

BY-LAWS (Approved June 2025)
HINCKLEYS POND ASSOCIATION, INC.

ARTICLE I - Name and Membership

1. Name. The organization shall be known as the "Hinckleys Pond Association, Inc. " (HPA). The purpose of the HPA is to protect and promote the health of Hinckleys Pond, a Great Pond situated fully within the boundaries of the Town of Harwich, Massachusetts. This will be accomplished through 1) educational programs, research studies, stewardship and advocacy efforts, 2) participation in water quality improvement efforts and 3) coordinate residents and visitors and raise funds in support of these efforts.

2. Membership. There are two categories of membership.

a. *Members*: Membership is open to any individual upon payment of dues. Members may vote at HPA annual meetings and may hold office.

b. *Friends*: Any individual who is on the HPA mailing list is considered a *friend*. Friends may attend HPA annual meetings and social events but may not vote or hold office.

ARTICLE II - Officers of the Association

1. Directors and Officers. A slate of directors to fill open director positions will be presented for election at the annual meeting. Following the annual meeting, the directors will meet and elect, from among the directors, the Association officers.

2. President. The president, with advice of the board of directors, will prepare the agenda, and will chair all meetings of the Association or of its board of directors. He/she will represent the Association before Town agencies and other bodies, unless some other person or director may be specifically designated for that purpose by the president or by the board of directors.

3. Vice President (if filled). The vice president will preside at meetings in the absence of the president, and otherwise assume the duties of the president when the latter is not available.

4. Treasurer. The treasurer will receive, hold, and expend funds of the Association as directed by these By-laws and from time to time by the board of directors. The treasurer will submit a written account of all funds to the membership at the annual meeting and to the board of directors at each of its meetings.

5. Clerk. The clerk will maintain the membership roll of the Association, record the minutes of all meetings, and distribute those minutes to the members of the board of directors. The record thus kept of the proceedings will serve as the historical record of the Association.

ARTICLE III - The Board of Directors

1. Number. The directors of the Hinckleys Pond Association, Inc. shall range from 3 to 7, unless and until further determined by members of the Association pursuant to these By-laws. In the event of the loss of a board member, the president will call a meeting of the board to appoint an interim member.

2. Power of the Board. The board of directors shall have the power to manage all of the affairs of the Association, and without limiting the generality of the foregoing or any power vested in the By-laws, the board shall have the power to establish, levy, and collect Association dues as described in Article VI for the purpose of managing and executing the affairs of the HPA, to satisfy HPA goals, and to support and improve the Pond for the benefit of members and the public at large.

ARTICLE IV - Terms of Officers and Directors

1. Terms of the Board. Each director and officer shall be elected for a two-year term unless otherwise noted in the By-laws. No director shall serve more than three consecutive terms without the unanimous consent of the board.

ARTICLE V - Meetings of the Association

1. Annual Meeting. An annual meeting shall be held each summer at which directors and officers shall be elected, and budgets, expenditures, accomplishments, and future plans shall be discussed. Notice of the annual meeting will be provided to members not later than 14 days before the date of the meeting, together with an annual report of the Association's activities and finances.

2. Board Meetings. The board of directors will meet as called by the president or by a majority of the board, but not less than twice during the year.

3. Special Meetings. A special meeting of the membership may be called at the president's discretion, or by a majority of the board, or by request of a minimum of 20 Association voters. At least two weeks prior to the meeting, the president will provide members with written notice of the circumstances warranting the meeting, the issues involved, and a tentative agenda.

4. Quorums. The quorum for the annual meeting or for any special meeting will be comprised of at least 20 members of record, or their written proxy, at the meeting. The quorum for a meeting of the board shall consist of a majority of the board members.

5. Votes. Each member is entitled to a single vote . That vote may be presented by the member present at the meeting, or by a proxy vote received by the board prior to the meeting.

ARTICLE VI - Association Funds

1. Annual Dues. The board of directors will set the amount of the annual membership dues. The board will set the annual membership fee to cover anticipated Association expense, recognizing that the fee should be kept as nominal as possible to encourage membership.

2. Maintenance of Funds. All funds will be kept in an account maintained in the name of the Association. All expenditures will be approved by a majority of the board of directors.

3. Expenditure of Funds. Association funds will be used to cover all administrative costs, including the cost of keeping and maintaining records of the Association, and preparation and mailing to members notices of meetings or newsletters, in the pursuit of the objectives of the organization, and may include such items as hearings, legal fees, and filings.

4. Donations. Donations will be accepted by the organization and will be added to the general fund, unless otherwise specified by the donor.

5. Fiscal Year. The fiscal year shall be from July 1 through June 30.

6. Dissolution. In the event the Association dissolves, any excess moneys accumulated, net of expenses, would be donated as a charitable gift to the Harwich Conservation Trust.

ARTICLE VII – Amendments

1. Amendments. These By-laws may be amended at any annual meeting or any special meeting, by approval by a majority of those voting, provided only that the proposed amendment will be stated specifically in the notice.

ARTICLE VIII – Parliamentary Authority

1. Robert's Rules of Order shall be accepted to govern the proceedings of the HPA. The president shall appoint a parliamentarian if necessary.