

# **BYLAWS OF THE NORTH FALMOUTH VILLAGE ASSOCIATION**

## **Article I. Name and Organization**

The name of this organization will be the North Falmouth Village Association, Inc.

The Village Association is a not-for-profit 501(c)3 tax exempt organization as defined in the Internal Revenue Code.

## **Article II. Purpose**

The purposes of this organization are to:

- Promote community engagement for the betterment of our community, town, and Cape Cod;
- Encourage and provide social, charitable, and educational activities for all in our community;
- Maintain a meeting place where such activities can take place;
- Raise funds to provide these benefits to the community.

## **Article III. Membership**

1. Membership will be open to any person interested in supporting our purposes.
2. Members in good standing will have a right to attend all meetings of the Association, to vote and elect officers and members of the board of directors at the annual meeting and to participate in any proceeding in which voting by the members is called for, and to participate in any activity of the Association.
3. There will be three types of membership; individual, family, and business.
  - a. Individuals and businesses will have one vote, families will have two votes.
4. Individuals who purchased Benefactor or Life membership under prior bylaw provisions will retain those designations and privileges.

## **Article IV. Dues**

1. The amount of the annual dues for membership shall be set by the Board of Directors and shall be payable annually.
2. The fiscal year for this Association shall run from October 1st through September 30th.
3. All funds raised by any Association function or any committee or group activity shall become part of the general treasury of the association.

## **Article V. Meetings**

1. Regular meetings will be held monthly except for July and will be on the first Thursday of each month at 7:00 pm at the Village Junction Building, or other place named by the Association at a regular meeting.
  - a. The October meeting will also be the annual meeting.
2. The budget and slate of officers for the coming year will be presented for approval by voting members at the annual meeting.
3. Special meetings may be called by the President or by four board members providing a one week notice for such a meeting.
4. A quorum will consist of twenty members or 10% of the active membership, whichever is less.

## **Article VI. Rules of Order**

1. All meetings of this Association shall be conducted in accordance with these bylaws, any amendments of the bylaws, and Robert's Rules of Order Newly Revised.
2. Officers, Directors, and Committee Chairs attending regular Board and special meetings will comprise the governing Board of the Association for purposes of making decisions for the Association.
3. Only Officers, Directors and Committee Chairs may make motions, second them, and vote on matters concerning the North Falmouth Village Association, or any other matter coming before the meeting.
  - a. Decisions will be made by simple majority vote unless restricted by these bylaws in particular instances.
4. Electronic voting may be used at the discretion of the Board of Directors for matters arising between meetings.

## **Article VII. Officers, Terms and Duties**

1. The association shall be governed by four elected officers (President, Vice President, Secretary, Treasurer) and five elected Directors, collectively called the Board.

2. Each Officer will be elected for a term of two years and each Director will be elected for a term of three years and will be eligible for re-election upon completion of that term.
3. No Board member shall serve more than two consecutive terms.
  - a. Board members may be re-elected to serve on the Board after one year off the Board.
4. It shall be the duty of the President to:
  - a. preside over all meetings of the association and of the Board of Directors.
  - b. The President shall be a member *ex officio* of every committee except the Nominating Committee. All documents made or accepted or executed by the association shall be signed by the President, or a designated representative.
  - c. The President shall give an annual report of the state of the association at the annual meeting.
5. The Vice President shall conduct the correspondence of the association, as directed by the President; is the custodian of the records except those of the Treasurer; shall keep a membership roster; shall send out proper notice of all meetings; and shall keep safely all important documents such as these bylaws, and any amendments to them, and any other such standing rules that may be adopted by the association.
  - a. If the President is absent, the Vice President shall preside over any meeting of the association or the Board of Directors.
6. The Secretary shall keep the records of all meetings of the association and of the Board of Directors. These minutes are to be read at the next such meeting, or otherwise distributed prior to or at the next such meeting.
7. The Treasurer shall:
  - a. collect, receive, and hold all money belonging to the association, and deposit all funds in the name of the association in such banks as the board shall designate; pay all bills; make all disbursements; present a monthly itemized statement to the board; present a report at association meetings; and render an annual account of the year's receipts and expenditures. The association's financial records shall be during reasonable hours for examination or audit as the Board shall order.
  - b. All checks shall be signed by either the President or the Treasurer.
  - c. The Treasurer shall deliver to an elected successor all money, vouchers, books, papers, and any other property belonging to the association at the close of the Annual Meeting, or as directed by the Board.
8. The Board shall transact the regular business of the association.
9. Any officer or director failing to attend three consecutive meetings of the Board may be relieved of office by a majority vote of the Board.
10. The Board may by majority vote fill vacancies of officers and directors for the remainder of a term of office.
11. Any Board member may be removed from their office by a two-thirds vote of the membership.

#### **Article VIII. Nominations & Elections**

1. The Board shall appoint a three person nominating committee in advance of the Annual meeting to recommend a slate of officers for election at the Annual meeting and to fill any vacancies during the two year term that follows the election for which the nominating committee was formed.
2. All nominations shall be published to the general membership by mail, email, or the NFVA website not less than 10 days prior to the annual meeting.
3. Nominations may be made from the floor at all elections.
4. Elections will be determined by a majority vote based on a show of hands count.

#### **Article IX. Standing Committees**

1. The President may establish such committees as seem necessary and advisable, with the approval of the Board.
2. The chairperson of each committee shall be appointed by the President and approved by the Board.
  - a. Committee chairs will serve for either one or two years so as to stagger terms of office.
  - b. The Board will decide which of the committee chairs will have one or two year terms, achieving an approximately equal division in term length.
3. Each committee shall be provided with the opportunity at each general membership meeting to present a report of committee activity.

#### **Article X. Amendment of Bylaws**

1. An active member may recommend amendments to these bylaws.
  - a. Such proposed amendments shall be presented to the Board of Directors at least 14 days before a general membership meeting.

- b. The proposed amendment shall be given to the membership at least five days before the meeting when the vote shall be taken.
  - c. A proposed amendment shall require a two-thirds vote of the active, present members.
2. The original bylaws were approved October 3, 1977 and amended December 9, 1977, and January 20, 1978; revised September 22, 1978, amended February 16, 1979 and October 17, 1980. Revised and amended November 8, 2005, October 19, 2007, October 20, 2021, October 25, 2023, October 10, 2024.

**Article XI. Assets**

1. The Association may raise funds and accept gifts for charitable purposes, as defined by Section 501( c) 3 of the Internal Revenue Code, and may manage funds, gifts, interest and income from them to meet the Association's purposes.
2. In the event of dissolution, all the assets and property of the Association shall, after payment of necessary expenses, be distributed at the discretion of the Board to one or more organizations which the Board determines are appropriately qualified with goals aligned with those of this Association.