

# West Barnstable Civic Association Bylaws

Revised and Adopted December 8, 1983, Amended October 19, 1988, January 31, 1990, January 29, 1992, October 16, 2001, January 13, 2004, May 19, 2015.

## ARTICLE I Title and Object

- Section 1.** This organization is known as the “West Barnstable Civic Association” hereafter referred to as “Association”.
- Section 2.** The West Barnstable Civic Association is a 501(c) (4) nonprofit organization incorporated under Chapter 180 of the Massachusetts General Laws.
- The Association’s mission is to represent the citizens of West Barnstable in working for the betterment of our community. The Association will support positive working relationships with state, county, and local officials and other village and civic associations. The Association will promote timely communication, civic engagement and community spirit through educational and social events and activities.

## ARTICLE II Membership and Dues

- Section 1.** There shall be three classes of membership: Regular, Associate and Honorary as defined below.
- a.) Regular Membership of the Association is open to all voters, residents, and taxpayers of West Barnstable, as defined by the boundaries of the West Barnstable Fire and /or the 02668 Mail District. Only Regular Members may vote at Association meetings.
  - b.) Associate Member- is open to individuals who do not qualify under the Regular membership category. Associate Members may not vote at Association meetings.
  - c.) Honorary Member- The Board of Directors may annually recognize individuals for distinction in service to the West Barnstable Civic Association by conferring on them Honorary Membership to the Association. Honorary Members may not vote at Association meetings.
- Section 2.** Current Members are Regular and Associate members of the Association who have paid their dues for the current membership year.
- Section 3.** Dues for membership shall be established by the Board of Directors, with dues payable annually as prescribed by the Board.

## ARTICLE III Officers and Directors

- Section 1. OFFICERS**
- a.) Officers of the Association, who also serve as Directors, shall be the President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary and Immediate Past President
  - b.) Officers shall be elected at the annual meeting for a one (1) year term, or until their successor has been elected.
  - c.) Officers may serve in only one position at a time with no limit on the years served with the exception of the President whose term of service as President is limited to 3 years.
  - d.) All officers shall serve without compensation.

**Section 2.**

**DIRECTORS**

- a.) At the Annual Meeting of the Association, directors shall be elected from the current Association membership for a one (1) year term.
- b.) The Board of Directors shall include each of the officers, plus no less than six (6) members and no more than ten (10) members. Each candidate for the Board must be a current regular member of the Association and must agree to accept the responsibility of directorship.
- c.) All newly elected members of the Board of Directors shall assume office at the first Board meeting following the annual meeting and shall be participating members thereafter.
- d.) All members of the Board of Directors shall own or rent real estate in the area as defined by the boundaries of the West Barnstable Fire District and/or 02668 mail district.
- e.) A term on the Board of Directors may be less than a year when an appointment is required to fill a vacancy for a Director who resigns before completion of their full term. Such vacancies shall be filled by a majority vote of the Directors present at the Board Meeting following the date of resignation. The appointed Director's remaining term will be considered a full term when determining consecutive years of service.
- f.) Directors are expected to regularly attend the meetings of the Board of Directors. Any Director missing multiple meetings may be replaced by the Board of Directors unless special exemption for such absences is granted by the Board.
- g.) The current Town Council members representing voters within the district of the Association shall be ex-officio members of the Board.

**Section 3.**

**DUTIES OF THE OFFICERS**

**a.) PRESIDENT**

- i.) Shall be Chairman of the Board of Directors and preside at all meetings of the Association and the Board of Directors and shall perform such other duties as the Board may authorize or request.
- ii.) Shall exercise general supervision and control over the affairs of the Association.
- iii.) Shall be an ex-officio member of all committees.
- iv.) Shall provide an agenda to the officers and directors in writing or via email prior to any regular meeting of the Board of Directors.
- v.) Shall notify the Association's members and interested parties of all meetings of the Association.

**b.) VICE PRESIDENT**

- i.) Shall act as President in the absence of the President.
- ii.) Shall be the liaison between the Association and other organizations as directed by the President.
- iii.) Shall have such other duties as the Board may prescribe.

**c.) TREASURER**

- i.) Shall be responsible for keeping current, complete and accurate records of all Association accounts and for safeguarding all funds received by the Association.
- ii.) Shall collect and invest all funds of the Association and disburse them in a timely manner under the direction of the Board.
- iii.) Shall ensure that current records of the names, addresses and status of all dues-paying members are maintained.
- iv.) Shall report at each meeting of the Association a summary of current receipts and expenditures, and the current balance in all Association accounts.

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v.) Shall submit a detailed written financial statement for members to review at the January annual meeting of the Association.

**d.) RECORDING SECRETARY**

- i.) Shall keep current, accurate minutes of the proceedings of the Association and the Board of Directors.
- ii.) Shall be the custodian of the Association's official records.
- iii.) Shall, upon retiring, transfer all the Association's records to the incoming Recording Secretary.
- iv.) The official records of the Association will be kept in a secure but accessible location to be retained in perpetuity by the Association.

**e.) CORRESPONDING SECRETARY**

- i.) Shall attend to the official correspondence of the Association, including notices to government officials.
- ii.) Shall notify the public, when appropriate, through available media, including newspapers, radio, television, website, email and posters regarding meetings to be held and actions for the Board.

**f.) IMMEDIATE PAST PRESIDENT**

- i.) Shall assist all new Directors and the incoming President to transition into their new positions.
- ii.) Shall serve until they have completed their maximum number of terms as defined herein.

**Section 4. DUTIES OF THE BOARD OF DIRECTORS:**

- a.) Manage the affairs and transact all business of the Association in compliance with these Bylaws and any other rules and regulations of the Association that the Board might adopt.
- b.) Provide for the enforcement of rules and regulations for the benefit of the Association.
- c.) Create committees as needed to carry out the work of the Association. At least one current Director should be a member of all Association Committees.
- d.) Respond in a timely manner to reports and requests received from any committees or Association member

### ARTICLE IV

#### Nominating Committee

**Section 1. NOMINATING COMMITTEE**

- a.) Each year, prior to the May General Membership meeting, the President shall appoint a Nominating Committee, subject to the approval of the Board of Directors.
  - i.) The Nominating Committee shall consist of five members, three of whom shall be current members of the Board of Directors including the Vice President, and two of whom shall be from the current membership of the Association but not be Board members.
  - ii.) Members of the Nominating Committee, other than the Vice President, may serve for one year and may not serve again until they have not served for at least one year. The Vice President may serve as long as he/she is the Vice President.
  - iii.) The Nominating Committee will propose to the Board at its December meeting, a list of candidates for Officers and Directors to be elected at the Association's annual January meeting. Candidates may be recommended to the Nominating Committee for consideration until November 15th, whereupon nominations will close. The Nominating Committee will review all candidates and make a final recommendation for Officers and Directors at the December Board meeting.
  - iv.) Candidates for election shall be Regular members of the Association and selected so as to provide as broad a cross representation of West Barnstable as possible.

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## ARTICLE V

### Meetings

#### Section 1. BOARD OF DIRECTOR MEETINGS

- a.) The Board of Directors should meet monthly and shall be open to the public.
- b.) Special meetings of the Board may be called at any time by the President or by any five (5) members of the Board with seven (7) days advanced notice to its membership. Exceptions may be made in the case of emergency situations which threaten the village or the Association and require immediate action by the Board. The purpose of any special meeting will be detailed in advance to all the Directors.
- c.) At any regular Board meeting of the Association, a majority of the Directors shall constitute a quorum of the Board.
- d.) Draft minutes of all meetings will be provided to Directors prior to the next Board meeting. The approved minutes will be retained along with the Association's permanent records.

#### Section 2. GENERAL MEMBERSHIP MEETINGS

- a.) Meetings of the general membership of the Association shall be held each January, May and October.
- b.) The Board of Directors shall determine the dates, location and agenda for the general meetings.
- c.) The annual meeting and elections for officers and directors shall be held at the January general meeting.
- d.) A minimum of at least sixteen regular members of the Association must be present at any general meeting of the Association at which a vote is taken committing the Association to any action.
- e.) A majority vote of those present shall be required for the transaction of official business. Meetings may be held without the minimum number, where a program may be presented or the members may engage in the discussion of matters of Association interest, but no formal action can be taken.
- f.) Requests for expenditures by regular members of the Association must first be presented before the Board of Directors at a regularly scheduled Board of Directors meeting, prior to bringing the question to a vote at the General Membership Meeting.
- g.) Each general meeting of the Association should consist of three parts:
  - i. Social period
  - ii. Official Business which will include approval of prior minutes and reports of committees, officers, elected officials and old business.
  - iii. New business and any guest presentations or programs.
- h.) Regular Association members may be issued voting cards, at the discretion of the presiding officer, for casting their votes.

## ARTICLE VI

### Indemnification of Directors

No Officer or Director shall be personally liable to the Association or its Members for monetary damages for any breach of fiduciary duty as an Officer or Director not withstanding any provision of law imposing such liability, except to the extent provided by applicable law for liability (1) for breach of the Officers or Director's duty to the Association or its Members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the Officer or Director derived improper personal benefit.

**ARTICLE VII**

**Dissolution of Corporation and Inurement**

- Sec. 1.** In the event that the corporation wishes to dissolve as a whole, for whatever reason, monies left in the treasury after payment of all expenses shall be distributed as follows: One-half (1/2) of the remaining funds will be divided equally among the West Barnstable Village Festival Committee, the Whelden Memorial Library and the West Barnstable Firefighters Relief Association. The other one-half (1/2) will be used in the Village of West Barnstable only, and for good works as decided by the directors at the time of dissolution. Equipment and supplies owned by the corporation will be offered first to the West Barnstable Village Festival Committee, the Whelden Memorial Library or the West Barnstable Firefighters Relief Association and secondly to any other not-for-profit organization in the Town of Barnstable or sold and the proceeds distributed as monies left in the treasury as detailed above. With respect to the distribution of assets, no member, director or officer of this corporation shall profit thereby.
- Sec. 2.** No part of its net earnings shall inure to the benefit of any member, director or any officer of the corporation or any private person. No officer, director or member of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

**ARTICLE IX**

**Amendments**

These Bylaws may be amended at any meeting of the Association. A successful Bylaw amendment shall require a two-thirds vote of a quorum of at least thirty (30) members. Notice of the meeting including the proposed Bylaw amendments shall be made available to the Association members at least fourteen (14) days prior to the meeting to act on the Bylaw amendments.