

**NANTUCKET TOWN ASSOCIATION
OFFICIAL BYLAWS
As Amended and
Effective December 15, 2015**

**ARTICLE I.
NAME, LOCATION, PURPOSES, SEAL, AND FISCAL YEAR**

Section 1. Name. The name of this organization is Nantucket Town Association, Inc.

Section 2. Purposes. The purposes of this organization shall be: To promote through charitable and educational means the preservation of the historic and natural environment of the Town of Nantucket, and to promote the improvement of the quality of living and general welfare of its residents and visitors.

In connection therewith: To raise, borrow, and receive money and to use and expend such funds to accomplish the purposes of the Association, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) or (4) of the Internal Revenue Code; To lease, purchase, own and encumber real and personal property of all types and kinds, and to do all other lawful things necessary for the accomplishment of the purposes of the Association.

This Association is not organized for profit, and no part of its earnings and income shall inure to or for the benefit of any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association as set forth herein.

This Association is organized pursuant to Section 501(c)(4) of the Internal Revenue Code and all purposes and powers hereof will be carried out pursuant to said Code.

In the event of the dissolution of the Association, the assets of the Association will be distributed to a charitable or non-profit organization of Nantucket, Massachusetts, in accordance with an order of the Superior Court of the Commonwealth of Massachusetts sitting in and for the County of Nantucket.

Section 3. Seal. The Association may have a seal in such form as may be determined by the Board of Directors.

Section 4. Fiscal Year. Except as otherwise determined by the Board of Directors, the fiscal year of the Association shall end on the thirty-first day of December each year.

ARTICLE II. MEMBERSHIP

Section 1. Membership. Any person who resides within one and one-half (1 1/2) miles of the Pacific National Bank building, Main Street, Nantucket, Massachusetts, and is not a member of another area association (such as the Brant Point Association) affiliated with Nantucket Civic League, shall be entitled to membership in this Association upon the payment of dues levied. In addition, any resident of the Town of Nantucket who resides outside the above-designated membership area of any other formally organized neighborhood association affiliated with the Nantucket Civic League shall also be entitled to membership upon payment of dues levied. For purposes of this Section, both seasonal and year 'round residents shall be deemed residents.

ARTICLE III. REPRESENTATION ON CIVIC LEAGUE

Section 1. Representation on Civic League. The membership of this Association shall be represented on the Board of Directors of the Nantucket Civic League. The Civic League is an organization of island neighborhood associations qualified under Section 501 (c)(3) or 501(c)(4) of the Internal Revenue Code of 1954. Representation may be determined by criteria set forth in the Bylaws of the Civic League. The President of this Association shall serve ex officio as its representative but may appoint an alternative representative, or such alternative representative may be appointed by the Board of Directors of this Association, from among its own members.

ARTICLE IV. MEETING OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the members of the Association shall be held in September of each year in Nantucket, Massachusetts, the day, time, and place determined by the Board of Directors (which may precede the Annual Meeting of the Nantucket Civic League in the same place). If a special meeting is held in lieu of an Annual Meeting, any action taken shall have the same effect as if taken at the Annual Meeting.

Section 2. Special Meetings. Special Meetings of members may be called at any time by the President or upon the written application of three or more members by the Secretary. Such call shall state the date, time, place, and purpose of the meeting.

Section 3. Notice and Waiver of Quorum. A written notice stating the place, time and purpose of each meeting of the members shall be mailed or sent by electronic communication by the Secretary at least seven days prior to the meeting to each member. Notice will be sent to the member's address as it appears on the books of the Association.

No notice of the time, place or purpose of any annual or special meeting of members shall be required if every member or his or her authorized attorney waives such notice in writing before

or after the meeting. These letters shall be filed with the records of the meeting.

Section 4, Quorum. At any meeting of the members nine (9) voting members appearing in person or by proxy or by conference call shall constitute a quorum. A lesser number may adjourn any meeting and such meeting may be held as adjourned without further notice.

Section 5. Action of the Members. At any meeting of the members at which a quorum is present, including proxies and those participating by conference call, the vote of a majority of those present shall be sufficient to decide any question brought before the meeting except as otherwise provided herein.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1: Number and Election

The affairs of the Association shall be under the direction and control of a Board of Directors consisting of seven (7) officers: a President, a first and second Vice-President, Treasurer, Corresponding Secretary, Recording Secretary, and Clerk, and nine (9) other members of the Association. Directors other than officers shall be elected by the members to serve for terms of three (3) years. At each annual meeting, the members shall elect three (3) Directors for terms of three (3) years.

All Directors shall be chosen from the membership of the Association and shall serve without compensation.

SECTION 2: Powers

The Board of Directors shall have and may exercise all of the powers of the Association as set forth by these Bylaws.

The Board of Directors shall have the power to appoint such committees as it may deem advisable to act under the supervision of the Board.

SECTION 3: Meetings

Regular or special meetings of the Board of Directors may be held at such places and at such times as the Board may from time to time determine. A regular meeting may be held without call or notice immediately following and at the same place as the annual meeting of members or the special meeting in lieu thereof. Special meetings may be held at any time and place when called by the President or in his or her absence, a Vice-President, Treasurer, or two (2) or more Directors.

SECTION 4: Notice of Meetings

Notice of all regular meetings of the Board (except as provided in Section 3 of this Article) and of all special meetings of the Board shall be given to each Director by the Secretary, or in the

case of the inability of the Secretary to do so, by one of the Directors. Notice shall be given to each Director either personally or by telephone or by electronic communication, sent to his or her business or home address at least two (2) days in advance of the meeting. A Director shall for all purposes be deemed to have received due notice of any meeting at which he or she is present or shall have waived notice in writing either before or after the meeting.

SECTION 5: Quorum

A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting without further notice.

SECTION 6: Action of the Board of Directors

At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to decide any question brought before the meeting.

SECTION 7: Vacancies

Any vacancy in the Board of Directors may be filled for the unexpired term by a vote of a majority of the Board of Directors then in office. The remaining Directors may exercise the powers of the full Board until successors are elected.

ARTICLE VI EXECUTIVE OFFICERS

SECTION 1: Titles and Election of Officers

The officers of the Association, serving ex officio as the officers of the Board of Directors, shall consist of a President, a first Vice-President, a second Vice-President, Treasurer, Corresponding Secretary, Recording Secretary, and Clerk and shall be elected annually by the members. Two (2) or more offices may be held by the same person. The President or one of the Vice-Presidents shall be a year-round resident of the Town of Nantucket.

SECTION 2: President

The President shall be the chief executive officer of the Association and shall, subject to the direction of the Board of Directors, have general super-vision and control of its business. He or she shall preside when present at all meetings of the members and the Board of Directors. The President shall have the power to appoint ad hoc committees as the President may deem advisable, subject to a vote of disapproval by the Board.

SECTION 3: Vice-Presidents

The first Vice-President, or if he or she cannot act, the second Vice-President, shall assume the duties of the President whenever the President shall be absent or unable to perform the duties of the office of President.

SECTION 4: Treasurer

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Association and shall keep accurate books and electronic accounts for the Association. He or she shall keep the historical Treasurer's records. If the Board so directs, the Treasurer shall be bonded at the Association's expense. He or she shall make an annual financial report to the members.

SECTION 5: Corresponding Secretary

The Corresponding Secretary shall be responsible for external communications of the Association including maintenance of membership lists, management of the Association's web site, receiving and filing incoming correspondence, promulgation of newsletters and other informative documents, and other such tasks as assigned.

SECTION 6: Recording Secretary

The Recording Secretary shall make and keep a record of the meetings of members and of the Board of Directors. In the absence of the Recording Secretary from any meeting, a temporary Recording Secretary shall be designated to perform the duties of the Secretary. The Secretary and any temporary Secretary shall be sworn to the faithful performance of their duties. The Secretary shall keep the historical records of the Association (other than Treasurer's records).

SECTION 7: Clerk

The Clerk shall be a resident of the Commonwealth of Massachusetts and shall discharge the office and duties of a clerk as they may be set out by law. The Clerk shall be responsible for filing annual reports with the Massachusetts Secretary of State and annual tax returns with the Internal Revenue Service.

SECTION 8: Appointed Positions

The Board of Directors may appoint such administrative or stenographic assistants as they may deem necessary and may authorize reimbursement or salary for any such position.

ARTICLE VII. MISCELLANEOUS PROVISIONS.

Section 1. Execution of Instruments. Unless otherwise determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments, whether or not under seal, and all checks, acceptances, promissory notes, bills of exchange, and other copies for the payment of money shall be signed by the Treasurer, and/or the President, and/or the Secretary.

Section 2. Evidence of Authority. A certificate by the Secretary or a temporary Secretary as to any action taken by the members, the Board of Directors, or any officer or representative of the Association shall be conclusive evidence of such action.

Section 3. Records. The books and records of the Association shall be made available for examination by any Officer or Director upon oral request for the same at a reasonable time and place.

Section 4. Amendments. These Bylaws may be amended, altered, or repealed at any meeting of the members by two-thirds of those voting, provided that the substance of the proposed amendment, alteration, or repeal shall be stated in the notice of the meeting.

Section 5. Dues and Assessments. The Board of Directors may from time to time assess or levy dues or other payments on members of this Association, which dues or assessments shall be paid within thirty (30) days after notice to the membership. The Board of Directors may establish annual dues and/or periodic assessments as may be required for the continued and satisfactory operation of the Association.

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