

Bylaws

Article I – Name

The name of the association is the Wellfleet Non-Resident Taxpayers Association (the "Association").

Article II – Principal Office

The principal office of the Association shall be in the Town of Wellfleet, County of Barnstable, Commonwealth of Massachusetts.

Article III – Purpose

The purpose of the Association shall be to work for the betterment of the whole community by providing a forum for non-resident taxpayers in Wellfleet.

Article IV – Membership and Dues

Section 1. Membership. Membership in the Association shall be open to any non-resident non-voting taxpayer who owns real estate in the Town of Wellfleet, Massachusetts, upon written application to the Treasurer with payment of dues. Members who become permanent, voting residents of Wellfleet may remain members of the Association.

Section 2. Dues. The membership dues shall be determined by the Board from time to time and shall initially be the sum of ten (\$10.00) dollars per year for an individual and twenty (\$20.00) dollars per year per family. Each family membership is entitled to up to two (2) votes. Voters must be of legal age. Membership is not transferable. Commencing on August 31, 2010 the fiscal year will begin on January 1st and end on December 31st of each year.

Article V – Association Meetings

Section 1. Regular Meetings. At least one regular meeting of the Association shall be held during the summer months in each year.

Bylaws (cont'd)

The last regular meeting held shall be the Annual Meeting. The date and time of Association meetings, including the Annual Meeting, shall be determined by the President in consultation with the Board.

Section 2. Special Meetings. Special meetings of the Association may be called by the President, or at the written request of ten percent of its paid membership addressed to the Secretary. Within ten days of the receipt of said request, notice of said meeting shall be published in a local newspaper and mailed or otherwise provided by the Secretary to each member at least fourteen days before the date of said special meeting.

Section 3. Quorum. The presence at any membership meeting of at least ten percent of the paid-up members shall constitute a quorum and shall be necessary to conduct the business of the Association.

Article VI – The Board

Section 1. General Authority. The Association shall be managed by a Board comprising elected officers and directors. All elected officers shall also be directors of the Board. Each officer and director shall be at least nineteen years of age and a non-resident taxpayer.

Section 2. Officers. The elected officers shall consist of a President, one or more Vice-Presidents (as determined by a majority vote of the Board or by a majority vote of the eligible Association members), a Secretary, and a Treasurer.

Section 3. Number of Directors. The elected directors (not including officers) shall consist of not less than five nor more than fifteen directors. The number of directors (not including officers) may be increased or decreased to a number not less than five nor more than fifteen by a majority vote of the eligible Association members or by a majority vote of the Board.

Bylaws (cont'd)

No decrease in the number of directors shall shorten the term of any incumbent director.

Section 4. Employees. The Board shall have the power to hire a full or part-time Administrator and such other employees, consultants, and professionals as it shall in its reasonable judgment deem necessary and proper to effectuate the efficient operation of the Association. Such Administrator shall be an ex-officio member of the Board without voting rights.

Article VII – The Board: Elections, Terms, Vacancies

Section 1. Election of Officers and Directors. The election of officers and directors shall take place at the Annual Meeting of each year. Except for the members comprising the first Board, the President shall appoint a Nominating Committee of no fewer than three and no more than seven members, which shall nominate at least one candidate for each vacancy on the Board. The Nominating Committee shall consist of at least a majority of Board members, one of whom shall be appointed as chair by the President, and may include Association members. The report of the Nominating Committee shall be included with the notice of the Annual Meeting. At the Meeting to elect the Board, additional nominations for each vacancy may be made from the floor. At all elections of directors (not including officers) the candidates receiving the greatest number of votes shall be elected. At all elections of officers, the candidate for each office receiving the majority of votes shall be elected.

Section 2. Terms. The term of office for officers is for two years to expire by the following Annual Meeting. The term of office for directors (not including officers) is for two years with staggered terms, i.e., half will be elected each year.

Bylaws (cont'd)

Each officer and director shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and shall have qualified, except in the case of a prior resignation or removal.

An officer or director may be elected to succeed himself or herself. Any person serving more than one-half of an unexpired term shall be deemed to have served a full term.

Section 3. Resignation, Removal, and Vacancies. An officer or director may resign at any time by submitting his or her letter of resignation to the Secretary or any officer other than himself or herself. An officer or director may be removed for any cause, deemed sufficient by the Board, by the affirmative vote of two-thirds of the persons then serving on the Board. In the event of a vacancy caused by resignation or removal, the Board shall fill the vacancy by appointment or election. Whenever any vacancies shall occur on the Board, the remaining Board members shall constitute the Board until such vacancy is filled or until the number of the Board members is changed.

Article VIII – The Board: Quorum, Voting Rights, Electronic Communications, Notice

Section 1. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 2. Voting Rights. At any meeting of the Board, all questions and business shall be determined by a majority vote of those present and voting, except as the Articles of Organization or the requirements of law otherwise provide. Each Board member present shall have one vote.

Section 3. Participation in Meeting. A director or officer may participate in a meeting by any means of communication through which all persons participating may simultaneously hear each other during the meeting.

Bylaws (cont'd)

Participation in a meeting by such means constitutes presence in person at the meeting.

Section 4. Notice of Meetings and Waiver of Notice. Regular meetings of the Board may be held without notice at such time and place as the Board shall from time to time determine. Special meetings of the Board shall be held upon notice to the Board members and may be called by the President upon three days notice to each Board member sent either personally or by mail or by electronic means. Upon written request of three Board members, special meetings shall be called by the President upon three days notice to each Board member either personally or by mail or by electronic means. Any Board member may waive notice of any meeting, and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof.

Article IX – Officers

Section 1. President. The President shall be the chief executive officer of the Association. The President, and in his/her absence the Vice President, shall preside at all meetings of the Association and of the Board. In the absence of the President and the Vice President at said meetings, a temporary presiding officer shall be chosen from the Board members present. The President shall have the general management of the affairs of the Association and shall have the power and authority to see that all orders and resolutions of the Board are carried into effect; shall give a report on the activities of the Association at the Annual Meeting; and shall have such other power and duties as may be prescribed by the Board. The President shall be an ex-officio member of any and all Committees of the Association. Each former president may serve as an ex-officio member of the Board for a period of no more than two years following the end of his/her term of office.

Bylaws (cont'd)

Section 2. Vice-Presidents. During the absence or disability of the President, the Vice-President, or if there are more than one, the First Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

Section 3. Treasurer. The Treasurer shall receive, collect, and deposit in a bank in the name of the Association all monies received from the payment of dues. He or she shall pay all authorized indebtedness of the Association and shall keep books of the account of the Association which shall at all times be open to the inspection of the Board. The Treasurer shall report in writing at each regular meeting of the Association and shall make a full written report at the Annual Meeting of the receipts and disbursements for the year. The Treasurer shall prepare such interim reports and perform such other duties pertaining to the office as the Board may direct. Upon retiring from office, the Treasurer shall turn over to his or her successor all books, papers, vouchers, and funds belonging to the Association pertaining to the office.

Section 4. Secretary. The Secretary shall keep records of all meetings of the Association and the Board; have custody of the documents of the Association; conduct the correspondence of the Association; record any amendments of the Bylaws of the Association; make a written report at the Annual Meeting; and perform such other duties pertaining to the office as may be directed by the Board.

Section 5. Audit. The Board may require an audit of the books of the Treasurer. **Section 6. Bond.** Any officer or employee, if required by the Board, shall be bonded in any such sum and with such security as the Board members may require for the faithful performance of his or her duties.

Article X – Committees

Section 1. Standing Committees. The President shall have the power to appoint one or more standing committees, including an Executive Committee, and such other committees as he or she and the Board shall determine and shall establish by resolution the authority of such committees. Each committee shall consist of at least three Board members, one of whom shall be appointed as chair by the President.

Section 2. Executive Committee. The Executive Committee shall have the general management of the affairs of the Association and act on behalf of the Board between meetings of the full Board. A quorum of the Executive Committee shall consist of three members. The Executive Committee shall have the power to make purchases and enter into contracts for the ordinary expenses of the Association, but it shall have no power to make the Association liable for any extraordinary debt or expense without the approval of the Board. Meetings of the Executive Committee shall be held at a time and place and in a manner selected by the President. Special meetings may also be called by the President or at the written request of three of its members addressed to the Secretary. Such special meetings shall be called by the President upon three days notice to each Executive Committee member sent either personally or by mail or by electronic means. Any Executive Committee member may waive notice of any meeting, and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Any actions taken by the Executive Committee shall be reported to the full Board at the next Board meeting.

Section 3. Special Committees. The President shall have the power to appoint one or more special committees as he or she and the Board shall determine and shall establish by resolution the authority of such committees. Unless otherwise provided herein, each special committee shall consist of at least one Board member and may include eligible Association members.

Bylaws (cont'd)

The President shall appoint the chair of each committee, and each such committee shall serve at the pleasure of the Board.

Article XI – Privacy

It is the policy of the Association that its membership list is private and for the exclusive use of the Association. The Association membership list will not be sold, shared, or given to any other group, and no information about individual members will be given without their express permission.

Article XII – Construction

If there is any conflict between the provisions of the Articles of Organization and these Bylaws, the provisions of the Articles of Organization shall govern.

Article XIII – Amendments

The Bylaws may be adopted, amended or repealed by the eligible Association members at the Annual Meeting by a two-thirds vote of those present and voting, provided that the proposed Bylaws or amendment(s) shall have been sent in writing or by electronic means to the members at least ten days prior to the Annual Meeting. The Bylaws may be adopted, amended, or repealed at any meeting of the Board by a two-thirds vote of those present and voting, provided that the proposed Bylaws or amendment(s) shall have been sent to the Board in writing or by electronic means at least ten days prior to the meeting. Any adopted amendment(s) to the Bylaws, along with a concise statement of the changes made, must be included in the notice of the next regular meeting of the Association.

Bylaws (cont'd)

Article XIV – Earnings and Asset Distributions

The Association shall possess all powers and authority permitted by law, except: (a) No part of the assets of the Association and no part of any earnings of the Association shall be divided among or inure to the benefit of any director, officer, or member of the Association, except as reasonable compensation for services in effecting the Association's purposes; (b) The Association shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future federal internal revenue laws) (hereinafter the "Code"), and the Association shall not participate in, or intervene in (including the publishing or distributing of statements for) any political campaign on behalf of or in opposition to any candidate for public office. (c) It is intended that this Association shall have the status of a corporation which is exempt from federal income tax under Section 501(c)(4) of the Code, and shall not be a private foundation under Section 509(a)(3) of the Code.

Article XV – Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are tax exempt as organizations described in sections 501(c)(4) and 170(c)(2) of the Code or to the Federal, state or local government for exclusive public purpose.

Article XVI – Non-Discrimination Policy

The Association affirms a policy of not discriminating on the basis of race, color, religion, national or ethnic origin, age, sex, sexual preference or handicap.

Adopted:	August	25,	2001
Amended:	August	24,	2003
Amended:	August	27,	2003
Amended:	August 28, 2010		