

By-Laws of Arlington Heights Tower Association, Inc.
Adopted August 7, 2019

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Arlington Heights Tower Association, Inc. (hereinafter, "AHTA" or "Corporation")

ARTICLE II. CORPORATE PURPOSE

Section 1. Purpose

The AHTA is a membership organization comprised of the dues-paying owners of record of real property located at the following addresses in Arlington, MA:

5-96 Cedar Ave.

9-100 Coolidge Rd.

45, 53, 69-82 Fountain Rd.

3-100 Grandview Rd.

242, 278, 282, 286, 294 Gray St.

3-65 Hawthorne Ave.

1-52 Kenilworth Rd.

4, 10, 11, 15 Murray St.

108 Oakland Ave.

264 Park Ave.

7 Park Circle

1-26 Perkins St.

24-68 Pine Ridge Rd.

6-33 Puritan Rd.

83-158 Robbins Rd.

86, 98, 177, 200, 204, 205, 209 Spring Ave.

2-30 Stevens Terrace

Section 2. Specific Purpose

The specific objectives and purpose of the AHTA may include: promoting civic engagement; acting as a collective organization that facilitates communication among Members regarding routine maintenance of the private ways abutting Member residences.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership shall be open to any property owner at the addresses in Section 1 that shall have paid the annual dues set by vote of the Board of Directors (hereinafter, "Board").

Membership is granted after receipt of annual dues. Only Members shall be eligible to vote.

Section 2. Annual Dues

The amount required for annual dues shall be determined by the Board unless changed by a majority vote of the Members at an annual meeting pursuant to Article IV. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each of the addresses set out in Article II, Section 1 shall have the opportunity, upon payment of annual dues, to appoint one voting representative to cast a ballot or issue a proxy to cast a vote in Corporation elections.

Section 4. Resignation and Termination

Any Member may resign by filing a written resignation with the Clerk. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. A Member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual summertime meeting of the Members shall take place at a specific date, time, and location which will be designated by the Board. At the annual meeting the Members shall elect Directors and Officers, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Section 2. Special Meetings

Special meetings may be called by the Board President or a simple majority of the Board. A petition signed by five percent (5%) of Members may also call a special meeting.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each Member not less than two weeks prior to the meeting. Delivery of the notice may be by mail, e-mail, hand-delivery, or other means as determined by the Board.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active voting membership, including proxies.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those Members (including by proxy) present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors (hereinafter, "Board"). The Board shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors may be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7) including the following officers: the President, the Secretary/Clerk, and the Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board must be approved by a majority vote of the members present and voting. No vote on new members of the Board shall be held unless a quorum of the Board is present as provided in Section 6 of this Article.

No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time. Each member of the Board shall be a Member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term.

Newly elected members of the Board who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board may serve additional three year terms. If possible, terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board shall expire.

Section 3. Regular and Annual Meetings

An annual meeting of the Board preceding the annual meeting of the Members shall be held at a time, day, and location designated by the President or any two Board members. The President or any two Board members may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than five (5) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit their

seat on the Board. The Clerk/Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 8 of this Article in these by-laws.

Section 8. Removal.

Any member of the Board of Directors may be removed, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interests of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from their position as an officer.

Members of the Board who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in this Section 8 of this Article.

Section 9. Vacancies

Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

Section 10. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 11. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed. The Board chair appoints all committee chairs.

Section 2. Executive Committee

The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

ARTICLE VII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Commonwealth of Massachusetts, the Corporation shall indemnify any person who may have served at the Corporation's request as a director or officer of the Corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee") against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VIII. BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Except as may be required by law, all amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the Membership on this ____ day of _____, 2019.

_____ Clerk