

BYLAWS of
LAKE ONOTA PRESERVATION ASSOCIATION,
INCORPORATED
APPROVED JUNE 21, 2021

ARTICLE 1: Purpose and Organization

The purpose of Lake Onota Preservation Association Incorporated (Corporation) is set forth in the Articles of Organization.

These Bylaws, the powers of the Corporation, its members, and directors, as well as all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the provisions of the Articles of Organization (as amended).

The Corporation was organized under the laws of the Commonwealth of Massachusetts (G.L. Ch. 180 for civic purposes) on January 21, 2003 with the filing of the Articles of Organization and IRS tax exemption status pursuant to Section 501(c)(3) of the Internal Revenue Code was acquired on June 19, 2003. The Corporation qualifies for a Certificate of Solicitation issued by the Massachusetts Attorney General.

The original Bylaws were adopted on January 15, 2003 and amended October 22, 2008 and October 29, 2013. These Bylaws supersede and replace all prior Bylaws as amended.

ARTICLE 2: Corporate Seal/Principal Office

The seal of the Corporation shall consist of a circle with the word "Massachusetts", and the name of the Corporation and the year 2003.

The principal office of the Corporation shall be Room 203, Pittsfield City Hall, 70 Allen Street, Pittsfield, MA 01201 with a mailing address of P.O. Box 2884, Pittsfield, MA 01202.

ARTICLE 3: Fiscal Year

The fiscal year of the corporation shall be the calendar year ending December 31st.

ARTICLE 4: Definitions

The words "writing/written/signature" shall include electronic writings, including faxes and emails.

ARTICLE 5: Members

ARTICLE 5, Section 1: Dues/Term

A person or entity may acquire membership for a calendar year by paying to the Treasurer annual dues for that year.

Annual Membership shall terminate earlier than December 31 upon the death, resignation, or removal of a member.

A member, in their sole discretion, shall provide to the Clerk in writing their name (entities shall name an individual authorized to vote on its behalf), telephone number, mailing address, and email address, and update same in writing, which the Clerk shall maintain and shall be available to any member upon request.

ARTICLE 5, Section 2. Election of Directors / Bylaws

Members, at their annual meeting, shall elect At Large Directors and approve the selection of Area Directors as provided for herein, and have such other powers and rights as are vested in them by law, the Articles of Organization and these Bylaws.

ARTICLE 5, Section 3. Removal

A member may be removed upon 14 days' advance notice without cause by vote of a majority of members at a meeting of the members.

ARTICLE 5, Section 4. Resignation

A member may resign by delivering a written resignation to the President or Treasurer which resignation shall be effective immediately or on such date as set forth therein.

ARTICLE 5, Section 5. Annual Meeting

The annual meeting of the members shall be held on the second Tuesday in October of each year, at 7:00 p.m. local time, or such other day and hour as may be selected by the President and Clerk.

The annual meeting shall be held at Pittsfield City Hall, Room 203, 70 Allen Street, Pittsfield, MA 01201 or at such other place or in such other manner as dictated by circumstances, within Berkshire County, Massachusetts as may be selected by the President and Clerk. Participation at meetings by electronic means may be allowed at the discretion of the President and Clerk.

At least 14 days' written notice of the date, time, and place of meetings shall be given to all members.

If the annual meeting is not held as provided herein, a special annual meeting of the members may be held. Any such special annual meeting shall be called and noticed as provided in Article 5, Section 6.

ARTICLE 5, Section 6. Special Meetings

Special meetings of the members may be held at any time in Berkshire County, Massachusetts. Special meetings of the members may be called by the President, by a majority vote of the directors, or upon written application of 10 members given to the President and Clerk.

Written notice of each special meeting of the members, stating the place, date, hour and manner thereof and the purpose(s) for which the meeting is called, shall be given at least 14 days before the meeting. The day the notice is sent and day of the meeting shall not be counted in calculating the 14 days.

ARTICLE 5, Section 7. Quorum

At any meeting of the members, attendance by ten (10) or more members (either in person or by proxy) shall constitute a quorum. See G.L. 180, §6a.

ARTICLE 5, Section 8. Voting

At any meeting of the members, each member shall have one vote and a majority vote shall decide all matters properly brought before the membership and not prohibited by law, the Article of Organization, or the Bylaws. All voting shall be conducted by a show of hands or secret ballot as decided by the members present at the meeting.

Members shall vote either in person or as permitted by electronic means or by authorizing another member to vote on their behalf by written proxy which proxy shall be delivered to the Clerk before any vote. Unless otherwise specifically limited by its terms, a proxy shall entitle the holder thereof to vote at the meeting or adjournment thereof, or until a written revocation of the proxy is delivered to the Clerk.

To be effective, the written proxy shall identify the meeting at which the proxy is to be used, and the name and phone number of the member and proxy holder. The proxy shall be signed by the member.

The proxy shall conform to G.L. Ch. 180, §6a.

ARTICLE 5, Section 9. Compensation

Members shall not be entitled to receive any compensation from the Corporation for any reason or purpose, except as permitted by a majority vote of the Board of Directors.

Article 6: Board of Directors

ARTICLE 6, Section 1. Number and Election

The Board of Directors shall consist of seventeen (17) members.

Only a natural person may serve as a director.

Seven (7) Area Directors shall be selected by the following associations/areas of lake abutters:

1. Baker's Island/Lakeway Drive
2. Pecks Road
3. Thomas Island

4. Tor Court
5. Onota Heights
6. Westwood
7. Blythewood Drive

Said Area Directors shall be presented to the members by the nominating committee for approval and shall take office upon approval by the members, by a majority vote, at the annual members' meeting.

Area Directors shall be approved annually. In the event that an Area Director is not approved by the members, then the Nominating Committee shall nominate a candidate to represent the area for election by the members until a candidate is approved.

At Large Directors shall serve for 2 years and be elected as follows: 5 elected during odd numbered years and 5 elected during even numbered years. At Large Directors shall be nominated for election by the Nominating Committee at the annual meeting of the members and shall be elected by majority vote.

ARTICLE 6, Section 2. Dues

The Board of Directors shall establish the yearly membership dues required to become a member of the Corporation at the Board's annual meeting.

ARTICLE 6, Section 3. Term

All directors' terms commence upon their election at the annual members' meeting and shall serve until their successors are elected/approved as the case may be.

ARTICLE 6, Section 4. Powers

The affairs of the Corporation shall be managed by the Board of Directors which shall have and shall exercise all the powers of the Corporation, except those powers reserved to the members by law, the Articles of Organization and these Bylaws.

ARTICLE 6, Section 5. Committees

The Board of Directors may establish one or more committees. (See Article 7, Section 5).

Committee membership shall be at the sole discretion of the Board of Directors.

ARTICLE 6, Section 6. Removal

A director may be removed without cause by vote of two thirds (2/3) of all of the directors (the quorum provision shall not apply to removal).

ARTICLE 6, Section 7. Resignation

A director may resign from the Board of Directors by delivering a written resignation to the President or Clerk. Resignation shall be effective immediately or on such date as set forth therein.

ARTICLE 6, Section 8. Vacancies

In the event of a vacancy in an At Large Director position, it shall be filled by appointment of the President and confirmation by majority vote of the directors. Any vacancy in an Area Director position shall be filled by appointment of the area association or President and confirmation by majority vote of the directors.

Each appointee shall hold office for the balance of the term of the vacancy.

ARTICLE 6, Section 9. Meetings

Meetings of the Board of Directors shall be held in Pittsfield, Massachusetts and at such times and in such manner as the President may determine. Special meetings of the directors shall be held in Pittsfield, Massachusetts and at such times and in such manner as requested by two directors given to the Clerk, who shall give written notice of the meeting to all directors.

ARTICLE 6, Section 10. Notice

Seven (7) days' notice of the time, place, and purpose of a meeting shall be given to each director.

Notice shall be made by mail, electronic means, or phone call to each director, as shown on the Clerk's Contact Sheet, copies of which shall be given to all directors.

ARTICLE 6, Section 11. Quorum

At any meeting of the Board of Directors, nine (9) directors shall constitute a quorum. Any meeting may be adjourned by a majority vote of those present, even if no quorum is present, and notice of the rescheduled meeting shall be given by the President or Clerk to directors not present.

ARTICLE 6, Section 12. Vote

When a quorum is present, a majority of the directors present and voting shall decide any question, including election of Corporation officers, except as otherwise provided for herein.

ARTICLE 6, Section 13. Substitute Attendance

Members of the Board of Directors may attend a meeting of the Board by means of a speaker telephone, computer or similar communications method by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute in person attendance at the meeting.

ARTICLE 6, Section 14. Compensation

Directors, and their immediate family members (first degree relative), shall not receive compensation from the Corporation.

ARTICLE 7: Board of Directors' Officers

ARTICLE 7, Section 1. Number

The officers of the Board of Directors shall be a President, Treasurer, Clerk and such other officers as the directors may from time to time determine (such as Vice President, Assistant Treasurer, Assistant Clerk, Recording Secretary).

The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process.

A person may hold more than one office at the same time. Subject to law, the provisions of the Article of Organization, and the Bylaws, each officer may have, in addition to the duties and powers herein set forth, such duties and powers as the Board of

Directors may from time to time designate, which designation shall be recorded in the minutes of the Directors' Meetings.

ARTICLE 7, Section 2. Election/Term

The President, Treasurer, Clerk and any other officer shall be elected by the directors at their first meeting after the annual meeting of the members during odd numbered years.

A vacancy in any officer position shall be filled by vote of the directors, and the officer so elected to fill the vacancy shall hold office for the remainder of the then current term.

ARTICLE 7, Section 3. Authority of Executive Committee

Officers of the Board of Directors shall constitute the Executive Committee and shall have such powers as are reserved to them by law, the Articles of Organization and these Bylaws, or as expressly delegated by the Board of Directors, which delegation shall be recorded in the minutes of the Directors' Meetings.

ARTICLE 7, Section 4. Tenure

The President, Treasurer and Clerk and any other officer shall hold office for two years, and until a successor is elected. Officers' terms shall also end upon death, resignation, or removal.

ARTICLE 7, Section 5. President and Vice President

The President shall be the chief executive officer of the Corporation and shall have general charge and supervision of the affairs of the Corporation, subject to the supervision of the directors.

The President, or the President's designee, shall preside at all meetings of the members and the directors.

The President and/or Board of Directors may establish one or more committees. Such committee(s) may consist of members, directors, and/or non-members. No committee or committee member shall exercise any powers reserved to the Board of Directors. Committees exist and members serve at the discretion of the President. The President may appoint a Committee Chairperson.

The Vice President, if any, shall have such duties and powers as the Board of Directors shall determine and shall have and exercise all the powers and duties of the President during the absence of the President or any time the President is unable or unwilling to act.

ARTICLE 7, Section 6. Treasurer

The Treasurer shall be the chief financial and accounting officer of the Corporation. The Treasurer shall be responsible for all financial accounts, and shall maintain complete and accurate records thereof. The Treasurer shall also maintain the Corporation's Federal Identification Number and file all financial reports, including Federal (1099) NEZ and Massachusetts Form PC returns.

The Treasurer shall have such other duties and powers as designated by the Board of Directors.

All records maintained by the Treasurer are subject to inspection by a member during normal business hours and upon 48 hours advance notice.

All corporate bank accounts shall be with the Berkshire Bank or any other bank or banks selected by the Board of Directors.

The Treasurer shall insure that all statements of account are sent (at least monthly) to the President, Treasurer, and Clerk whose duty it shall be to timely review the monthly account to insure no anomalies.

Any bank in which corporate funds are deposited shall be advised annually as to signature authority for corporation accounts as follows:

One signature of the President, Vice President, or Treasurer, for up to \$2,500

Two signatures of President, Vice President, or Treasurer for \$2,500 or more.

Any single expense in excess of \$2,500 shall require the approval of the Board of Directors as provided herein.

The Treasurer shall deliver to the Corporation's bank(s) the Clerk's Certificate identifying the names and mailing

addresses of officers having authority to sign checks, their signatures and such other information as requested by the bank(s).

ARTICLE 7, Section 7. Clerk

The Clerk shall maintain records of all meetings of the members and directors, which records shall be kept in the Clerk's possession within the Commonwealth and shall be available for inspection by a member during normal business hours upon 48 hours' advance notice.

Corporation records include minutes of incorporators, Articles of Organization, Bylaws, names of members and directors including residential and mailing addresses, telephone numbers, and email addresses of each, meeting minutes, resignations, and those documents reflecting the conduct of the Corporation's officers.

The Clerk or the Clerk's designee shall be responsible for issuing all notices of meetings required by these Bylaws.

If the Clerk is absent from any meeting of members or directors, a temporary clerk shall be chosen at the meeting by the President.

A Recording Secretary shall be designated by the directors to take minutes of all meetings and votes and prepare same for review and approval at the following meeting. The Clerk shall note the date of approval of minutes and votes and keep same with the corporate records.

ARTICLE 7, Section 8. Removal

An officer may be removed without cause by vote of two thirds of all persons serving on the Board of Directors, and not just those directors present at the time of the vote.

ARTICLE 7, Section 9. Resignation

An officer may resign by delivering a written resignation to the President or Clerk with a copy to all directors. The resignation shall be effective immediately or as stated therein.

ARTICLE 7, Section 10. Vacancies

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the balance of the unexpired term.

ARTICLE 7, Section 11. Nominating Committee/Floor Nominations

On or before August 1st of each year, the President shall appoint a Nominating Committee to prepare a slate of candidates for At Large Directors and Area Directors whose term expires that year, or which are vacant, together with a slate of candidates for President, Vice President, Treasurer, Clerk and any other officers whose term expires. The slate of candidates shall be included in the notice given for the annual meeting of the members.

Nominations for directors and officers may also be made at the time of the vote from the floor.

ARTICLE 8: Personal Liability

The members, directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation.

All persons, corporations and other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE 9: Indemnification of Directors and Officers

The Corporation shall, to the extent permitted by law, indemnify each person who serves or has served as an officer or director against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon each of them in connection with or arising out of any action, suit, or proceeding, civil or criminal, in which each may be involved (including all such costs and expenses which are incurred in anticipation of any action, suit or proceeding) by reason of each being or having been an

officer or director of the Corporation.

Without limiting the generality of the foregoing, no director or officer of the Corporation shall be liable to any person on account of any action undertaken as director/officer in reliance in good faith upon the existence of any fact or circumstance reported or certified to the Board of Directors by any officer of the Corporation or by any independent attorney, auditor, engineer, or consultant retained or employed as such by the Board of Directors.

The Corporation shall not, however, indemnify any such person, with respect to any matter where it is adjudged that said person did not act in good faith and on said person's reasonable belief that the conduct was in the best interests of the Corporation.

The foregoing right of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled under the Articles of Organization, law or pursuant to any agreement.

ARTICLE 10: Amendment

These Bylaws may be altered, amended or repealed in whole or in part by vote of two thirds (2/3) of the directors then in office, except with respect to any provision thereof which by law, the Articles of Organization or these Bylaws requires action by the members.

Not later than the time of giving notice of the meeting of the members following the making, amending, or repealing by the directors of any Bylaw, notice thereof stating the substance of any change shall be given to all members.

The members at the annual meeting may alter, amend or repeal any Bylaw adopted by the directors, or adopt, alter, amend or repeal any Bylaw which by law, the Articles of Organization or these Bylaws requires action by the members.

No change to the bylaws shall be effective until approved by the State Secretary as conformable to law (MGL Ch. 180 §17)

Alan J. Righi Clerk

Adopted by two thirds (2/3) 10-12-21
Vote of the Board of Directors
on: June 21, 2021

Alan J. Righi Clerk

Adopted by Majority Vote 10-12-21
of the Members at the
Annual Membership Meeting
on October 12, 2021
with necessary Quorum present

Alan J. Righi

10-12-21

Certified by Alan J.
Righi, Clerk

Approval not required as per attached letter

Approved by Massachusetts
Secretary of the Commonwealth
on: _____

Alan J. Righi
Clerk

10-12-21



alan righi <attorneyalanrighi@gmail.com>

RE: Lake Onota Preservation Association

1 message

Soto-Ortiz, Marissa (SEC) <Marissa.Soto-Ortiz@sec.state.ma.us>

Thu, Oct 14, 2021 at 1:44 PM

To: alan righi <attorneyalanrighi@gmail.com>, SEC-DL-Pre-Clear <SEC-DL-Pre-Clear@sec.state.ma.us>

Mr. Righi:

Massachusetts General Law c. 180, §17 applies to those labor and trade organizations formed pursuant to c. 180. Upon review of the articles of organization for the entity it does not appear to be a labor or trade organization, and therefore, section 17 would not apply.

If you have any additional questions please feel free to email me directly.

Sincerely,

Marissa N. Soto-Ortiz
Director - Corporations Division & Legal Counsel
The Office of the Secretary of the Commonwealth of Massachusetts

-----Original Message-----

From: alan righi <attorneyalanrighi@gmail.com>
Sent: Thursday, October 14, 2021 1:29 PM
To: SEC-DL-Pre-Clear <SEC-DL-Pre-Clear@sec.state.ma.us>
Subject: Lake Onota Preservation Association

Please see attached correspondence.

—
Alan Righi, Esq.
100 North Street, Suite 215
Pittsfield, MA 01201
Telephone (413) 499-4500
Facsimile (413) 447-8300

*Alan J. Righi
Clerk
10-14-21*