

BY-LAWS
OF
WATERVIEW ASSOCIATION, INC.
(As Amended to October 24, 2020)

ARTICLE I

Definitions

Section 1. "Association" shall mean Waterview Association, Inc., a non-profit corporation, organized and existing under the laws of the Commonwealth of Massachusetts.

Section 2. Common Properties shall mean those areas described as "Common Developed Properties" and "Common Undeveloped Properties" in the Declaration.

Section 3. Declaration shall mean the Declaration of Covenants and Restrictions dated as of January 1, 1988, as amended from time to time.

Section 4. Real Property shall mean that property described as such in the Declaration.

ARTICLE II

Office

Section 1. The principal office of the Association shall be located at Oak Bluffs, Massachusetts.

ARTICLE III

Membership

Section 1. Every Owner, as defined in the Declaration, shall be a member of the Association ("Member") and shall register his name and postal and electronic mail address with the Clerk.

Section 2. The rights of membership are conditioned upon the payment of annual and special assessments levied by the Association. Every Owner shall be personally liable for the assessments levied on the property owned by him, and if such assessments are not paid they shall become a lien on the lot owned by him.

Section 3. The membership rights of any person, whose interest in the Real Property is subject to assessments under Section 2 of this Article, whether or not he is personally obligated to pay such assessments, may be suspended by action of the Board of Directors during the period when such assessments remain unpaid. Upon payment of such assessments, such right shall be automatically restored. If the Board of Directors shall have adopted and published rules and regulations, as provided in Section 1(d) of Article VIII hereof, a violation of such rules and regulations by any such person, may, in the absolute discretion of a majority of such Board, and as often as any such violation shall occur, result in the suspension of the membership rights of such person for a period or periods as shall be determined by the Board of Directors.

ARTICLE IV

Voting Rights

Section 1. Each Member shall be entitled to vote on each matter submitted to a vote of the Members as provided in Article III, Section 2 of the Declaration. The right of any Member to vote shall be suspended during any period in which any assessment (and any interest and costs thereon) levied by the Association is due and unpaid by such Member.

ARTICLE V

Property Rights and Rights of Enjoyment of Common Properties

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Properties as provided in the Declaration.

Section 2. Any Member may delegate his rights of enjoyment in the Common Properties to any of his tenants or guests or to persons using the Lot owned by him, provided that such delegation shall be subject to the rights of the Association provided in the Declaration.

ARTICLE VI

Association Purposes and Powers

Section 1. The Association has been organized for the purposes and shall have the powers, set forth in its Articles of Organization.

ARTICLE VII

Board of Directors

Section 1. The business, affairs and property of the Association shall be managed by a Board of Directors who need be Members or part of a Member's immediate family. For purposes of this Article, immediate family shall include any relative or spouse of a Member, and a member of the immediate family of such spouse. The number of directors which shall constitute the whole Board of Directors shall be five (5). The incorporators shall designate the first five (5) members of the Board of Directors who shall hold office until their successors shall have been elected at the first Annual Meeting of the Members and shall take office. Beginning with the 1978 Annual Meeting, the Board of Directors shall be divided into three classes with the term of office of one class expiring each year. At the 1978 Annual Meeting, two directors, constituting the first class, shall be elected to hold office for a term expiring at the next succeeding Annual Meeting, two directors, constituting the second class, shall be elected to hold office for a term expiring at the second succeeding Annual Meeting, and one director, constituting the third class, shall be elected to hold office for a term expiring at the third succeeding Annual Meeting. At Annual Meetings after 1978, the director or directors whose term of office expires that year shall be elected to hold office for a term of three (3) years.

Section 2. At each Annual Meeting of the Members at which directors may be elected, or at a meeting held pursuant to Section 6 or 7 of this Article, each Member or his proxy may cast, in respect of each vacancy for a director, as many votes as he is entitled to under Article IV of these By-Laws. The persons receiving the largest number of votes so cast shall be elected.

Section 3. Nominations shall be made by a Nominating Committee, which shall consist of three Members, none of whom shall be a member of the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting at which directors are to be elected. Nominations may also be made by any Member either before each Annual Meeting or at such, meeting; provided, however, that any nomination made before an Annual Meeting shall, if it is to be a valid nomination, be made in writing, addressed to the Members, and mailed to the President not less than ten (10) business days before the Annual Meeting.

Section 4. The Nominating Committee shall make as many nominations for the election of directors as it shall in its discretion determine, but not fewer than the number of vacancies to be filled. The nominations so made shall be set forth in the notice of the Annual Meeting sent to each Member pursuant to Section 3 of Article XI.

Section 5. The Board of Directors may be enlarged by the Members at any Annual Meeting of the Members.

Section 6. Vacancies in the Board of Directors shall be filled by the remaining directors, any such appointed director to hold office during the unexpired term of his predecessor. If such remaining directors are unable to agree on a new director, such vacancy shall be filled in the manner provided in Section 2 of this Article VII at a meeting of the Members duly called for such purpose.

Section 7. Any director may be removed at any time either for or without cause by a vote of the Members entitled to cast two-thirds (2/3) of the votes thereon who are voting in person or by proxy at a meeting of the Members duly called for such purpose. Any vacancy in the Board of Directors caused by any such removal shall be filled at such meeting by the Members entitled to vote for such removal in the manner provided in Section 2 of this Article VII.

Section 8. The Association shall to the extent legally permissible indemnify each of its present and former directors and members of any committee duly appointed by the Board of Directors of the Association (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be adjudicated in any such action, suit or proceeding not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Association.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person to repay such payment if the Indemnified Person shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- i. by a majority vote of a quorum consisting of disinterested directors;
- ii. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested directors;
- iii. if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association; or
- iv. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person may be entitled as a matter of law. The Association shall have the power to purchase and maintain insurance, on behalf of any director or committee member of the Association, against any liability incurred by him in that capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability. The Association's obligation to provide indemnification under these By-Laws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Association or any other person. The Association, its directors, officers, employees and agents shall be fully protected in making any determination as to the existence or absence of liability, in making or refusing to make any payment under this Section 8 on the basis of such determination, or in taking any other action under this Section 8, in reliance upon the advice of counsel.

ARTICLE VIII

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have the power:

(a) To call special meetings of the Members as often as it shall deem necessary.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bonds as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever.

(c) To establish, assess, levy and collect the assessments or charges referred to in Section 2 of Article III hereof.

(d) To adopt and publish rules and regulations governing the use of the Common Properties and the personal conduct of the Members and their tenants and guests thereon.

(e) To exercise, or forebear from exercising, for the Association all rights, powers, duties and authority vested in or delegated to the Association, except those reserved to the Members in the Declaration.

(f) To appoint committees consisting of Members, or persons who would be qualified to be directors, to assist and advise the Board of Directors, including without limitation an Architectural Review Committee. Each committee so appointed shall have only such powers and authority as the Board of Directors may from time to time determine.

(g) In the event that any member of the Board of Directors of the Association shall be absent from three (3) or more consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said third or later consecutive absence occurs, declare the office of said absent director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs, to present a statement thereof to the members at the Annual Meeting of the Members and, not less than annually, render a written report (which may consist of a copy of the minutes of the Annual Meeting) to the Members as to the acts and affairs of the Association.

(b) To supervise all officers, agents and employees of the Association and to see that their duties are properly performed.

(c) To perform all acts required to be performed by the Association.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of the payment of any assessment therein stated to have been paid.

ARTICLE IX

Meetings of Board of Directors

Section 1. A meeting of the Board of Directors shall be held for the transaction of such business as may properly come before such meeting, at the place of, and immediately after, each Annual Meeting of the Members. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the times and places at which such meetings shall be held. Notice of regular meetings shall not be required to be given, provided that whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be sent by United States mail, postage prepaid, or by electronic mail, promptly to each director who shall not have been present at the meeting at which such action was taken, addressed to him electronic mail, the electronic mail address last designated by the director as the address to which notices shall be sent.

Section 2. Special meetings of the Board of Directors shall be held when called by any two (2) directors. Notice of such special meetings shall be sent by United States mail, postage prepaid, or by electronic mail, to each director, addressed to him at his residence or usual place of business, or in the case of electronic mail, the electronic mail address provided to the Association, not later than five (5) days for postal mail and forty-eight (48) hours for electronic mail, before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting and shall briefly state the purposes thereof.

Section 3. Notice of a meeting need not be given to any director, if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him prior thereto or at its commencement.

Section 4. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5. A majority of the Board of Directors shall constitute a quorum thereof. The affirmative vote of at least three (3) directors shall be required for the adoption of any resolution or the taking of any other action by the Board of Directors.

ARTICLE X

Officers

Section 1. The officers shall be a President, a Clerk, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article X. More than one office may be held by the same person, except the offices of President and Clerk.

Section 2. Each officer (except such officers as may be appointed in accordance with the provisions of Section 3 of this Article X) shall be chosen by the Board of Directors. Each such officer (whether chosen at an Annual Meeting of the Board of Directors or to fill a vacancy or otherwise) shall hold his office until the next Annual Meeting of the Board of Directors and until his successor shall have been chosen and qualified, or until his death, or until he shall have resigned in the manner provided in Section 4 of this Article X.

Section 3. The Board of Directors from time to time may appoint other officers or agents to hold office for such period, to have such powers and to perform such duties as are provided in these By-Laws or as may be provided in the resolutions appointing them. The board of Directors may delegate to any officer or agent the power to appoint any subordinate officers or agents and to prescribe their respective terms of office, powers and duties.

Section 4. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Clerk of the Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or any such officer.

Section 5. Any officer specifically designated in Section 1 of the Article X may be removed at any time, either for or without cause, by resolution adopted at any meeting of the Board of Directors called for the purpose, or by the President if such power of removal shall have been conferred upon him by the Board of Directors. Any officer or agent appointed in accordance with the provisions of Section 3 of this Article X may be removed, either for or without cause, by the Board of Directors, at any meeting, or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

Section 6. A vacancy in any office by reason of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed by these By-Laws for regular election or appointment to such office.

Section 7. The President, who shall be a member of the Board of Directors, shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

Section 8. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Association has a resident agent appointed for the purpose of service of process, shall be ex officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose, shall sign all certificates of membership, shall keep the records of the Association, shall record in a book kept for that purpose the names of all Members of the Association together with their postal and electronic mail addresses as registered by such Members.

Section 9. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that such resolution shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks, and notes of the Association, provided that such checks and notes shall also be signed by the President or a Vice President. The Treasurer shall keep proper books of account, shall prepare an annual budget and an annual balance sheet statement. The budget and balance sheet statement so prepared shall be presented to the Members at their regular Annual Meeting.

Section 10. No salaries shall be paid to officers of the Association. All officers shall be reimbursed for all monies reasonably expended by them in the course of the performance of their duties.

Section 11. Any person who shall have acted at any time as an officer of the Association shall be entitled to be indemnified pursuant to the terms of Article VII Section 8 of these By-Laws.

ARTICLE XI

Meeting of Members

Section 1. The regular Annual Meeting of the Members, commencing with the year 1974, shall be held on the Sunday of the Memorial Day Weekend, in each year at 4:00 p.m. on the island of Martha's Vineyard.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President or the Board of Directors or by the Clerk within 30 days after receipt of written application of three or more Members entitled to vote thereat. Any such written request shall state the purpose of the meeting and shall be delivered to the Clerk.

Section 3. The Clerk shall cause written notice of each Annual or Special Meeting of the Members, stating the time, place and purpose thereof, and, in the case of each Annual Meeting at which directors may be elected, the nominations made by the Nominating Committee pursuant to section 4 of Article VII hereof, to be given to each Member at least twenty (20) days before such meeting, either personally, by United States mail, postage prepaid, or by electronic mail, addressed to him at his postal or electronic mail address, as the case may be, appearing on the books of the Association. Notwithstanding the provisions of this Section 3, if the business of any meeting shall be governed by the Articles of Organization of the Association or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence in person or by proxy at any such regular or special meeting of Members having a right to cast one-half (1/2) of all the votes of the entire membership entitled to exercise a vote at the meeting shall constitute a quorum for any action governed by the By-Laws. Any action governed by the Certificate of Incorporation or the Declaration shall require a quorum as provided therein.

Section 5. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meeting of Members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE XII

Proxies

Section 1. At all meetings of Members, each Member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Clerk or another officer of the Association. Every proxy of a Member shall automatically cease and terminate upon sale by such Member of all or part of his interest in a Lot.

ARTICLE XIII

Books and Records

Section 1. The books, records and papers of the Association shall at all times during reasonable business hours be made available for the inspection of any Members to the extent required by law.

ARTICLE XIV

Corporate Seal

Section 1. The Association shall have a seal which shall be in circular form and shall have the legend Waterview Association, Inc. Massachusetts 1975.

ARTICLE XV

Amendments

Section 1. These By-Laws may be amended at a regular or special meeting of the Members, by a vote of the holders, present in person or by proxy, of a majority of the votes allocated to all the Members.