

BYLAWS

Hammond Acres Club, Inc.

Revised August 6, 2016 (Replaces recording Book 8926, Page 161)

ARTICLE I. Name, Location, Purpose and Corporate Seal

1. The name of the corporation is HAMMOND ACRES CLUB, INC.
2. The principal place of business of Hammond Acres Club, Inc. shall be in Goshen, Hampshire County, Massachusetts.
3. The purpose of the corporation shall be to encourage boating, swimming, and other aquatic and athletic activities; to promote the scientific study and propagation of harmless wild animal life, to provide for the lawful recreation, association, and social enjoyment of its members; and to perform such other lawful acts in order to further the interests and welfare of owners of real estate in Hammond Acres.
4. The corporation seal shall be circular in form and have inserted thereon the name of the corporation, the year of its incorporation, and the word "Massachusetts".

ARTICLE II. Corporate Powers

The corporation shall have all the powers and enjoy all the privileges granted by the Laws of the Commonwealth of Massachusetts to corporations organized under General Law, including the powers to acquire by purchase, donation, gift, devise, subscription or otherwise, such real estate and personal property as may be necessary or incidental to the interests and purposes of this organization; also, to sell, convey, assign, mortgage or lease any real or personal property.

ARTICLE III. Membership, Dues, Voting

1. The membership of this Club shall at all times consist of:
 - a. Owners of real estate situated at Hammond Acres, Town of Goshen, Hampshire County, Massachusetts, as shown on Plan of Hammond Acres, recorded with Hampshire County Registry of Deeds, Plan Book 49, Pages 40 and 41; Plan Book 50, Pages 2, 3, 20, 21, 24, 25, 26, and 27.
 - b. Subject to the further requirement that said owners must be (1) natural persons or trusts whose beneficiaries are natural persons; and (2) in good standing with the Club, as indicated in the recording thereof by the Treasurer or Clerk of Hammond Acres Club, Inc.

2. Each member in good standing shall be entitled to one vote at the annual meeting, and at all regular and special meetings of the members, subject to the following qualifications:

a. Each member shall be entitled to only one vote, without regard to the number of dwellings or unimproved lots that member owns at Hammond Acres.

b. Where title to property is held by more than one person, only one member shall be entitled to vote, and they must agree on who that shall be in order for their vote to be valid. In the absence of a written assignment to the contrary, a member who retains a life estate in any transfer of property and the trustee of any property held in trust shall retain voting rights and responsibility for payment of all dues incurred during the life estate or the duration of the trust.

c. A vote may be cast by proxy on a form issued by the clerk provided that the form is properly executed by the member and is either delivered in hand to the clerk prior to the beginning of the meeting or, if delivered electronically or regular mail, by 11:59PM of the day prior to the meeting. The proxy holder must attend the meeting and be a member in good standing or the owner of a remainder or beneficial interest in Hammond Acres property.

3. Dues/Fees, Non-payment, Compliance

a. Regular Dues

(1) Annual membership fees or dues shall hereafter be referred to as “regular dues”. They shall be set by the Board of Directors, and annual changes shall be limited to no more than ten percent.

(2) The payment of regular dues is required for each dwelling. A member owning an unimproved lot or lots shall also pay one regular dues annually, but not if that member already pays regular dues for at least one dwelling.

b. Special Dues

There may, in addition to the regular dues, be other fees, dues, charges or assessments, which hereafter shall be called “special dues”. Special dues must be approved in accordance with and subject to the requirements for adopting an amendment to the By-Laws of the Corporation as set forth in ARTICLE VI of the By-Laws, entitled “Amendments”. The payment of special dues is required for each dwelling.

c. Initiation Fee

Each new member shall pay an initiation fee as adopted by the Board of Directors in the Rules and Regulations.

d. Non-Payment of Dues/Fees

Any member who neglects to pay the initiation fee, or whose regular dues remain unpaid beyond May 1 of any year, or whose special dues remain unpaid within the time period allowed by the vote authorizing the assessment of such special dues, shall not be considered a member in good standing until all unpaid dues and fees have been paid in full.

e. Lien for Non-Payment

The above fees and dues, regular and special, together with such interest and costs of collection, including reasonable attorney's fees, shall be a charge on the land and shall be a continuing lien upon the property of each member. All fees and dues, regular and special, together with interest and costs of collection, including reasonable attorney's fees, shall also be the personal obligation of the existing owner of that property.

f. Certificate of Compliance

The Corporation shall upon request furnish to any property owner (or his/her representative) liable for such fees, dues or lien, a certificate in writing, signed by the Treasurer or Clerk of the corporation, acknowledging payment or nonpayment of said fees, dues and/or assessments. Such certificate shall be conclusive evidence regarding payment of any such fees, dues and/or assessments referred to therein.

4. Members in good standing may invite guests, who are not members, to attend Club functions and use Club facilities, subject to rules and regulations to be issued periodically by the Board of Directors.

ARTICLE IV. Officers and Board of Directors

The officers of the corporation shall be: President, Vice-President, Clerk, Treasurer, and a Board of Directors. The Board of Directors shall consist of all the aforesaid officers and nine (9) members, and except as otherwise provided in these By-Laws, shall be elected by ballot at the Annual Meeting. Three (3) directors shall be elected for a period of three years at each Annual meeting.

The Board of Directors shall choose the President from among its own members at the first meeting of the Board of Directors following the annual meeting of the general membership.

In the event a vacancy shall occur in any of said offices, or if new officers are prescribed by the Board of Directors, they may be filled by appointment by a majority vote of the Board of Directors, or by members of the corporation at a special meeting called for that purpose, but members cannot elect a President.

President and Vice President

The President shall preside over all meetings of the corporation, and of the Directors. The President shall be charged with the responsibility of bringing matters concerned with the general care and management of all property and business of the corporation to the attention of the Board of Directors. He/she shall sign all contracts in behalf of the corporation, and he/she shall be a member ex-officio of all committees elected or appointed. In the absence of the President, the Vice-President shall preside; he/she shall also sign contracts in behalf of the corporation, in said absence of the President.

Treasurer

The Treasurer shall have the custody of the funds of the corporation. He/she shall make collections and disbursements under the general direction of the Board of Directors, and shall keep accurate books of account. The treasurer shall sign all checks of the corporation, and shall have the authority to open a savings and checking account in any bank or banks of his own choosing in Northampton, Massachusetts. Once the selection of a bank or banks has been made, it will be so recorded by the Clerk in the appropriate minutes, and subsequent to said time, no new account may be opened in any bank without the approval of the Board of Directors. In the absence of the Treasurer, a majority of the Board of Directors shall designate who shall sign in his behalf. Bonding of the Treasurer shall be required, and said bond shall be subject to the approval of the Board of Directors. The Treasurer shall submit a detailed financial report at the annual meeting and at reasonable times to the Board of Directors at the request of the Board of Directors.

Clerk

The Clerk shall attend all meetings of the Board of Directors, and all meetings of the members of the corporation, shall keep a record of their votes in all business transacted at such meetings, shall give notice of all meetings to the members, shall give notice of the Annual meeting to the members, and shall notify the Directors of meetings of the Board of Directors.

Board of Directors

1. The Directors shall annually, immediately after their election choose one of their number to be President, both of the directors and of the corporation.

The Board of Directors shall have control of all business carried on by the corporation, and at all meetings of the directors five members thereof shall constitute a quorum. Meetings of the directors shall be held whenever necessary, and each director shall be entitled to forty-eight hours notice in writing of any meeting. No notices of any meeting of the directors shall be required if every director not present waives such notice by a writing which is filed with the records of the meeting.

2. The Directors may appoint and employ such superintendents, agents, servants or committees as in their judgment seems best to carry out the purpose of the corporation,

and shall fix the compensation of such superintendents, agents, servants or committees.

3. The Directors shall have authority to establish such rules and regulations for the use and enjoyment of any property owned by the corporation as may in their judgment be deemed best, but any such rule or regulation may be revoked or modified by two-thirds of the votes cast at a meeting of the members. The Directors shall have authority to require any superintendent, agent or servant of theirs to furnish bond with sureties, to be approved by the Directors.

4. The Board of Directors shall consider all applications for membership in the corporation, and approve those having a majority vote in favor.

5. A Director may participate in a meeting by means of skype, conference call or similar communication equipment through which all persons participating in the meeting can communicate with the other participants. Such participation shall constitute presence in person.

6. Should any member of the Board of Directors be absent for three consecutive meetings without good reason, the Board of Directors by vote of two-thirds of those present shall have the right to remove him or her from office.

7. Any Director who does not complete his/her term because of death, resignation, removal, or otherwise, may be replaced by majority vote of the remaining Directors for the remainder of said term.

ARTICLE V. Meetings of Members

1. The annual meeting of the members of the corporation shall be held on the first Saturday of August in each year, said meeting to be held at Hammond Acres, Goshen, Massachusetts, at such hour and address as the notice may designate.

2. Special meetings of the members of the corporation shall be called by the Clerk, whenever the President or a majority of the Board of Directors so desire, or upon written application of ten percent of the members in good standing.

3. The Clerk shall give seven days notice in writing of the annual or special meetings to the members of the corporation. Said notice to contain a statement of the date, time, place, and purpose of the meeting.

4. At any meeting of the members of the corporation, twenty-five (25%) percent of the members in good standing shall constitute a quorum.

5. By sending an email to the Clerk, members shall consent to receiving meeting notices by email rather than by postal mail. This consent shall remain in effect until revoked by an email delivered to the Clerk.

ARTICLE VI. Amendments

These By-Laws may be altered, amended, or repealed at any meeting of the members of the corporation, by an affirmative vote of two-thirds (2/3) of the votes cast. Any proposed changes to the By-Laws shall be set forth in the notice of the meeting.

Approved by Meeting of the Members and Board of Directors on August 6, 2016

Gerald Glasser, President