

SCHA By-Laws

Ratified July 13, 2019

ARTICLE 1: Application

The management and administration of this Homeowners Association, known as South Cape Homeowners Association, Inc. (Hereinafter "SCHA") shall be regulated and governed by these By-Laws.

ARTICLE 2: Purpose of the SCHA

- To act as a Homeowners Association as defined by Internal Revenue Code Section 528 and subject to applicable federal, state and local taxes.
- To provide for the management, maintenance and care of the common property interests located within the Association as defined in Article 3.
- To establish and collect annual membership dues to promote the fair and efficient management of SCHA members' mutual interests in order to maintain an attractive and pleasant residential community.

ARTICLE 3: Territorial Area

- The SCHA is intended to serve the collective needs of members' property located within the boundaries of South Cape Beach Estates and Quail Hollow Village, collectively referred to as South Cape Beach Estates.
- SCHA properties are on the Mashpee Assessors Map #125 bound on the North by Town Landing Road, the East by Great Oak Road and Wills Work Road, the South by lot #130.1 and the West by The Great River.

ARTICLE 4: Policy

It will be the policy of the elected officials of the Association to work only in the common interests of the members' properties contained within the SCHA territorial area.

ARTICLE 5: Membership

A Member is an owner of record of any property located in South Cape Beach Estates. A Member is a Participating Member only if they are current with SCHA dues for each of their properties.

Participating Members are entitled to the following benefits:

- Attendance at SCHA sponsored events
- Eligibility to vote on SCHA issues
- Election to SCHA governing positions
- Use of the SCHA recreational areas including the docks and beaches

A member whose annual dues are in arrears shall forfeit the above Participating Member benefits. However, since their property is within the boundaries of the SCHA, they are responsible for the assessed dues as they do

enjoy other common benefits of roadways, landscaping, signage, and common properties. A Member can become a Participating Member by paying in full the outstanding dues owed to the SCHA.

ARTICLE 6: Construction

These By-Laws shall be interpreted liberally so as to assist and aid in the implementation of the purposes of the SCHA.

ARTICLE 7: Voting

A Participating Member shall be entitled to one vote regardless of the number of homes and/or lots owned and regardless of the number of co-owners of their property. Participating Members may vote by absentee ballot.

ARTICLE 8: SCHA Meetings

- There will be an Annual Meeting of all Members on the second Saturday of July or a date to be determined by the Directors.
- A special meeting will be convened by the Board of Directors on its own motion or if petitioned by ten (10%) percent of Participating Members. The selection of date, time, and place for any such special meeting must allow thirty (30) days' notice to be made to all Members.
- Notice of any meeting may be given by e-mail.

ARTICLE 9: Quorum – SCHA Annual or Special Meeting

At any SCHA annual or special meeting, one-third (1/3) of the Participating Members or thirty (30) in number, whichever is less, will constitute a quorum except when amendment to these By-Laws is proposed, in which case the quorum(s) required will be as detailed in Article 19.

ARTICLE 10: Board of Directors

- The affairs of the SCHA shall be managed by a Board of at least five (5) but not more than nine (9) Directors each of whom must be a Participating Member. Each Board of Directors shall hold office until the election of their successors for the terms stated in Article 11.
- Participating Members and their spouses (but not both) are eligible for election to the Board of Directors.

- Of the Board of nine (9) Directors, it is desired that at least three (3) be year-round residents of South Cape Beach Estates.

ARTICLE 11: Board of Directors – Term of Office

- The present Board of Directors shall hold office until their terms have expired. At each Annual Meeting of the SCHA, three (3) board members shall be elected for a three (3) year term which provides continuity to the Board.
- In the event that a vacancy occurs on the Board, the Board shall appoint a Participating Member to fill the vacancy until the next annual meeting by a vote of simple majority, provided a quorum of is present. At that annual meeting a special vote will be taken to fill the vacancy for the remainder of the term.
- There are no term limits for Directors.
- A Board member may be removed from the Board by a two thirds majority voting for removal provided a quorum is present.

ARTICLE 12: Board of Directors – Meetings

- The Board of Directors will hold regularly scheduled meetings as the Board of Directors shall provide. Special meetings of the Board may be called at any time by the President or by any two (2) Directors. The selection of time and place for such special meetings must allow sufficient time to notify and request the attendance of all Directors. Notice of any meeting of the Board of Directors may be given by e-mail.
- All meetings of the Board of Directors will require a quorum of a majority of all Directors. Decisions can be made by vote of simple majority provided a quorum is present.
- Meetings of the Board of Directors are open to all Members upon prior notification to the Board.

ARTICLE 13: Officers

- The officers of the SCHA shall be President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may in their discretion approve.
- There will be no officers term limits.
- Officers shall be elected annually by majority vote in a secret ballot of the Board of Directors at the first board meeting after the Annual Meeting of the Members of the SCHA.

ARTICLE 14: President and Vice President

- The President will be the Chief Executive Officer of the SCHA and will act in that capacity at all meetings of the Board of Directors and/or member meetings at which he or she is present. The President shall

perform any other duties as the Directors shall designate. The President will be an ex-officio member of all committees appointed by the board.

- The Vice President shall assume the foregoing duties in the absence of the President and have such authority as the directors shall designate.

ARTICLE 15: Secretary – Treasurer

Secretary

- The Secretary shall keep all documents pertaining to the charter and By-laws of the SCHA and amendments thereto; shall maintain minutes of all Board of Directors' or members' meetings, and shall make such minutes available (on reasonable notice) for examination by any Participating Member of the SCHA.
- The Secretary will file the Annual Reports and other required documents with the Secretary of the Commonwealth in accordance with the Massachusetts's state law.

Treasurer

- The Treasurer will, under the direction of the Board of Directors, have general charge of the financial affairs including joint custody of the SCHA funds with the President. The Treasurer will keep accurate account records and make them available (on reasonable notice) for examination by any Participating Member.
- The Treasurer and the President will be bonded for such amount as is decided upon by the Board of Directors based upon the assets of the SCHA. The cost of the bonding will be borne by the SCHA. In the event that any nominated Treasurer is not bondable at normal rates for any reason, the Board is required to drop that nominee and elect one that is bondable at normal rates.
- Financial obligations incurred by the SCHA are to be paid by the Treasurer with the following restrictions:
 - 1) Any day-to-day type obligation of \$200 or less may be paid by the Treasurer by check.
 - 2) Any check or payment in excess of \$200 requires the Treasurer's and the President's or Vice President's approval, if not previously approved by the board of directors.
 - 3) Any obligation or payment in excess of \$1000 requires preapproval of the board.
 - 4) All expenses (obligations or payments) since the prior board meeting will be documented by the Treasurer at regularly scheduled board meetings. This information will be provided in a summary statement and will be included as part of the meeting notes.

- 5) An annual oversight of the SCHA financial statements for the prior year shall be conducted by an independent third party and submitted to the Board within 90 days of the end of the financial year.
- 6) The Treasurer will be responsible for the timely filing of the annual Federal and State Taxes.

ARTICLE 16: Committees

Committees may be formed by the Board of Directors to help carry out any of the purposes of the SCHA. Any committee formed will serve at the discretion of the Board and shall contain a Board member to insure representation and reporting at Board meetings.

ARTICLE 17: Fiscal Year

The fiscal year of the Association commences on May 1st of each year.

ARTICLE 18: Annual Dues

The annual dues for SCHA members will be determined each year by the Board. All members will be notified of the amount due by mail, email, and/or Newsletter. The annual property dues are due and payable to the SCHA within thirty (30) days of the date of the notice. Interest, compounded monthly at 1% per month may be added to overdue balances.

ARTICLE 19: Amendments

These By-Laws may be amended by approval of fifty-one (51%) percent of the Participating Members. Such voting can be taken at any Members meeting or by absentee ballot.