

BY-LAWS
OF
MEADOW SPRING FARMS
HOMEOWNERS ASSOCIATION, INC.

Article I

Purposes

Meadow Spring Farms Homeowners Association, Inc. (hereinafter referred to as the Association) is organized under Chapter 180 of the Massachusetts General Laws as a charitable, non-profit corporation, to associate all present and future owners of residential lots in the Meadow Spring Farms subdivision in the Town of Sandwich, shown as Lots numbers 1 through 40 inclusive on “Subdivision Plan of Land in East Sandwich, Mass. For R.W. Leydon Trust,” recorded in the Barnstable County Registry of Deeds in Plan Book 253, Page 37, for the following purposes:

To hold title to and maintain, for the exclusive use and benefit of said owners, the common areas shown on said plan, including the private ways, and the recreation and conservation areas, and other real and personal property incidental to the purposes of the Association;

To enforce restrictive provisions applicable to real property in Meadow Spring Farms by virtue of deeds heretofore or hereafter recorded;

To represent said owners with respect to any future development or improvement in Meadow Spring Farms;

To preserve the natural beauty and tranquility of Meadow Spring Farms, including the recreation and conservation areas thereof;

To represent said owners in dealing with the Town of Sandwich and other governmental bodies in matters related to the purposes of the Association; and

To take such other action as may be necessary or desirable to promote the foregoing purposes.

Article II

Membership

Section 1. Every owner of a lot designated by number on the aforesaid plan shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot.

Section 2. The term “owner” shall mean the record owner, whether one or more persons or entities of a fee simple title. When more than one person holds such title to a lot, all such persons shall be members, but the vote for such lot shall be exercised as they determine among themselves, and only one vote shall ever be cast with respect to any lot.

Section 3. All members who are not delinquent in any pecuniary obligation to the Association shall be members in good standing.

Article III

Property Rights

Section 1. Every owner shall have the right to use and enjoy the common areas which shall be appurtenant to and shall pass with the title to every lot, subject to:

(a) the right of the Association to charge reasonable admission and other fees for the use of any recreational facility situated upon the common areas;

(b) the right of the Association to suspend the voting rights and right to use of the recreational facilities by an owner for any period during which any assessment against his lot

remains unpaid, and for a period not to exceed sixty (60) days for any infraction of its published rules and regulations;

(c) the right of the Association to dedicate or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; but no such dedication or transfer shall be effective unless an instrument signed by two-thirds (2/3) of the members agreeing to such dedication or transfer has been recorded.

Section 2. Any owner may delegate, in accordance with the By-laws, his right of enjoyment of the common areas and facilities to the members of his family and his tenants, or guests who reside on the property.

Article IV

Assessments

Section 1. Each owner shall pay to the Association:

(a) annual assessments or charges, and

(b) special assessments for capital improvements, such assessments to be established and collected as hereinafter provided. The annual and special assessments, together with interest, costs, and reasonable attorney's fees, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made, and shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due. The personal obligation for delinquent assessments shall not pass to his successors in title unless expressly assumed by them.

Section 2. The assessments levied by the Association shall be used exclusively to pay taxes and other charges assessed by the Town of Sandwich against the common areas, to

improve and maintain the common areas, and otherwise to promote the recreation, health, safety, and welfare of the residents of Meadow Spring Farms.

Section 3. The Board of Directors may fix the annual assessment at an amount not greater than the maximum hereinafter stated without vote of the membership. The annual assessment may exceed the maximum hereinafter stated if such higher amount is authorized or ratified by vote of the membership.

Section 4. The maximum annual assessment shall be an amount equal to the sum of (a) real estate taxes and other municipal charges imposed upon the Association or its property and payable within the calendar year for which such assessment is made, plus (b) an incremental sum to be applied to other expenses and obligations of the Association, such incremental sum to be the greater of (i) \$4,000.00 (\$100.00 per lot), or (ii) 40% of such incremental sum for the immediately preceding year.

Section 5. In addition to the annual assessment authorized above, the Association may levy, in any calendar year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the common areas, including fixtures and personal property related thereto, provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of members voting in person or by proxy at a meeting duly called for this purpose.

Section 6. Both annual and special assessments shall be assessed against the owners of the forty numbered lots on the aforementioned plan at the rate of one-fortieth (1/40) share per lot.

Section 7. Written notice of every meeting called for the purpose of fixing an annual or special assessment shall be sent to all members not less than 30 days nor more than 60 days in advance of the meeting. At the first such meeting called, the presence of members or of proxies entitled to cast sixty percent (60%) of all the votes of the membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 8. Written notice of the annual assessment shall be sent to every owner subject thereto. The due dates, to be established by the Board of Directors, shall be arranged so that a portion of the annual assessment sufficient to discharge real estate taxes and other municipal charges for the year of the assessment shall be due and payable not less than thirty days prior to the last day on which such tax and other charges may be paid without interest or penalty. The first annual assessment shall be adjusted as between the owner of any lot and the developer, according to the number of months in the calendar year in which each owned the lot.

Section 9. Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the rate of eight percent (8%) per annum. The Association may bring an action at law against the owner personally obligated to pay the same, or foreclose the lien against the property, or both. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common areas or abandonment of his lot.

Section 10. The lien of the assessments provided for herein on any lot shall be subordinate to the lien of any first mortgage held by any bank, or other commercial lender, or any person not related to the owner of such lot. The sale or transfer of any lot shall not affect the assessment lien, but a sale or transfer pursuant to the foreclosure (or any proceeding in lieu

thereof) of such a first mortgage shall extinguish the lien of such assessments as to payments which became due prior to such sale or transfer. No sale or transfer shall relieve such lot from liability for any assessments thereafter becoming due or from the lien thereof. The Association shall upon demand, and for a reasonable charge, furnish a certificate signed by an officer of the Association as to the amounts and due dates of any outstanding assessments, and any purchaser or mortgage lender shall be entitled to rely on the correctness of such certificate as of its date.

Article V

Meeting of Members

Section 1. The first annual meeting of the members shall be held on June 1, 1974, and each subsequent annual meeting of the members shall be held on the first Saturday in June of each year thereafter, at the hour of 7:00 p.m.

Section 2. Special meetings of the members may be called at any time by the President, or by the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk by any other officer, upon written application of three or more members entitled to vote as such meeting.

Section 3. Written notice of each meeting of the members shall be given by, or at the direction of, the Clerk or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. The presence at the meeting, in person or by proxy, of members entitled to cast one-tenth (1/10) of the votes of membership shall constitute a quorum for any action except

as otherwise provided in the Articles of Incorporation, or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Clerk. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Article VI

Board of Directors, Selection, Term of Office

Section 1. The property, affairs and business of the Association shall be managed by a Board of Directors which shall consist of such number not less than three nor more than seven persons, as the members having voting power may determine and elect at the annual meeting. Each director shall be elected to serve for one year and until his successor is elected and qualified.

Section 2. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if all the members of

the Board or Committee, as the case may be, consent thereto in writing and such writing is filed with the minutes of the proceedings of the Board or Committee.

Article VII

Nomination and Election of Directors

Section 1. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than three.

Section 2. Election to the Board of Directors shall be by secret written ballot, unless the members otherwise determine at the annual meeting. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these By-laws. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Article VIII

Meetings of Directors

Section 1. Regular meetings of the Board of Directors shall be held without notice, at such date, hour and place as may be fixed from time to time by resolution of the Board. Should

said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article IX

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall exercise all of the powers of the Association except such as are by law, the Articles of Organization or these By-laws conferred upon or reserved to the members, including but not limited to the following:

(a) adopt and publish rules and regulations governing the use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

- (g) cause the common area to be maintained.

Article X

Officers and Duties

Section 1. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Clerk, and a Treasurer.

Section 2. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 3. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 4. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 5. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Clerk. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. No person shall simultaneously hold more than two of any of the offices except in the case of special offices created pursuant to Section 2 of this Article.

Section 8. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Clerk. The Clerk shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting.

Article XI

Committees

The Board shall appoint a Nominating Committee as provided in these By-laws. In addition, the Board of Directors may appoint an Architectural Control Committee and such other committees as the Board deems appropriate in carrying out the purposes of the Association.

Article XII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article XIII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Meadow Spring Farms Homeowners Association, Inc."

Article XIV

Amendments

These By-laws may be amended by the Board of Directors, or, at a regular or special meeting of the members, by a vote of a majority of members present in person or by proxy. The Board of Directors shall resolve all questions pertaining to the interpretation and construction of these By-laws.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Clerk of the Meadow Spring Farms Homeowners Association, Inc., a Massachusetts corporation; and

That the foregoing By-laws constitute the original By-laws of said Association, as duly adopted by the incorporators on the twenty-fifth day of June, 1973.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of
said Association, this _____ day of _____, 20____.

Clerk