

Silver Beach Improvement Association, Incorporated  
Revised By-Laws – 2011

I.

The name of the association shall be

SILVER BEACH IMPROVEMENT ASSOCIATION INCORPORATED.  
Its seal shall bear its name and the year of its incorporation.

PURPOSES

This association is constituted for the purposes of banding together all of the summer and permanent owners of beach property as well as residents for the summer season and thereby unifying the efforts of all the persons in the interest of the improvement of Silver Beach and the facilities now available and to be made available for the entertainment and amusement of the members and their families; to promote standards of good conduct and social contact. The acquisition, ownership, and maintenance of grounds, beaches, and such other real or personal property as shall become necessary, or to represent its members in dealing with the Town of Falmouth for the best interests of the membership, and to do such things as may be incidental to the attainment of the foregoing objects.

II.

OFFICERS

The executive officers of the association shall consist of a president, vice president, a secretary, who shall be a clerk of the association, a financial secretary and a treasurer. Nothing herein contained shall deprive any one person from holding more than one office at the same time.

There shall be a Board of Directors which shall consist of the above officers plus no fewer than six (6) members but no more than eight (8) members in good standing.

Directors elected by the membership as hereinafter set forth, and the Chairperson of the following Standing Committees; Beach Committee; Grounds and Harbor Committee; Finance Committee; Social Activities Committee; Movie Committee; Membership Committee; Volunteer Coordination Committee; and such other added Chairperson of Standing Committees as may be created by the vote of the membership at its Annual Meeting or at a Special Meeting duly called therefore, shall constitute the Board of Directors. Should the board decide to expand the chairperson position to co-chairs, it shall have the authority to do so.

Each officer shall, subject to the By-Laws, have in addition to the duties and powers set forth herein, such duties and powers as are commonly incidental to his or her office, and

such duties and powers as the Board of Directors shall from time to time designate. Each officer, director, chairperson and member of a committee shall be a regular member of the association in good standing and shall hold such office only so long as he or she remains a member in good standing.

The last immediate past President shall become a member of the Board of Directors, Ex Officio, with the power to vote, upon completion of their term of office, for the duration of the term of the succeeding President.

### III.

#### ELECTION OF OFFICERS AND BOARD OF DIRECTORS

There shall be elected at the Annual Meeting of the Association, a President, a Vice-President, a Treasurer, a Secretary, and a Financial Secretary, each to hold office for one (1) year or until his or her successor is elected. Persons holding the office of President shall not be elected for more than three (3) consecutive, one year terms.

There shall be elected at the Annual Meeting of the Association six (6) to eight (8) Directors, each to serve for a term of one (1) year or until his or her successor is elected.

Balloting for the election of officers and directors shall be made by open ballot. In case of a tie vote for any officer or Director, the General Body shall immediately re-vote but only as to the nominees for whom the tie vote was cast.

In case of a temporary absence or disability of the Treasurer, Secretary or Financial Secretary, the Board of Directors shall appoint a regular member in good standing to perform the duties of such officer or officers during such temporary absence or disability. In case of a vacancy in any of such officers or on the Board of Directors, the Board of Directors shall elect a member in good standing to perform the duties incident to the office, and the vacancy shall be filled by a vote of the general Body at the next Annual Meeting or at a Special Meeting called for said purpose.

Any Officer or Director may be removed from office by a majority vote of all the regular members in good standing of the Association in the call for which notice of the proposed action is duly given.

### IV.

#### PRESIDENT AND VICE-PRESIDENT

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and at all meetings of the Board of Directors. The President shall be a member, Ex Officio, of all standing committees with the right to vote thereon.

In the absence, disability or at the direction of the President, the Vice-President shall assume all the powers of the office and perform all the duties of the President; appoint committees in the manner herein provided, and the Vice-President shall perform all other acts which the President may be authorized to do by the Board of Directors.

The President shall appoint as herein before provided, all standing Committees and shall appoint such other temporary committees as may be required during the presidential term of office. The President shall designate one of the appointees to be Chairperson (or Co-Chairpersons) of each such committee, subject to the approval of the selection by the Board of Directors. Such Chairperson (or Co-Chairpersons) shall become a member of the Board of Directors during their term of office. In the case where the Board of Directors does not approve such Chairperson, the Board of Directors shall thereupon elect a Chairperson. No Chairperson shall be removed from office without the approval of the Board of Directors.

#### V.

#### TREASURER

The Treasurer shall, subject only to the direction of the Board of Directors and under its supervision, collect all monies and have care and custody of all funds, valuable papers and the Seal of the Association, and he or she shall have power to endorse, for deposit or collection all notes, checks, drafts, etc., payable to the Association or its order. The Treasurer shall keep or cause to be kept accurate books of account which shall be the property of the Association, and shall render a statement of the financial affairs of the Association to the Board of Directors whenever they may require it, and at each Annual Meeting shall submit a complete written statement on his or her account as Treasurer for the calendar year last past which calendar year shall end on the last day of December of each year of the life of the Association. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such form and such sum and with such surety or sureties as the Board of Directors shall require, all at the expense and cost of the Association.

#### VI.

#### SILVER BEACH HISTORIAN

The Silver Beach Historian shall serve a 4 year term and have primary responsibility to be the custodian of all historic records of the association.

#### VII.

#### SECRETARY (Clerk)

The Secretary (who shall be known as the Clerk) shall keep an accurate record of proceeding of all meetings of the membership and all meetings of the Board of Directors,

in books belonging to the Association, which books shall be open to inspection to all regular members of good standing. He or she shall issue all the notices of all meetings; he or she shall cause to be published all notices, the publication of which shall be required; and he or she shall also conduct the general correspondence of the Association and the Board of Directors.

## VIII.

### BOARD OF DIRECTORS

The Board of Directors, except as otherwise limited by these By-Laws, shall have the entire management, government, and control of the property, business and affairs of the Association. The Board of Directors shall have the power, in the name and behalf of the Association, to acquire property other than real estate, to sell, transfer, lease, encumber and otherwise dispose of property other than real estate, and to fix the terms of any such acquisitions, dispositions or encumbrances of property and of any such contracts; to fix the terms of and incur indebtedness and issue the negotiable and other obligations of the Association therefore, and secure the same by mortgage, pledge or other lien upon any part of the property or assets of the Association; provided, however, that it shall not, other than for usual current operating expenses, incur obligations in the amount greater than the sum of two thousand five hundred dollars (\$2,500.00) for any one project.

The Board of Directors may, upon majority vote, purchase and mortgage or otherwise obtain real estate.

The sale of Association property requires a written, two thirds majority vote for, in advance, by the members who are in good standing. The results of the vote must be kept by the Board of Directors for at least three (3) years in the Association safe deposit box, of a bank approved by the Board of Directors. Any such vote may be done in writing or by use of electronic means over the internet.

The Board of Directors shall determine the requirements for eligibility and the amount of entrance or initiation fees, fix the Annual dues of all classes of members and levy assessments.

The Board of Directors may make rules governing the use of any of the facilities of the Association; may regulate the privileges extended to visitors or guests; may create new committees in addition to the aforementioned standing committees, the members of such additional committees to be appointed by the President; may expel or suspend members for improper conduct, violation of rules or non-payment of dues or other indebtedness.

Meetings of the Board of Directors shall be held at the call of the President or on a written request of at least one fourth of the Directors. At any meeting of the Board of Directors, an affirmative vote of the majority of the Directors present, providing a quorum shall be present, shall be necessary to pass any resolution, except a vote to adjourn when no quorum is present. Five (5) members of the Board of Directors shall

constitute a quorum. The Board of Directors shall appoint a Nominating Committee of five members in good standing at least one week prior to the Annual Meeting. No member of the Nominating Committee shall be a Director or Officer. This Committee shall report a full slate of nominees for election at the Annual Meeting.

IX.

EXECUTION OF PAPERS

The Board of Directors may generally or, in particular cases, authorize the execution thereof in some other manner, all deeds, notes, leases, transfers, contracts, in the name and on behalf of the Association which shall be signed by the President and Treasurer. All checks drawn against deposits of the Association shall be signed by the Treasurer.

X.

MEMBERSHIP COMMITTEE

The Membership Committee may consist of five (5) members in good standing, including the Chairperson who shall meet at the call of the Chairperson or the majority of the members of the Committee. The duties of this Committee shall be in keeping and consistent with the obligation to obtain members in the Association and cooperate with the Treasurer in collecting dues.

XI.

FINANCE COMMITTEE

The Finance Committee shall consist of a Chairperson, who shall be the most recently retired President of the Association, the Treasurer and the Financial Secretary. Such Chairperson shall be a member of the Board of Directors as previously provided.

The Finance Committee shall examine, audit and certify such bills incurred by the Association as may be referred to it for that purpose; and shall consider and report, when directed by the Board upon any special matters relating to the finances of the Association. The Committee may employ an auditor to examine the financial records of the Association and report thereon at the Annual Meeting. At its first meeting, the Finance Committee shall consider all committee estimates and prepare a budget of estimated expenses and receipts of the Association for the year.

XII.

ADDITIONAL STANDING COMMITTEES

- A. Beach Committee shall consist of five (5) members in good standing, including the Chairperson, and shall meet at the call of the Chairperson or any

three (3) members thereof. The Committee shall have the care and management of Beach related activities and shall formulate rules, subject to the approval of the Board of Directors, for the use and care of said property; and shall be in charge of any employee or employees hired or retained by the Board of Directors for the maintenance, upkeep and preservation of said property.

- B. Grounds and Harbor Committee shall consist of five (5) members in good standing, including the Chairperson, and shall meet at the call of the Chairperson or any three (3) members thereof. The Committee shall have the care and management of the Association property, real or personal, and shall oversee all improvements and alterations and shall formulate rules, subject to the approval of the Board of Directors, for the use and care of said property; and shall be in charge of any employee or employees hired or retained by the Board of Directors for the maintenance, upkeep and preservation of said property.
- C. Entertainment/Social Committee shall consist of up to five (5) members in good standing, including the Chairperson, and shall meet at the call of the Chairperson or any three (3) members thereof. This Committee shall have arrange all entertainment and social functions.
- D. Movie Committee shall consist of up to three (3) members in good standing, including the Chairperson, and shall meet at the call of the Chairperson or any three (3) members thereof. This Committee shall arrange all movie functions.
- E. Volunteer Committee shall consist of up to three (3) members in good standing, including the Chairperson, and shall meet at the call of the Chairperson or any three (3) members thereof. This Committee shall have arrange volunteers for the various events the association manages.

No Committee shall have the power to expend funds or incur liabilities other than those necessary to the ordinary and routine functioning of such Committee in accordance with the budget approved by the board.

### XIII.

#### MEMBERSHIP

There shall be regular membership and other classes of membership, as may from time to time be established by the General Body of regular members in good standing.

A member in good standing is considered to be a paid home with two (2) votes per paid home. A paid home is also considered to have two shares of any distribution. Only members in good standing may vote on any issue.

Full membership shall be limited to those people residing in the area bounded by the property, formerly owned by the Silver Beach Improvement Association, Inc., presently owned by the Wild Harbor Yacht Club, from the inner harbor to Wild Harbor Road; then along Wild Harbor Road to Quaker Road; then along Quaker Road to the land known as

Wild Harbor Estates; then along Wild Harbor Estates boundary line, but not including Wild Harbor Estates to Wild Harbor. These requirements for full membership shall apply immediately, but shall not pertain to those existing members in good standing who are now full members and continue to be full members in good standing. Full members shall consist of both the regular full membership and senior full membership levels.

The words “members in good standing”, when used in these By-Laws, shall mean any member who is not delinquent in any pecuniary obligation to the Association.

Only members in good standing and their guests may use Association property or take advantage of Association sponsored programs and events.

There shall be a class of membership known as Junior Members, a class with the same rights and privileges of Full Membership except the right to vote at Association Meetings or the right to share in the distribution of the assets of this corporation, from the sale of properties or the dissolution of the corporation.

Membership Levels:

Regular Full Member – Full Voting Rights

Senior Full Member – Full Voting Rights - Any Regular member with the Sr. member of the family over the age of 65 as of January 1<sup>st</sup>.

Junior Member – No Voting Rights – For Non Homeowners living in the same house as a Regular Full Member in good standing.

Members who own additional properties in Silver Beach are obligated to pay full regular memberships for each additional property.

XIV.

VOTING RIGHTS

None but full members in good standing shall be entitled to vote at any meeting of the Association and each such member shall have a total of no more than two (2) votes per full paid membership house. Unless otherwise provided, a vote of a majority shall prevail, providing, however, that a quorum shall be present. A quorum at any meeting, annual, regular or special, shall consist of at least five percent (5%) of the total membership. Any member may vote by proxy, in writing, duly executed for the particular meeting, so designated in such proxy, providing, however, no proxy shall be used for subsequent meetings.

XV.

MEETINGS

The Annual Meeting of the Association shall be held on the last Saturday in August of each year, at such a time and place, within the environs of Silver Beach, as the President may designate. If, for good cause, the Annual Meeting cannot be held then, the same may be postponed until such time and place as may be designated by the Board of Directors, but not to exceed six (6) weeks thereafter. Notices of all meetings of the Association, including the Annual Meeting, during the months of June, July and August in each year, shall be given by the Secretary by posting the same in two public and conspicuous places in the community, at least seven (7) days prior to said meeting. Meetings of the Association between the dates September 1<sup>st</sup> to June 1<sup>st</sup>, shall be given by mailing postage prepaid to each member at least seven (7) days prior to said meeting. Special Meetings may be called by the President, the Board of Directors or by five (5) regular members in good standing. Such requests for special meetings shall be sent to the Secretary, who shall call same within a reasonable time thereafter but at no time later than twenty-one (21) days subsequent to such request.

The order of business at the Annual Meeting shall be;

1. Election of Officers for the ensuing year
2. Reading of Minutes of previous meeting
3. Report of the Executive Officers
4. Report of the Chairperson of Committees
5. Unfinished business
6. New business

## XVI.

### DISSOLUTION

If the Association is ever dissolved by a written vote of two-thirds (2/3) of all full members in good standing, those who have paid their dues in full for seven years prior to the vote, will share equally in the sales of assets of the Association.

If any property of the Association is taken by eminent domain, the proceeds of this taking will be presented to the full membership, at the conclusion of any and all legal action, for a decision whether to retain the proceeds in any reserved account, place into the general funds, distribute to the full membership, as called for in Article VIII. Any vote under this article shall be two-thirds (2/3) majority of the members present and eligible to vote. Notice of this meeting shall be given to the membership, in writing, at least fifteen (15) days prior to the meeting.

XVII.

CONSTRUCTION OF BY-LAWS

The Board of Directors shall decide all questions and interpretations pertaining to the construction and meaning of these By-Laws.

XVIII.

AMENDMENT, ALTERATION OR REPEAL OF BY-LAWS

These By-Laws may be altered, amended or repealed at any meeting of the Association, with notice of the general nature of the proposed action having been stated in the call thereof, upon vote of a majority of all the full members of the Association. This vote must occur in writing (either written or by electronic voting) and results must be kept by the Board in a safe place.

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