

Bylaws of Foxborough HOA

Revised Effective 12/1/2010

1. The Association shall have a board of directors consisting of five to nine directors. Directors shall be elected by the members at the annual association meeting and shall serve for a term of three years. Officers of the Association shall be elected from, and by, the board and shall include a president, vice-president, secretary, and treasurer. Officers shall be elected no later than the next board meeting.
2. The Board shall have power to exercise for the Association all powers, duties and authority vested in or delegated to this Association, including those referred to in the Declaration of Covenants except those reserved to the members.
3. Powers and duties of the officers shall include, but are not limited to:
 - a. The PRESIDENT shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.
 - b. The VICE-PRESIDENT shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association. The Vice-President is also the chair of the Swim Club.
 - c. The TREASURER shall account for the collection and disbursement of funds of the Association, including those of the Swim Club.
 - d. The SECRETARY shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required.

Directors or officers shall have the power to delegate functions of their offices to other directors or to a managing agent, with fiduciary or administrative limits prescribed by the board.

4. Candidates for election to the board may be nominated by any member of the Association. The list of nominees shall be published at least fourteen days prior to the annual meeting. Those nominees receiving the greatest number of votes to fill the open seats on the board shall be elected as directors. In the event that a director cannot serve, a replacement may be appointed by the board to serve for the unexpired term, or until the next meeting for election of directors, if earlier. In the event of the resignation of the entire board, a special meeting of the Association shall be called to elect a new board. Only election of the new board may be considered at such a meeting.
5. Members in person, by proxy, or by absentee ballot at any meeting of the members at which a quorum is present may remove any director elected by the members, with or without cause. The subject of removal must be listed in the notice of the meeting, for consideration or a vote.

If a vote is to be taken, the director being considered must be allowed to speak before the vote.

6. The Association shall hold a special meeting of members if its president, a majority of the board of directors, or members having ten per cent or more of the votes in the Association requests that the secretary call the meeting. If members are not notified of a special meeting within thirty days after the request, the requesting members may directly notify all of the members of the meeting.
7. The board shall notify members of the time, date and place of each annual and special member's meeting not less than ten days or more than sixty days before the meeting date. The notice must state agenda items, including a statement of the general nature of any proposed amendment to the declaration or bylaws, any budget proposals or changes (dues increase greater than ten percent and/or special assessments), or any proposal to remove any member of the board of directors.
8. The president or vice-president may prepare, execute, certify, and record amendments to the Declaration of Covenants on behalf of the Association, only upon approval by sixty percent of the members. Bylaws may be submitted for adoption, amendment or repeal by petition to the board by the membership, if signed by ten percent or more of the members, or by proposal from the board of directors and submitted to the membership for approval. Approval requires a majority affirmative vote.
9. Board meetings shall be held as necessary, but not fewer than six times per year. The annual meeting may serve as one of the meetings of the board. Board meetings shall be open to all members of the Association, except during executive sessions, and announcement of the meetings and agenda shall be made to all members at least five days prior to the meeting date. A quorum at board meetings is the majority of the directors.
10. The board of directors shall propose and adopt a budget for the Association at least annually. Notice of any meeting at which a budget will be considered must be given to members at least ten days prior to the meeting date, and a copy of the proposal must be made available to any member who requests it. Members must be given a reasonable opportunity to comment on the proposal prior to the board taking action.