

Ruth
6/3/4/14

BY-LAWS

OF

BROWN'S WOOD, INCORPORATED

ARTICLE FIRST

Purposes and Aims

Section 1. Purposes. The specific purposes of the Corporation are:

(a) To promote the civic, educational and economic betterment and welfare of the community to be known as Brown's Wood, Incorporated, in the town of Lincoln, Massachusetts;

(b) To improve the physical aspects and development of the said community and to further the recreation and enjoyment of the inhabitants thereof;

(c) To encourage agriculture and horticulture;

(d) To improve and ornament the streets, squares and common land of said community;

(e) To acquire and own such real and personal property as may be necessary or convenient for the furtherance of these purposes;

(f) To do any and all things connected with, incidental or convenient to the attaining, furthering and maintaining of any of the purposes specified herein, and to have and exercise all the rights, powers and privileges which may now or hereafter be conferred by the laws of Massachusetts upon corporations formed under Chapter 180 of the General Laws.

Section 2. Aims. The ultimate aims of the Corporation are:

(a) To establish a neighborhood of congenial, open-minded families, hopefully with diverse racial, religious, occupational, cultural and economic backgrounds, with the goal of building satisfying individual ways of life;

(b) To foster a feeling of community from which can develop such cooperative action as the members desire;

(c) To foster an atmosphere which will encourage individual initiative, exchange of ideas, independent thought, where integrity and good will are the prime units used in measuring one's neighbor;

(d) To develop community facilities for recreation, so that members can have ready access to healthful activities;

(e) To provide for maximum development of the potentialities of the children of members;

(f) To secure for its members through cooperative action, any benefits and advantages which they might be unable to realize through individual, unrelated actions.

ARTICLE SECOND

Membership

Section 1. Application for membership. Any person who resides in the community, and his or her spouse, shall be considered for membership in the Corporation upon his or her submitting to the Clerk of the Corporation a signed membership application, in such form as may, from time to time, be established by the Executive Committee, in which the applicant agrees, if accepted, to comply with the by-laws of the Corporation and with such other rules as may be duly established by affirmative vote of not less than a majority of the entire membership, to pay all assessments levied by the Corporation on the members which became payable during the period of the applicant's residence in the community, and at all times to promote the purposes and aims of the Corporation, the success of its operation, and the welfare and harmony of the community.

Section 2. Establishment of membership. Membership in the Corporation shall not become effective until

(a) The applicant has been approved by affirmative vote of not less than a majority of the entire membership;

(b) The applicant has executed the membership agreement offered to him or her by the Corporation, which agreement shall contain such terms and be in such form as may be determined by affirmative vote of not less than a majority of the entire membership.

Section 3. Membership privileges. Membership privileges shall include but shall not be limited to the right to hold office and to take part in the regular and special meetings of the members, and, subject to the provisions of Section 4 of this Article, to use the community facilities owned by the Corporation and those in which the Corporation has an interest of any kind.

Section 4. Suspension of membership privileges. The Executive Committee shall suspend the privileges ~~to use the community facilities~~ described in Section 3 of this Article of any member (and the spouse of any member) who has been and remains in default in his financial obligations to the Corporation for a period of thirty (30) days after such member's receipt of written notice of such default from the Treasurer of the Corporation. Such suspension shall remain in effect until the default has been cured.

Section 5. Termination of membership. Any member may resign at any time, by written resignation delivered to the Clerk which shall be effective upon such delivery. Membership shall also terminate upon the death of any member and upon the date when a member ceases to be a resident of the community. Termination of membership shall not relieve any member (or a member's estate) from any accrued financial obligation to the Corporation outstanding at the time of termination.

ARTICLE THIRD

Officers and Their Election

Section 1. Officers. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other subordinate officers and agents as may from time to time be appointed by the Executive Committee of the Corporation. The President, Treasurer and Clerk shall be elected from the membership of the Corporation.

Section 2. Executive Committee. The Executive Committee shall be composed of the President, Treasurer, and Clerk of the Corporation.

Section 3. Election of officers. The President, Treasurer, and Clerk shall be elected at the annual meeting (or at a special meeting in lieu thereof) by the affirmative vote of not less than a majority of the entire membership of the Corporation. Officers elected by the members shall hold office for a term of one year and until their successors are chosen and qualified.

Section 4. Resignations and removals. Any officer of the Corporation may resign by filing with the President or with the Executive Committee a written resignation which shall take effect on being so filed or at such other time as may be therein specified. To the extent permitted by law the members, by affirmative vote of not less than a majority of its entire membership, at any special meeting of members called for that purpose, may remove from office any officer elected by the members. Termination of membership in the Corporation shall automatically terminate office in the Corporation.

Section 5. Vacancies. Any vacancy at any time existing in any office may be filled by the Executive Committee ~~at any regular or special meeting~~ and the person chosen to fill the vacancy shall, except as these by-laws otherwise provide, hold office until the next annual meeting of members and until his successor is chosen and qualified. The members, by the affirmative vote of not less

a majority of the entire membership, at a special meeting called for that purpose, may choose a successor for any officer who has resigned or been removed from office; the person so chosen shall displace any successor who may have been chosen by the Executive Committee and shall, except as these by-laws otherwise provide, hold office until the next annual meeting and until his successor is chosen and qualified.

ARTICLE FOURTH

Powers and Duties of Officers

Section 1. Executive Committee. The Executive Committee, to the extent permitted by law, by these by-laws and by resolutions of the members of the Corporation, shall be responsible for the execution, supervision and carrying out of the policies, directives and decisions duly reached by the members at regular or special meetings. In addition thereto the Executive Committee: (a) may appoint and at its discretion remove or suspend such subordinate officers, agents and employees as it from time to time thinks fit and determine their duties; and (b) may delegate any of the powers of the Executive Committee to any other committee. Notwithstanding any provisions of these by-laws to the contrary the Executive Committee shall not have power or authority to determine any matters of policy nor shall it have authority to borrow money on behalf of the Corporation unless such borrowing has been duly authorized by affirmative vote of not less than eighty (80) per cent of the entire membership of the Corporation.

Section 2. President. The President when present shall preside at all meetings of the members and of the Executive Committee. He shall see that all orders and resolutions of the members and of the Executive Committee are carried into effect and shall in general be the chief executive officer of the Corporation. The President shall perform such duties in addition to the foregoing as the Executive Committee or members may direct.

Section 3. Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositaries as may be designated by the Executive Committee. He shall disburse the funds of the Corporation in accordance with the directions of the Executive Committee. He shall promptly render to the President and to the Executive Committee such statements of his transactions and accounts as either the President or Executive Committee may, from time to time, require. In the discretion of the members he may be required to give bond in such amount and with such security and in such form as the members may determine. The Treasurer shall perform such duties and render such reports in addition to the foregoing as the President or the Executive Committee may designate, including the preparation of

an annual report at the close of each fiscal year.

Section 4. Clerk. The Clerk shall be a resident of the Commonwealth of Massachusetts and shall be sworn to the faithful discharge of his duties. It shall be his duty to record and disseminate to the members the proceedings of all regular and special meetings of the members; to give notice of meetings of the members and of the Executive Committee, in the manner provided in Articles Fifth and Sixth; to keep a record of all proceedings of the Executive Committee; to maintain a list of all members of the Corporation; to record, file, process and present to meetings of members all applications for membership in the Corporation; and to perform such duties in addition to the foregoing as the Executive Committee may designate.

ARTICLE FIFTH

Meetings

Section 1. Annual meeting. The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation, or at such other place located no more than twenty (20) miles therefrom as the Executive Committee may fix in the notice of the meeting, on the second Saturday of April in each year to hear reports of the officers and committees of the previous fiscal year, to elect officers, and to transact other business.

Section 2. Special meetings. Special meetings of the members may be called at any time by the President or by the Clerk or by the Executive Committee. Special meetings of the members shall be called by the Clerk (or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer) upon petition of at least twenty-five (25) per cent of the entire membership.

All special meetings of the members shall be held on such date, at such time and such place, located not more than twenty (20) miles from the principal office of the Corporation as may be fixed in the notice of the meeting; provided, however, that any special meeting called pursuant to a petition of not less than twenty-five (25) per cent of the entire membership shall be held on a date not more than twenty (20) days after the delivery of such petition to an officer of the Corporation.

Section 3. Quorum, voting and special action. Except as provided in this Section, a majority of the entire membership of the Corporation shall constitute a quorum at any meeting of the members, and the affirmative vote of not less than a majority of the members present at a duly called and held meeting of the members, adopted while a quorum was present, shall be required to decide any questions presented to the meeting or to take any action by or on behalf of the members, except in the case of any question or action which, by the terms of these by-laws, must be decided or taken by the affirmative vote of a larger

proportion of the entire membership of the Corporation. If a quorum is not present at any duly called meeting (or adjourned meeting) of members, a majority of the members present may make any reasonable adjournment thereof.

Any question or action which may or must be decided or taken at a meeting of the members of the Corporation may be decided or taken without a meeting if (a) written notice of such question, and the proposed decision, or of such action, is given to all members in the manner provided in Section 4 of this Article, and (b) written assents thereto, signed by not less than a majority of the entire membership of the Corporation (or by such larger percentage of the entire membership as may be required by these by-laws for the decision of such question, or for the taking of such action), shall be filed with the minutes of the members within ~~ninety~~ ^{Ten} ~~(90)~~ days after the giving of such notice. The decision of any question and the taking of any action in accordance with the provisions of this paragraph shall be treated, for all purposes, as if made or taken at a duly called and held meeting of the members throughout which a quorum was present.

Section 4. Notices. Notice of all meetings of members shall be given as follows: A written notice, stating the place, day and hour thereof shall be given by the Clerk, at least ten days before the meeting, to each member, leaving such notice with him or at his residence or by mailing it, postage prepaid, and addressed to such member at his address as it appears on the books of the Corporation. Notices of all meetings of members shall state the purposes for which the meetings are called and, in the case of any meeting at which a change in these by-laws is to be considered, shall state the substance of the proposed change. No notice of the time, place or purposes of any annual, regular or special meeting of members shall be required if every member entitled to notice thereof, or his attorney thereunto authorized, by writing which is filed with the records of the meeting, waives such notice.

Section 5. Authority. The authority to determine all matters of corporate policy and action is in the members.

ARTICLE SIXTH

Meetings of the Executive Committee

Section 1. Meetings. Meetings of the Executive Committee shall be called by the Clerk, on his own volition, or upon the oral or written request of any member of the Executive Committee; and if the office of Clerk is vacant or the Clerk when requested refuses or neglects for more than twenty-four hours to call such meeting, or if the Clerk is absent from the Commonwealth or incapacitated, the President or the Treasurer may call such meeting by giving notice thereof in the manner required by Section 3 of this Article.

Section 2. Quorum. At any meeting of the Executive Committee a majority of the Committee shall constitute a quorum for the transaction of business; provided always that any number of the Committee (whether one or more and whether or not constituting a quorum) present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof. At any meeting of the Executive Committee a majority vote of the entire Committee shall be required to decide any question presented to the meeting.

Section 3. Notices. Except as above provided, notice of any meeting of the Executive Committee shall be given by the Clerk to each member of the Committee, by mailing to him, postage prepaid, and addressed to him at his last known address, a written notice of such meeting at least two days before the meeting or by delivering such notice to him at least twenty-four hours before the meeting or by sending to him at least twenty-four hours before the meeting, by prepaid telegram addressed to him at his last known address, notice of such meeting. Notices of Executive Committee meetings need not specify the purpose thereof.

Section 4. Place of meeting. All meetings of the Executive Committee shall be held at the principal office of the Corporation, or at such other place, wherever situated, as the Committee may have designated as a place for the Committee's meetings.

Section 5. Special action. Any question or action which may or must be decided or taken at a meeting of the Executive Committee may be decided or taken without a meeting, if a written assent thereto is signed by all of the members of the Executive Committee and such written assent is filed with the minutes of the Executive Committee. Such assent shall be treated as a vote for all purposes.

ARTICLE SEVENTH

Certificate of Membership

Section 1. Certificates. Each member shall be entitled to a certificate indicating his membership in the Corporation, which shall be in such form as the Executive Committee may adopt. Each certificate of membership shall be signed by the President and by the Treasurer of the Corporation, and shall be sealed with its seal. The books of the Corporation shall be conclusive as to the status of membership in the Corporation.

Section 2. Surrender of Certificates. Membership certificates shall be surrendered to the Clerk upon the termination of membership.

ARTICLE EIGHTH

Finance

Section 1. Funds. The Corporation may, by the affirmative vote of not less than eighty (80) per cent of the entire membership of the Corporation, raise funds for its purposes by borrowing, by

majority for under \$500.

the sale of its property, by levying assessments on its members (provided that any such assessment shall be levied in an equal amount on each member family), or by engaging in authorized corporate functions.

Section 2. Fiscal year. The fiscal year of the Corporation shall start April 1 and terminate March 31 in the succeeding year.

ARTICLE NINTH

Seal

The seal of the Corporation shall be circular in form, bearing the inscription "Brown's Wood, Incorporated - Massachusetts - 1954." The Clerk shall have the custody of the seal and may affix it (as may any other person authorized by the Executive Committee) to any instrument requiring the corporate seal.

ARTICLE TENTH

Execution of Documents and Instruments

Except as the members by affirmative vote of not less than a majority of the entire membership may generally or in particular cases authorize or require, all deeds, mortgages, leases, transfers, contracts and other obligations made, accepted or endorsed by the Corporation, as well as checks, notes, drafts and other instruments for the payment of money, shall be signed by the President and the Treasurer.

ARTICLE ELEVENTH

Amendment of By-Laws

The provisions of these by-laws may be changed by the affirmative vote of not less than eighty (80) per cent of the entire membership.