

TRURO PART-TIME RESIDENT TAXPAYERS' ASSOCIATION BY-LAWS

(As adopted and approved 27 May 2017)

Article I – Offices

Principal offices of the Truro Part-Time Resident Taxpayers' Association ("TPRTA" or the "Corporation") shall be in the Town of Truro, Barnstable County in the Commonwealth of Massachusetts, or such other location as shall be designated by the Board of Directors from time to time.

Article II – Purposes

The Corporation is a non-profit corporation established under the laws of the Commonwealth of Massachusetts and in compliance with applicable regulations of the Internal revenue Service. intended to serve charitable, educational and scietific purposes only with the intention to work for the betterment of the whole community of the Town of Truro by providing a forum and a voice for the interests of Truro seasonal and part-time resident taxpayers; to express the interests of part-time resident taxpayers on budget, taxation and civic policy, activity, and regulations where appropriate at the local, state and federla levels; to promote and encourage the participation of seasonal part-time residents in civic life in Truro and the surrounding region; and to cooperate and collbaorate with similar organizations in the Commonwealth, and especially in the region, on matters of common interest.

Article III – Membership and Dues

1. Qualifications for Membership

Membership in this Corporation shall be open to any seasonal or part-time resident taxpayer who owns property in the Town of Truro, Massachusetts, upon written application and payment of annual dues. Members who become permanent voting residents of Truro may remain members of this Corporation. The annual membership dues shall be determined by the Board of Directors from time to time and shall be payable each year. Each household membership is entitled to up to two votes and voters must be of legal age.

2. Membership Meetings

Regular meetings of the Corporation shall be held on the first Saturday in July and at the Board's option, the Saturday immediately preceding the Saturday of Labor Day weekend in each year, or such other dates as shall be established by the Board of Directors as necessary.

The presence at any membership meeting of at least five percent (5%) of the paid-up members shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number constituting a simple majority of those in attendance, whether or not a quorum is present, may adjourn any given meeting for a period of not more than two weeks from

the date scheduled by the Bylaws. A quorum as set forth above shall be required at any adjourned meeting.

3. Special Meetings

Special meetings of the Corporation may be called by the Board of Directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their primary mailing addresses at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting.

Special meetings may also be called by the President or at the written request of ten percent (10%) of the paid membership, which request shall be addressed to the Secretary. Within thirty (30) days of the receipt of said request, notice of said meeting shall be mailed or given by the Secretary to each member at least seven (7) days before the date of said special meeting.

4. Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than thirty (30) nor less than seven (7) days before any such meeting, nor more than fifty (50) days prior to any other action.

5. Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the actions so taken, signed by all the members entitled to vote thereon.

6. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another member to act for him or her by proxy, provided confirmation of the proxy is presented in writing to the Secretary before voting.

Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after the expiration date of sixty (60) days from the date thereof unless otherwise provided in the proxy. Each proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. Order of Business

The required business to be conducted at each meeting shall consist of the following items:

- 1 - Confirmation of attendance for the purpose of establishing a quorum
- 2 - Review and approval of the minutes from the preceding meeting
- 3 - Reports of Committees
- 4 - Reports of Officers
- 5 - Old and unfinished business

- 6 - New Business
- 7 - Elections (if applicable)
- 8 - Adjournment

8. Fiscal Year

The Fiscal year of the Corporation shall be determined by the Board by resolution from time to time. Unless otherwise established by resolution the fiscal year shall coincide with the calendar year.

9. Privacy Statement

It is the policy of the Corporation that the membership list is private and for the exclusive use of the Corporation. The membership list will not be sold or given to any other group and no information about individual members will be given without the express written permission of the Member.

Article IV – Directors

1. Management of the Corporation

The Corporation shall be managed by the Board of Directors which shall consist of not less than five (5) or more than fifteen (15) Directors. Each Director shall be at least twenty-one years of age and shall be a member in good standing of TPRTA before and during terms(s) as Director.

2. Election and Term of Directors

At each Annual Meeting of the members, the membership shall elect and/or confirm Directors to hold office for a term of three (3) years. Each Director shall hold office until the expiration of the term for which s/he was elected and until a successor has been elected and shall have qualified, or until prior resignation or removal. There is no limit to the number of terms a Board member may serve. Continuing terms shall be approved by a majority of the Board of Directors and may be extended at the discretion of a majority of the Board.

3. Increase or Decrease in Number of Directors

The number of Directors may be increased or decreased by vote of the Members or by a vote of the majority of all of the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of the majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Articles of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

5. Removal of Directors

Any or all of the Directors may be removed for cause or without cause by vote of the members or by action of the Board. Directors removed with or without cause requires a 2/3 vote of either the Members or the Board, whichever initiated the action for removal.

6. Duty of Loyalty

Board members have a duty of loyalty to the Corporation, and agree as Directors to meet their fiduciary obligations and to respect and protect the confidentiality of Board and Member deliberations, communications, and personally identifiable information.

7. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8. Quorum of Directors

Unless otherwise provided in the Articles of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

9. Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote. Proxies shall be permitted at Board meetings, provided they are expressed in writing prior to the meeting. The Board may hold regular and special meetings of the Directors through electronic means, subject to the articles set forth above and provided that every participant can hear and be heard by every other participant.

10. Place and Time of Board Meetings

The Board may hold its meetings at places, either within or without the Commonwealth of Massachusetts, as it may from time to time determine. Directors may participate in any Board meeting by conference telephone or other communications equipment provided a) there is a quorum in attendance; and b) all Directors participating in the meeting can hear and be heard by all other members participating on that meeting whether in person or electronically. In such circumstances the Board Chair or convener of the meeting must confirm that all participants can hear and be heard by every other participant. All such Directors shall be deemed to be present in person at such meeting.

11. Regular Annual Meeting

A regular Annual Meeting of the Board shall be held immediately following the Annual Meeting of members at the place of such Annual Meeting of members, or at such other location as the Board shall determine.

12. Notice of Meetings of the Board, Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) day's notice to each Director either by telephone, mail or e-mail. Special meetings shall be called by the President or by the Secretary in a like manner on written request of three Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

13. Chairman

At all meetings of the Board, the President, or in his or her absence, a chairperson chosen by the President, shall preside.

14. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board. The Board may empower the President to establish such committees as are needed on a standing or ad hoc basis to meet the purposes of the Corporation.

Article V – Officers

1. Officers, Election, Terms

Unless otherwise provided for in the Articles of Incorporation, the Board may elect or appoint, a President, Past President, Vice President, Secretary, Treasurer and a Corporate Clerk, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall serve for period(s) of two years, such term ending following the Annual Meeting of members. Each officer shall hold office for the term elected or appointed and until a successor has been elected or appointed and qualified. There is no limit to the number of times an officer may be renewed. The Board may choose not to renew the term of any officer whose term has ended.

2. Removal, Resignation, Salary

Any officer elected or appointed by the Board may be removed by a 2/3 majority of the Board during their term of office with or without cause. In the event of the death, resignation or removal from office of any officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person provided that no one individual shall serve as both President and Treasurer. The salaries, if any, shall be fixed by the Board.

3. President Elect

The President Elect shall assume the duties of the President in the event of disability, absence or resignation of the President and shall have such other duties as may be assigned by the President or the Board. The President Elect shall automatically assume the duties of the President at the expiration of the term of the office of the incumbent.

4. President

The President shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the members and of the Board; he or she shall have the responsibility for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

5. Vice President

The Vice President shall serve as an advisor to the President, and may assume such responsibilities as the President may delegate.

6. Past President

The President shall assume the office of Past President immediately at the expiration of the term as President. The Past President shall be responsible for assisting the new President and for being responsible to carry out such duties as the new President or the Board shall assign.

7. Treasurer

The Treasurer shall receive, collect and deposit in a bank in the name of the Corporation all monies received from the payment of dues. He or she shall pay all authorized indebtedness of the Corporation and shall keep books of account of the Corporation, which shall at all times be open to the inspection of the Executive Committee. He or she shall report at each regular Meeting of the Corporation, and shall issue a report at the Annual Meeting of the Corporation of the receipts and disbursements for the year. Upon retiring from office, he or she shall turn over to his or her successor all books, papers, vouchers and funds belonging to the Corporation pertaining to his or her office.

8. Secretary

The Secretary shall keep records of all meetings of the Corporation, the Board of Directors and the Executive Committee and shall have the custody of the documents of the Corporation and conduct the correspondence of the Corporation and shall perform such other duties pertaining to his or her office as may be directed by the Executive Committee. He or she shall note any amendments of a bylaw so amended. He or she shall issue a report at the Annual Meeting.

9. Clerk

The Clerk shall be responsible for filing the Annual Report of the Corporation with the Commonwealth of Massachusetts in accordance with State law. In the absence of the Corporate Clerk, the Secretary shall assume this responsibility.

10. Appointed Committees

The President shall have the power to appoint one or more committees, including an Executive Committee, a Finance Committee, a Nominations Committee, a Communications Committee and such other committees as he or she and the Board shall determine. The Executive Committee shall be composed of the President, the Vice President, the immediate Past President, the Secretary, and the Treasurer. The Executive Committee shall be responsible for the general management of the affairs of the Corporation in between Board meetings. A quorum of the Executive Committee shall consist of three members, one of whom shall be the President. The Executive Committee shall fill vacancies in its own body.

a. The Executive Committee shall have the power to make purchases and contracts for the ordinary expenses of the Corporation, but it shall have no power to render the Corporation liable for any extraordinary debt or expense beyond the amount of money which shall at the time of contracting such debt, be in the treasury and not needed for the discharge of prior debts, existing debts or liabilities.

b. Meetings of the Executive Committee shall be held at a time and place selected by the President. Meetings may also be called at the written request of three (3) of its members addressed to the Secretary. Members shall be notified of all meetings called by the President or Secretary at least three (3) days before the time of said meeting.

11. Employees

The Board shall have the power to hire a full or part-time administrator and such other employees as it shall in its reasonable judgment deem necessary and proper to effectuate the efficient operation of the Corporation.

12. Insurance

The Board may by resolution authorize the purchase and maintenance of insurance on behalf of the Board as a whole and any Agent of the Board, against any liability asserted against or incurred in such capacity or arising out of the insured's status as such, whether or not the Corporation would have the power to indemnify the insured against individual liability for bad acts, should these be determined to have occurred.

13. Sureties and Bonds

In case the Board should so require, any officer or agent of the Corporation shall execute to the Corporation bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence for the accounting of all property, funds or securities of the Corporation which may come into his or her hands.

Article VI – Seal

The seal of the Corporation shall be as follows: Truro Part-Time Resident Taxpayers' Assn.

Article VII – Construction

If there be any conflict between the provisions of the Articles of Incorporation and the By-laws, the provisions of the Articles of Incorporation shall govern.

Article VIII – Amendments

The By-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of Directors. By-laws may also be adopted, amended or repealed by the Board of Directors but any By-law adopted, amended or repealed by the Board may be amended by the members entitled to vote thereon as hereinafter provided.

If any By-law regulating an impending election of Directors is adopted, amended or required by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

Adopted: May 27, 2017