

December 27, 2023

Secretary of the Commonwealth  
Elections Division  
Attn: Michelle Tassinari  
Director and Legal Counsel  
One Ashburton Place, Room 1705  
Boston, MA 02108

**Re: Truro Board of Registrars Voter Challenge Hearings**

Dear Ms. Tassinari:

I am writing to request that the Elections Division provide oversight and training for the Town of Truro Board of Registrars (“BoR”) regarding voter registration, voter eligibility and voter challenges.<sup>1</sup> I recently represented 24 newly registered voters who were among 66 who had their right to vote challenged.<sup>2</sup> While most of my clients retained their right to vote, some did not, and none of my clients – and perhaps the vast majority of the challenged 66 - should have been deprived of the right to register to vote in Truro.<sup>3</sup>

None of the reasons offered in support of the challenges were relevant to new voters, and in no case were there sufficient grounds to hold a hearing. In the hearings the Board often misstated and seemed to misunderstand the standard of review, requiring that the challenged voter to prove by a preponderance of the evidence that they were properly registered, rather than requiring the challenger to show with *compelling evidence* that the voter should be stricken from the rolls. *Horvitz v. Comm’r of Revenue*, 51 Mass. App. Ct. 386, 395 (2001), citing *Dane v. Board of Registrars of Voters of Concord*, 374 Mass. 152, 162 (1978). “[O]ur courts recognize ‘a strong tradition of resolving voting disputes, where at all possible, in favor of the voter.’” *Lay v. City of Lowell*, 101 Mass. App. Ct. 15, 25 (2022), quoting *Santana v. Registrars of Voters of Worcester*, 384 Mass. 487, 491 (1981).

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<sup>1</sup> I am aware that this office is concerned with adherence to and enforcement of MGL Chapters 50 to 56, and that some of the issues described herein are tied to MGL CH. 39 as well. Further, much of the context for the concerning behavior, actions, and issues raised may relate to civil rights violations, subject to review of the AG’s Civil Rights Division and to the US Dept of Justice, especially with respect to infringement of first amendment rights to vote, freedom of speech and freedom of assembly. For this reason, while the primary focus of this letter concerns the actions of the Town of Truro, its Board of Registrars, and voter challenges heard by same, there are related issues of significant importance that merit the view of the Commonwealth AG’s office and the US Dept. of Justice.

<sup>2</sup> Of the 66, hearings were held on 45 voters. Of these, 31 were deemed to have been properly registered. Six were disallowed and the remainder withdrew before or did not show at the hearings for a variety of reasons, including fear, intimidation and feeling overwhelmed in face of the improper requirements imposed by the BoR.

<sup>3</sup> Since the May 2023 elections a total of 151 persons registered to vote in Truro. Of these 85 were not challenged, despite many meeting the objector’s criterion of having a second address outside of the Truro. Several non-profits encouraged voter registration, including another of my clients, the Truro Part-Time Resident Taxpayers’ Association (TPRTA) which lawfully engaged in voter registration and engagement efforts. Nonetheless, like the challenged voters, TPRTA has been singularly and baselessly targeted, castigated, and defamed by the Select Board and other Town officials in public comments, Select Board discussions, and social media posts of Town officials and staff.

The documentary evidence requested by the Board of Registrars, the exhibits introduced by the Board, and the questions asked by the Board and challenger make it clear that the Town has a new and different threshold for voter registration for part-time residents<sup>4</sup> than it does for other registered voters who presumably live in Truro full-time<sup>5</sup>. In the wake of these hearings, it is unclear whether a part-time (or new) resident who in the future declares Truro as “home” and attempts to register to vote will be challenged and subject to an invasive, stressful, time consuming, and costly process in order to defend their voting rights, all the while subject to questions that contravene established law and processes that violate civil rights. It is also unclear what the effect is and will be on other Towns in the Commonwealth and about what this unimaginable assault on voter registration means for their communities.

As counsel to the challenged voters and to one non-profit association (of several) that encouraged eligible non-voters to register, the scope of the problem in Truro related to voter registration has two significant dimensions that merit oversight, training, and correction under the guidance of your office. First, the efforts the Town took before, during, and after the challenges to dissuade a targeted group of voters from maintaining voter status reached an intensity and duration meriting consideration as voter intimidation. Second, the misapplication and misuse of law and procedure was an unprecedented effort to deprive some – but not all – new voters who possessed common characteristics of their voter status. This was done just prior to a critical Town meeting where it appeared that Town officials feared the new voters would deny their agenda. In effect, Truro created entirely new precedent for voter registration that is inconsistent with the law as commonly understood yet has failed to apply it evenly to its current voter roster.<sup>6</sup>

I request that the Elections Division provide much-needed guidance and training to Town Staff and Officials to clarify the requirements for voter registration in the Commonwealth, to ensure that Truro residents can register to vote based on a common understanding with Town officials of the requirements for proper voter registration, and to ensure that any future voter challenges will be conducted in accordance with the law and on a consistent and unbiased basis.

The issues I raise are not unique to Truro. Just before these hearings occurred there was a report in the press of a part-time resident of Nantucket whose voter status was challenged. After these hearings, voters in Provincetown, Eastham, Wellfleet, and

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<sup>4</sup> As you know, MA law has no required minimum period of occupancy to define voter status and eligibility. In Truro, part-time residents reside in Truro on average 6 to 7 months a year. On Truro property sheets, part-time status is identified through the “personal property tax” discussed more fully below. Yet, this tax is applied to many “full-timer” homes and is not dispositive. Further, many “full-timers” are out of Truro for 4-6 months a year as well.

<sup>5</sup> On October 13, four days prior to the objector’s filing of 66 challenges, [a statement expressing “concern”](#) about residency and voter registration was posted on the Town website. It included this misleading and startling remark: *Unintended personal consequences may result from improper registration, including, but not limited to: voter fraud (G.L. c.56, §§5-8); mortgage fraud; ineligibility for “resident only” privileges like access to programs, parking and the like; ineligibility for minors to attend school in their existing district; and more.* It further urged voters armed with this information, to review their understanding of their personal residence for voting purposes and consider whether they must take action to rectify their voter registration status.

<sup>6</sup> This also creates considerable inequity and doubt among citizens who are subject to a consistent yet erroneous drumbeat from Town officials, staff and friendly media outlets about the purported illegality of “non-resident” and “Part-time resident” voting rights and actions. The conflation of these terms is also of concern: non-residents clearly cannot vote, but “part-time residents” clearly can. Without clarification on who is eligible to register and vote, Truro’s civic life may be irreparably harmed, along with the reputation of lawfully acting civic organizations such as TPRTA.

Stockbridge sought my guidance on eligibility of voters who reside part-time in their communities. Clearly, Boards of Registrars statewide can benefit from specific guidance on the meaning of “domicile” when applied to voters who have more than one residence.

### **The Challenges to Targeted New Voters**

The Board of Registrars convened on November 6 for a multi-day hearing to consider challenges to 66 newly registered voters.<sup>7</sup> None of our clients registered to vote prior to June 30, 2023, and the overwhelming majority registered to vote after August 2023. The challenges were filed by Raphael W. Richter, a town resident and member of the Finance Committee. Each challenge took the form of a checklist, and cited 5 criteria as the bases for his challenges:

1. The voter is not on the street list
2. The voter pays personal property tax
3. The voter does not pay excise tax for a vehicle in Truro
4. The voter has a residential exemption elsewhere.
5. “Other” The stated reason in nearly every instance was that the voter has an out-of-town mailing address.

Most of the challenged voters did not possess all 5 criteria for alleged ineligibility, and several hearings were held for voters that only met 3 of the criteria.<sup>8</sup> All of the bases of the challenges are fundamentally flawed, particularly for newly registered voters, and should have been given no weight in determining the voters’ eligibility.

#### **1. Not on the Street List**

It is not surprising that a newly registered voter is not on the street list. After all, even if accurate it can only show the identity of persons who lived in town as of the beginning of the year. But in fact, Truro’s street list is far from accurate. Contrary to their obligations under law, the Board of Registrars has not made diligent inquiry of

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<sup>7</sup> The Board was improperly constituted. G.L. c. 51, § 15 provides that when there is a vacancy on the Board of Registrars, the Select Board (“SB”) must notify the town committee of the political party from which the position is to be filled of the vacancy. The notice must be sent by certified mail. The town committee has 45 days to provide a list of potential appointees. The SB “shall” fill the vacancy from the list provided by the town committee unless no names are provided more than 45 days after notice has elapsed. The vacancies should have been filled using this process. The SB never sent the required certified mail notice. The Republican Town Committee only found out about the vacancies from the media and then forwarded names for appointment. The Chairman of the Republican Town Committee attended the Select Board meeting at which the vacancies were to be filled and told the Board that it was violating the law. The Truro SB willfully disregarded the process for filling the vacancies for the positions attributable to Republicans, and instead relied on the provisions of G.L., § 20 to appoint temporary registrars. On December 12, 2023, the SB declined to hear the applications of those properly nominated by the Republican Town Committee and instead extended the temporary appointment of the improperly constituted BoR, alleging that it was “uncomfortable” with couples being included as nominees. We are not aware of any prohibition on spouses or partners serving on the same local government body. Moreover, the Town Committee nominated eight candidates enough so that the Select Board was not constrained to appoint spouses or partners. One concerning fact is that the temporary registrars are all Town employees whose lack of independence was amply demonstrated at the “challenge” hearings.

<sup>8</sup> See, e.g., Rosemary Boyle, challenged on the basis of not paying motor vehicle excise tax in Truro; paying personal property tax in Truro and claiming a residential tax exemption in another community; Diedra Dietter, challenged on the basis of not appearing on the street listing, not paying motor vehicle excise tax in Truro, and having an out of town mailing address; Edward, Karen, and Roberta Kinsella all challenged on the basis of not paying motor vehicle excise tax in Truro, paying personal property tax in Truro and having an out of town mailing address.

the town residents by mailing out an annual census. Likewise, it has not provided new voter registrants with the street list form for completion following registration. The Registrars' failure to conduct an annual census and seek street list information from which the street list is derived renders the evidentiary value of the street list to be wholly unreliable. Had the Board of Registrars met their statutory obligation to send out the annual census/street list form, all such persons would have appeared on the street list. The fault lies with the Town, not the residents.

## 2. **Personal Property Tax**

The personal property tax is similarly flawed. First, it is assessed as of January 1 of the year prior to the start of the current fiscal year. In this case, it is assessed as of January 1, 2022. Clearly that is no indicia of domicile in the summer of 2023. Moreover, the personal property tax assessments are not reliably accurate. The tax could be low enough that a taxpayer is unwilling to go through the abatement process, even if it is improperly assessed. It could reflect application to "full-timers" for various reasons, including error, failure to remove after transitioning to Truro full-time, or personal property of a home occupation or an Accessory Dwelling Unit. Personal property tax is not a unique identifier of non-domiciled status in Truro; for example, at least one Truro Select Board Member, Sue Areson, is assessed personal property tax.

## 3. **Motor Vehicle Excise Taxes**

Motor Vehicle Excise taxes are assessed where a motor vehicle was principally garaged as of January 1 of the excise calendar year. Like an appearance on the street listing and assessment of personal property tax, this is a backward-looking criterion and, in any event, not necessarily assessed at the voter's residence<sup>9</sup>. The Appeals Court in *Lay* dismissed the Registrars' reliance on excise tax, finding "[f]ar from creating a presumption of domicil, what appears on such tax documents is 'less likely to be a persuasive indicator of domicil than the physical, business, social, and civic activities of the person whose domicil is in question.'" *Id.* at 24, quoting *Reiersen v. Comm'r of Revenue*, 26 Mass. App. Ct. 124, 131 (1988). Indeed, the Supreme Judicial Court ordered the City of Worcester to register a student to vote notwithstanding the fact that he had a car registered and insured in New York and held a New York driver's license. *Hershkoff v. Board of Registrars of Voters of Worcester*, 366 Mass. 570, 573 (1974).

## 4. **Residential Tax Exemption ("RTE")**

Truro's Town Counsel (Lauren Goldberg) herself dismissed the evidentiary value of this criterion. As she stated several times in the Select Board meeting on October 10, 2023, the consequences of a homestead or residential exemption have nothing to do with residence for voting purposes. Specifically, Town Counsel opined: "So, it could very well be the case that a person lives in one town and takes a residential tax exemption in another. Maybe they're not eligible for it in the other town but they have taken it. The consequences of that have nothing to do with residence for voting purposes." It was also dismissed as probative by the Appeals Court in *Lay*. *Lay*, 101

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<sup>9</sup> Notably, these were not among the public records requests from Truro by the challenger – requested and supplied within the 24-hour period before he filed 66 voter challenges. The Town offered these documents *sua sponte*, along with many other indicia it deemed relevant. This also begs the question: who in fact, was the challenger – Mr. Richter or the Town, or both?

Mass. App. Ct. at 25.

#### 5. **Out of Town Mailing Address**

Mailing addresses are nothing more than a convenience to the resident. If a person splits their time between homes, it makes sense that they would choose one as the year-round mailing address.<sup>10</sup> As Town Counsel told the Select Board, there is no requirement that a person spend a minimum number of days in order to be a resident for voting purposes. A new resident of town is likely to still reflect a non-Truro address. An older person may have a younger relative manage their finances such that their bills and accounts reflect the manager's address, rather than the voter's residence. Given that more than 100 voters on the voting roll prior to May 10, 2023 have a second, non-Truro address, the current mania over this criterion is suspect and targeted for ulterior purposes. In sum, the evidence of a mailing address outside of Truro is rather weak tea.

All of the criteria supporting Mr. Richter's challenges are either wholly irrelevant or backward looking and thus irrelevant to a newly registered voter. A determination that any of these criteria are necessary prerequisites to register in Truro to vote would impose a *de facto* durational requirement on residency, unique to Truro within the Commonwealth. In the absence of reasonable grounds for suspicion, a voter's expressed declaration that they intend Truro to be their home is to be honored. *Hershkoff v. Board of Registrars of Voters of Worcester*, 366 Mass. 570, 579-580 (1974).

#### **Schedule A – Summoned Production from Challenged Voters**

In addition to documents required to refute the specifics of the challengers' five-item "challenges," the Board of Registrars issued, at the request of the challenger, summonses served on the challenged voters that included a request that voters "produce the designated documents or information listed in Schedule A."<sup>11</sup> Many of these documents are backward looking and for new voters would show the voters' prior address: drivers' licenses, motor vehicle titles, and tax returns would all reflect addresses at the time of issuance, or in the case of tax returns a person's mailing address at the time of filing. A passport does not contain an address at all. For any newly registered voter, there will understandably be less objective evidence supporting their residency in Truro. For a person with multiple residences, the requested documents are not relevant or will only show that the challenged voters have ties to Truro as well as their other residences.

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<sup>10</sup> Truro has no USPS mail delivery service and all "snail mail" is receivable only through two US Post Offices (02666 and 02652) with limited numbers of not inexpensive P.O. Boxes. Many residents choose to have mail sent to their businesses or other addresses as a result to ensure convenient delivery.

<sup>11</sup> The documents requested were: driver's license; passport; a copy of any active Homestead documents; a list of any town/city, nonprofit, or other Boards the individual has served on in the preceding 7 years; a list of any current paid or unpaid memberships to organizations and/or businesses including but not limited to clubs, libraries, gyms, and religious centers; if the individual has natural or adopted children age 18 or under, the location and address where the child(ren) attend school; a copy of all vehicle registrations and a copy of the title to any vehicle owned by and or used regularly by the individual; a list of all current business interests including the address of those locations; a list of all charitable interests including the address of those locations; a copy of all active utility bills including but not limited to telephone, electric, gas, and broadband internet; a list of the location(s) and address(es) where the individual works; and, a signed copy of the first page of the last 2 personal federal and state tax returns filed by the individual. Many of these are protected by data privacy laws and no provision was made for prior review in executive session to protect privacy-protected information from public disclosure.



Requiring newly registered voters who have more than one property to submit this level of documentation is unreasonable, invasive, and would not be required of any other group of new voters before accepting their registration. Giving weight to these documents or requiring that the challenged voters show substantial ties to Truro essentially imposes a durational requirement on residency, or alternatively provides a different and vague set of necessary prerequisites in order to be eligible to register to vote in Truro. One can only conclude that it was served for the improper purpose of intimidating the registrants from pursuing their right to vote. Indeed, if that was the purpose it worked. Approximately 30 of the 66 challenged new registrants withdrew their registration or chose not to appear at the hearings rather than fight the challenge.

### **The Board of Registrars' Hearings on the Targeted Voter Challenges**

Notwithstanding the thin reasons underlying the challenges, summonses were issued and the Board of Registrars held the hearings. In the hearings, the Board gave little to no weight to the voters' testimony of their ties to Truro and gave improper weight to the documentary evidence described above, as well as other flawed documentation. As your Office's guidebook "*Residency for Voting Purposes*" provides "[c]itizens need only be actual residents at the time of registration. They may establish their homes and then register to vote immediately." (emphasis added) While many of our clients have owned their Truro homes for years prior to registering to vote, they cannot be required to show a certain period of occupancy or documentation establishing robust civic and social ties *prior* to, or in the weeks shortly after registering to vote. Such ties build and grow over time, and under most circumstances, a newly registered voter would have difficulty showing *more* civic and social ties to their new domicile than to their old.

The Board introduced its own exhibits for many challenged voters, including: records of voting history; records of transfer station visits; records of water usage history; septic inspection reports; copies of building permits; and individuals' profiles from professional websites. The Board of Registrars placed an undue weight on this evidence, even though, as is the case with the documents cited by Mr. Richter, many of the documents sought or introduced were inappropriate or irrelevant. Equally of concern, several challenged voters were asked: what motivated them to change their registration; whether they did so to vote in the upcoming Town Meeting; where they attended church; how much time they spend in Truro; whether they winterized their homes; and whether their home is deed-restricted for seasonal use. One voter, who was stricken from the rolls, was told by the BoR Chair (i.e. the Town Clerk) that among the reasons why she did not believe he was properly registered included his belonging to a "part-time resident association" and the fact that in her judgment he did not use the transfer station enough.<sup>12</sup> Even when documents were provided by challenged voters showing changes of address, or changes to homesteads, or pre-existing applications for residential tax exemptions, the Clerk dismissed such actions as merely remedial and gave them no weight, notwithstanding that the Board was informed by registrants' counsel that the law does not

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<sup>12</sup> "You're a member of a part-time resident organization in Truro. And It's hard for me to get past the fact that you didn't need to go to the transfer station from early April to mid-July, at all, not once." Board of Registrars Meeting: 11/9/2023, 25:15-25:30 in recording. She failed to note or may not know that this "part-time organization" accepts and has full-time members, as the common tie among all members is their taxpayer status and shared tax interests.

require that any particular documentation be filed to prove domicile prior to registering to vote.

Finally, and perhaps most troubling, the Board Chair and the challenger asked nearly every voter questions about their membership in various associations. The First Amendment protects our right to freedom of association. It is well established that different government actions may unconstitutionally infringe upon this freedom, by imposing “penalties or withhold[ing] benefits from individuals because of their membership in a disfavored group” or by requiring disclosure of the fact of membership in a group. *Roberts v. U.S. Jaycees*, 468 U.S. 609, 622–23, (1984) (citations omitted). Nearly every challenged voter was asked, over our objection, whether they are a member of the Truro Part-Time Resident Taxpayers’ Association (TPRTA), a nearly 30-year old civic organization serving the entire community. In fact, the Town Clerk asked one registrant, Rose Bayani, if voting at the upcoming Town Meeting was her motivation to switch her registration!<sup>13</sup>

It is implied by this questioning that the Board is supposed to draw a negative inference from a person’s membership in a local civic organization, notwithstanding the fact that it is organized “to promote and encourage the participation of seasonal part-time residents in civic life in Truro...” and has, since at least 2001, from time to time encouraged eligible non-voters to register to vote. The only requirements for membership are 1) owning property in Truro and 2) paying the required dues. The bylaws expressly provide if members become permanent voting residents of Truro, they *may remain members...*” See TPRTA Bylaws Arts. 2-3.<sup>14</sup> There is no link between eligibility for membership in TPRTA and a person’s residency for voting purposes. This inquiry has no probative value in the determination of whether a person has a right to vote. The Board Chair asking or permitting this line of questioning to be asked of challenged voters is repugnant to our Constitutional norms.

Recordings of all the hearings are available online.<sup>15</sup>

One cannot ignore the context in which these challenges were filed. They were filed four days before Truro was scheduled to hold a Special Town Meeting. The voters were to consider a series of controversial warrant articles for two projects, a proposal for a DPW facility and a new residential development referred to as the “Walsh Project.” The elected officials that want the Select Board’s warrant articles and proposals to pass cannot be certain that new voters will support these projects. Indeed, given the high profile of these projects, the supporters must be concerned that the new voters are registering because they oppose them.<sup>16</sup>

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<sup>13</sup> Board of Registrars Meeting: 11/17/2023, 54:4-54:48 in recording “Would you say that that [voting in upcoming Town Meeting] is what motivated you to change your registration?”

<sup>14</sup> The TPRTA bylaws are attached.

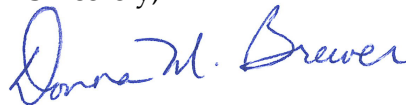
<sup>15</sup> <http://trurotv.truro-ma.gov>

<sup>16</sup> In this regard, it is worth noting that since the May 2023 elections, 151 persons registered to vote in Truro, presumably to have their votes count in the next (and future) Town meetings and/or elections. The implication that these 66 “challenged” voters had ulterior or inappropriate motivations to have their voices heard on matters that a) they have a right to vote on, b) they care deeply about, and c) that these motives are unique to them and not the other 85 newly registered voters is entirely spurious and miscast. Voting is meant to influence ballot outcomes. It is neither improper or surprising that eligible voters would want to vote especially at this Special Town Meeting where the outcome would determine the scale of tax burden for a generation to come.

The number of challenges to newly registered voters is unprecedented in Truro, and perhaps in the Commonwealth. The number alone should be a matter of concern. Challenging *en masse* new voters is, unfortunately, a common tool in the tool box of those who want to suppress the votes of those who may challenge the *status quo*. As noted by the Brennan Center for Justice, removing eligible voters from the voting rolls has increased substantially in the last decade over the prior decade.<sup>17</sup> In the case of the challenges in Truro, there is a statistically significant indication of discrimination based on age. While the median age of the Town's population is approximately 60, over 84% of the challenged voters are over that age. Older voters often have limited and fixed incomes and can be expected to be concerned with the addition of significant Town debt and the projected massive increases in tax burden. The support of the majority of the Select Board and the chairs of other key Town boards for the DPW and Walsh projects, coupled with concern that those projects may not be supported by older voters, may be the motivation behind the challenges to newly registered, older voters and it may explain the many actions taken before and after the challenges to continue to disrupt the vote in Truro<sup>18</sup>.

I am confident that you will agree that the Town Clerk and the Board of Registrars would benefit from guidance and training related to residency for voting purposes, particularly as the law should be applied to newly registered voters. Such training is necessary to ensure that, wherever possible, the choice of the voter as to his or her domicile for voting purposes is respected as required by law. It was not respected at the recent hearings.

Sincerely,



Donna M. Brewer

cc: Massachusetts Attorney General - Civil Rights Division  
US Department of Justice, Civil Rights Division

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<sup>17</sup> <https://www.brennancenter.org/issues/ensure-every-american-can-vote/vote-suppression/voter-purges>

<sup>18</sup> Truro scheduled a Special Town Meeting (STM) for Oct 21, 2023 at which several large and expensive capital projects are in contention. On Oct 17, one day after applying for public records to support his assertions, Richter filed 66 challenges. The Town Moderator continued this STM three times due to Richter's challenges—citing MGL 39 §10 which allows one continuance of 14 days based solely on safety - but cited the voter challenges as the basis for continuation. The meeting was finally held on November 28, and voter turnout was high due to interest in voting on contested issues. The meeting was continued again on the basis of occupancy concerns, on a motion to move it to Feb 3 and to seek "special legislation" to hold it outside of Truro. Voters overwhelmingly rejected both propositions and voted instead to hold it as a separate meeting-within a meeting coinciding with – the Annual Town Meeting in May. On December 5, the SB approved and then submitted a "Governor's bill" to achieve what the voters rejected on November 28th. Voters will ask the Governor to set this request aside and to honor the voters' choice for May 4<sup>th</sup> in Truro and not a weeknight in the dead of winter.



# **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