4A)” – added to clarify term of “good standing” when first used.

ARTICLE VII – MEETINGS OF MEMBERS:

Section 2 – Special Meetings:

1. “fourteen (14)” – changed from 10 to recognize increase in Board of Directors to 12 Members, and ensure petition for Special Meeting requires at least 2 non-Board Members.

Section 3 – Notices of Meetings:

1. “by postal mail or email” and “sent” – changed to recognize additional communication channels available to Members and allow future communications by email.

ARTICLE VIII – OFFICERS – Section 3 – Duties of the Vice President:

1. “shall preside at all Meetings of the Corporation” – changed wording to allow VP to preside over any Corporation meeting in absence of President. This a clarification of the VP's duties, not an expansion.

ARTICLE IX – BOARD OF DIRECTORS:

Section 1 – Composition:

- A. “The Officers of the Corporation and eight (8) Directors” – 1) Expanded four (4) Directors to eight (8) to ensure Board is able to achieve a quorum at each meeting so business can be conducted for the benefit of Members, avoid delays on project decisions, and increase community involvement. 2) Removed reference to “immediate past-

President” from section A and moved to its own section B to cover separate term and use.

- B. “The Immediate past-President shall be considered a member of the Board of Directors in voting only for the one-year term and considered in constituting a quorum.” - Term and role of immediate past-President clarified by moving to separate item under section.

Section 5 – Removal:

1. “...in which a quorum is present.” - added to clarify definition of “majority” in context of this section.

ARTICLE X – ELECTIONS:

Section 1 – Officers and Directors:

1. “Officers and Directors shall be elected at the Annual Meeting by the Membership consistent with Article IX Section 2 and shall assume office on the first day of October of each year.” – Deleted verbiage related to first meeting of the incorporators as no longer needed and changed language previously covering term to instead reference Article IX Section 2.

Section 3 – Nominating Committee:

1. “Not later than the thirty-first day of March of each year, the Board of Directors shall appoint a Nominating Committee which shall present to the Secretary of the Corporation not later than forty-five days before the Annual Meeting a list of candidates for the position of President, Vice President, Secretary, Treasurer, and candidates to each serve two-year terms as Directors.” – Changed first paragraph to be flexible on number of candidates and deleted reference for first-year of original By-Laws.

ARTICLE XI – DUES AND ASSESSMENTS:

Section 1 – Annual Dues:

1. “Dues shall not exceed One Hundred (\$100) Dollars per building site.” – Deleted sentence identifying specific due amount as unnecessary to be in By-laws. Also deleted “for the first two years beginning October 1, 1985” as now irrelevant.”

Section 2 – Payment of Dues:

1. “Commencing with the fiscal year beginning October 1, 2020 the dues shall be paid within 30 days of receipt of notice.” – Changed verbiage to provide reasonable and typical payment requirement of 30-days from receipt of invoice starting our next fiscal year.

Section 4 – Default in Payment of Dues or Assessments:

1. “the amount of the dues or assessment may become a lien...” – Changed “*shall*” to “*may*” to provide AVPOI opportunity to review each case on a needs basis.

ARTICLE XIII – AMENDMENTS:

- A. “fourteen (14)” - changed from 10 to recognize increase in Board of Directors to 12 Members, and ensure petition for By-Law Amendments requires at least 2 non-Board Members.
- B. “and ballot” – added “*and ballot*” to document what is required but not stated in current By-Law version.

ARTICLE XVI – INDEMNIFICATION:

This section was reformatted entirely to be consistent with the rest of the document. No verbiage changes made other than references to sections within the article changed to reflect the reformatting.