

**BY-LAWS**  
**WEQUAQUET ESTATES BEACH ASSOCIATION, INC.**  
**Adopted June 2, 1964**  
**As Amended – August 3, 1996**  
**As Amended – July 26, 2021**

**ARTICLE I - Corporate Name**

The name of this corporation shall be WEQUAQUET ESTATES BEACH ASSOCIATION, INC., (hereinafter from time to time referred to herein as the “Corporation”, the “Association” and/or “W.E.B.A.”), and its principal office shall be, P.O. BOX #\_\_Centerville, MA, 02632.

**ARTICLE II - Purposes**

The Corporation is constituted for the purposes that follow:

To improve, protect and beautify the land, beach, and property owned by it and to regulate and provide for the orderly and safe use thereof by the residents, including the authorized guests and agents of such residents who are entitled to the use and enjoyment of Wequaquet Estates in the Village of Centerville, Town of Barnstable;

To encourage and promote outdoor athletics in accordance with the rules and regulations as set forth by the Board of Directors, and swimming-by the residents of Wequaquet Estates in the Village of Centerville, who are entitled to the use and enjoyment thereof;

To set, establish and collect assessments and other charges including by way of example but not limitation, the annual dues, kayak rack rental fees and kayak removal deposits and guest picnic charges from Members as said term is defined in Article IV below, jointly and severally as Members so as to maintain the common areas in the beach lot; to convey, maintain, repair, replace and restore real and personal property of the Association; to appoint agents, to hire employees, and to make contracts, to promulgate rules and regulations for the Members of the Association; and generally to do any and all lawful acts necessary or convenient for the fulfillment of the forgoing purposes and to exercise all powers and purposes permitted under Massachusetts General Laws, as may be amended from time to time.

To promote temperance and morality in connection with the use of said beach; to acquire and dispose of by, any lawful means such real and personal property as may be desirable or necessary to carry out effectively any or all of the foregoing purposes; and, generally, to do and perform any and all acts in connection therewith, arising therefrom or incident thereto.

This Association is not organized for profit and no property or profit thereof shall inure to the benefit of any person, partnership or corporation except in furtherance of the nonprofit making purposes of the Association.

**ARTICLE III - Fiscal Year**

The fiscal year of the Corporation shall begin annually with the first day of July and shall end with the thirtieth day of June in the year following.

**ARTICLE IV - Membership**

**Sec.1. Eligibility.**

The record owner of the title to real estate located in and a part of Wequaquet Estates, Village of Centerville, Town of Barnstable, Commonwealth of Massachusetts, shall be eligible for membership in the Association, and shall be admitted to membership upon her/ their/ it's written application to the Board of Directors, and upon such written agreement to abide by all of the rules and regulations of the Association and to pay such membership fee as may be established by the Association.

**Sec.1a. Membership.**

For purposes of this Association, a Member is deemed to include the record owner or owners as named on the deed, including if applicable, the Trustee and beneficiaries of a Trust, the appointed personal representative of an estate, the members of a limited liability corporation, and/or the stockholders of a corporation. Each Member shall be entitled to one vote, per deeded property.

**Sec.2. Membership Cancellation or Termination.**

Membership may be terminated by written resignation addressed to the Board of Directors and may be canceled and forfeited by vote of a majority of the Board of Directors for failure of the Member to pay dues or for conduct inimical to the welfare of the Association.

**Sec.3. Transfer of membership.**

Except as otherwise provided, membership shall not be transferable. Membership shall terminate upon a sale, transfer or other disposition, other than by mortgage, of the ownership interest of an owner's title to said real estate, and thereupon, any interest in joining the Association shall automatically transfer to and be vested in the next owner or owners succeeding to such ownership interest. It shall be the obligation of the new owner(s) to forward to the Association a copy of the deed to the new owner(s) so as to verify for the Association that the new owner(s) is /are the record owner eligible for membership.

**ARTICLE V – Dues and Special Assessments.**

The Association may from time to time establish the annual dues for Members. The Directors shall make recommendations to the Members at the Annual Meeting or such special meeting called in accordance with these By-Laws who shall approve by majority vote the amount of the annual dues based upon the activities and required expenses of the Association.

The Association may from time to time determine the need for special assessment for Members. The Directors shall make recommendations of the need for such special assessment to the Members at the Annual Meeting or such special meeting called in accordance with these By-Laws where such Members shall approve by a two-thirds (2/3rds) simple majority vote the amount of any such special assessment.

**ARTICLE VI - Directors**

**Sec.1) Election of Directors.**

At the Annual Meeting of Members, a Board of Directors shall be elected by the Members. The Directors shall hold office for a three-year term. They shall be elected in a three-year alternating term sequence. The Board of Directors shall hold their office until their successors have been elected and qualified. No two Members of the Association related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. By way of example but not limitation, the above restriction applies to the Board of Directors and is not intended and does not restrict Membership and voting rights in the Association in accordance with and as set forth in Article IV.

**Sec. 2.) Number of Directors; Qualifications.**

The affairs of the Association shall be governed by a Board of Directors which shall consist of at least seven (7) persons but not more than eleven (11) persons. Each Director shall be a Member as defined herein.

**Sec. 2a. Provision to Reduce the Number of Directors.**

The present reduction of Directors will be as follows:

Until the number of Directors is reduced to no fewer than seven (7) and no greater than eleven (11), it is intended that this process shall not take more than three years after adoption of these Amended By-Laws to come into and comply with this provision.

**Sec. 2b. Staggered Terms.**

In order to provide continuity in purpose, Directors shall be elected on a staggered term basis. Each year, one third of the Board of Directors will be elected by the Members and they shall hold office until their successors are chosen. Should the number of Directors be such that a one third selection yields a number containing a fraction, then the number shall be rounded to the larger whole number and that shall be the number of Directors who must be elected in that year.

**Sec.3. Vacancies.**

Vacancies in the Board of Directors or in any of the offices may be filled *pro tempore* until the next Annual Meeting by vote of a majority of all incumbent Directors.

All elections may be by voice vote, proxy, Zoom, Cellular and/or landline telephone call, Email, or Text and may, if the Members so desire, be for either the entire slate of candidates or for an individual candidate the final results tally of which shall be recorded by the Secretary. A simple majority of votes cast shall be requisite and sufficient for a choice.

**Sec.4. Acceptance of Appointment.**

Persons elected shall be deemed to have accepted office, and to be qualified without requirement of formal acceptance, unless before adjournment or dissolution of the meeting at which the choice was made, they decline to serve.

**Sec.5. Powers of the Board of Director.**

The Board shall have the general control, supervision and management of the property of the Corporation and of all the activities of the Association, subject to the limitations herein prescribed. To this end, they may appoint such officers, agents and employees and delegate to them such administrative powers as they deem advisable. All powers of the Corporation which are not by general law or these By-Laws reserved to the Members in meetings assembled, or assigned to the competency of the officers, are hereby vested in the Board of Directors.

**Sec.6. Annual Meeting.**

A meeting of the Directors shall be in order annually and shall be held without notice immediately following the adjournment of the Annual Meeting of the Association for the consideration of all matters which are within the competence of the Board and to elect the Officers of the Corporation as provided in Articles VI and VII hereof. Special meetings of the Board shall be in order for any purposes during or upon adjournment of all special meetings of the Association.

**Sec. 7. Special Meetings.**

Other special meetings of the Board may be held at any time or place upon call of the President or upon the concurrence of one half of the incumbent Directors, on notice thereof to each Member by the Secretary or by some Member designated either by the President or by the Directors at whose initiative the meeting is being held.

**Sec.8. Notice.**

The Directors may by standing rule prescribe the extent of notice of all special meetings and the manner in which it shall be communicated to members of the Board. Any meeting, notice of which is subsequently waived by a majority assent in writing shall be a valid meeting, so far as the elements of call or notification are concerned.

**Sec.9. Quorum.**

A Quorum of the Board shall be when a simple majority of the incumbent Directors are present; but lacking a Quorum, the meeting may adjourn to a day certain, and may make an official record of its proceedings. No actions may be taken however as a simple majority of incumbent Directors are required to establish a Quorum. In the lack of a Quorum, the Board shall postpone or adjourn such proceedings and make a record of whatever action(s) taken.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, Zoom or similar communications equipment allowing all persons participating in the meeting to hear and/or see each other at the same time. Participation by such means shall constitute presence in person at such meeting.

**Sec.10. Powers.**

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Association. The Directors shall cause to be kept full and accurate records and shall report through the Secretary to the Annual Meeting and to special meetings of the Association when feasible, a summary of the official proceedings of the Board and a current review of the state of the Corporation.

The powers of the Board of Directors shall include but not be limited to the following:

- (a) To elect the Officers of the Association;

(b) To administer the affairs of the Association;

(c) To estimate an annual operating Budget and annual assessments contemplated, all for submission to the Members for approval at the Annual Meeting, and to take all necessary and desirable action with respect to the collection from the Members of their respective shares of the estimated expenses (Dues), as herein provided;

(d) To provide for the management, operation, maintenance, and repair of the Association's property and assets;

(e) To take such other action respecting the affairs of the Association as shall be necessary to effect its safe, effective and efficient operation.

**Sec.11. Removal.**

Upon the giving of written notice and the expiration of any thirty (30) day period, a Director may be removed from the Board and/or any office held, by a two-thirds (2/3rds) majority of the Board of Directors for failure of said Director to pay dues as a precondition for eligibility is that each member of the Board of Directors shall be a Member of the Corporation whose membership dues are paid in full, or for conduct inimical to the welfare of the Corporation.

**ARTICLE VII. Officers**

The Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary. The Officers shall be elected from among the members of the Board of Directors by the Board.

**Sec. 1. President.**

The President shall be the Chief Executive Officer of the Corporation and when present, shall be the moderator and presiding officer at all meetings of the Corporation and of the Board of Directors. The President shall appoint all committees except as the Directors otherwise provide in particular cases, and shall be ex officio an advisory member of all committees however appointed. The President, upon vote of the Directors and Members, shall sign all deeds and other writings affecting title to any property of the Corporation, and all other instruments affecting its material interests, the execution of which has not been otherwise provided for by the Directors.

**Sec. 2. Vice President.**

The Vice President shall when present, preside at all meetings at which the President is absent, and if neither is present, the meeting, may choose someone to preside during, the absence of the chief presiding officer.

**Sec. 3. Treasurer.**

The Treasurer, under the supervision of the Board of Directors, shall be the receiving, holding, investing and disbursing officer in charge of all moneys, funds and securities of the Corporation. The Treasurer shall receive all dues and casual receipts, and all donations of moneys which have been duly accepted on behalf of the Corporation; and shall safeguard and invest the same in accordance with the general or particular instructions of the Board.

The Treasurer shall keep an accurate record of all his/her/their transactions in such a manner so as to allow for accurate secure electronic access and transmission of the financial data which shall be the property of the Corporation, and which shall be at all reasonable times open to the inspection of the Directors and the President and of any agent of the Board appointed to make an examination. A written report shall be required of the Treasurer at the Annual Meeting detailing the receipts and expenditures for the previous fiscal year, and the condition of all deposits, funds and investments of the Corporation. The Treasurer shall also make such a report to any special meeting of the Corporation when, there to, required by the Board of Directors.

**Sec. 4. Secretary.**

The Secretary shall keep a record of all meetings of the Corporation and be Ex Officio Secretary to the Board of Directors and shall have the powers of Clerk in Corporation under the laws of Massachusetts, sworn to the faithful performance of said duties. The Secretary shall issue all notices to Members and keep the membership files up to date.

**Sec.5. Compensation for Officers.**

Members will not be compensated for their time when performing any duties of the Association, and shall only be compensated for the reasonable costs and expenses incurred in the commission of Association business.

**Sec. 6. Auditor.**

An Auditor shall be annually appointed by the Board of Directors whose duty it shall be to examine the records, accounts, funds, deposits and investments of the Treasurer, and to report to the Annual Meeting or to any special meeting called to hear such report. The Auditor shall have access to all papers and accounts of the Treasurer, and to records of all depositories holding money, funds, securities or investments of the Corporation.

**Sec.6a. External Auditor.**

If such Auditor is not a member of the Association, the Board shall enter into a contract or purchase order setting forth the compensation to be paid to such external auditor for their service and time. Such external auditor shall not be considered an Officer of the Association due to membership eligibility.

**ARTICLE IX – Meetings**

The Annual Meeting of the Corporation shall be held at such place and on such date in the month of July as shall be determined by the Board of Directors. At the Annual Meeting the Members shall elect Directors, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Special meetings may be held at any time or place upon the call of the President or of a majority of the Board of Directors; and shall be called by the Board upon request of not less than two-thirds (2/3rds) of the Members of the Association communicated to the Board in writing stating the purposes for which the meeting is desired.

Notice shall be given of all meetings of the Members of the Association and of the Board of Directors in such form as the Board of Directors may from time to time prescribe.

All business except amendment or repeal of the By-Laws, and the acceptance or disposition of real property of the Corporation, shall be in order at the Annual Meeting without requirement of notice thereof in the call.

No business shall be in order at a special meeting of the Corporation except such as is notified with sufficient particularity to describe its general character and scope.

**ARTICLE X - Property**

**Sec.1. Title Vesting.**

Title to property, real or personal, other than customary income and receipts, shall vest in the Corporation only upon due acceptance thereof under the provisions of these By-Laws.

**Sec.2. Personal Property.**

The Board of Directors may accept for the Corporation all donations or bequests of personal property.

**Sec.3. Real Property.**

The acceptance of any gift or devise of real property or interest therein shall be effected by vote of the Association called for the purpose.

**Sec.4. Maintenance of Property.**

Responsibility for maintaining the Association's beach areas and its property assets by:

- (a). Keeping the sand free of leaves and other debris to allow for proper filtration;
- (b). Ensuring that the sand areas are raked once every spring and every fall to remove debris from the surface of the sand;

- (c). Keeping the sand level at all times to provide for even filtration;
- (d). Maintaining approved structures (signs, fencing, tables, etc.);
- (e). Updating town notices, Beach certifications as required by the State, County, and the Town of Barnstable Town regulations.

**ARTICLE XI- By-Laws and Amendments**

**Sec.1. By-Law Amendment.**

These By-Laws may be amended at any Annual or Special Meeting, called for the purpose by a vote of two-thirds (2/3rds) of the total Association, either present or in accordance with a signed, and dated absentee ballot provided to the Association prior to the date of the scheduled meeting.

**Sec.2. Written notice.**

Written notice of a By-Law Amendment must be sent in writing via E-mail thirty (30) days before the Annual Meeting, and will contain attached copies of the proposed By-Laws amendment. A letter with instructions will also be included with the copy of the By-Laws amended along with a ballot indicating the options a Member has to send in their vote indicating acceptance, rejection, by the required date.