

**Cotuit-Santuit Civic Association
Bylaws**

Article I. Name and Location

The name of this organization shall be the Cotuit-Santuit Civic Association. Its location shall be in the village of Cotuit, in the Town of Barnstable, Massachusetts.

Article II. Purpose

This Association shall be a non-profit organization whose purpose shall be to furnish to Cotuit residents a forum for the discussion of matters of civic concern and to take action thereon. It will identify the needs and concerns of the Village, inform residents of matters that affect them, focus action to resolve these matters and present its decisions to town government. It shall further be a purpose of the Association to promote a sense of community by sponsoring activities and programs of general interest.

Article III. Membership and Dues

Section 1: All persons 18 years of age or older who are registered voters or property owners in the village of Cotuit, or Precinct 7 of the Town of Barnstable shall be eligible for membership. Any question with respect to eligibility for membership shall be referred to the Executive Board, and its determination shall be final and binding.

Section 2: The Executive Board may establish categories of membership and shall set the amount of dues annually. Dues shall be payable annually at the beginning of the calendar year. Any person joining the association during the calendar year shall pay dues for the full calendar year.

Article IV. Officers and Members of the Executive Board

Section 1: There shall be an Executive Board of twelve members nominated and elected as hereinafter provided. At the organization meeting, four members shall be elected for one year, four for two years and four for three years or until their successors are elected. At each subsequent annual meeting, four members shall be elected for three years or until their successors are elected.

Section 2: The immediate past president and the Chairmen of all committees shall attend Executive Board meetings in an advisory capacity without the power to vote.

Section 3: The President, Vice-President, Secretary and Treasurer of the Association shall be elected by the Executive Board from among its members; they shall hold the offices for a term of one year, or until their successors are elected.

Article V. Nominations and Elections

Section 1: There shall be a nominating committee composed of two members of the Executive Board appointed by the President.

Section 2: The nominating committee shall be responsible for recommending to the Executive Board nominees to stand for election to the Executive Board. The Executive Board shall be responsible for deciding on nominations to be presented to the Annual Meeting.

Section 3: Other nominations may be made by any member of the Association at the Annual Meeting. All nominations shall be made only with the consent of the nominee.

Section 4: Election of nominees to the Executive Board shall be made by majority vote of the members present in person at the Annual Meeting.

Article VI. Duties of the Executive Board

Section 1: The Executive Board shall represent the Association in all matters affecting the interests of the Association, and shall have general supervision over, and full power to control the affairs of, the Association. In the absence of specific member decisions to the contrary, the Executive Board shall have full power and authority to bind the Association and to expend its funds for any purpose it deems appropriate. All actions taken by the Executive Board prior to the 2016 Annual Meeting are ratified and approved. Members of the Executive Board shall not have any liability for, and shall be indemnified by the Association in respect of any liability arising out of, any action taken by any of them so long as such action was taken in the good faith belief that it was in the best interests of the Village of Cotuit and/or the Association.

Section 2: Acts performed by the Executive Board may be reversed only by a 2/3 vote of the members present at a regular meeting of the Association, or at a special meeting called to review actions of the Executive Board.

Section 3: The Executive Board shall hold regular meetings as scheduled by the Executive Board. The Executive Board may hold special meetings at the call of the President, or at the call of any three of its members. The President shall notify all Executive Board members of the subject, the time and place of the special meeting.

Section 4: The Executive Board shall maintain records of its actions and make them available to the general membership on the web site of the Association.

Section 5: Any member of the Association who is in good standing may attend meetings of the Executive Board, and be heard on matters of business; but only members of the Executive Board shall vote.

Section 6: A quorum of the Executive Board shall be seven Executive Board members.

Section 7: The Executive Board shall select from the membership an individual to fill

any vacancy which occurs in its membership, until the next annual meeting.

Section 8: Any Executive Board member who fails to attend at four consecutive regularly scheduled meetings will be subject to replacement.

Article VII. Duties of Officers

Section 1: *President.* The President shall preside at all meetings of the Executive Board and shall perform other such duties as may be set forth in these article and as may be authorized from time to time by the Association or by the Executive Board. The President may preside or may appoint a Moderator to preside at meetings of the Association.

Section 2: *Vice President.* In the absence of the President, the Vice President shall act as President with full powers.

Section 3: *Secretary.* The Secretary shall keep appropriate records of the membership and the actions of the Association, including the minutes of the duly constituted meetings of the Association and the Executive Board, and shall give notices of all meetings of the Association and of the Executive Board.

Section 4: *Treasurer.* The Treasurer shall have custody of all moneys and investments of the Association; shall keep regular books of account; shall render periodic reports to the Executive Board and the Association, not less frequently than annually; and shall perform all other duties properly incident to the office.

Section 5: *Committees.* The President, with the advice of the Executive Board, may appoint such committees from time to time as may be useful in carrying out the purpose of the Association. These committees are responsible to the Executive Board and have no authority unilaterally to commit or act for the Association.

Article VIII. Meetings, Fiscal Year, Eligibility to Vote and Hold Office

Section 1: *Annual Meeting.* The annual meeting of the Association shall be held on the third Thursday of August, or such other time as the Executive Board may determine.

Section 2: *Regular Meetings.* There shall be three regular meetings of the Association during each calendar year, or such greater number of regular meetings as shall be determined by the Executive Board. A regular meeting may be held on the same date as the annual meeting once the business of the annual meeting has been concluded.

Section 3: *Special Meetings.* Special meetings of the Association may be called by the President, or at the written request of 10 members. Upon receipt of such a request the President shall, within three days, call a meeting of the Association to be held not more than thirty days after the call.

Section 4: *Notice of Meetings.* Notice of meetings of the Association shall be posted on the web site of the Association and/or on signs posted at one or more places in the

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and August 16, 2016
and August 21, 2018

Village.

Section 5: *Fiscal Year.* The Fiscal Year of the Association shall be July 1 through June 30.

and August 16, 2016

Section 6: *Quorum.* A quorum shall consist of twenty members present in person for meetings of the Association.

Article IX. Amendments

These bylaws may be amended at any meeting of the Association at which a quorum is present, provided that a written copy of the proposed amendment is distributed to all members present at the meeting.

ADOPTED BY UNANIMOUS VOTE OF THE MEMBERS PRESENT AT THE
JULY 17, 1987 ANNUAL MEETING, AND AMENDED
AT MEETINGS ON JANUARY 19, 1993 AND AUGUST
16, 2016 AND AUGUST 21, 2018.

Revised January 19, 1993

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