



BYLAWS

Bylaws Purpose:
They provide a framework for our internal operation and management. Cannot be altered without shareholder vote.

September 2020

BY-LAWS ARTICLE I - MEMBERSHIP

SECTION A. Entitlement

Ref. DECLARATION OF COVENANTS FOR FAR HILLS SUBDIVISION COVENANT ARTICLE II – DEFINITIONS

Association members shall be all owners of property at Sunset Lake, such property having been acquired from Sunset Lake Development Corporation, its successors or assigns, by registered deed and/or land sales contract, and property owners who have, or shall in the future, purchase property or become owners of property by other conveyances from any previous Association members of record.

Honorary members and other special members of the Association shall be such persons as the Board of Directors may designate from time to time. Such membership shall be for a term of one year from the date of appointment. The Board shall notify the membership of such appointments.

SECTION A. Far Hills Membership Status

Assented Member: An Assented Member is an owner of property in the Far Hills Subdivision that has assented to pledging his or her property (as used herein property refers to lot(s) in return for a certificate of stock in Far Hills Association, Inc. (the “Association”) and is thus a shareholder in the Association. An Assented Member may be referred to as an owner or assented member in these Bylaws as applicable. An Assented Member has full membership in the Association and is afforded all voting rights and use of the common areas of the Far Hills Subdivision. An owner, who has completed the assent form, but not yet received his or her stock certificate, is an Assented Member.

Non-Assented Member: A Non-Assented Member of the Association is also an owner of property in the Far Hills Subdivision who has not signed an assent form. A Non-Assented Member: of the Association, who has paid his or her dues and assessments and is not in arrears for said dues and assessments, has use of the common areas of the Far Hills Subdivision and membership rights in the Association where applicable in these Bylaws, but no voting rights. A Non-Assented Member: of the Association may be referred to in these Bylaws as a Non-Assented Member: or an owner as the context permits.

Defaulted Member: A defaulted member of the Association is an owner of property in the Far Hills Subdivision, who has neither completed an assent form nor paid his or her dues and assessments. A defaulted member of the Association is also a member or owner of property who has violated the rules and regulations of the Association as determined by the Board of Directors of the Association under these Bylaws. A defaulted member has no voting rights, no right to use the common areas of the Far Hills Subdivision and no membership rights in the Association.

SECTION B. Termination of Membership

Membership in the Association shall terminate only upon sale or transfer of property by an owner. The successor’s membership status in the Association shall be determined according to Section A.1 of these Bylaws.

SECTION C. Share Member/Ownership Rights

The member/owner shall retain all rights invested in them by law and/or by the adoption of these By-Laws.

1. Any Non-Assented Member and Assented Member shall be entitled to examine the books and records of the Association.
2. The Non-Assented Member and Assented Member shall have the right to petition for an amendment or amendments to these By-Laws, or for the removal of an officer, Director, or other committee member whom they feel is not fulfilling his/her duties, or for a change in any of the Rules and Regulations.
3. The Non-Assented Member and Assented Member shall have the right of access to all membership lists for the purpose of determining who has paid all dues and assessments.
4. The Assented Member shall have the right to hold office as an officer of the Association, director or serve on any of the various committees that may be formed except as provided in these By-Laws. Honorary and special members may serve on any of the various committees which may be established by the Board.
5. The Assented Members shall invest in the Board of Directors the responsibilities, terms of membership and the provisions for

governing the Association, as the Certificate of Incorporation states, except as may be otherwise provided by law, or as may become law in the Commonwealth of Massachusetts.

6. The Assented Members by the adoption of these By-Laws, shall empower the Board to draw up all Rules and Regulations for the governing of the Membership according to law, and to inform the members of these Rules and Regulations by mail, by electronic mail, and/or other commonly used methods.
7. The Assented Member, Non-Assented Member or Defaulted Member shall have the right of hearing before the Board of Directors upon presentation of a written request to the Secretary by regular mail or electronic mail.
8. The Assented Member as defined SECTION A.1 shall have the right to vote which may be exercised at any Association meeting or election.
9. Non-Assented Member or Defaulted Member shall have no voting rights.
10. Non-Assented Member or Assented Member in single and/or joint ownership of property shall enjoy only one membership per payment of membership dues regardless of the number of lots owned or contracted for or the number of joint owners involved, except as provided in these By-Laws under Article IV, Section B, paragraph 3, 4 and 5.

SECTION D. Limitations of Membership

Any Assented Member or Non-Assented Member who is in arrears of Association dues, fees, assessments shall be denied all rights and privileges of Assented Member or Non-Assented Member outlined in Section C above. Such member shall have all rights restored within 7 days of payment of all Association dues, fees and arrears. Nothing in this section shall be construed to deny those property rights of an Assented Member or Non-Assented Member which are guaranteed by law.

BY-LAWS ARTICLE II - OFFICERS OF THE ASSOCIATION

The officers of the Association shall consist of a Board of Directors, President, Secretary and Treasurer, all of whom except the President shall be elected by the membership at the annual meeting for the following terms of office:

The Secretary and Treasurer shall each be elected for a term of one year.

The term of each Director, excluding the Treasurer and Secretary, 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 ___3___ or ___5___ Directors' terms will expire. A Director whose term has expired shall continue in office until a successor is elected or appointed as hereinafter provided.

Immediately after the annual meeting, or as soon thereafter as practical, the Board of Directors shall meet for the purpose of election from among their members a chairman for a term of one year. The Chairman of the Board of Directors shall also be known as the President of the Association.

The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

At any Directors meeting duly called, with a written notice given as provided for in these By-Laws or M.G.L. Ch. 156B any director or officer may by the affirmative vote of a majority vote of the directors be removed from office, with cause. A director or officer shall have notice of the meeting and will be given an opportunity to be heard at the meeting before a vote of the directors is taken.

At any special meeting of the Assented Members, duly called as provided for in these By-Laws, any director or officer may by the affirmative majority vote of all the votes of the Assented Members entitled to vote be removed from office, either with or without cause, and his successor or their successors may be elected at such meeting or the remaining directors may to the extent vacancies so created are not filled at such meeting appoint any eligible Assented Member to fill the unexpired term of such officers.

Only Assented Members in good standing may serve as Officers of the Association.

SECTION A. Board of Directors

The Board of Directors of the Association shall consist of not less than 5 nor more than 9 Assented Members all of whom shall be of legal age, in good standing, and at least one of whom shall be a resident of the Commonwealth of Massachusetts.

1. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained. If a quorum of the Board of Directors cannot be obtained by reason of the continued absence, removal, illness, or other inability of one or more of the members of the Board, the remaining directors, or a majority of them, may appoint one or more eligible members to fill such vacancy or vacancies, and a certificate of such appointment, signed by at least a majority of the remaining directors, filed in the Office of the Commissioner of Corporations for the Commonwealth of Massachusetts, shall constitute such person or persons a director or directors until the next annual meeting of the membership.

Only Assented Members in good standing may serve on the Board of Directors.

2. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, except insofar as otherwise provided in the case of a vacancy or vacancies occurring by reason of removal by the members or for cause, the remaining directors, although less than a quorum, may by a majority vote, elect a successor or successors to serve until the next annual meeting.
3. Meetings of the Board of Directors shall be held at such place within or without the Commonwealth of Massachusetts as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors, and special meetings may be held at any time upon the call of the President or any Director by oral, telegraphic, or written notice duly served on or sent or mailed to each director no less than two days before such meeting. A meeting of the Board of Directors may be held without notice immediately after the annual meeting of Active Members at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of meeting in writing.
4. The Board of Directors may, in its discretion, by the affirmative vote of a majority of the whole Board of Directors, appoint committees which shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, to change the membership of, or to discharge any such committee. Only Assented Members in good standing may serve on committees.
5. The Board of Directors are empowered to conduct the business of the Association, manage the funds and property of the Association, enforce the rules and regulations, collect dues and fees, and expend funds of the Association, in accordance with the purposes of the Association as outlined in the Articles of Organization.
6. The Board may execute all forms, such as proxies, poll-by-mail forms, construction permits, and other permits, and/or contracts for the purpose of performing the business of the Association, in accordance with the law.
7. The Board may seek and pay for any professional advice, such as an Attorney at Law, Engineer, or others for the purpose of assurance that the actions of the Board is in the best interest of the Association, with the least cost to the Association members for the care and management of their property. The Board of Directors shall arrange for annual audit of the Treasurer's books by a qualified non-member accountant.
8. The Board may expend in funds those necessary for equipment, materials, and other necessary items to care and maintain the business of the Association, and the property of the Association. The funds spent being accountable to the all members, in the Treasurer's report at the annual meeting.
9. The Board shall be required to carry all necessary insurance, bonds, or other assurances, as is required to maintain the business of the Association and its properties. These assurances in no way to be construed to mean the private insurance and/or assurances of the individual members.
10. The Board shall record all necessary endorsed Certificates for the continuance of the Association and any other certificates as required by law, in accordance with the laws of the Commonwealth of Massachusetts.

11. A budget for the fiscal year to begin May 1 each year shall be submitted for approval to the Assented Members by the Board of Directors at a Assented Members meeting to take place on the second Saturday of March each year or at such other reasonable place and time as may be designated by the Board of Directors, with notification to all members. No other funds may be expended without authorization from the Assented Members.

SECTION B. President

The President of the Association shall be elected by the Board of Directors from among their number. He/she shall be elected annually by the Board after the annual election and shall preside over all membership meetings and board meetings during the year. The Board of Directors shall, in his/her absence, appoint one of their number as acting President.

At the appropriate time prior to the annual meeting, the President shall appoint a nominating committee who shall report to him/her at least four (4) weeks prior to the annual meeting.

SECTION C. Secretary

The Secretary shall be a resident of the Commonwealth of Massachusetts and shall be sworn and shall keep all records, minutes of all votes of the Board of Directors, and a record of all votes of the annual election. The Secretary shall attend all meetings of the Board of Directors and in his/her absence, the Board shall appoint an eligible Assented Member who may be a Director to temporarily perform the duties of Secretary. Minutes will be made available to Assented Members in good standing.

If the office of Secretary shall be vacant by reason of removal from office, death or other disability, the Board of Directors shall fill such vacancy. Secretary may be a Director.

SECTION D. Treasurer

The Treasurer shall be the custodian of all funds of the Association and shall be required to give bond for faithful performance of his/her duty, such bond to be paid for from Association funds.

If the office of Treasurer shall be vacant by reason of removal from office, death or other disability, the Board of Directors shall fill such vacancy. Treasurer may be a Director.

BY-LAWS ARTICLE III – MEETINGS

SECTION A. Annual Assented Member Meetings

The annual Assented Members meeting of the Association shall be held during the month of August of each year at a time and place to be designated by the Board of Directors for the purpose of electing officers and for the transaction of such other business as may properly be brought before the meeting.

At the annual Assented Members meeting, the Directors shall cause to be presented to the meeting a report, verified by the President and Treasurer or by a majority of the Directors, in accordance with the requirements of the laws of the Commonwealth of Massachusetts.

SECTION B. Special Assented Member Meetings

1. Special meetings of the **Assented Members** shall be held at such time and place as may be designated in the notice of such meeting upon call of the Board of Directors, or any Director, or the Secretary.
2. Special meetings called as a result of petition by Assented Members must be called within forty five **(45)** days of the receipt of a bona-fide petition from 10% of the Assented Member.

SECTION C. Notice

Notice of purpose or purposes and of the time and place of every Assented Members meeting shall be in writing and signed by the name of President or Director or Secretary or Treasurer and a copy thereof shall be served either personally or mailed or emailed not less than ten (10) days prior to the meeting upon each Assented Member, and Non-Assented Member. Such further notice shall be given as may be required by law.

For all Notices under these By-Laws, the Association shall deliver any notice required to be given by the Association to any mailing or electronic mail address a member designates. If a member does not designate an email address, the Board of Directors or Officers shall deliver notices by hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each member.

SECTION D. Quorum

1. Except as otherwise provided by law or by the Articles of Incorporation, sixty (60) eligible Assented Members, voters present or represented as meeting shall constitute a quorum. For the purpose of a quorum, proxies as well as eligible Assented Members present shall be counted. If there be no such quorum, a majority of the votes so present or represented may adjourn the meeting from time to time without further notice.
2. If an annual meeting be adjourned for lack of a quorum, the Directors then in office shall continue in office until replaced.

SECTION E. Presiding Officer

Meeting of the Association shall be presided over by the President, or in his/her absence by any Director, or in their absence by a Chairman chosen at such meeting. The Secretary of the Association shall act as Secretary of every meeting except in his/her absence the Chairman shall appoint a member to act as Secretary at such meeting.

SECTION F. Elections and Balloting

1. At all elections of Directors or officers, two (2) inspectors of election shall be appointed by Chairman of the meeting. Said inspectors shall be Assented Members in good standing. The inspectors of elections shall take and subscribe an oath faithfully to execute the duties of inspectors at such meetings with strict impartiality, and shall take charge of the polls and after the vote shall have been taken shall make a certificate of the result thereof, but no Director or officer or candidate for such office shall be appointed as such inspector.
2. No Assented Member shall be entitled to vote unless all dues, assessments and other charges then due to the Association shall have been paid in full (7) seven days prior to the meeting at which such vote will be taken. Prior to balloting, the Secretary shall furnish the President with a list of eligible voters and only eligible Assented Member shall be allowed to vote in person or by proxy.
3. At the appropriate time prior to the annual meeting, the President shall appoint a nominating committee which shall report to him/her at least (4) weeks prior to the annual meeting.
 - a) The nominating committee shall consist of three Assented Members in good standing, at least two of whom are not presently serving as Director of the Board. The three appointed members shall elect, from amongst themselves, a Chairman of the nominating committee.
 - b) Any eligible member/owner seeking nomination, by the nominating committee, for an elected position, must submit nomination papers to the committee at least (6) six weeks prior to the annual meeting. The nominating committee will submit its slate of eligible member/owners seeking elective office to the President at least (4) four weeks prior to the annual meeting.
 - c) A report of the nominating committee shall be sent to all Assented Members along with the notice of the annual meeting at least (2) two weeks prior to the date of this meeting. Nominations may be offered from the floor at this meeting.

SECTION G. Proxies and Power of Attorney

1. Any Assented Members entitled to vote according to these by-laws, may elect to vote by proxy, if unable to attend the annual election meeting.
2. Every proxy must be executed in writing by the Assented Member entitled to vote, or by his/her duly authorized attorney. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the member executing the proxy shall have specified with the date of its duration.
3. Every proxy shall be revocable at the pleasure of the person executing the proxy, or his/her personal representative or assigns. A duly executed proxy will be considered revoked if the Assented Member who submitted said proxy attends the annual election meeting and registers to vote his share(s)
4. Proxy form shall accompany the notice of annual election meeting, as well as a slate of the eligible Assented Members, nominated by the nominating committee who have agreed to seek the elective office of the Association.

In order to maintain confidentiality, all proxy forms returned to the Association in the appropriately marked proxy form envelope, will be held by the Secretary and/or Treasurer, in their sealed state, until one hour prior to the annual meeting. At such time they will be opened in the presence of the Secretary, the Treasurer, and a member of the nominating committee. All proxies must be received by the Association at least (1) one day prior to the annual meeting. Any proxies received after that date cannot be counted.

5. Upon the presentation of the Power of Attorney, by a representative of an active Assented Member, that representative shall be furnished with the necessary proxy form, or poll-by-mail form, so that he/she may fill out the form in the name of the active Assented Members.
6. After filling out the form necessary, the representative shall surrender the form to the Secretary of the Association, so as to complete his/her records of votes.

BY-LAWS ARTICLE IV - FISCAL YEAR AND ASSESSMENTS

SECTION A. Fiscal Year

The fiscal year of the Association shall begin on the first day of May in each year and shall end on the thirtieth day of April next following, unless otherwise determined by the Board of Directors.

SECTION B. Dues & Assessments

1. Assented Members, and Non-Assented Members in the Association, upon payment of annual membership dues, each member shall receive from the Secretary a membership status card and vehicle sticker constituting him/her member status, standing covering the year for which dues have been paid.
2. Written notice of dues and assessments payable for any year shall be sent to members at least 30 days before the due date as may be fixed by the Board of Directors but failure to send such notice shall not impair the validity of an assessment or any remedy of Association for the collection thereof.

If any dues or assessment or any installment of any special assessment payable in installments shall not be paid on the date when due, then such dues or assessments shall become delinquent and shall, together with interest thereon and all costs of collection thereof, as hereinafter provided, thereupon become a charge on the realty and a continuing lien on the property against which assessed shall bind such property in the hands of the then owner, his/her successors and assigns. It shall also be the personal obligation of the owner of such property at the time the assessment became due and shall remain his/her personal obligation and shall not pass to his/her successors in title unless expressly assumed by them.

Assented Members, Non Assented Members in arrears shall be denied all privileges of membership including the Assented Members right to vote in Association balloting. All rights and privileges shall be restored to Assented Member, Non-Assented Members any status within 7 days of payment of all dues and assessments in arrears. If any such assessment or installment is not paid within thirty (30) days after the delinquency date, the same shall bear interest from the date of delinquency at the rate of ten

percent (10%) per annum or other such rate as set by the Directors, until paid, and the Association may bring any appropriate action or proceeding for the collection thereof against the owner personally obligated to pay the same or to foreclose the lien against the property and in either event the Association shall be entitled to recover all its costs of collection including a reasonable attorney's fee.

3. Only Assented Members may be on payment plans. If Assented Members are current in an active payment plan, then their privileges of membership shall be restored.
4. When one Assented Member owns or has contracted to purchase one or more lots with no more than one house on such lot or lots, such membership shall pay a single dues and be entitled to only one vote.
5. When one other member/owner status owns or has contracted to purchase one or more lots with no more than one house on such lot or lots, such member shall pay a single member dues and be entitled to no vote.
6. If an Assented Member shall have more than one house built on lots owned or under contract to purchase by such member, then he/she shall be assessed one membership dues for each such house and be entitled to one vote for each membership dues paid.
7. If Non-Assented Member status shall have more than one house built on lots owned or under contract to purchase by such member, then he/she shall be assessed one membership dues for each such house and be not entitled to vote.
8. Where the maximum number of members, as provided in the Rules and Regulations of the Association own or contract to purchase one lot or one house jointly, such members shall pay a single membership dues and shall be entitled to one member/status rights.
9. Assented Members or Non-Assented Members who through the refusal to pay their dues and who have forfeited their rights, may from time to time be assessed a fee for the maintenance of the right of way to their property, and other assessments necessary for the care and protection of their properties.

SECTION C. Enforcement In Arrears

The Assented Members or Non-Assented Members in arrears of dues or assessments shall be subject to a suit in any court of competent jurisdiction, upon the decision of the Board, according to the laws of the Commonwealth of Massachusetts, and/or be subject to an attachment placed upon their property and/or properties for default of the payment of dues and/or other special assessments. Further, Assented Members or Non-Assented Members in arrears of dues or assessments shall be subject to termination of water service.

SECTION D. Certificates

The Board of Directors may, from time to time, prescribe the form and contents of any certificates of dues payment which the Association may decide to issue.

BY-LAWS ARTICLE V – RULES AND REGULATIONS

SECTION A. Authority

The Assented Members, by the adoption of these By-Laws, shall require the Board of Directors to draw up all Rules and Regulations for the governing of the membership according to law and to inform the members of these Rules and Regulations by mail, electronic mail, and/or other commonly used methods.

All Rules and Regulations shall conform to the laws of the Commonwealth of Massachusetts, insofar as they meet the requirements of the Commonwealth Law, if not the Rules and Regulations shall conform to the laws of the applicable surrounding town.

SECTION B. Enforcement

Enforcement of Rules and Regulations shall be carried out by the Board of Directors or such agent as they may designate.

The Board of Directors shall take such action as they deem necessary to enforce rules, including the denial of privileges to offending Assented Members or Non-Assented Members or Defaulted Members

BY-LAWS ARTICLE VI - AMENDMENT OF BY-LAWS

The By-Laws of the Association may be amended, added to, rescinded or repealed by a two-thirds (b) vote at a duly constituted meeting of the Association, provided notice of the proposed change is given in the notice of the meeting.

BY-LAWS ARTICLE VII - CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Association and the year of its incorporation, and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The corporate seal may be used by printing, engraving, lithographing, stamping, or otherwise making, placing or affixing, or causing to be printed, engraved, lithographed, stamped, or otherwise made, including by digital means, placed or affixed upon any paper or document, by any process whatsoever, an impression facsimile, or other reproduction of said corporate seal.

BY-LAW AMENDMENTS

- At their meeting on June 3, 1967, the Board of Directors has recommended the above By-Laws for adoption by the membership. Adopted by membership August 1976.
- Amendments to August 1983.
- Amendments to August 1992.
- Amendments to August 1994.
- August 1996: Associate and Successor Members must have signed an assent form to retain full membership with voting rights by September 1, 1997 to be a “Member in good standing.”
- At their meetings on February 28, & March 21, 1999, the Board of Directors has recommended the above Corporation Amendments of By-Laws for adoption by Assented Members.
- Amendments adopted to April 18 1999.
- Formatting changes in August 2019.
- Membership vote at Annual Meeting, August 2020 passed the following changes:
 - Membership Status title changes in Article 1, Section A, and adjusted throughout. No changes to definitions, which continue to align to language in Covenants & Restrictions.
 - “Assented Member” instead of “Shareholder”
 - “Non-Assented Member” instead of “Member”
 - Defaulted Member term as not changed
 - FHA information source changed from a bulletin board posting to mail, e-mail, or other commonly used methods
 - Language clarifications on number of Directors, terms they serve, and status requirement
 - More flexibility provided for Annual Budget meeting in March
 - Defined that minutes are to be made available to Assented Members in good standing
 - Clarifying language to define that the Treasurer may be a director
 - Language that the nominating committee must be only comprised of Assented Members in good standing
 - Members on repayment plans privileges more clearly defined