

# **TOWLE FARM COMMUNITY CORPORATION**

## **BYLAWS**

Adopted September 2005

Revised May 2008

Revised September 2010

Revised May 2011

Revised September 2013

Revised September 2015

Revised September 2016

Revised May 2023

# TOWLE FARM COMMUNITY CORPORATION

## ARTICLE I - NAME AND OBJECT

1. Name - This association shall be called the TOWLE FARM COMMUNITY CORPORATION (TFCC)
2. Object - The object of this association shall be to promote safe roads, beach and docks for all TFCC members.

## ARTICLE II – OFFICERS

1. Officers - The officers of this Association shall consist of a President, a Vice-President, a Treasurer, a Secretary, and a Board of Directors, and shall be chosen from among the voting members pursuant to the Rules for the Conduct of Elections set forth in Article X of these Bylaws. The Board of Directors shall consist of not less than three (3) nor more than five (5) members in addition to the Treasurer, Secretary, Vice-President & President. The term of a Director shall be two (2) years except when it is necessary to establish or maintain the orderly sequence of term. The officers shall be chosen by the voting members. All officers shall hold their offices until others are chosen in their stead. When references to members or officers are noted in these bylaws, it is understood to include both genders. *(Revised: May, 2011; Sept. 2015)*
2. Officer's Liability - The Association shall indemnify any present or former officers or directors against loss incurred by them in connection with the defense of any legal proceeding, including a settlement which they are made a party by reason of being or having been such officer or director, except in relation to matters in which they have been adjudged liable for willful negligence or misconduct in the performance of their duty.

## ARTICLE III - MANAGEMENT

1. Board of Directors - The Board of Directors shall control the business affairs and all activities of the Association, and shall from time to time make rules and regulations, not inconsistent with these bylaws, for their own government, and for the government of the Association. With them shall rest the interpretation of these bylaws and all rules and regulations. They shall take cognizance of all infractions of the Charter and bylaws and shall fill vacancies, which may occur among the officers and directors of the Association until the next Annual Meeting. The new directors shall be chosen

Pursuant to Article X of these Bylaws. Five Directors shall constitute a quorum. Any Director may, upon reasonable notice, examine the records of the secretary or inspect the accounts of the Treasurer.

2. Meetings - Regular meetings of the Board of Directors shall be held three (3) times yearly, subject to the discretion of the Board. Special meetings may be called at any time by the President, or in his or her absence by the Vice-President, or shall be called upon the request of three (3) Directors, or of eight (8) paid members.
3. Violation of Duty - Any member of the Board who shall, in its opinion, conduct him- or herself in a manner prejudicial to the interests of the Association may, at any meeting of the Board, be removed from the Board by a two-thirds (2/3) vote of all the members of the entire Board, provided that written notice of a) the date, hour, and place of the meeting have been given by mail to all Directors at their most recent addresses as shown on the Secretary's records; b) stating that there will be a hearing on the removal of a Director; c) provided also that at least ten (10) day notice of the hearing, including the substance of the offense and the date, hour place of the hearing shall have been sent to the accused by registered mail.
4. Standing Committees - Standing Committees shall include the following:
  - a. An Executive Committee consisting of the President, Vice-President, Treasurer, and Secretary
  - b. A Finance Committee consisting of the Treasurer and 2 members
  - c. A Membership Committee consisting of a Director and 2 members
  - d. A Road Committee consisting of a Director and 2 members
  - e. An Election Committee consisting of 3 members
  - f. A Bylaw Committee consisting of one (1) Officer and one (1) Director and three members whose responsibility shall be to interpret these Bylaws and consider any changes
  - g. A Beach & Dock Committee consisting of a Director and 2 members

All committees shall be either a) nominated by the President and elected by the Board of Directors as soon as possible after the Annual Meeting or, b) accepted by the President and the Board of Directors and declared as elected at the Annual Meeting.

The President shall choose the chair of any Standing Committee, or may designate that a Committee shall choose its own. *(Added: Sept. 2016)*

#### **ARTICLE IV - DUTIES OF OFFICERS AND COMMITTEES**

1. **President** - The President, or in his or her absence, the Vice-President, shall have all the usual powers and duties of the President of a corporation consistent with the law and these bylaws. He or she shall preside at all meetings of the Association, the Board of Directors and the executive committee; authorize the call of all meetings of the Association and of the Board in accordance with these bylaws; and have the right, ex-officio, to be present at the meetings of all committees.
2. **Secretary** - The Secretary shall have all the usual powers and duties of the Secretary or Clerk of a corporation consistent with these bylaws. He or she shall give reasonable notice of all meetings of the Board, and of the Association; issue all authorized notices to members; keep a list of the names of all members with addresses; and have custody of the records and papers.
3. **Treasurer** - The Treasurer shall have all the usual powers and duties of the Treasurer of a corporation consistent with these bylaws. He or she shall collect, keep safe and pay out the funds of the Association, always subject to the control of the Board of Directors; in the absence of instructions to the contrary, he or she may pay all normal tax bills without approval; and keep an accurate and clear account of the transactions and make a detailed report, with vouchers attached, when required by the Board, and an annual report to the Association at its Annual Meeting.
4. **Executive Committee** - The Executive Committee shall have general supervision of all the affairs of the Association not inconsistent with the powers and duties of other officers and committees, and shall report its action to the Board of Directors for approval. It shall inquire and report upon all infractions of the rules and regulations of the Association, and shall be alert to discover and recommend improvements in the property of the Association or the operations of the Association, including suggestions for what, if any, action is to be taken.
5. **Finance Committee** - The Finance Committee shall have general supervision of the finances of the Association subject to the control of the Board of Directors. It shall consider and recommend payment or other disposition of obligations of the Association. It shall, from time to time, examine the accounts of the Treasurer, and recommend such methods of keeping the same order as may seem for the best interests of the Association. No obligations for the Association beyond those necessary for the current tax bill charges shall be incurred until approved by the Finance Committee, or in the absence of any such action, then on the approval by the President.

6. Membership Committee - The Membership Committee shall welcome new members and distribute to them these bylaws and rules and regulations of TFCC and any other pertinent information. The Committee will also provide to the Secretary and Treasurer contact information of new members as may be necessary.
7. Election Committee - The Election Committee shall have the responsibility of conducting the election process. They shall take nominations, publish information concerning the candidates, print ballots if necessary, and conduct the elections according to Article X of these Bylaws.
8. Road Committee - The Road Committee will have the responsibility to oversee the maintenance and up grades to the roads owned by TFCC. They will recommend to the Officers and members any repairs needed and the costs.
9. Bylaw Committee - The Bylaw Committee will have the responsibility of monitoring and making any recommendations about the Bylaws to the Officers and members of TFCC for approvals and changes.
10. Beach and Dock Committee - The Beach and Dock Committee shall have the responsibility of overseeing the installation and maintenance of the buoys, raft and docks, the upkeep of the swimming and boating areas, and recommend any repairs, services or issues to the Officers and members for needed costs.

#### **ARTICLE V - Membership**

1. Eligibility. All present and future owners of a lot within the boundaries of Towle Farm Community Corp. ("TFCC") are eligible to be a Member of this Association, with such voting rights as set forth in these ByLaws.
2. Membership Types:
  - A. Lot Owner (non-member): The title holder of any lot within the boundaries of TFCC, as well as on Bragdon Farm Road Extension. Every Lot Owner must pay an annual Road Assessment to TFCC for the expenses and maintenance of the private roads owned by TFCC. This assessment will be billed and divided equally among every Lot Owner on an annual basis.

B. Member: To become a Member of the Association, a Lot Owner within the stated boundaries of TFCC shall (a) comply with these Bylaws, the rules, regulations, resolutions and other governing documents of the Association; and (b) pay all Association assessments, in addition to the annual Road Assessment.

Lot Owners that are not Members have no voting rights or other rights or benefits of TFCC or its property.

3. Termination. Membership in the Association shall terminate when a Member ceases to be a Lot Owner or fails to pay Association Assessments, in accordance with these Bylaws. (*Entire section amended May 2023*)

#### **ARTICLE VI- RIGHTS AND DUTIES OF MEMBERS**

1. Privileges - Any member current with dues may use the facilities of the Association's roads, beach, docks and grounds.
2. Complaints and Suggestions - Any member having complaints or suggestions concerning the association may do so in writing to the directors. Issues can be brought up before the membership after they have gone through the proper sub-committees.
3. Association Property to be Respected - Any member using the beach, docks and roads shall respect all property of the Association.

#### **ARTICLE VII – MEETINGS**

1. Annual Meeting - The Annual Meeting of the Association for the election of officers and directors, shall be held on the last Meeting of the summer. Newly elected officers shall take office at the close of this meeting. The Secretary and Treasurer shall make complete reports at this meeting.
  - a. The Election Committee shall conduct the election pursuant to Article X of these Bylaws and shall announce the results of the election for all to see. Any candidate or member may request a recount of the ballots within 10 minutes after the announcement. The recount when completed shall be posted, and given to the Secretary. Elections will take place every two (2) years, according to Art. X, Section 10 f.
  - b. Elections may be held by voice vote or by ballot. If by ballot, they shall be distributed to members current with dues in attendance at the annual meeting. No proxy or absentee ballots will be

allowed. Ballots shall be collected by the committee and once closed no other ballots will be accepted. The ballot shall not be distributed prior to the annual meeting. The form of the ballots shall be in accordance with Article X of these Bylaws.

2. Special Meetings - Special Meetings of the Association may be called in several ways:
  - a) by the President, or in his absence by the Vice-President
  - b) or upon request of three (3) Directors, subject to a majority vote of the Board of Directors
  - c) or upon written request by members who are current with dues, from either 1) ten (10) separate lots, or 2) any 20 members.
  - d) any request for a Special Meeting of the Association shall be signed by those members requesting said meeting and shall set forth the specific purpose(s) for which the meeting is requested.
3. Postponements - If an annual meeting or a special meeting does not take place at the time fixed, it shall be held at a reasonable time thereafter.
4. Quorum - Members current with dues from 8 separate lots, or any 16 members shall be a quorum for the transaction of business at any meeting of the Association. If an annual meeting shall twice have been convened and a quorum not found in either case, upon the further convening of the meeting, the Board of Directors may, by majority vote of the Directors present, establish that those voting members present constitute a quorum for the conduct of business.
5. Business Excluded from Annual Meeting - Business which would be handled by the Board of Directors under its powers set forth in Article III, Section 1 herein, or which constitutes "Complaints and Suggestions" as referred to in, Article VI, Section 2 herein, is not for action at an annual or Special Meeting, and any introduction thereof shall be out of order.

#### **ARTICLE VIII - FISCAL**

1. Fiscal Year - The fiscal year of the Association shall be from September 1st of one calendar year to August 31st of the next. This affords the Finance Committee sufficient time to set up the budget for the incoming year and to have a true financial statement for a prior 12-month period.
2. Budget - In August, the Finance Committee, in cooperation with the officers and various standing committees, shall set up a budget for the operation of the Association for the next fiscal year. This budget shall include all the regular expenses of the Association, plus any other expenses, which the

Board deems necessary.

3. Dues – The annual dues for each year shall be determined by the members. A notice of dues-payable for that year shall be sent to the members by April 15. The full payment shall be paid by the first meeting of the year, or by June 1, whichever is earlier. Any dues not paid by July 15 may be charged a late fee of an amount set by the membership.
4. Hardship – The Board of Directors shall have a policy to address a request by a member for a different payment schedule due to hardship. The guidelines of the policy shall be accessibility, accountability, and strict privacy for the member. A late fee may apply.
5. New Members –
  - a. If the dues for the extant year have not been otherwise paid, the first dues assessment shall be made at the time of joining, and due prior to membership
  - b. If dues are not current for more than the extant year the new owner shall be responsible for the full unpaid amount prior to membership. *(Added: Sept. 2016)*
6. Current with Dues – Dues payments for any member are considered Current if they are within the payment schedules of Parts 3, 4, or 5. A late fee may apply to all who are not Current with their dues payment by the fiscal year's end.
7. Non-Payment –
  - a. Any member whose dues payments are not Current for the extant year, or for prior year(s), shall not have a vote at any meeting until all dues and late fees are paid.
  - b. Any member who refuses to pay any indebtedness to the Association, including any budget assessment and/or liability insurance charge, shall be held responsible and to reasonable account for their actions by the membership.  
*(Revised: September, 2010)*

#### **ARTICLE IX - AMENDMENT OF THESE BYLAWS**

1. Amendments to these By Laws may be proposed in several ways. All proposals for amendments must be submitted to the Bylaw Committee in writing:
  - a) by written submission to the Board of Directors & the Bylaw Committee, signed by at least ten (10) Association members who are current with dues



- b) by a vote of the members at a membership meeting, and then submitted to the Bylaw Committee by the Secretary & then to the Board of Directors.
  - c) by three (3) members of the Board of Directors, submitted to, and approved for consideration by the full Board, and then sent to the Bylaw Committee by the Secretary; the Secretary shall also notify the membership of the proposal to amend the Bylaws
  - d) by the Bylaw Committee, and approved for consideration by the full Board, or by the Officers of the Association; the Officers shall notify the Board if they approve of the consideration, and the Secretary shall also notify the membership of the proposal to amend the Bylaws.
2. The Bylaw Committee shall consider any proposal; it may modify or change it, guided by what is in the best interest of the Association; the Committee then submits its recommendations to the Board of Directors, along with its rationale and recorded vote.
  3. The Board shall consider the Bylaw Committee's recommendation at its next meeting and submit it with recommendations at the next meeting of the Association. Notice of that meeting shall be sent to all members and shall contain an announcement of the proposed change. A two-thirds of all voting members present shall be required for the adoption of the proposed amendment.

### **ARTICLE X - Rules for the Conduct of Elections**

Purpose - To establish an orderly, consistent and fair system for conducting elections of the officers of the TFCC, and to its Board of Directors (“Board”)

1. Election Committee
  - a. The Election Committee shall be composed of three (3) members
  - b. The Treasurer shall supply a current list of all members of the Association who are eligible to vote to the Committee at least seven (7) days in advance of the election and/or at the request of the Committee *(Revised: Sept. 2016)*
  - c. The Committee may, at its discretion, appoint such members of the Association as it feels are necessary to assist it
  - d. The Election Committee shall conduct the elections according to Article X of these Bylaws
  - e. All disputes pertaining to the conduct of the election and the qualification of candidates or voters shall be settled by a majority vote of the Election Committee.

2. Timelines

- a. Annual Meeting - All elections for the Officers shall be held at the TFCC Annual Meeting
- b. Nomination Papers - Shall be made available upon request to a member current with dues. All completed Nomination Papers shall be received by the Board no later than ten (10) calendar days in advance of the Annual Meeting
- c. Publication of Election and Candidates Names - The Secretary or his or her designee shall publicize the place, date and time of the annual meeting. The names of the candidates running for election will be distributed with the nomination form (seven) 7 days before the annual meeting
- d. Ballot Box - If the election is by ballot, the Election Committee shall establish the times during which ballots will be accepted from the Membership. The ballot box will be made available for the receipt of ballots during the Annual Meeting for a period of time not less than twenty (20) Minutes

3. Qualifications to Vote

- a. Voting is restricted to members current with dues, as defined under Article VIII, Fiscal of these Bylaws.
- b. Voting Rights will be 1 vote per household as long as they are current with dues.  
*(Relocated to here: Sept. 2016) (Revised May 2023)*

4. Ballots (See Attachment “B” for an example)

The Election Committee will compile a list of candidates and, if election is by ballot, print them, noting:

- a. the maximum number of votes that is permissible for each office, and that any ballot with more than the maximum number will not be counted;
- b. the names of the candidates listed in alphabetic order for each office (Director, President, Vice-President, Secretary, or Treasurer), with an asterisk denoting an incumbent candidate where appropriate;
- c. if election is by ballot, the committee shall only distribute them at the annual meeting to members current with dues (Article VIII.5, Fiscal). The committee shall then collect, count and present the totals of the ballots;
- d. if the election is by voice vote, the committee shall announce the ballot by identifying the office and naming the candidates, conduct the vote , and present the totals.

5. Qualifications for Board of Directors

- a. Members who wish to be considered for office shall identify themselves to the Board’s Secretary so that their intention can be noted in the minutes of the Board’s meeting.
- b. All candidates must have been a member current with dues for a minimum of one (1) year before

serving on the Board.

c. Only one (1) member per lot may be on the Board of Directors at the same time. Only one member per lot may be on the same committee at the same time.

6. Additional Qualifications for President, Vice-President, Secretary and Treasurer - In addition to all requirements otherwise set forth in the TFCC Bylaws, all candidates for these offices must have served actively on a committee (Road, Affairs, Beach, etc.) and be current with dues for at least one year. *(Revised: May 25, 2008)*
7. Absentee Votes - Only Members Current with Dues may vote. Votes may be cast in person or by written proxy filed with the Secretary at any time before the convening of the Annual Meeting, or other meetings at which a vote is to be taken. No proxy voting will be valid after 60 days of the date of execution. During special circumstances, the executive board may allow absentee voting by mail. When absentee voting is allowed, members may request a ballot from the Secretary. *(Amended May 2023)*.
8. Write-ins / Nominations from the Floor - Neither “write-in” candidates nor nominations from the floor shall be accepted at the Annual Meeting. Any name(s) not printed or announced on the official ballot will not be counted unless there is a vacancy.
9. Speeches - Each candidate listed on the ballot and present at the Annual Meeting prior to the closing of the balloting will be provided with up to two (2) minutes to address the membership at the Annual Meeting. The Election Committee may, at its sole discretion, grant additional time as long as any additional time granted will be equal for all candidates for a particular office.
10. Succession/Alternates
  - a. In the event that a member of the Board, or one of its Officers, resigns or is removed from office, the President of the Association shall nominate an individual subject to a majority vote of the Board to confirm.
  - b. This method shall not be used to replace a President who leaves office prior to the end of his/her term. In that event, the Vice-President shall assume the duties of President for the remainder of the term
  - c. In the event that any other officer (such as Vice-President, Secretary, Treasurer or Executive Officer) is unable to complete their term the President shall appoint a Member to fill said office for the remainder of the term and call for a confirmation vote of the Board of Directors within thirty (30) calendar days. If the Board’s vote is not favorable then the President shall nominate an alternate, subject to the Board’s approval, at that meeting  
*(Revised: Sept. 2016)*

11. Staggered Terms

- a. Beginning in 2008, elections will be held for the officers of the President and the Secretary of the TFCC to a two (2) year concurrent term
  - b. The following year, 2009 elections will be held for the offices of Vice-President and the Treasurer of the TFCC to a two (2) year concurrent term
  - c. Elections will continue in this alternate manner in all subsequent years.  
*(Added: May 25, 2008)*
  - d. In election years for the President and Secretary, up to three (3) Directors are to be elected.  
In election years for the Vice-President and Treasurer, up to two (2) Directors are to be elected.  
*(Revised: Sept. 2016)*
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ATTACHMENT "A"

**TOWLE FARM COMMUNITY CORP.**

**Official Nomination Form**

(Please Print Clearly)

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I. Name of Candidate and Position Sought:

Name of Proposed Candidate: \_\_\_\_\_

Date Submitted: \_\_\_\_\_

Position Sought: \_\_\_\_\_

I, the above-named Member of the TFCC, acknowledge that I have received a copy of the rules relating to the elections of Directors and Officers of the TFCC, agree to abide by them at all times and affirm that all of the information I have provided is true and accurate:

Signature: \_\_\_\_\_

ATTACHMENT "B"

# **Towle Farm Community Corporation**

2004 Candidate List (SAMPLE)

**Board of Directors**

**PRESIDENT**

**VICE-PRESIDENT**

**Secretary**

**Treasurer**

These Bylaws have been approved by the members of TFCC on September 2005 and all signed below are in agreement of these Bylaws. Signed May 28, 2006. Revised at the annual Meeting, May, 2008. Revised at the Annual Meeting, September, 2010. Revised at the Membership Meeting, May, 2011. Revised at the Annual Meeting, September, 2013. Revised at the Annual Meeting, September, 2015. Revised at the Annual Meeting, September, 2016. Revised at the Annual Meeting, May 2023.