

HARTHAVEN COMMUNITY ASSOCIATION, INC. BY-LAWS

Revision as of July 2013

ARTICLE I NAME AND LOCATION

The name of the corporation shall be Harthaven Community Association, Incorporated, hereinafter referred to as the "Association." The principal office of the Association shall be located in the Town of Oak Bluffs in the Commonwealth of Massachusetts.

ARTICLE II PURPOSE

The purpose of the Association is to provide real property, including beaches, docks, jetties, roads, tennis courts and other facilities, to maintain and make improvements thereto for the benefit of its members and their families, guests and tenants for recreational and conservation purposes, and to do all things allowed a Massachusetts corporation under MGL c 180. The Association leases from the William H Hart Realty Trust Company real property, including beaches, docks, jetties, roads, tennis courts and other facilities.

1. This is a PRIVATE, RESIDENTIAL community, and priority should always be given to this fundamental. This means that the interests of resident owners must always come first, and the interests of owners who rent their properties, of renters, and guests of owners and renters must always be secondary.
2. Any commercial business interests of Harthaven property owners must always be subordinate to the interests of resident owners.
3. Owners are always ultimately responsible for the actions and behavior of their tenants and guests. Owners should include language in their leases or other documents with tenants advising tenants and guests of tenant/guest responsibility to the Community; however, doing so does not relieve owners of their ultimate responsibility to the community.
4. The Community Association is the representative of Community interests in the absence of or lack of appropriate action by owners and is tasked with taking appropriate steps on behalf of the Community when owners fail to do so, at the risk and expense of owners.

ARTICLE III MEMBERSHIP

- 1) Every owner of record of one or more eligible lots in Harthaven in the Town of Oak Bluffs, Massachusetts and who has complied with all conditions and obligations set forth in these by-laws is a member of the Association.

(2) An "eligible lot" shall be defined as one upon which a family residence has already been built or one which is, under the laws, regulations, ordinances and the like of the Commonwealth of Massachusetts, the County of Dukes County and the Town of Oak Bluffs, legally buildable for a single family residence, and shall not include any lot which is used as a beach club or other such club or is used for any business activity which is not totally enclosed or which creates regularly excessive traffic, noise, odor or visual blight including advertising signs. Members or prospective members who wish to establish a business activity in Harthaven should apply to the President or Clerk of the Association for pre-approval by the Board of Directors.

(3) The owner of an eligible lot which is used as a beach club or for any business activity not permitted under Article III (2) of these by-laws shall not qualify as a member even if such owner owns another developed lot in Harthaven which is not so used.

(4) Members, in consideration of their rights to the use of the facilities of the Association, as partially provided for in the standing rules, hereby agree:

(a) That, except for ordinary renting or leasing of his/her Harthaven property in the generally accepted usage of the terms, the property will not be used as a beach club or business activity which is not permitted under Article III of these by-laws; and

(b) That he/she shall abide by the standing rules of the Association and pay all dues and assessments provided for; and

(c) That the penalties and restrictions provided for violation of any such rules and regulations and/or for failure to pay any such dues or assessments shall be binding upon each member; and

(d) That these provisions shall not prohibit rental of a property if such rental is for purely residential purposes and not for short term transients of less than a week.

ARTICLE IV VOTING

(1) Each eligible lot shall appoint one member ("voting member") to have one vote, which may cast in person or by written proxy.

(2) An eligible lot that has not paid its dues or assessments as defined in Article XII of these by-laws shall be denied being a voting member. Quorum and proportions of the total will be adjusted accordingly.

ARTICLE V NEW MEMBERS

In the case of transfer of ownership or sale of an eligible lot in Harthaven, the new owner(s) shall become member(s) of the Association in place of the former member(s) provided such owner(s) complies with all the terms and conditions for membership and accepts the obligations and responsibilities of membership, all as provided in the by-laws, and provided further that the new owner(s) will use such eligible lot for use as a single family residence and not as a beach club or other such club or for any business activity not permitted under Article III of these by-laws.

ARTICLE VI USE OF THE FACILITIES

(1) No member may assign or transfer the privileges of membership with the exception that a member may permit a renter of the member's house in Harthaven and the renter's guests to use the Association's facilities during the term of the rental and the renter's occupancy of the house, consistent with the rules and priorities pertaining to each facility.

(2) Members of the Association shall have priority in the use of the facilities. Use of docks and docking space is governed by the priority list contained in the standing rules. Non-resident family members and guests of members may be invited to share in the use of the facilities in accordance with the standing rules.

(3) Guests of members and renters of a member's house shall abide by the by-laws and all of the standing rules of the Association and may be barred from the use of the Association's facilities by any officer of the Association if such guest or renter fails to do so.

ARTICLE VII MEETINGS OF THE MEMBERSHIP

(1) There shall be an annual meeting of the membership in Harthaven on the Saturday closest to the Fourth of July, the specific location and time of which shall be determined by the Board of Directors.

(2) A special meeting may be called by the President, a majority of the Board or by one-fourth of the members qualified to vote.

(3) Notice of all meetings, together with a copy of the agenda, shall be sent by the President or Clerk of the Association at least ten (10) days in advance of the meeting to each member at his/her last known address as noted in the books of the Association.

(4) The voting members in attendance in person or by written proxy, qualified to vote, shall constitute a quorum.

(5) The membership, at each annual meeting shall approve, with modifications so voted, the budget for financial operations for the current year.

(6) A majority of a quorum will carry motions or approve votes except wherein these by-laws specify a different proportion for carrying or approval.

ARTICLE VIII BOARD OF DIRECTORS

(1) The affairs of the Association shall be managed by a Board of Directors which shall consist of four officers plus five other persons, each of whom must be a member, spouse of, or significant partner of a member of the Association

(2) The non-officer directors shall serve for a term of three years.

(3) The President may fix the time and method of calling the regular meetings of the Board of Directors and shall give at least seven days of the time and place to the Board members.

(4) Special meetings of the Board of Directors shall be held when called by the President or by any two directors when a majority of directors is available in person or by telephone consultation. The President or Directors, as the case may be, should attempt, but are not required, to give seven days' notice of such meetings. Meetings may be held by telephone conference call.

(5) The Board shall have power to fill vacancies in any office including vacancies in Board membership, but all such appointments shall expire at the next annual meeting of the membership.

(6) A quorum of the Board shall consist of a majority of the Board.

ARTICLE IX POWERS OF THE BOARD

The Board of Directors shall exercise for the Association all powers, duties and authority vested in this Association and not reserved to the officers or membership by other provisions of the by-laws and the Articles of Incorporation.

ARTICLE X OFFICERS.

(1) The officers of the Association shall be a President, a Vice President, a Treasurer and a Clerk, all of whom shall be members, spouses of or significant partners of members, and shall hold office for two years or until their successors are chosen and qualified. All officers shall become members of the Board of Directors. (2) The President shall also serve as the Chairperson of the Board of Directors and shall be the Chief Executive Officer of the Association. S/he shall be the official spokesperson of the Association and, subject to the policy direction from the Board of Directors and the members, shall direct the affairs of the Association. S/he shall submit to the membership, at least seven days before each annual meeting, a written budget for the forthcoming year. The Board shall appoint one or more committees to assist it in carrying out its functions. The committee chairpersons shall be responsible to the Board for the actions of their committees. (3) The Vice President shall assume the full duties of the President during the latter's absence or inability to act.

(4) The Treasurer shall receive all funds of the Association and keep them in one or more suitable institutions approved by the Board of Directors. S/he shall report in writing on the financial condition of the Association to the annual meeting of members, and to the Board of Directors from time to time at the request of the Board. S/he shall keep all appropriate financial records, statements and reports, subject at all times to the inspection and audit at the direction of the Board of Directors

(5) The Clerk shall keep minutes of all meetings and transmit them in writing to the President of the Association within 10 days except for unusual circumstances, maintain the membership roll and provide regular revisions of such to the membership when directed by the Board.

ARTICLE XI FINANCIAL AFFAIRS: DUES, ASSESSMENTS, AND EXPENSES

(1) The proposed budget, annual dues and assessments, if any, for the calendar year will be adopted and approved by a majority of those present and voting or voting by written proxy at each annual meeting and not otherwise except as provided in section (2) below. Developed harbor front lots which have been built upon shall be assessed thirty percent (30%) more than the normal annual dues, while all developed lots that have not yet been built upon shall be assessed thirty percent (30%) less than the normal annual dues. No dues or assessments shall be levied against any non-buildable lot. Additional harbor fees shall also be assessed against those members directly or indirectly maintaining boats in the harbor. Fees for the use of docks that the Association rents shall also be charged. Fees for the use of the tennis court(s) are not included in Association standard assessments.

(2) The Treasurer shall report to the Board throughout the year. Any significant variance of 15% or more of the budget must be reported to the Board. Variances to the budget greater than 15% but less than 25% must be approved by a two-thirds vote of the Board of Directors before the expense is incurred. Variances in excess of 25% of the current year's budget must also receive the approval of a majority of the members present and qualified to vote in person, or written proxy at a meeting called for that purpose.

ARTICLE XII ENFORCEMENT

(1) A member who has not paid his/her dues or assessments within 60 days shall be notified in writing by the President or Clerk.

(2) If such member fails to pay within thirty (30) days of a second written notice mailed to him/her by the President or Clerk, s/he shall be denied use of the Association's facilities and voting privileges at all meetings of the Association.

(3) If a member or his/her guest or tenant is found by the Board of Directors to be in substantial violation of the by-laws or the standing rules of the Association and has failed to come into compliance, such member, guest or tenant may be denied the use of the Association's facilities.

(4) If the Board of Directors by majority vote determines that a member has disqualified himself/herself from membership in the Association by reason of his/her substantial violations of these by-laws and the member has been notified by certified mail, return receipt requested, the directors shall bring the matter before the next annual meeting provided that it has not been settled by that time. At this meeting said member's membership in the Association may be revoked by a concurring majority vote. If a member's membership is revoked by the Association, the President or Clerk shall so notify the former member by certified mail, return receipt requested.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE XIV. AMENDMENTS

(1) These by-laws may be amended at any regular or special meeting called for this purpose by an affirmative vote of two thirds of those present and qualified to vote in person or by proxy. Proposed amendments to these by-laws shall be sent to each member with the written notice of such meeting.

(2) The standing rules of the Association are published separately, and as presently drawn or hereafter amended are incorporated in these by-laws by reference. Such standing rules may be amended at any regular or special meeting called for that purpose by an affirmative vote of a majority of those present and qualified to vote in person or by proxy. Proposed amendments to the standing rules shall be sent to each member with the written notice of such meeting.

ARTICLE XV RECORDING

A copy of these by-laws as amended, duly attested by the President and Clerk, as well as a certified copy of the Articles of Incorporation, together with a list of present property owners of the Association, also duly attested by the President and the Clerk, shall be recorded in the Dukes County Registry of Deeds as soon as feasible after the adoption of these amended by-laws.