

**BY-LAWS OF THE
BECKET WOODS ROAD AND MAINTENANCE DISTRICT**

CHAPTER I

GENERAL PROVISIONS

- SECTION 1. The provisions hereof shall constitute the By-laws of the Becket Woods Road and Maintenance District adopted by Special Act [hereinafter known as "the Special Act"] and duly approved by the Governor.
- SECTION 2. Words and phrases not specifically defined herein shall have the meaning set forth in the Special Act.
- SECTION 3. These By-laws may be amended or other By-laws may be adopted at any District Meeting called for that purpose by a two thirds vote of Members constituting a quorum present or voting by proxy.
- SECTION 4. The Prudential Committee shall cause these By-laws to be published following their initial adoption and shall make available to all Members of the District 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 the By-laws as from time to time adopted, to be available to Members of the District through the offices of the District Clerk, and shall further cause the By-laws to be republished, as it shall deem necessary from time to time and made available to District Members through the offices of the District Clerk.
- SECTION 5. The invalidity of any section or of any chapter hereof shall not affect the validity of any other section.
- SECTION 6. The laws and regulations governing the affairs of this District shall consist of these By-laws as from time to time so adopted, the Special Act, the provisions of any general law of the Commonwealth referred to in the Special Act, and the provisions of any Federal or Massachusetts law or regulation which govern or regulate any aspect of the affairs of the District.

SECTION 7. In the event that any provision of these By-laws shall be inconsistent with any express or necessarily applied provisions of the Special Act as the same may be from time to time amended, or with any provisions of Federal or State law regulating the provisions of the Special Act, said laws and regulations shall govern.

CHAPTER II

DISTRICT MEETINGS

SECTION 1. The annual District Meeting shall be held at 10:00 a.m. on the Saturday or Sunday within the observed Independence Day (July 4th) weekend in July each year.

SECTION 2. Special Meetings of the District may be called at any time in the manner provided for in the Special Act.

SECTION 3. All annual and special District Meetings shall be open to the public and shall be held at the Town Hall in the Town of Becket.

SECTION 4. Quorum and voting requirements for both annual and special Meetings of the District shall be generally governed by the Special Act, which states as follows:

Section 6(A)(8): "Quorum requirements for annual meetings and special meetings of the District shall be as specified for the initial District meeting set forth above [providing for a majority of Lots represented] or otherwise as the District shall determine from time to time in its by-laws; provided, however, that the quorum requirements at such meeting will not be reduced below a number of Proprietors representing one-third of the Lots entitled to be voted as set forth in paragraph (1) of subsection (A) of section 5, whether voting in person or by proxy as aforesaid."

Section 5(A)(4): "Any matter to be voted upon at the initial District meeting or at any annual or special meeting of the District shall require only a majority of those Proprietors representing Lots entitled to be voted as set forth in paragraph (1) of subsection (A) of this section, present in person or by proxy and voting on the question, except for the following actions which shall require a two-thirds vote of those Proprietors representing Lots entitled to be voted as set forth in paragraph (1) of subsection (A) of this section, present in person or by proxy and voting on the question: whether or not the District authorized by this act shall be established and organized; a vote to petition for dissolution of the District; a vote to purchase or otherwise acquire real property; a vote to finance any undertaking which is authorized by the act to be financed in whole or in part by the issuance by the District of long term notes or bonds; and a vote to establish or change the

method or means of assessing upon the Proprietors their pro rata share of District expenses.”

Members desiring to vote by proxy shall utilize the approved form, a copy of which is attached to these By-laws, or a substitute form containing the same information. No proxy shall be valid beyond sixty days from its date of execution. Proxies shall be tendered to the District Clerk by the Member named thereon to exercise the proxy and the District Clerk shall be responsible for determining the validity of the proxy in accordance with the Special Act.

SECTION 5. The District Clerk shall furnish each Member at the Meeting and entitled to vote, as evidenced by the assessor’s list, and by written designation, with a voting card for each Lot such Member is entitled to vote. Any person tendering a valid proxy shall receive an additional voting card for each such proxy.

SECTION 6. All annual or special Meetings of the District shall be called to order by a member of the Prudential Committee who shall thereupon call upon the District Clerk to announce whether a quorum exists for the conduct of further business. In the absence of a quorum, the Prudential Committee member shall thereupon adjourn the Meeting to a date certain. If a quorum shall be declared by the District Clerk, the next order of business shall be the election of a moderator to preside at the Meeting and who shall exercise the powers of a moderator of a town Meeting. The moderator shall conduct the Meeting in accordance with the requirements of the Special Act, these By-laws, and otherwise in accordance with generally accepted parliamentary rules and practice.

SECTION 7. 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.

SECTION 8. Any voting shall be conducted in writing if so directed by the moderator.

SECTION 9. When a question is put, the sense of the Meeting shall be determined by voice vote, and the moderator shall declare the vote as it appears to him. If his decision is doubted, or a division of the house is called for, the moderator may appoint tellers to make and return the count by a show of hands and voting cards. If as many as five Members present at the Meeting so request, any vote shall be taken by a written secret ballot.

SECTION 10. No motion, the effect of which would be to dissolve a Meeting, shall be in order until every article in a warrant therefore has been duly considered and acted upon, but this shall not preclude the postponement of consideration of any article or articles to an adjournment of the Meeting at a stated time and place.

CHAPTER III

DISTRICT OFFICERS

SECTION 1. The elected officers of the District, as set forth in the Special Act, shall consist of at least three, but no more than seven, members of the Prudential Committee. There shall also be a District Treasurer and District Clerk, who may be the same person. Vacancies in any of said elected positions shall be filled in the manner set forth in the Special Act.

SECTION 2. Following the initial Meeting and from time to time thereafter, the Prudential Committee may appoint a District Superintendent who shall serve at the pleasure of the Prudential Committee.

SECTION 3. Each of the District officers, after the initial Meeting and election, shall perform the duties and be subject to supervision therefor, as set forth in the Special Act, and shall serve for three (3) years or until their successor is elected and qualified.

SECTION 4. Elections of District officers (including the Prudential Committee Members) and the District Moderator shall be conducted in the following manner:

- a. The then District Meeting moderator shall entertain nominations from the floor for each separate office to be filled at the Meeting.
- b. All votes to elect the new moderator and the District officers shall be by secret paper ballot, which ballots shall be tallied in the presence of the Meeting by tellers designated by the moderator for that purpose.
- c. A majority vote of the Meeting shall be required to elect the new moderator and the District officers. The members shall be furnished with a number of paper ballots equal to the number of voting cards issued by the District Clerk to such member prior to the commencement of the Meeting.

SECTION 5. District officers may be removed from office, for cause, by the members at a special Meeting called for such purpose.

CHAPTER IV

FINANCIAL AFFAIRS

SECTION 1. An audit of the accounts of the District shall be made annually under state supervision or as otherwise required by the Special Act and the general laws of the Commonwealth of Massachusetts as the same may from time to time be amended.

SECTION 2. The first fiscal year of the District shall commence on April 1, 2001 and end on June 30, 2001. Thereafter, the District's fiscal year shall commence on July 1 and end on June 30, unless the fiscal year used by the Town of Becket shall change.

SECTION 3. Except as otherwise provided by law, the District Clerk shall have custody of deeds, contracts, bonds of performance, treasurer's and clerk's bonds, insurance policies, and similar instruments in the possession of the District.

SECTION 4. Unless otherwise required by the Special Act or general law, the District Treasurer shall receive and take charge of all money belonging to the District and shall pay over or account for the same according to the order of the District. No payment shall be made by the Treasurer without an appropriation by vote of the District or required by law. Any portion of the District appropriation remaining unexpended at the close of the fiscal year shall revert to the District treasury unless otherwise provided by law.

SECTION 5. Annually, the District Clerk and Treasurer, shall prepare and submit to the Prudential Committee not less than sixty (60) 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 under the Special Act 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 and also the methods of financing the cost thereof as provided in the Special Act.

SECTION 6. In the discharge of its duties, the Prudential Committee shall have free access to all books

and records maintained by the District Clerk and District 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.

CHAPTER V

LEGAL AFFAIRS

SECTION 1. The Prudential Committee shall be the agents of the District to institute, prosecute and defend any and all claims, actions, and proceedings in which the District is a party or in which the interests of the District are or may be involved.

SECTION 2. The Prudential Committee may appear personally or by District counsel or by special counsel duly employed, before any court, committee, or legislative body, or any state or county board or commission to protect the interests of the District, but are not authorized except as otherwise provided by the Special Act or other law of this Commonwealth to commit the District or any of its interests.

SECTION 3. The Prudential Committee shall annually each year after the adjournment of the annual District Meeting, appoint a member of the Bar of the Commonwealth in good standing to serve as District Counsel at its pleasure until the date of the next annual Meeting. The Prudential Committee may, in its discretion, remove District Counsel prior to the next annual Meeting and appoint replacement counsel if it shall deem it necessary to do so in the interests of the District.

CHAPTER VI

RECORDS AND REPORTS

SECTION 1. All officers, boards, and committees of the District shall cause records of their doings and accounts to be kept in suitable books. Said books shall be kept in the custody of said District officers and shall not be removed therefrom. Said books shall, unless otherwise provided by Special Act or general law, be open to public inspection, under supervision of the officer, board, or committee having custody thereof.

SECTION 2. The District Clerk, Treasurer, and District Superintendent, if any, shall furnish in writing

annually to the Prudential Committee a detailed report of their activities in their respective capacities, such reports to be submitted not later than forty-five (45) days prior to the date of each annual District Meeting. Such reports together with a similar 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 District Clerk shall mail a copy of said report to any proprietor requesting the same.