

CARLETON SHORES ASSOCIATION, INC.**BY-LAWS****ARTICLE I****NAME**

The name of this Corporation shall be known as **CARLETON SHORES ASSOCIATION, Inc.**

ARTICLE II**PURPOSES**

The Association is constituted under Chapter 180 of the Massachusetts General Laws as a charitable and nonprofit corporation for the purposes of associating together all present and future real property owners in that area of land situated in the Town of Sandwich, Barnstable County, Massachusetts containing an area of 205.5 acres, more or less, and being shown on a plan entitled "Plan of Land in East Sandwich known as Carleton Shores" recorded in the Barnstable County Registry of Deeds in Plan Book 179, Page 69 to maintain and hold title to those common areas of Carleton Shores reserved for the exclusive use of the real property owners of Carleton Shores including the Private Beach, Recreation Area, Parking Area, Private Ways and other real and personal property incidental to these purposes; to enforce the restrictive provisions running to and on behalf of all present and future real property owners of Carleton Shores as contained and to be contained in each respective deed or conveyance of Carleton Shores Property; to act as the representative of the real property owners of Carleton Shores in consulting with and participating in any future subdivision and/or development of these lands; to preserve the natural beauty and tranquility of Carleton Shores and promote conservation; to represent the real property owners of Carleton Shores to their best interest in dealing with the Town of Sandwich or other governmental or municipal bodies in matters relating to the purposes of the Association and to do such other things as may be incidental to the attainment of the foregoing objectives.

ARTICLE III**MEMBERSHIP**

Section 1. **QUALIFICATION.** All property owners shall be members of the Association and agree to uphold the By-Laws.

Section 2. **MEMBER IN GOOD STANDING.** All members who are not delinquent in any pecuniary obligation to the Association shall be a "member in good standing." ,

Section 3. **BENEFITS.** The use of all the facilities of the Association including the private beach, recreation area, parking area and private ways shall be extended to and reserved for the exclusive use of members, their children and guests, subject however, to the observance of any rules made by the Association or its Board of Directors to maintain the tranquility of the area.

Section 4. **ASSESSMENTS.** The Board of Directors, based on a projected annual budget, shall establish subject to majority approval of the members at the Annual Meeting, a fixed amount of dues to be paid by each member for each subdivided or undivided parcel of land owned. It is understood that this Association shall have as its object the maintenance and upkeep of the areas and ways and therefore, the Owner of each lot shall be obligated to pay his proportionate share of the annual expenses. The Board of Directors shall have the power to appropriate funds and assess the owner of each lot an additional amount to cover emergencies not provided for or included in the annual budget.

Monies shall be used by the Association solely for the carrying out and furthering of its purposes as defined in these By-Laws and shall be utilized as voted by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS, ELECTION AND POWERS

Section 1. NUMBER. The number of Directors which shall constitute the whole Board shall be not less than five (5) nor more than Nine (9).

Section 2. ELECTION AND NEW DIRECTORS. The Directors shall be elected at the Annual Meeting of members to serve for a term of three years and may be elected for further terms by a vote of the membership.

New Directors to fill a vacancy on the Board may be appointed for an unexpired term by a majority of the Directors, even though less than a quorum, or by a sole remaining Director, if necessary.

Section 3. POWERS. 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. The Board of Directors shall have the power, in the name and on behalf of the Association, to acquire property including real estate, to sell, transfer, lease, encumber and otherwise dispose of property including real estate, and to fix the terms of any such acquisitions, dispositions or encumbrances of property and of any such contracts; to fix the terms of and incur indebtedness, and issue the negotiable and other obligations of the Association therefor, and secure the same by mortgage, pledge or other lien upon any part of the property or assets of the Association.

The Board of Directors shall elect the Officers at their first meeting after each Annual Meeting.

ARTICLE V

OFFICERS, ELECTION AND DUTIES

Section 1. NUMBER. The Officers of the Association shall be: President, Vice President, Clerk, Recording Secretary, and Treasurer.

Section 2. ELECTION. Officers shall be elected by the Board of Directors after each Annual Meeting and shall hold office until their successors are elected. None of the Officers, other than the President, need be a Director, but all must be members.

Section 3. DUTIES. The President shall be the Chief Executive of the Association and shall have the general powers and duties usually vested in the office of President of a Corporation, including the general supervision, direction, and control of the Association business. He shall preside at all meetings of the Association and at all meetings of the Board of Directors. The President shall be a member, Ex Officio, of all Standing Committees with the right to vote thereon.

In the absence, disability or at the direction of the President, the Vice President shall assume all the powers and perform all the duties of the President and he shall perform all other acts which he may be authorized to do by the Board of Directors.

Section 4. TREASURER. The Treasurer shall collect all monies and have care and custody of all funds of the Association, and shall have power to endorse for deposit or collection all notes, checks, drafts, etc., payable to the Association. The Treasurer shall deem or cause to be kept accurate books of accounts which shall be the property of the Association, and shall render a statement of the financial affairs of the Association to the Board of Directors whenever they may request it, and at each Annual Meeting shall submit a complete written report of account as Treasurer for the post calendar year which calendar year shall end on the 31st day of August of each year of the life of the Association. If required by the Board of Directors, the Treasurer shall be bonded for the faithful performance of duties in such form and such sum and with such surety or sureties as the Board of Directors shall require, all at the expense and cost to the Association.

a. The Treasurer's books shall be audited annually prior to the Annual Meeting.

b. All invoices submitted for payment shall be signed by any two directors.

Section 5. CLERK. The Clerk shall give, or cause to be given, notice of all meetings of the membership and of the Board of Directors, and all other notices required by law or by these By-Laws and shall have custody of the seal of the Corporation. The Clerk shall perform such duties as may be assigned by the Board of Directors or the President including conducting the general correspondence. The Clerk must be a resident of Massachusetts.

Section 6. SECRETARY. The Secretary shall record all the proceedings of the meetings of the Association in a book to be kept for that purpose.

ARTICLE VI

COMMITTEES AND THEIR DUTIES

Section 1. STANDING COMMITTEES. There shall be the following Standing Committees:

- a. Roads and Grounds.
- b. Area Development and Home Approval.

Section 2. The Board of Directors shall appoint the Chairman of the Standing Committees, each Committee to consist of one or more of the Directors or officers of the Corporation and any number of members in order to keep the Board of Directors informed of activity.

Section 3. The Board of Directors may appoint Special Committees such as By-Laws, Hospitality, Nominating or other for the duration of a cause

Section 4. No Committee shall incur expenses beyond the budgeted amount without the consent of the Board of Directors.

Section 5. DUTIES.

- a. Roads and Grounds. In accordance with the ownership of the private ways, beach, recreation area and parking area, the Roads and Grounds Committee shall make recommendations for its upkeep and improvements.
- b. Area Development and Home Approval Committee shall enforce the restrictive covenants.

ARTICLE VII

MEETINGS AND QUORUMS

Section 1. **MEETINGS.** Board of Directors: If a quorum shall be present, a newly elected Board of Directors may hold its first meeting, without notice, immediately after the Annual Meeting of members. Regular meetings of the Board of Directors may be held, without notice, at such places and times as shall be determined, from time to time, by resolution of the Directors. Special meetings of the Board of Directors may be called by the President on seven days' notice to each Director or Committee Chairman either personally or by mail or by e-mail. Special meetings shall be called by the President or Clerk in like manner and on like notice on the written request of any two Directors.

ANNUAL MEETING. The Annual Meeting of the Association shall be held on the last Sunday in August each year at such time and place, within the environs of Carleton Shores, as the President designates. If, for good cause, the Annual Meeting cannot be so held, same may be postponed until such time and place as may be designated by the Board of Directors, but not to exceed four weeks thereafter.

SPECIAL MEETING. Special meetings of the Association may be called by the President, the Board of Directors, or by five regular members in good standing. Such requests for special meetings shall be sent to the Clerk who shall call same within a reasonable time thereafter but at no time later than twenty-one days subsequent to such request.

MEETING NOTICES. Notice of all meetings of the Association, including the Annual Meeting, shall be given by the Clerk at least seven days prior to said meeting which notice shall specify the time, date, and place of the meeting and the purpose or purposes for which the meeting is being held.

VOTING. None but members in good standing shall be entitled to vote at any meeting of the Association and each such member shall have one vote, provided however, that the owners of each individual subdivided or undivided parcel of property shall cast no more than one (1) vote per parcel of property so defined. Unless otherwise provided a vote by a majority of the members present shall prevail, provided however, that a quorum shall be present.

ACTION WITHOUT MEETING. 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 of the members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or Committee.

Section 2. **QUORUMS.** A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

A quorum at the Annual Meeting, Special or other, shall consist of at least 25% of the membership. Any member may vote by proxy in writing duly executed for the particular meeting designated in such proxy, providing however, no proxy shall be used for any subsequent meetings.

ARTICLE VIII

GENERAL INFORMATION

Section 1. **OFFICES.** The mailing address of the Association shall be Box 306, East Sandwich, Massachusetts 02537.

Section 2. **SEAL.** The Corporation and Association Seal shall be circular in form and shall contain the name of the Corporation, the year of its creation and the words "Corporate Seal Massachusetts." Said Seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. **RESTRICTIVE COVENANTS.**

1. No numbered lot shall be used except for residential purposes and no building shall be placed or be permitted to remain thereon except a single one-family dwelling house together with a garage and such necessary buildings for private use in connection with said dwelling as may be permitted under these Restrictive Covenants.
2. No lot once shown as a numbered lot on a subdivision plan shall be further subdivided.
3. The numbered lots on said plan shall be used for residential purposes only and shall in no manner or degree whatsoever be used for any business, mechanical, industrial or commercial purposes. No lodging house, rooming house, veterinarian or professional office shall be maintained or kept on the premises and no hotel, school, hospital, sanitarium, nursing home or similar business shall be operated or carried on the said premises.
4. The lots shown on subdivision plan, Section 1, Plan Book 180, Page 13 as "Private Beach", "Recreation Area", and "Parking Area" shall be reserved for the exclusive use of the owners and occupants of the subdivision known as Carleton Shores consisting of presently three sections with more sections to be added in the future. In no way or manner shall such areas be used for any commercial purposes and no building other than which may be required for the usual recreational or sanitary purposes shall be constructed thereon.
5. No animals except domestic or household pets owned by the occupants of the premises (which pets shall include only dogs, cats, caged birds, goldfish and tropical fish) shall be kept on the premises. Roosters, chickens, hens, pigeons and other fowl, and kenneled, stabled or caged animals of every nature are to be excluded there from at all times and no commercial breeding of domestic or household pets shall be permitted thereon.
6. No dwelling or other structure shall be moved on to, erected or maintained upon the granted premises, or any portion thereof, and no alteration, addition, remodeling or change in the exterior or outside of the dwelling or any other building on such premises shall be undertaken or made until plans and specifications showing the nature, kind, shape, height, materials, floor plan, location and grading plan thereof have been submitted to and approved by the Area Development and Home Approval Committee. The Area Development and Home Approval Committee shall have the right to refuse to approve any such plans, specifications or location or any building or structure, which in its opinion, are not suitable or desirable for aesthetic or other reasons and shall taken into consideration among other factors, the suitability of the proposed building or other structure, the site which it is proposed to erect the same, the harmony thereof with the general neighborhood and the effect of the building or other structure as planned on the outlook from adjacent or neighboring property. In the event that the Area Development and Home Approval Committee shall fail to approve or disapprove such plans and specifications in writing within thirty (30) days after they have been submitted to him, then this provision shall be deemed to be fully complied with.
7. Construction Time: When construction of any structure on the premises is once begun, or work of remodeling or alteration started, work must be prosecuted diligently and the exterior of any such dwelling or other structure to be erected, placed or maintained on the granted premises shall be fully completed within six (6) months from the beginning of construction.
8. No trailer or tent shall be placed or maintained on the said premises nor shall any uncompleted basement area of any building, nor the garage, nor the boathouse be occupied as a dwelling.
9. No boats or trailers of any nature shall be kept on the granted premises except within an area enclosed or a building approved and no trucks of any nature shall be parked overnight on any lot except in an enclosed garage.
10. No loam, sand, gravel or top soil, except that resulting from landscaping, or from construction permitted under these restrictions, shall be moved from the premises and the grade of the granted premises shall not be materially changed.
11. No hedge or fence shall be erected or maintained at a height greater than four (4) feet and no trees shall be grown, placed or maintained in such a way as to materially interfere with the view from other lots, without a written permit from the said agent or his successor agent or from the owner of the lot whose view is so affected.

12. The Board of Directors shall have the right to at any time require any lot owner, or occupant, to remove filth, garbage, trash or debris or other material offensive to the neighborhood in general, for the benefit of other lot owners. If any owner or occupant should refuse to comply with such request within ten (10) days from the date of such notification from said Board, then the said Board, shall have the right to affect such removal at the expense of the lot owner.

13. Similar restrictions will be imposed on all of the lots in the various subdivisions known as Carleton Shores, subject to the discretion of the said agent or his successor to vary he same, when in his opinion special circumstances of a particular lot location dictate that a particular restriction or restrictions be modified or waived. These restrictive provisions shall run with and bind the land subdivided and known as Carleton Shores for a period of thirty (30) years from Sept. 15, 1963, and may be extended as provided by Massachusetts General Laws (ter. Ed.) Ch. 184, Sec. 26 to 30. Purpose of restrictions is for the protection and benefit of the Lot Owners in said subdivision. Failure to enforce any restriction, condition or other provision herein contained in any particular instance shall in no event be deemed a waiver of the right to do so as to any subsequent breach.

14. With the adoption of these amended By-Laws, September, 1982, John S. Jillson, agent for Carleton Shores has chosen to transfer his authority to the Carleton Shores Association, Inc.

ARTICLE IX

AUTHORITY OF PROCEDURE

Robert's Rules of Order, Revised and Robert's Parliamentary Law shall be the Parliamentary rule.

ARTICLE X

AMENDMENTS

These By-Laws may be amended at any meeting of the Association by a majority vote of the members present and voting, provided notice of the proposed amendments has been submitted in writing to each member at least fourteen (14) days before the meeting at which they are to be voted on.

As Amended: September, 1986, August 1997, September 1998, August 2001, August 2002 and August 2004.

C:\Documents and Settings\istadler\My Documents\CSA\Carleton Shore By-Laws.doc - May 9, 2007 - SJS