

**PROLOGUE**

**INTERIM BY-LAWS and OFFICERS**

**For the purpose of merging The Madaket Residents Association (MRA) and The Madaket Conservation Association (MCA), the following interim by-laws have been created. These interim by-laws will become effective after acceptance at the respective organizations' annual meeting to be held July, 2019. The interim by-laws are to be reviewed by committee from July, 2019 until July, 2020 and presented to the revised MCA annual meeting for ratification as the final MCA by-laws.**

**At the respective 2019 annual meetings, an interim slate of officers will be presented and voted on by the association members. To assist with a smooth transition, the interim slate includes 19 members, two more than in the proposed by-laws. The interim officers' term will be from July 2019 to July 2020 when the members of the new, revised MCA will vote on the successor set of officers.**

**The interim officers positions are:**

**Board of Directors**

**Executive Committee (5) + up to (14) members at large**

**Executive Committee**

**(2) Co-Presidents Vice President Treasurer Clerk**

**ARTICLE ONE**

**NAME, LOCATION**

1.01 **NAME:** The name of this corporation is: Madaket Conservation Association, otherwise known as the MCA, a consolidation of the Madaket Residents Association (MRA) and the Madaket Conservation Association (MCA). This consolidation will become effective July 28, 2019.

1.02 **OFFICE:** The principal office of this corporation shall be in Madaket, Nantucket, Massachusetts, at such address, as the Board of Directors shall designate.

1.03 **MAILING ADDRESS:** The mailing address shall be P.O. Box 1423, Nantucket, MA 02554, or such other address as the Board of Directors may designate.

1.04 **CORPORATE STATUS:** MCA is organized under IRS Section 501(c)(4). The fiscal Year will commence July 1 annually. Annual report and filings will be prepared on behalf of members in accordance with state and federal requirements.

**ARTICLE TWO  
CORPORATE OBJECTIVE (Purpose)**

2.01 **OBJECTIVE:** The objective of the Madaket Conservation Association is to foster the preservation and improvement of the Madaket area, and to help maintain and enhance the quality of life and the quiet enjoyment of the area for its residents and members.

2.02 **AREAS OF CONCERN:** The primary areas of concern are:

Health and Safety: including, but not limited to, water quality, fire control, mosquito control, septic system management, wastewater planning

Infrastructure: including, but not limited to, roads & bridges, parking, utilities, zoning, public transportation, and law enforcement

Commercial and Residential Development and Preservation: Maintaining Madaket’s rural and low-density nature

Conservation/Preservation/Access to local natural, cultural, and recreational resources: including, but not limited to, open space parcels, beaches, waterways, public waterfronts, and historical assets.

2.03 **ADVOCACY:** The Madaket Conservation Association shall cooperate as appropriate with other like-minded groups to further its objective and to address Madaket area concerns with the Town and County of Nantucket or other controlling entities. The Association may take a position on a community or other issue, and the Board of Directors may mobilize members on said issues when appropriate.

**ARTICLE THREE  
EXECUTIVE COMMITTEE  
BOARD OF DIRECTORS  
NUMBER OF DIRECTORS  
TERMS OF SERVICE IN OFFICE  
ELECTION OF OFFICERS  
ROLES OF OFFICERS**

**EXECUTIVE COMMITTEE**

3.01 **EXECUTIVE COMMITTEE:** The Executive Committee shall comprise the President, the Vice-President, the Treasurer, the Clerk, and one other Board member appointed by the President. The Executive Committee shall meet as frequently as necessary to review the day-to-day operations and to ensure that the policies as established by the Board of Directors are being properly implemented. Only the Executive Committee may act on behalf of the Board of Directors. A majority of the Executive Committee shall comprise a quorum. The Executive

Committee shall have the power to transact all business of the Organization during the interim between meetings of the Board, except

- Dissolve, merge, or otherwise change the form of the organization
- Take on material debt or other material obligations
- Commit the organization to significant changes in strategy, policy or organization
- Remove members of the Board and fill vacancies in the Board or an Office.

### **BOARD OF DIRECTORS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

3.02 POWERS OF BOARD OF DIRECTORS: The Board of Directors shall have and exercise full control and management of the affairs of the Association except such as are conferred by law upon the members, upon an officer of the Association, upon the Executive Committee, or as may be delegated to a committee. The Board of Directors shall have power to fill all vacancies.

3.03 RESPONSIBILITIES AND LIABILITY: The Directors shall be trustees of the corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the President in matters of the operation of the corporation. Directors shall in no way acquire personal liability from the actions of the corporation, in accordance with Paragraph 9.01 herein.

3.04 MEETINGS OF THE BOARD OF DIRECTORS: Meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors filing a written request for a meeting with the President. The President shall call said meeting not later than seven days from the receipt of said written or electronic request. Meetings of the Board of Directors must be held at least four times annually. All meetings called by the President shall be called by written notice to the members of the Board of Directors.

3.05 QUORUM FOR BOARD OF DIRECTORS MEETINGS: A majority of the Board of Directors shall constitute a quorum for the transaction of business, provided that if the members of the Board of Directors cannot be present in person, ballot by mail, email or other electronic communications will be accepted. Any resolution or action must receive a majority of votes of those Directors.

3.06 RESIGNATION/VACANCY FROM BOARD OF DIRECTORS: A Director may resign at any time by giving prior written notice of such resignation to the Board of Directors. Vacancies on the Board will be filled by a majority vote of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.06A REMOVAL OF DIRECTOR: Any Director may be removed for cause by a two-thirds vote of the Board of Directors whenever in its judgment, the best interest of the corporation will be served.

**NUMBER OF DIRECTORS AND TERMS OF SERVICE IN OFFICE**

3.07 NUMBER OF DIRECTORS AND TERMS OF SERVICE IN OFFICE: The government of the association shall be vested in a Board of Directors, which shall consist of up to 17 members including a President, Vice President, Treasurer, and Clerk, all of whom must be members of the Association. There shall always be an odd number of total board members. All directors are elected at the annual meeting of the Association for a period of three years unless they are elected to complete the term of a Director who is leaving before his or her term is up.

3.08 INITIAL COMPOSITION OF BOARD OF DIRECTORS; Initially, six Directors, including the Vice President, shall hold office for a period of one year; six Directors, including the President and the Clerk, shall hold office for a period of two years; and five Directors, including the Treasurer, shall hold office for a period of three years. Thereafter, the same number of Officers and Directors will be elected each year, so that the terms of office will be staggered. Each shall serve until his/her successor has been elected.

**ELECTION OF OFFICERS**

3.09 ELECTION OF OFFICERS: At the Annual Meeting, the Nominating Committee shall present a slate of proposed nominees to the membership to elect the Officers and Board of Directors. The Members shall elect a President, Vice-President, Clerk and Treasurer at the annual meeting.

**ROLES OF OFFICERS**

3.10 PRESIDENT: The President will be the Chief Executive Officer of the Madaket Conservation Association and will, subject to direction from the Board of Directors, supervise and control the affairs of the corporation. The President will perform all duties incident to such office and such other duties as may be provided in these By-laws or as may be prescribed from time to time by the Board of Directors, including presiding at all meetings of the Board of Directors and meetings of the members of the Association.

3.11 VICE PRESIDENT: The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

3.12 TREASURER: The Treasurer will have charge and custody of all funds of the corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's assets and business transactions, will render reports and accountings to the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the By-Laws, or which may be assigned from time to time by the Board of Directors. The Treasurer shall have authority to issue checks not to exceed \$500.00 per invoice for reasonable expenses of the association. Any checks in excess of \$500.00 must be signed by the Treasurer and co-signed by one of the following:

President, Vice President or Clerk. Two of the officers may sign checks for the reasonable expenses of the association.

3.13 CLERK: The Clerk shall keep accurate records of the proceedings of all meetings of the Executive Committee, Board of Directors and of the Association and shall perform such other duties as may be required by the Board of Directors, and shall call and issue notices of regular and special meetings as directed by the Board of Directors. The Clerk must be a resident of Massachusetts.

3.14 COMPENSATION OF OFFICERS: Officers of the corporation shall not be paid for their services as an officer. This shall not prohibit the employment of any person for specific duties other than acting as officer.

3.15 REMOVAL OF OFFICER: Any Officer may be removed for cause by a two-thirds vote of the Board of Directors whenever in its judgment, the best interest of the corporation will be served.

3.16 RESIGNATION OF OFFICERS: Any Officer may resign at any time via writing sent to the President of the corporation or if the Officer resigning is the President, to the Clerk of the Board of Directors of the corporation.

**ARTICLE FOUR  
MEMBERS AND DUES**

4.01 MEMBERSHIP: Any person interested in the objective of the Association is eligible for membership in the Association. Membership is open, but election to the Board of Directors requires property ownership or residency in Madaket. Annual dues for the ensuing year shall be determined by the Treasurer and ratified by the Board of Directors prior to the annual meeting.

**ARTICLE FIVE  
ANNUAL AND SPECIAL MEETINGS**

5.01 PURPOSE OF MEETINGS: Any business proper for the Association to act on may be brought up and discussed at the Annual Meeting. At Special Meetings, only such business as shall be set out in the agenda for the meeting shall be discussed.

5.02 ANNUAL MEETING: A meeting of the Association members shall be held at least annually. The Board of Directors shall set the date and so far as practicable shall take place in the summer of each year. Any business proper for the Association to act on may be brought up and discussed at the Annual meeting. At the annual meeting, the President shall report on the activities of the Association during the previous year and shall discuss plans and goals for the coming year. The Treasurer shall report on the finances of the corporation. Other officers shall make reports as deemed necessary by the Board. Officers and Directors shall be nominated and elected at the annual meeting.

5.03 SPECIAL MEETINGS: Special meetings of the members may be called by the Board of Directors from time to time.

5.04 NOTIFICATION: The call for the Annual or Special Meetings of members shall be given by mail, email or other electronic communications to the addresses of the members as recorded on the rolls of the Association and by publication in the local newspapers at least eight (8) days before any such meeting.

5.05 LOCATION OF MEETINGS: Meetings of the Association shall be held in Madaket or such other place on Nantucket, Massachusetts at a place designated by the Board of Directors.

5.06 QUORUM ANNUAL AND SPECIAL MEETINGS: At any meeting of the Association a quorum for the transaction of business shall consist of not less than ten (10%) percent of Association members in person or represented by proxy in form approved by the Board of Directors.

**ARTICLE SIX  
NOMINATING COMMITTEE**

6.01 There shall be a Nominating Committee of three members appointed by the Board of Directors. At least one member shall be a member of the Board of Directors. It shall be the duty of the Nominating Committee at the Annual Meeting to propose the names of candidates for election to the Board of Directors and officers. Additional nominations may also be made by proper motion from the floor by the membership at the Annual Meeting provided that the motion is subject to being seconded and approved by a majority of the members present.

**ARTICLE SEVEN  
AMENDMENTS**

7.01 These By-Laws may be altered, amended or repealed at any Annual meeting or at any Special meeting (subject to the restrictions of MCA 5.01) by a majority vote.

**ARTICLE EIGHT  
COMMITTEES**

8.01 The Board may from time to time create or dissolve standing and ad hoc committees of members and experts (ex-officio) as needed. Each committee shall report to the Board of Directors on a regular basis.

**ARTICLE NINE  
INDEMNIFICATION**

9.01 INDEMNIFICATION PROVISIONS: Madaket Conservation Association (MCA) shall indemnify individuals that serve on the Executive Committee or on the Board of Directors of the MCA. Said individuals shall be indemnified, defended and held harmless by the Association against any and all claims made against said person or persons, and all costs and expenses reasonably incurred by, or imposed upon them in connection with, or resulting from, any action, suit or proceeding to which they may be made a party by reason of being an Individual on the Executive Committee or on the Board of Directors of the MCA. However, no indemnification may be made to or on behalf of any Individual if a judgment or other final adjudication adverse to the Individual establishes that the acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action that was adjudicated or that the

individual personally gained a financial profit or other advantage to which the person was not legally entitled to.

MCA will cover former Officers of the MCA prior to the merger with MRA in accordance with the above-stated conditions.

**ARTICLE TEN  
INHERITED FINANCIAL LIABILITY**

10.01 The consolidated organization, Madaket Conservation Association, will have no financial liability arising from actions taken by the MRA prior to the effective date of these by-laws.

**ARTICLE ELEVEN  
CONSOLIDATION OF THE FINANCES**

11.01 CONSOLIDATION OF ASSETS: Upon the effective date of the consolidation, the MRA's treasury and other assets of the organization will be consolidated into one or more bank accounts in the name of the MCA.

**ARTICLE TWELVE  
DONATIONS AND FUNDRAISING**

12.01 The consolidated organization, Madaket Conservation Association, will be permitted to receive miscellaneous or designated donations from members or other interested parties, and engage in designated or undesignated fundraising at the discretion of the Board of Directors. If accepted, designated donations or raised funds will be honored. Undesignated donations or raised funds may be used at the discretion of the Board of Directors. Donations made directly to the Madaket Conservation Association are not tax deductible.

Donations made to the MCA Trust, managed by the Nantucket Community Foundation, are tax deductible,