

COTTRELL PIER ASSOCIATION, INC.

By-Laws – November 17, 1980  
Revised 1981, 1982, 1983, 2017, 2020

Article 1:      Name

The name of this corporation shall be Cottrell Pier Association, Inc.

Article 2:      Purpose

The purposes of the Association are to build, maintain, manage and operate the recreational facilities – including the pier, pavilion, and any other improvements – on the Cottrell Beach property for the common interest of the members of the Association. The Association is operated solely for social, recreational, and other non-business purposes and no part of the income of the Association inures to the benefit of any member.

Article 3        Members

Section 3.1 Regular Members      Any adult or adults owning real property with a duly granted right to use the beach on the Cottrell Farm Plat (deeded right) shall, upon application to and acknowledgement from the Membership Committee, be admitted as a Regular Member of the Association. There is a maximum of one Regular membership available per lot with a deeded right; that membership can be designated as a Single or Family Membership. A Regular Family Membership shall include a couple in a civil union and all non-adult – i.e. under the age of 27 – members of their family living in the same house. Each Regular Membership (Single or Family) in good standing is entitled to one vote at the Annual and Special Meetings.

If a lot has multiple owners, those multiple owners shall be considered part of a single Regular Family Membership. This would apply to beneficiaries of a trust (or other partnership structures such as LLCs, etc.) which holds title to a lot(s). Such Regular Family Memberships would be limited to one vote per family, and no more than one vote per lot. If an owner of a property with deeded rights wishes to extend CPA Regular Member status to another person, then that owner can do so through the legal transfer of the deed of their property. The division of an existing CPA Regular Member lot shall not grant a new deed holder the same privilege of Regular Membership in CPA. Nothing in these by-laws shall be construed as allowing or permitting a Regular Member to increase the number of deeded rights to use the Association facilities.

Should a Regular Member of the Association rent his/her house, the rights to use the beach facilities may be temporarily transferred to no more than two tenants per season. The Regular Member assumes all liability for his/her tenants' use of the Cottrell Pier facilities. The Regular Member shall sign a Liability Waiver and Indemnification Agreement, assuming all risk, each season, prior to the use of the Cottrell Pier facilities by any tenant. Failure to follow these procedures will result in a loss of this Regular Member privilege. During said periods of temporary transfer to a tenant, the Regular Member's rights to use the Association facilities shall not be exercised in any manner.

Section 3.2 Guest Members Families and individuals not owning real property with a duly granted right to use the beach on the Cottrell Farm Plat (deeded right) may, upon application to and approval by the Membership Committee, be admitted as Guest Members. Similar to Regular Members, membership can be designated as a Single or Family Membership, with the same definition of Family being applied. The number of Guest Members may be limited from time to time by the Board of Directors. Each Guest Membership (Single or Family) in good standing shall have all the privileges of Regular Members except for the right to vote at the Annual and Special Meetings. However, they shall have the right to serve as Guest Directors and officers of the Association as set forth in Article 5.

Section 3.3 Junior Membership Young adults up to the age of 35 may, upon application to and approval by the Membership Committee, be admitted as Junior Members.

Section 3.4 House Guests of Members House guests of Regular or Guest Members may be granted the use of the Association facilities in accordance with rules established by the Board of Directors. The Membership Committee must be notified in advance of the intended use of the facilities by the house guests. Members must be present when house guests use the Association facilities.

Section 3.5 Termination of Memberships Regular and Guest Members must resign prior to June 15, or the membership contribution for the year is in arrears and the member is not in good standing. If a Regular or Guest Member plans to be absent from Jamestown for a whole season, but wishes to maintain membership status, the Member must notify the Secretary or Chairman of the Membership Committee to this effect before June 15. Said Member may, at that time, or later, request that his/her name be returned to the Membership List for the following year. Guest Members may remain on the Absentee Members List for a maximum of one year; after this period their membership is terminated. If a Guest Member does not respond to Association billing by June 15, it shall be assumed that the Member does not want membership, and that membership shall automatically be terminated. No Member, Regular or Guest, who is not in good standing, may use the Association's facilities or vote at any meeting of the Association

#### Article 4: Finances

The cost of carrying out the purposes of the Association, including the accumulation of a modest reserve fund for emergencies, shall be borne by the Regular and Guest Members.

The Board of Directors shall present a budget for the next ensuing year to be made available to the Members. The budget shall include projected income and expenses.

Extraordinary expenses involving indebtedness of the Association shall be submitted to the Association Membership for approval at the Annual Meeting or by email to the membership for approval at such other times as the Board of Directors may determine. A majority of all Regular Members in good standing shall approve the proposed indebtedness before it is undertaken.

## Article 5: Officers and Directors of the Association

There shall be nine Directors. A majority of the Directors shall be Regular Members. There shall be a minimum of three Directors who are Guest Members. A Director term is three years. Directors may serve, if elected, for two consecutive three-year terms and may then be re-elected for two additional consecutive three-year terms after a lapse of not less than one year.

There shall be a President, two Vice Presidents, a Secretary, and a Treasurer. These officers shall be elected from the Regular and Guest Directors each year by the Board of Directors at the first regular Board Meeting following the Annual Meeting.

Vacancies on the Board of Directors shall be filled by the Directors from the Regular and Guest membership base as appropriate until the next Annual Meeting when a new Director shall be elected to fill out the term of the vacancy.

## Article 6: Duties of Officers and Directors

Section 6.1 The President shall preside at the Annual and Special meetings of the Association, the Board of Directors and Executive Committee. The President shall also be a member, ex-officio, of all other elected or appointed committees. In the absence of the President, one of the Vice Presidents shall be appointed by the Board of Directors to perform the duties of this office.

Section 6.2 The Treasurer shall collect and have charge of all money and other property of the Association and shall render a financial report at each of the Board Meetings and the Annual Meeting. The report presented at the Annual Meeting shall be in writing.

The Treasurer shall be the sole disbursing officer of the Association and shall pay out the monies of the Association in accordance with the approved budget and the instructions of the Board of Directors. Only the signature of the Treasurer is required on checks. During the absence or disability of the Treasurer, checks may be signed by the person(s) designated by the Board of Directors.

Section 6.3 The Secretary shall keep a correct and careful record of the Annual and Special meetings of the Association and of the Board of Directors, circulate draft minutes of meetings to the membership or Directors as appropriate within three weeks, have charge of the seal, the records of the Association, give notice of the Annual and Special meetings and Board of Director meetings, and perform such other duties as may be assigned by the Board of Directors. The Secretary shall also maintain an accurate record of the members and keep a record of the terms of the Board of Directors.

Section 6.4 The Board of Directors shall elect the Officers of the Association, and shall, in general, be responsible for managing the Association. A simple majority of the Directors present and voting at a Directors meeting shall be sufficient to pass a motion. Five members present at any Board meeting, in person, by telephone or by proxy, shall constitute a quorum .

## Article 7: Committees

The President shall, with the advice and concurrence of the Board of Directors appoint the following committees. The Chairman of these committees shall be the officers of the Association as set forth below. All committees shall perform their duties in accordance with the direction and guidance given by the Board of Directors and shall make a report at each Board of Directors meeting and the Annual meeting. Committee members do not all need to be drawn from the Board of Directors.

Section 7.1 Executive Committee This committee shall be made up of four Directors, including the President as Chairman, and the Treasurer. The Executive Committee, when the Board of Directors is not in session, shall have and exercise all of the authority of the Board of Directors, except to the extent that this authority is limited by the resolution appointing said committee.

Section 7.2 Membership Committee This committee shall have at least two members in addition to the Chairman who shall be a Vice President. This committee shall review and make a recommendation to the Board on all applications for membership in the Association. The committee shall review the membership list each year and mail a billing to the members for return to the Treasurer. The committee shall maintain an accurate list of members of the Association, advise the Secretary of the members in good standing by the Annual Meeting of Members, of each year, post the membership list on beach property and furnish the Town of Jamestown Police Department with a copy of the membership list.

Section 7.3 Pier and Beach Committee This committee shall have at least three members in addition to the Chairman who shall be a Vice President. The committee shall have the responsibility for commissioning and decommissioning the Pier and Beach facilities, their maintenance and repair, and for enforcing all regulations pertaining to their use. The committee shall also have charge of the care and supervision of the beach (or beaches) and appurtenant equipment (fences, signs, etc.) and of such parking areas as may be provided for the use of the Association member. They may employ a lifeguard and such other help and equipment as may be required. This committee shall recommend a budget to the Board of Directors for the next ensuing year and shall carry out its duties each year within the limitations of the approved budget.

Section 7.4 Nominating Committee If at least one Board Member has a term expiring the President, with the approval of the Executive Committee, shall, at least thirty days before the date of the Annual Meeting, appoint a Nominating Committee, consisting of a Chairman and at least two other members, who shall submit to the membership, a slate of Regular and Guest Member Directors to serve for a period of three years. That submission will happen by email at least 14 days before the Annual Meeting, for discussion at the meeting. Two of the members of the Nominating Committee, including the Chairman, shall be Regular Members while one of the members may be a Guest Member. Further nominations for Directors may be made at least one week prior to the Annual Meeting, at which point they will be communicated to the membership.

Article 8: Meetings of Members and of the Board of Directors

Section 8.1 The Annual Meeting of the Association shall be held in July or August each year at the direction of the Board of Directors. Each member of the Association shall be notified by email at least 14 days before the meeting. Five Regular Members shall constitute a quorum at all meetings of the members.

Section 8.2 A Special meeting must be called upon petition in writing of nine Regular Members (Single or Family) to the Board of Directors. The only business which can be conducted at such a special meeting shall be limited to that set forth in the petition and in the meeting notice. Each member of the Association shall be notified by email at least 14 days before the meeting.

Section 8.3 Regular meetings of the Board of Directors shall be held at least three times a year and shall be open to the membership who can attend, but not vote. Regular Board meetings shall be at the call of the President; however, at least fourteen days advance notice must be given to all Directors. Five members of the Board shall constitute a quorum. Each member of the Association shall be notified by email at least 14 days before each meeting.

Article 9: Deeds and Contracts

All deeds, agreements and contracts shall be executed on behalf of the Association, by the President and the Treasurer.

Article 10: Indemnification

Each person who at any time is, or shall have been, a director or officer of this Association, and is threatened to be or is made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was, a director or officer of the Association, shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by he or she in connection with any such action, suit, or proceeding to the full extent permitted under the law. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director or officer may be entitled, under any by-law agreement, vote of Membership or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Article 11: Amendments

These By-laws, as a whole, or any part thereof, may be repealed or amended only by a vote of two-thirds of the Regular Members present at any Regular or Special Meeting of the Association, provided that a notice of any proposed change shall be given on the call for the meeting.

As submitted by the Board of Directors:

Geoffrey Tuff  
Jeff Westcott  
Howard Balloch  
Jack Heflin  
Jane Bentley  
David Fitzgerald  
Mia Fitzgerald  
Greg DiGasper  
Suzanne O'Donnell

And as approved by the Regular Members in good standing by mail ballot, November 17, 1980,  
and as amended at the 1981, 1982, 1983, 2017, and 2020 Annual meetings.

A true record: \_\_\_\_\_  
Jane Bentley, Secretary