

BYLAWS of
LAKE ONOTA PRESERVATION ASSOCIATION,
INCORPORATED
(as amended October 22, 2008 and October 29, 2013)

ARTICLE I: Name and Purpose

The name and purposes of the Corporation shall be as set forth in Articles of Organization.

Article II: Articles of Organization

These By-Laws, the powers of the Corporation and of its directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the provisions set forth in the Articles of Organization; and said Articles of Organization, as from time to time amended, are hereby made a part of these By-Laws. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended.

ARTICLE III: Fiscal Year

The fiscal year of the corporation shall end on the 31st day of December in each year, unless otherwise decided by the directors.

ARTICLE IV: Corporate Seal

The seal of the Corporation shall consist of a flat-faced circular die with the word "Massachusetts", together with the name of the Corporation and the year of incorporation, cut or engraved thereon, unless otherwise decided by the Board of Directors.

ARTICLE V: Members

Section 1: Number, Election and Qualification.

The incorporators initially and the directors thereafter shall establish the dues requirement necessary to become a member of the corporation. Each year at their annual meeting the directors shall fix the amount required as dues, for

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by Alan J. Righi
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individual membership. Each person meeting the dues requirements shall become a member. Each member shall hold office until the next annual meeting of members, or until he sooner dies, resigns, or is removed.

Section 2. Powers and Rights.

In addition to the right to elect directors and such other powers and rights as are vested in them by law, the Articles of Organization or these By-laws, the members shall have such other powers and rights as the directors may designate.

Section 3. Suspension or Removal.

A member may be suspended or removed with or without cause by vote of a majority of members then in office. A member may be removed for cause only after reasonable notice and opportunity to be heard.

Section 4. Resignation.

A member may resign by delivering his written resignation to: the president, treasurer or clerk of the corporation, to a meeting of the members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Article VI: Meetings of the Membership.

Section 1: 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 fixed by vote of the Board of Directors and set forth in the notice thereof. The annual meeting may be held at the principle office of the corporation, or at such other place within the United States as may be fixed by vote of the Board of Directors and set forth in the notice thereof. Notice of any change of the date or place fixed in these by-laws for the annual meeting shall be given to all members at least seven days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Section 2 below.

Section 2: Special Meetings.

Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the president or by a majority of the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of three or more members.

A written notice of each special meeting of the members, stating the place, date and hour thereof and the purpose or purposes for which the meeting is to be held, in general terms, shall be given at least seven days before the meeting to each member entitled to vote at the meeting, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his address as it appears in the records of the Corporation. Such notice shall be given by the Clerk, or by any other officer, or by a person designated either by the Clerk or by the person or persons calling the meeting, or by the Board of Directors. No notice of the time, place or purposes of any annual or special meeting of the members shall be required to be given to a member if a written waiver of such notice is executed before or after the meeting by such member, or his authorized attorney, and filed with the records of the meeting.

Section 3. Quorum

At any meeting of the members, twelve (12) or more members (whether in person or duly represented) shall constitute a quorum.

Article VII: Action by the Members

Section 1. Action by vote.

At any meeting of the members, each member shall have one vote and a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-laws.

Section 2. Action by Consent.

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3. Proxies.

Members may vote either in person or by written proxy dated not more than two months before the meeting named therein, which proxies shall be filed before being voted with the clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, such a proxy shall entitle the holder thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting.

Section 4. Compensation.

Members shall be entitled to receive for their services such amount if any, as the directors may determine, which may include expenses of attendance at meetings. Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Article VIII: Board of Directors

Section 1: Number and Election

A board of directors shall consist of not less than eight (8) and not more than seventeen (17). Ten (10) directors shall

be elected at large elected by the membership. Seven (7) directors shall be representative directors, one to be appointed by each of the following associations/areas of lake abutters: Thomas Island, Pecks Road, Baker's Island, Tor Court, Onota Heights, Westwood and Blythewood Drive, and confirmed by vote of the membership.

Five at large directors shall be elected by the members at their annual meeting during odd number years, and five at large directors shall be elected by the members at their annual meeting during even number years. At any special or regular meeting the members may alter the number of directors and elect new directors to complete the number so fixed. A director may be, but need not be, an individual member.

Section 2. Tenure.

In 2013, one director shall be elected for a one-year terms, to hold the office until the next election in an even-numbered year, said even-numbered year election to be for a standard two-year term.

Section 3. Powers.

The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization or these by-laws.

Section 4. Committees.

The directors may elect to have one or more committees to assist them and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

Section 5. Suspension or Removal.

A director may be suspended or removed (a) with or without cause by vote of a majority of the members then in office or (b)

with cause by vote of two thirds of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

Section 6. Resignation.

A director may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 7. Vacancies.

Except a vacancy resulting from enlargement which must be filled in accordance with Section 1 of this Article, any vacancy in the board of directors of an at large director may be filled by appointment of the president and confirmation of the remaining directors, and any vacancy of a representative director may be filled by appointment of the abutter association and confirmation by the remaining directors. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

Section 8. Meetings.

Regular meetings of the directors may be held at such places and at such times as the directors may determine. Special meetings of the directors may be held at any time and at any place when called by the president or by two or more directors.

Section 9. Call and Notice.

Reasonable notice of the time and place of meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii)

amendments to these by-laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director. It shall be reasonable and sufficient notice to a director to send notice by mail at least 72 hours before the meeting to him at his usual or last known business or residential address, or to give notice to him in person or by telephone at least 24 hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or his authorized attorney before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of the meeting.

Section 10. Quorum.

At any meeting of the directors, seven (7) of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 11. Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these by-laws.

Section 12. Action by Writing or Telephone.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if a written consent is filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence

in person at a meeting.

Section 13. Compensation.

Directors shall be entitled to receive for their services such amount, if any, as the directors may from time to time determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Article IX. Officers and Agents

Section 1. Number and Qualification.

The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer shall be both a director and a member. 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 and to the Article of Organization, and to other provisions of these By-Laws, each officer shall 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. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

Section 2. Election.

The president, treasurer and clerk shall be elected every odd numbered year, by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time. A vacancy in the office of president, treasurer or clerk shall be filled by election by the directors, and the officer so elected shall hold office for the remainder of the then current term.

Section 3. Authority.

Officers and agents shall have only such powers as are reserved to them by law, the Articles of Organization or these By-laws, or are expressly delegated to them by the Board of Directors.

Section 4. Tenure.

The president, treasurer and clerk shall each hold office for two years, and until a successor is chosen and qualified, and each other officer shall hold office for the period specified by the terms of his election or appointment, or in each case unless he sooner dies, resigns, is removed or becomes disqualified. An officer elected to fill to a vacancy during an existing term of office shall hold office for the remainder of the term. Each agent shall retain his authority at the pleasure of the directors.

Section 5. Chairman of the Board of Directors.

If a chairman of the board of directors is elected, he shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

Section 6. President and Vice President.

The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the members or directors otherwise determine.

The president may elect to have one or more committees to assist him. Such committee(s) may consist of members or non-members. Such committee(s) shall NOT have any powers reserved to directors by law, the articles of organization or these bylaws. The members of such committee(s) shall remain in office at the pleasure of the president.

The president may appoint chairmen for such committees as the board of directors elects to create. On or before August

1st of each odd numbered year the president shall appoint a nominating committee to prepare a slate of candidates for 8 at large director positions and for president, treasurer, clerk and such other offices as the directors determine to be warranted.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

Section 7. Treasurer.

The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

Section 8. Clerk.

The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting. The clerk shall be responsible for disseminating all notices of meetings as required by these by-laws.

Section 9. Suspension or Removal.

An officer may be suspended or removed with or without cause by vote of two thirds of directors then in office at any

special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 10. Resignation.

An officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 11. Vacancies.

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case unless he sooner dies, resigns, is removed or becomes disqualified.

Section 12. Execution of Papers, Reliance by Third Parties

Except as the Board of Directors may generally or in a particular case otherwise authorize or direct, all deeds, leases, transfers, contracts, proposals, bonds, notes, checks, drafts or other obligations made, accepted or endorsed by the Corporation shall be signed or endorsed on behalf of the Corporation by either the President or Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the corporation.

Article X. 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 or 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 XI. Indemnification of Directors and Officers

The corporation shall, to the extent permitted by law, indemnify each person who may serve or has served at any time as an officer or director or former officer or director of the Corporation, and each person who, at the Corporation's request, is serving or has served as an officer, director, administrator, trustee, or similar official with another organization, and the heirs, executors, administrators, and assigns of each of them, 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 (and all such costs and expenses incurred in anticipation of any action, suit or proceeding) by reason of each being or having been an officer or director of the Corporation or of such other organization, including the cost of reasonable settlements (other than amounts paid to the Corporation itself) made in an attempt to curtail the costs of litigation. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to any person on account of any action undertaken by him as such director 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 auditor, engineer, or consultant retained or employed as such by the Board of Directors. The Corporation shall not, however, indemnify any such person, or his heirs, executors, administrators, or assigns, with respect to any matter as to which he shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action 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, as a matter of law or pursuant to any agreement.

Article XIII. Corporate Records

The original or attested copies of the Articles of Organization, By-Laws and records of all meetings of the incorporators, and directors, shall be kept in Massachusetts at the principal office of the Corporation or at an office of the Clerk or an Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any member for any proper purpose, but not to secure a list of the members for the purpose of selling said list, or copies thereof, or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the Corporation.

Article XII. Amendments

These by-laws may be altered, amended or repealed in whole or in part by vote of two thirds of the directors then in office, except with respect to any provision thereof which by law, the articles of organization or these by-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the directors of any by-laws, notice thereof stating the substance of such change shall be given to all members. The members may alter, amend or repeal any by-laws adopted by the directors, or adopt, alter, amend or repeal any provision which by law, the articles of organization or these by-laws requires action by the members.

Article XII. Non discrimination

Nothing in these by laws and no actions of the Board of Directors, including the dues requirement, shall be undertaken in an attempt to accomplish unlawful discrimination in the membership in any way or manner.