

Bylaws
of
Provincetown Part-time Resident Taxpayers Association, Inc.

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Bylaws

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Provincetown Part-time Resident Taxpayers Association, Inc.

Article I – Offices

Principal offices of the Corporation shall be in the Town of Provincetown, in the Commonwealth of Massachusetts, or such other location as shall be designated by the Board of Directors from time to time.

Article II – Purposes

Our mission: As we work for the betterment of the entire Provincetown community, we will provide Provincetown part-time resident taxpayers a forum, a meaningful voice, and participation in local governance. We will employ three areas of focus to carry out this mission: Education, Advocacy, and Community Building.

Article III – Membership and Dues

1. Qualifications for Membership

Membership in this Corporation shall be open to any part-time resident taxpayer who owns real estate in the Town of Provincetown, Massachusetts, and to a part-time resident spouse or partner of a member even if the spouse or partner is not a taxpayer or owner of such real estate, upon written application to the Treasurer with payment of dues. Members who become permanent voting residents of Provincetown may remain members of this Corporation. The membership dues shall be determined by the Board of Directors from time to time and shall be payable on January 1st of each year each year effective as of such meeting date. Each membership is entitled to one vote and voters must be of legal age.

2. Membership Meetings

Regular meetings of the Corporation shall be held on the first Sunday in June or such other dates as shall be established by the Board of Directors as necessary, or by the President with notice to all Directors unless any Director objects to such date and proposes an alternative date.

The presence at any membership meeting of at least five percent (5 %) of the paid-up members met by proxy and/or telephone shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the By-laws. A quorum as set forth above shall be required at any adjourned meeting.

3. Special Meetings

Special meetings of the Corporation may be called by the Board of Directors. The Clerk shall cause a notice of such meeting to be announced to constituents via email and/or mail at least five (5) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting.

Special meetings may also be called by the President or at the written request of ten percent (10%) of the paid membership, which request shall be addressed to the Clerk. Within thirty (30) days of the receipt of said request, notice of said meeting shall be announced as above.

4. Fixing Record Date

For the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the record date for such determination ("Notice Record Date") shall be thirty (30) days prior to such meeting or adjournment thereof or other action, or such other date in advance of the meeting or adjournment thereof or other action as may be fixed by the Board. Members entitled to vote at any meeting or adjournment thereof or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, are the members as of the Notice Record Date and all others who have paid dues at or prior to the meeting or adjournment thereof or other action, or such other date in advance of the meeting or adjournment thereof or other action as may be fixed by the Board ("Voting Record Date"). The Notice Record Date and the Voting Record Date shall not be more than fifty (50) before any such meeting or adjournment thereof, nor more than fifty (50) days prior to any other action.

5. Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by email or by written consent, setting forth the actions so taken, signed by all the members entitled to vote thereon.

6. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another member or members to act for him or her by proxy.

Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after the expiration date of sixty (60) days from the date thereof unless otherwise provided in the proxy. Each proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. Order of Business

The required business to be conducted at each meeting shall consist of the following items:

- 1 – Roll call or accounting of attendance for the purpose of establishing a quorum
- 2 – Reading or posting of the minutes from the preceding meeting if available
- 3 – Reports of Committees
- 4 – Reports of Officers
- 5 – Old and unfinished business
- 6 – New Business
- 7 – Elections (if applicable)
- 8 – Adjournment

8. Privacy Statement

It is the policy of the Corporation that the membership list is private and for the exclusive use of the Corporation. The membership list will not be sold or given to any other group and no information about individual members will be given without the express written permission of the Member.

Article IV – Directors

1. Management of the Corporation

The Corporation shall be managed by the Board of Directors which shall consist of not less than five (5) or more than thirteen (13) Directors. Each Director shall be at least nineteen years of age.

2. Election and Term of Directors

The term of each Director shall be for a period of three (3) years from the Annual Meeting of Members at which such Director is elected. Such terms shall be on a staggered basis so that in each year three Directors' term will expire. A Director whose term has expired shall continue in office until a successor is elected or appointed as hereinafter provided. Each Director shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and shall have qualified, or until prior resignation or removal.

The initial Board of Directors shall be appointed by the Charter Committee and the term of office shall expire with the election of the Board of Directors at the first Annual Meeting following adoption of this charter.

3. Increase or Decrease in Number of Directors

The number of Directors may be increased or decreased by vote of the Members or by a vote of the majority of all the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of the majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

5. Removal of Directors

Any or all of the Directors may be removed for cause by vote of the members or by action of the Board.

6. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Clerk of the Corporation. Unless otherwise specified in the notice, the resignation shall take

effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. Quorum of Directors

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

8. Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present physically or through agreed upon electronic means, at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote. No proxies shall be permitted at Board meetings.

9. Place and Time of Board Meetings

The Board may hold its meetings at places, either within or outside the State of Massachusetts, as it may from time to time determine.

10. Regular Annual Meeting

A regular Annual Meeting of the Board shall be held immediately following the Annual Meeting of members at the place of such Annual Meeting of members, or at such other location as the Board shall determine.

11. Notice of Meetings of the Board, Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days' notice to each Director either by telephone, mail or e-mail. Special meetings shall be called by the President or by the Clerk in a like manner on written request of three Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

12. Chairman

At all meetings of the Board the President, or in his or her absence, a chairperson chosen by the Board shall preside.

13. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board.

Article V – Officers

1. Officers, Election, Terms

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, a Vice-President, a Past President, a Clerk, a Treasurer and a Corporate Clerk, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board following the Annual Meeting of members. Each officer shall hold office for the term elected or appointed and until a successor has been elected or appointed and qualified.

2. Removal, Resignation, Salary

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation, or removal from office of any officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person provided that no one individual shall serve as both President and Treasurer. No officer or director shall receive compensation for services but may be reimbursed for reasonable expenses.

3. President

The President shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the members and of the Board; he or she shall have the responsibility for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. Vice-President

The Vice-President shall assume the duties of the President in the event of disability, absence or resignation of the President and shall have such other duties as may be assigned by the President or the Board.

5. Past President

The President shall assume the office of Past President immediately at the expiration of the term as President. The Past President shall be responsible for assisting the new President and for being responsible to carry out such duties as the new President or the Board shall assign.

6. Treasurer

The Treasurer shall receive, collect and deposit in a bank in the name of the Corporation all monies received from the payment of dues and any other monies. He or she shall pay all authorized indebtedness of the Corporation and shall keep books of account of the Corporation, which shall at all times be open for the inspection of the board member. He or she shall report in writing at each regular Meeting of the Corporation and shall make a full report at the Annual Meeting of the Corporation, of the receipts and disbursements for the year. Upon retiring from office, he or she shall turn over to his or her successor all books, papers, vouchers, and funds belonging to the Corporation pertaining to his or her office. The Treasurer is authorized to reimburse Officers or Directors for authorized expenses made on behalf of the Corporation.

7. Clerk

The Clerk shall keep records of all meetings of the Corporation, the Board of Directors and the Executive Committee and shall have the custody of the documents of the Corporation and conduct the correspondence of the Corporation and shall perform such other duties pertaining to his or her office as may be directed by the Executive Committee. He or she shall note any amendments of a bylaw so amended. The Clerk shall be responsible for filing the Annual Report of the Corporation with the Commonwealth of Massachusetts in accordance with State law.

8. Committees

The Board of Directors may appoint committees as needed.

9. Sureties and Bonds

In case the Board should so require, any officer or agent of the Corporation shall execute to the Corporation bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence for the accounting of all property, funds or securities of the Corporation which may come into his or her hands.

Article VI – Construction

If there be any conflict between the provisions of the Certificate of Incorporation and the By-laws, the provisions of the Certificate of Incorporation shall govern.

Article VII – Amendments

The By-laws may be adopted, amended, or repealed by the members at the time they are entitled to vote in the election of Directors. By-laws may also be adopted, amended or repealed by the Board of Directors but any By-law adopted, amended or repealed by the Board may be amended by the members entitled to vote thereon as hereinafter provided. If any By-law regulating an impending election of Directors is adopted, amended, or required by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

Article VIII – Indemnification

The corporation shall, to the extent permitted by law, indemnify, defend and harmless each officer and director from and against any and all claims, liabilities, causes of action or actions against any of them for any action or inaction as an officer or director.

Article IX – Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are tax exempt as organizations described in sections 501(c)(4) of the Code or to the Federal, state or local government for exclusive public purpose.

Article X – Non-Discrimination Policy

The Corporation affirms a policy of not discriminating on the basis of race, color, religion, national or ethnic origin, age, sex, sexual preference or handicap.

Article XI – Earnings and Asset Distributions

The Corporation shall possess all powers and authority permitted, except: (a) No part of the assets of the Corporation and no part of any earnings of the Corporation shall be divided among or inure to the benefit of any director, officer, or member of the Corporation, except as reasonable compensation for services in effecting the Corporation's purposes and (b) It is intended that this Corporation shall have the status of a Corporation which is exempt from federal income tax under Section 501(c)(4) of the Code.