

The Ponkapoag Civic Association



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BY-LAWS AND HOUSE RULES.

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AGREEMENT OF THE ASSOCIATION

ARTICLE I - GOVERNANCE

The name, location of the principal office, and purposes of the Association shall be as set forth in the agreement of the Association; and these by-laws, the powers of the Association and of its directors and members, and all matters concerning the conduct and regulation of such provisions in regard thereto, if any, as are set forth in the agreement of Association; and the agreement of Association is hereby made a part of these by-laws. All references in these by-laws to the agreement of Association shall be construed to mean the agreement of the Association as from time to time amended.

ARTICLE II - MEMBERSHIP

The Ponkapoag Civic Association was established to promote civic, social, and general welfare and betterment of the Canton community at large by bringing together, at frequent intervals, those citizens of the town of Canton who desire to cooperate in the accomplishment of these purposes by non-partisan and practical methods. The membership of the Association shall be limited to citizens of the Town of Canton, Massachusetts.

ARTICLE III - PLACE OF MEETINGS

Any or all meetings of the members and of the Board of Directors shall be held in Massachusetts either at the principal location of the Association or at such other place as is stated in the notice of meeting.

ARTICLE IV – MEETINGS

Section 1. Annual Meetings

The annual meeting of the members shall be held each year on a date determined by the Board of Directors. One of the purposes of the meeting shall be the confirmation of election results for the Board of Directors who shall assume their duties during the current calendar year. The new and old boards shall meet together at least once prior to the February meeting. If such annual meeting is omitted, a special meeting shall be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

Section 2. Special Meetings

Special meetings of the Association may be called by the President, Vice President or by a majority of the Board of Directors. Special meetings shall be called on the request of ten or more members of the Association.

The Ponkapoag Civic Association



Section 3. Meeting of Board of Directors

The Board of Directors shall hold meetings (1) once each month at the Board's discretion (typically the 2nd Wednesday of the month), (2) whenever summoned by the President, or (3) upon the request of three members of the Board.

ARTICLE V - NOTICE OF MEETINGS

Section 1. Meeting of Members

Notice of the time, place and object of each meeting of the members shall be given via email, at least seven (7) days in advance. Reasonable notice of the time and place of each special meeting shall be sufficient.

Section 2. Meetings of the Board of Directors

Notice of the time and place of each meeting of the Board of Directors shall be given via email or text message. Directors are expected to support all meetings or provide adequate notice in the event they are unable to attend. The Board may vote to remove and replace a Director who misses 3 meetings per calendar year.

ARTICLE VI - QUORUM

Section 1. Quorum of Members

At any annual, regular or special meeting of the members a total of fifteen (15) members of the Association shall constitute a quorum.

Section 2. Quorum of Directors

At any meeting of the Board of Directors a majority of the Directors shall constitute a quorum.

ARTICLE VII - VOTING AND NOMINATIONS

Section 1. Voting

Each member of the Association shall be entitled to one vote per person upon each subject properly submitted to vote. Unless otherwise provided by statute or by-law the vote of a majority of members actually participating either virtually or in person shall be decisive of any motive, resolution or other subject properly submitted to vote. Members who abstain from or do not cast a vote will not be counted when determining a voting majority.

Section 2. Nominations

Candidates for the Board of Directors may be nominated by (1) self nomination via notification of interest in a position to the existing board; (2) the sitting Board of Directors; or (3) write-in submission by any member on the election ballot.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Directors

The business, property, and affairs of the Association shall be managed by a Board of Directors, composed of twelve (12) persons who shall be members of the Association. Directors shall be elected from the membership of the Association prior to the annual meeting (or special meeting in place thereof). Each Director shall hold office for the term for which he/she is elected, and until his/her successor is elected and qualified. Elections for Board of Director positions shall occur every year and Directors may be re-elected for unlimited terms.

The Ponkapoag Civic Association



Section 2. Vacancies

Vacancies in the Board of Directors or in any office arising from death, resignation, or otherwise, may be filled by appointment made by the remaining Directors. Appointment of a director as a result of a vacancy shall be for the balance of the term of that director.

Section 3. Executive Committee

The Board of Directors shall have power to appoint by resolution an Executive Committee composed of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association.

ARTICLE IX – OFFICERS

Section 1. Election

The officers of the Association shall be a President, Vice-President, Secretary, Treasurer, Marketing Director, Entertainment Director, Clubhouse Rental Manager, Facilities Director, Human Resource Director, Bar Manager, and Membership Director. All of whom shall be elected by and from the membership of the Association prior to the annual meeting or special meeting in place thereof to hold their respective offices for one year. Based on job responsibilities and level of engagement, certain board positions are eligible to receive a stipend in the form of a free family pool membership.

Section 2. President

The President shall preside over all meetings of the members and of the Board of Directors and shall have general supervision of the affairs of the Association. He/She shall be ex-officio, a member of committees and shall have the general powers and duties of supervision and management usually vested in the office of President of an Association.

Section 3. Vice President

The Vice President shall perform the duties of an assistant treasurer and exercise the powers of the President during the absence or disability of the President.

Section 4. Secretary

The Secretary shall attend all meetings of the members and of the Board of Directors and of the Executive Committee and shall preserve in books of the Association true minutes of the proceedings of all such meetings. He/She shall give all notices required by statute or by-law and shall attend to all official correspondence and communications. He/she shall perform such duties as may be delegated by the Board of Directors or by the Executive Committee. In the absence of the Secretary at any meeting a temporary Secretary shall be chosen, who shall record the proceedings of such meetings. The Secretary (he or she ex-officio) a member of all committees. The Secretary or any temporary Secretary shall be sworn.

Section 5. Treasurer

The Treasurer shall have custody of all corporate funds and financial records belonging to the Association and shall ensure full and accurate accounts of all receipts and disbursements are maintained. The Treasurer is responsible for overseeing the bookkeeper and maintaining all accounts belonging to the Association. The Treasurer shall work with the board to identify annual budgets, 3 year capital and expense plans, and provide quarterly financial statements. The Treasurer is responsible for ensuring that the Association maintains accurate books and financial records and that all tax filings and other liabilities are remitted in a timely manner.

Section 6. Marketing Director

The Marketing Director shall post all notices of activities of the Association via electronic newsletters. The

The Ponkapoag Civic Association



Marketing Director will manage the Association's branding, communications, and social media strategy.

Section 7. Entertainment Director

The Entertainment Director shall be responsible for all social activities of the Association. The Entertainment Director shall, if deemed necessary, appoint a committee to assist in execution and planning of social activities.

Section 8. Clubhouse Rentals Manager

The Clubhouse Rentals Manager shall be responsible for coordinating all events and rentals taking place on the premises. The Clubhouse Manager will receive and respond in a timely manner to all requests for rentals and provide tours of the facility as required. The Clubhouse Manager shall maintain and share a calendar of events as well as coordinate Board of Directors support to open and close the clubhouse after each event.

Section 9. Facilities Director

The Facilities Director is responsible for the building, grounds, and other facilities owned and operated by the Association. The Facilities director will provide recommendations for routine and preventative maintenance, coordinate and supervise vendors/ trades, solicit quotes and define scope for all improvements (Capital and otherwise).

Section 10. Membership Director

The Membership Director's duties shall include billing of members for their dues and maintaining the ledger of each member's account status. The Membership Director shall monitor the Association email address at least two times per week and respond in a timely fashion to new member solicitations and other membership related communications. The Membership Director is required to maintain an accurate roster of all members (pool and social) and to work with the Treasurer to settle member status for paid and unpaid dues.

Section 11. Human Resources Director

The Human Resource Director's duties shall include setting pay scales for paid positions within the Association, ensuring roles and responsibilities are documented and understood by all stakeholders, and create a comprehensive hiring package including a sexual harassment policy, employment agreement, maintaining emergency contact information, and W4 information. The HR Director will review and address complaints from members and staff in conjunction with the Board of Directors and Pool Director as required.

Section 12. Bar Manager

The Bar Manager is responsible for ensuring all servers have valid certifications and for ensuring that bartenders are scheduled for any and all events where alcohol will be served. The Bar Manager shall also monitor inventory of supplies and alcohol and coordinate orders as needed to maintain bar operations. The Bar Manager will work directly with the Treasurer and Bookkeeper to coordinate payment to distributors and bartenders.

ARTICLE X - COMMITTEES

Committees may be organized by any Board of Director or member at any time. Committees must have a head POC that is accessible to the Board of Directors and who may be asked to provide updates and monthly board meetings. Committees shall determine the times at which their meetings shall be held. Reasonable notice of such meetings shall be given.

ARTICLE XI - EXECUTION OF INSTRUMENTS

All checks, drafts and orders for payment of money shall be signed in the name of the Association by any one of the following officers of the Association, namely the President, Vice President, Treasurer, or Clubhouse Manager.

The Ponkapoag Civic Association



ARTICLE XII - DUES

The dues of all members shall be set by the Board of Directors no later than the annual meeting. Dues are payable no later than 60 days after the initial invoice. Newly accepted members after April 15 are payable 30 days after the initial invoice date.

ARTICLE XIII - RESIGNATIONS AND REMOVALS

Section 1. Resignations

If at any time a member wishes to resign from the Association, he/she shall give notice of intent in writing to the Secretary who shall present resignations to the Board of Directors at their next meeting. No cancellation of outstanding balances shall be made if a member resigns. Any member whose dues are not paid by March 15th shall be given written notice of such non-payment by the Treasurer. If the dues in arrears remain unpaid at the expiration of thirty (30) days from the date of such notice, the membership of such members shall automatically cease and terminate.

Section 2. Removals

Any member may be removed from membership by a vote of three - quarters of the present and voting members at any meeting, for conduct prejudicial to the cause of civic-well being or inimical to the purposes of the Association, provided that such member shall have been served with written notice of the charges against him/her at least two weeks previous to the meeting at which the vote to remove from membership shall be taken, and shall have been given an opportunity to be heard, if he/she so desires, at the meeting at which such vote shall be taken.

ARTICLE XIV - EXPENDITURES AND APPROPRIATIONS

All expenditures or appropriations of monies greater than \$1,500 shall be ordered and approved by the Board of Directors. Any member of the Board of Directors may authorize expenditures and/or appropriations of monies less than \$1,500 with approval of the Treasurer only.

ARTICLE XV - ACCOUNTS, BOOKS AND RECORDS

Section 1. Examinations

Every member shall, at all reasonable times, be entitled to examine its books and records.

Section 2. Audit

The accounts of the Treasurer shall be audited annually by June 30th by a Committee composed of two members of the Association appointed by the Board of Directors; such committee shall submit a report of its audit to the Board at its next regular meeting.

ARTICLE XVI - ORDER OF BUSINESS

The order of business at all meetings of the Association shall be as follows:

1. Meeting called to order
2. Reading of minutes of previous meeting
3. Treasurer report
4. Communications
5. Reports by committees

The Ponkapoag Civic Association



6. Unfinished business
7. New business
8. Addresses and entertainment
9. Adjournment

In the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

Cushing's "Manual of Parliamentary Practice" shall be the authority on all questions of parliamentary law or procedure.

ARTICLE XVIII - AMENDMENTS

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote who also participate in the voting process. By Law alteration, change, addition or repeal shall have been proposed in a writing signed by three(3) members of the Association at a preceding meeting and if notice of the proposed amendment, alteration, change, addition to or repeal shall have been given the members at the time at which the vote shall be taken. The Board of Directors shall make a recommendation either favoring or opposing the proposal.

ARTICLE XIX - PROFITS AND INCOME

The Association shall be non-profit and non-stock. Net income, if any, shall not insure in whole or in part to the benefit of individual members thereof, nor shall any dividends or pecuniary profits be declared to the members. Any and " receipts of the Association shall be applied to carry out the purposes of its organization and operation or to charitable, benevolent, recreational or social purposes.

The Ponkapoag Civic Association



GENERAL HOUSE RULES AND INFORMATION

1. A family pool membership to the Ponkapoag Civic Association shall be defined as more than one member residing permanently in the same household. Children of members must be under immediate parent/ guardian supervision or be present by special invitation. Single pool memberships shall be considered on a case by case basis by the Board of Directors. The limit for pool family memberships is 140. There is no limit on the number of Social memberships granted.
2. A member who is interested in referring a friend or neighbor for membership consideration (Canton residents only and at the time of application must be living in the town), may do so by directing the new potential member to the application form on the Association website and following the prescribed procedure. If and when the Board of Directors accepts the application, the applicant and sponsor will be notified by the Membership Director and must attend (with at least one of the sponsors) a new member orientation meeting or notify the Membership Director if unable to attend. When an opening becomes available, an additional initiation fee will be due for new pool members plus the current yearly membership dues.
3. If a membership is dropped, it would then be necessary to fill out a new application to be acted upon by the Board of Directors.
4. If a member fails to pay the yearly Civic dues within the specified period, the member shall also forfeit their pool membership. This would mean a new application must be submitted, and if accepted, the applicant may be required to again pay the initiation fee plus the current membership dues.
5. Dues must be paid as described in Article 12 of the by-laws.
6. If a member elects to drop pool membership and continues Social membership, the member may be reinstated to pool membership by vote of the Board of Directors without paying another initiation fee.
7. Reservations for any functions must be made in accordance with the rental request form available on the Association website.
8. Members are expected to perform at least two hours of "Civic Service" volunteering throughout the year.
9. All members are encouraged to take an active part in the club and should know that any suggestions in any phase of its activities are gratefully accepted and considered.
10. Arrangements for alcoholic refreshments are to be made through the Clubhouse Manager and Bar Manager. When liquor is to be consumed on the premises, a representative of the Bar Manager must be on hand. This attendant is available for a rate set by the Board of Directors.
11. The bringing of any outside alcohol onto the premises is strictly forbidden. Alcohol may only be consumed on the pool deck and within the clubhouse if provided by a representative of the Bar Manager.
12. The building and facilities of the club are available for organizations. Requests will be made through the Clubhouse Manager. The Clubhouse Manager is empowered to approve contracts. Fees to organizations and groups will be based on the set schedule of fees as outlined in Clubhouse Rental Form.
13. Maximum occupancy of the building is 185 persons.
14. A member is responsible for the conduct of his/her guests and the care of all Civic property. Guests leaving the Civic are asked to respect the privacy of our neighbors.
15. All cars should be parked off the street whenever possible. Due to fire restrictions, only one side of any and all streets surrounding the building may be used. Please use the Civic side of the street for parking if required.
16. Evening affairs must end at 12:00am. Any change in hours must be arranged in advance.
17. There will be no borrowing of any Association equipment at any time by anyone.
18. The Association is not responsible for articles lost or stolen.
19. Any communication to be provided to the membership must be submitted for review in advance to the Board of Directors.
20. The January Board of Directors meeting will be a joint session of both the incoming and outgoing Boards of Directors for the purpose of updating all unfinished business.
21. Pool rules and regulations are revised as necessary and are made available to all members under a separate Pool Book. It is the responsibility of the member to know and adhere to the regulations as written.