

**BY-LAWS FOR
CENTER POND RESTORATION AND PROTECTION
LAKE DISTRICT**

ARTICLE I

The District shall be known by the name of Center Pond Restoration and Protection Lake District. It shall have a seal bearing the name of the District and such other design or inscription as the District's Prudential Committee may determine. The Prudential Committee may change the form of the seal, design and inscription thereon at any time.

ARTICLE II

DISTRICT MEETINGS

1. District's Annual Meeting: The annual meeting of the District shall be held on the first Saturday in June at a time and place to be announced in the notice of such meeting. The purpose of which the annual meeting is to be held in addition to those prescribed by law, these by-laws and the warrant for the annual meeting shall be to elect a Treasurer and Clerk and a Proprietor to the Prudential Committee and to receive the annual reports.
2. Special Meetings: The special meetings of the District may be held at such time or place as designated in the warrant for meeting as requested by the Prudential Committee or by 20 or more Proprietors as provided in Section 6: Annual and Special Meetings: Quorum Requirements of the Acts.
3. Warrant: The warrant for the annual and special meetings shall be given as provided in Section 6: Annual and Special Meetings: Quorum Requirements of the Act. Articles on the District warrant for any District meeting shall be acted upon in the order in which they appear unless otherwise determined by a majority vote of the meeting.
4. Quorum: At any meeting of the District, 15 eligible and qualified Proprietors in person and by proxy shall constitute a quorum except that the quorum requirement at any meeting of the District to amend

these by-laws shall be no less than 50% of the eligible and qualified Members in person or by proxy. Notwithstanding the foregoing, a lesser number may adjourn any meeting from time to time without further notice.

5. Proxy: The Prudential Committee shall from time to time adopt a form of proxy, copies of which shall be available from the Clerk and Prudential Committee. A properly signed and dated proxy shall be in full force through the conclusion of all business of the next annual meeting unless revoked in writing and delivered to the clerk of the meeting no later than 10 days before the meeting.
6. Voting: The Clerk shall furnish to each Proprietor at the meeting who is qualified and eligible to vote a voting card for each eligible parcel of real estate. Persons having a valid proxy from a qualified and eligible Proprietor shall receive one voting card for each eligible parcel of real estate. All matters may be voted by voice vote and the Moderator shall declare the vote as it appears to the Moderator. If the Moderator's decision is challenged, the Moderator shall call for a standing vote by show of voting cards.
7. Action at Meeting: Any meeting of the District shall be called to order by a member of the Prudential Committee who shall thereupon call upon the Clerk to announce whether or not a quorum exists for the conduct of further business. In the absence of a quorum, the Prudential Committee shall thereupon adjourn the meeting to any other time with further notice. If a quorum shall be declared, the next order of business shall be to elect a Moderator to preside at the meeting. The Prudential Committee member shall entertain nominations from the floor for the office of Moderator. The vote to elect the Moderator shall be by standing vote. The Moderator may be a District officer or member of the Prudential Committee.
8. Elections: The Moderator shall entertain nominations from the floor for the offices of Prudential Committee, Treasurer and Clerk to be elected at the meeting. Their election shall be by secret paper ballot which ballots shall be tallied in the presence of the meeting by tellers designated by the Moderator. A majority vote shall elect Prudential Committee, Treasurer and Clerk. Each Proprietor shall be furnished with a numbers of paper ballots equal to the number of voting cards issued to him/her by the Clerk. In the event of a tie, the Moderator shall hold a runoff election between the two persons receiving the most number of votes.

ARTICLE III**PRUDENTIAL COMMITTEE**

1. **Powers**: The District shall be managed by the Prudential Committee which may exercise all powers of the District as provided by law and by these By-Laws.
2. **Election**: Prudential Committee shall consist of three Proprietors who shall be elected by ballot at the District's annual meeting.
3. **Term of Office**: Each member of the Prudential Committee shall hold office for the term provided by **Section 4-D: Formation** of the Act of annual meeting of the District. Any member of the Prudential Committee may resign by delivering his/her written resignation to the Prudential Committee, Clerk or Treasurer. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
4. **Vacancies**: Any vacancy, however, occurring may be filled as provided in Section 12: Vacancies of the Act.
5. **Prudential Committee's Annual Meetings**: The Prudential Committee's annual meeting shall be held without a call or notice at the same place as the District's annual meeting, immediately following the District's annual meeting. At the Prudential Committee's annual meeting, the Prudential Committee shall organize, elect a Chairman and Vice Chairman and consider any other business that may properly be brought before the meeting.
6. **Regular Meetings**: Regular meetings of the Prudential Committee may be held without call or notice at such place and at such times as the Prudential Committee may from time to time determine, provided that any member of the Prudential Committee who is absent when such determination is made shall be given notice.
7. **Special Meetings**: Special meetings of the Prudential Committee may be held at any time and place designated in this notice.

8. Notice of Special Meetings: Notice of all special meetings of the Prudential Committee shall be given to each Proprietor by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by the office or one of the members of the Prudential Committee call the meeting. Notice shall be given to each member of the Prudential Committee in person or by telephone or by email sent to his/her business or residence at least 24 hours in advance of the meeting, or by written notice mailed to his/her business or resident at least 48 hours in advance of the meeting.
9. Quorum: At any meeting of the Prudential Committee, two persons shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.
10. Action at Meetings: At any meeting of the Prudential Committee at which a quorum is present, two votes, unless a different vote is specified by law or by these By-Laws, shall be sufficient to decide such matters.
11. Committees: The Prudential Committee may establish such committees as it deems appropriate and appoint such persons for such terms as the Prudential Committee deems appropriate. Except as the Prudential Committee may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Prudential Committee, such committee's business shall be conducted as nearly as may be in the same manner as are applicable to the Prudential Committee.

ARTICLE IV

OFFICERS

1. Enumeration: The officers of the corporation shall consist of a Chairman, Vice Chairman Treasurer and Clerk.
2. Election: The Treasurer and Clerk shall be elected by ballot at the District's annual meeting. The Chairman and Vice Chairman shall be elected by the Prudential Committee at its annual meeting.
3. Term of Office: The Treasurer and Clerk shall hold office for the term provided by Section 4-D: Formation of the Act. The Chairman and Vice Chairman shall hold office to the next Prudential Committee's

annual meeting and thereafter until their successors are duly elected and qualified.

4. Vacancies: Any vacancy, however, occurring in the office of Chairman or Vice Chairman may be filled by the Prudential Committee at a meeting called for that purpose. Any vacancy, however, occurring in the office of Treasurer or Clerk may be filled as provided in Section 12: Vacancies of the Act.
5. Powers and Duties: Each officer shall have the duties and powers provided for in Sections 6, 10, 11 of the Act.

ARTICLE V

FINANCIAL

1. Audit: An audit of the accounts of the District shall be made annually by a certified public accountant that shall be selected by the Prudential Committee and approved by the District at the annual meeting. The form and content of the audit will comply with the General Laws of the Commonwealth as the same from time to time may be amended.
2. Fiscal Year: The fiscal year of the District shall be the same as the fiscal year established by the General Court from time to time for towns in the Commonwealth.
3. Budget: Annually, the Clerk and Treasurer shall prepare and submit to the Prudential Committee not less than sixty (6) days prior to the date of the annual District meeting, a detailed estimate of the amount deemed by them necessary for the administration of their respective responsibilities for the next fiscal year. The Prudential Committee shall prepare and shall include in summary form in the annual meeting warrant for the District a budget for all District expenditures for the next fiscal year.
4. Records: In the discharge of its duties, the Prudential Committee shall have access to all books and records maintained by the Clerk and Treasurer including books and records of accounts, together with bills and vouchers on which money has been or may be paid from the District or other funds for which the District is responsible.

ARTICLE VI

MISCELLANEOUS

1. Records: All officers, boards, and committees of the District shall cause records of their doings and accounts to be kept in suitable books and be kept in the custody of said District officers. Said books shall be open to public inspection as provided by law.
2. Reports: The Clerk, Treasurer and District committees, if any, shall furnish in writing annually to the Prudential Committee for use of the District's annual meeting a detailed report of their activities in their respective capacities, such reports to be submitted not later than thirty (30) days prior to the date of the annual District meeting. Such reports, together with a report prepared by the Prudential Committee shall be consolidated in written form as an annual report of the District. The District Clerk shall cause copies of the report to be available in sufficient number for Proprietors attending the annual District meeting. Upon request, the Clerk shall mail a copy of said report to any Proprietor requesting same.
3. Publication: The Prudential Committee shall cause these by-laws to be published following their initial adoption and shall make available to all Proprietors a copy of said by-laws in booklet or other convenient form. Further, the Prudential Committee shall cause a sufficient number of copies of any amendments to these by-laws as from time to time adopted, to be available to Proprietors through the offices of the Clerk, and shall further cause by-laws to be republished, as it shall deem necessary from time to time and made available to Proprietors through the offices of the Clerk.
4. Amendment: These by-laws may be amended by two-thirds affirmative vote of those voting at any District meeting called for that purpose.

Article 4. To amend district bylaws under Article V, Sec. 1 as follows:

Audit: An audit of the accounts of the District shall be made annually *by the Treasurer with the full approval of the Prudential Committee.* The form and content of the audit will comply with the General Laws of the Commonwealth as from time to time may be amended.

Discussion led by Anne Shrader explaining that actual audits done by CPA firms could cost upwards of \$5000. This did not seem cost effective for the District. The question was asked pertaining to the Treasurer auditing his/her own work. Anne noted that the Town of Becket Assessors Office sets the valuation for all Becket properties yearly, the Town Tax Collector mails the district tax bills and collects the revenues, reconciling and depositing for the Treasurer. In addition, 2 signatures are required on each check prior to mailing. Finally, the Massachusetts Department of Revenue requires a full accounting prior to certifying the Free Cash and the tax rate.

Motion to accept Article 4, as written, made by Paul Merrill seconded by Anne Shrader.

Vote 80 yes, 2 opposed. Voted passed by 2/3.

Article 5. To discuss any other business that may come before this meeting.

Discussion opened concerning the Center Pond dam background and vote to create the Center Pond Restoration and Protection District. It was noted that much time and work had gone into forming the District and all involved should be proud of the final outcome. In addition, members of the audience asked if all proprietors would be billed on the same basis, how the income and expenditures would be accounted for, and the reporting of such to the District members. Suggestions also included adding e-mail addresses on the Prudential Committee members to the web site for those proprietors who are interested in communicating through the internet.

Motion to adjourn was made by Anne Shrader and seconded by Paul Merrill; 6:56pm.

Respectfully,

Pat Mielke
Assistant Clerk

CENTER POND RESTORATION AND PROTECTION DISTRICT
Amendment # 1 to By-Laws

Pursuant to a Special District Meeting of the Center Pond Restoration and Protection District (the "District") dated December 15, 2010, the By-Laws of the District were amended as follows, effective as such date:

RESOLVED, that Article V, Section 1 of the District's By-Laws be, and hereby is, amended and restated in its entirety to read as follows:

Audit: An audit of the accounts of the District shall be made annually by the Treasurer with the full approval of the Prudential Committee. The form and content of the audit will comply with the General Laws of the Commonwealth as from time to time may be amended.

Certified by:



Anne Shrader
District Clerk