



# Harwich Ponds Coalition

Protecting and advocating for Harwich ponds as well as  
freshwater and saltwater resources

## **Harwich Ponds Coalition Bylaws**

**August 7, 2024**

**Article I. Name** The name of this organization is the Harwich Ponds Coalition (HPC).

### **Article II. Purpose, Programs and Status**

A. The purpose of the HPC is to protect and promote the health of Harwich ponds as well as other freshwater and saltwater resources.

B. The HPC shall implement this purpose through programs that:

1. Coordinate efforts among pond and neighborhood associations to protect freshwater and saltwater resources in Harwich.
2. Conduct educational programs, research studies, stewardship and advocacy efforts.
3. Encourage interest and participation in water-quality issues by a wide variety of individuals, business entities, and organizations from throughout the community.
4. Raise funds in support of the foregoing programs.

C. The HPC shall be incorporated in the Commonwealth of Massachusetts and shall carry out its purpose exclusively on a not-for-profit basis in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. All revenues and other funds received or generated by the organization shall be used solely in accord with this status.

### **Article III. Membership, Dues and Rights**

A. A member of the Harwich Ponds Coalition is any individual, business entity, or organization that affirms the HPC purpose and pays annual dues.

B. Annual membership dues shall be determined by the HPC Board of Directors.

C. All members shall have equal rights and privileges. Each member shall be entitled to one vote at the Annual Meeting or at any special business meeting of the general membership.

D. The Coalition will not engage in or support the campaign of any candidate for public office.

E. A member may resign at any time by giving notice to an HPC officer or director.

#### **Article IV. Organization and Governance**

A. The management and control of the affairs, funds and property of the HPC shall be vested in a Board of Directors, to consist of a maximum of twelve persons. They shall be elected as provided in Article VI. Reasonable effort shall be made to select directors from diverse ponds and areas of Harwich, with the balance of the directors reflecting the variety of the HPC membership. At least a 60% majority of current active board members must be residents of Harwich or Harwich property owners that rent their property for no more than fourteen days per year.

B. The term of office for each director shall be three years, with a limit of two consecutive regular terms. Thereafter, a director may not be re-elected until at least one year has passed. Service for an incomplete term to which a director may initially have been elected or appointed shall not be considered a “regular” term.

C. The officers of the HPC shall be the President, Vice President, Treasurer, and Secretary. They shall be elected for terms of one year at the first meeting of the Board of Directors following the Annual Meeting. Only directors are eligible for election as officers.

D. The duties of the four officers are as follows:

1. The President shall preside at all annual and special meetings of the HPC. The President also shall act as Chair of the Board of Directors, and of the Executive Committee of the Board. The President shall perform such duties as usually pertain to the office, as well as those assigned by the Board. The President will be responsible for ensuring that all reports due to be filed with the Commonwealth and the Federal Government are filed as required to ensure the continued non-profit status.

2. The Vice President shall perform such duties as the Board may assign. In the absence of the President, the Vice President shall perform the duties of the President.

3. The Treasurer shall be responsible to the Board for receipt and disbursement of all funds, for maintenance of financial records, and for monitoring the compliance with the annual budget. The Treasurer shall present current statements of receipts and expenditures at all regular meetings of the Board and at the Annual Meeting.

4. The Secretary shall issue meeting notices and keep a record of all meetings and of the Board. Copies of minutes of these meetings shall be sent to all directors promptly and shall be available for inspection by all members. The Secretary shall perform such other duties as may be assigned by the Board.

E. A quorum of more than 50 percent of the current Board members is required for any meeting of the Coalition or Board. If such a quorum is not realized, no vote can be taken. All decisions of

the Board, except as otherwise specified herein, will be made by vote of more than 50 percent of the Board members present in person or participating virtually at Board meetings.

F. Any officer or director who decides they cannot carry out the duties of that office shall notify the President of their resignation in writing. Any director or officer who proves unable to carry out the duties of their office may be removed by a two-thirds vote of the Board of Directors.

G. There shall be standing committees responsible to the Board of Directors. The President shall appoint the chair of each standing committee from the membership of the Board. Each chair shall then propose the names of persons to serve on his or her committee, for approval by the Board. The membership of standing committees need not be limited to members of the Board, except for the Executive Committee. The names of the chairs of the standing committees shall be published to the membership promptly upon appointment.

H. The standing committees are:

1. The Executive Committee shall consist of the four officers of the HPC and one other director elected by the Board. It may be convened by the President to consider and act on matters of urgency that cannot await a regular meeting of the full Board. The Executive Committee shall report such meetings to the Board at its next scheduled meeting.

2. The Finance Committee, which shall be responsible for the custody of all funds of the HPC, for financial planning, for fund raising, for grant writing, and for preparation of the annual budget. It is authorized to invest, sell, and reinvest the monies and securities of the HPC within policy guidelines established by the Board. It shall report regularly to the Board on the status of all invested funds. The Treasurer shall be a member of the Finance Committee.

3. The Membership Committee, which shall be responsible for encouraging membership in the HPC, maintaining a database of current and potential members, and keeping a roster of voting members.

4. The Education Committee, which shall conduct educational efforts and, assist in developing and recruiting volunteers for educational programs that promote environmentally sound practices for improving the health of all Harwich freshwater and saltwater bodies. This committee shall also evaluate existing programs and shall work with the Finance Committee to seek grant and other funding for worthy water-related projects.

5. The Science Committee shall solicit, aggregate, analyze and disseminate data on the freshwater and saltwater resources of Harwich as well as make recommendations for research projects as well as educational and advocacy programs.

6. The Environmental Advocacy Committee shall coordinate with members to establish and maintain relationships with other pond organizations, town employees, environmental scientists, and Harwich property owners and residents to advocate for policies that protect and promote the health of freshwater and saltwater resources. Any policies and formal advocacy must be agreed upon by more than 50 percent of the Board.

I. The Board may establish additional standing committees as the need arises, and the President may appoint ad hoc committees or work groups for specific purposes.

## **Article V. Meetings**

A. The Annual Meeting of the HPC shall be held at a time and place in Harwich, Massachusetts, to be determined by the Board of Directors. Special meetings of the members may be called by a vote of more than 50 percent of the board at any time, or upon the written request of twenty-five members. All members whose dues have been paid shall be advised of the place, date, time and purpose of each meeting by the Secretary at least three weeks in advance and may vote at such meetings.

B. The Board shall meet as soon as practical after the Annual Meeting for organizing purposes and thereafter at least every two months throughout the year. The Board also shall meet on call from the President or from three directors. A quorum for the transaction of business shall consist of more than 50 percent of directors participating in person or virtually.

C. An action required or permitted to be taken at a Board meeting may be taken without a meeting if more than 50 percent of directors consent to the action in writing and the written consents are filed with minutes of the directors' meeting. Such consents shall be treated as a vote at the meeting of directors. Electronic correspondence shall be accepted.

D. Meetings of the Board shall be open to all members of the HPC and the public, including optional virtual participation, but the President may at any time at his or her discretion declare an executive session of the Board. In such cases, the purpose of the executive session shall be declared. Except for specific decisions reached, all discussions during an executive session shall be considered confidential, but minutes shall be kept. Such minutes shall be released by a vote of the Board of Directors after the matters have been resolved.

E. Standing committees and ad hoc committees shall meet on call from their respective chairs or from the President as frequently as necessary to carry out their affairs and to prepare reports and recommendations for the Board.

F. Robert's Rules of Order shall govern parliamentary procedures in all meetings of the Board, committees and membership if questions are raised concerning parliamentary procedures.

G. No director shall vote on any action which might specifically benefit him/her or persons close to him/her.

## **Article VI. Election of Directors, Officers and Nominating Committee**

A. The board will select a Nominating Committee to conduct a search for Board of Director candidates.

B. The election of directors shall take place at the Annual Meeting of the HPC, with one-third to be elected each year for three-year terms, and with others elected as needed to fill unexpired terms.

C. In the event of a vacancy occurring between Annual Meetings, the Board, by a vote of more than 50 percent of the directors may appoint a person to serve until the next Annual Meeting.

D. Beside the nominees presented to the Annual Meeting by the Nominating Committee, any member may present a nominee for election to the Board or to the Nominating Committee.

E. In elections at the Annual Meeting and special meetings, candidates receiving the largest number of votes for the position designated are elected.

F. The Board shall nominate and elect its own officers at a meeting as soon after the Annual Meeting as practical. A vote of more than 50 percent of directors shall constitute election into office.

## **Article VII. Fiscal Year**

The fiscal year of the HPC shall be the calendar year.

## **Article VIII. Amendments**

These bylaws may be amended at any meeting of the membership by a two-thirds vote of those present, provided the Secretary has advised the membership in the call to the meeting of the amendment to be presented, in full or in summary. Copies of the proposed change shall be available from the Secretary three weeks prior to the meeting. Proposals for change in the bylaws may be initiated by either a vote of more than two-thirds the Board of Directors or written submission by any twenty-five members.

## **Article IX. Dissolution**

Upon dissolution of the HPC, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all the assets of the organization in such manner as to benefit organizations exclusively dedicated to environmental, scientific, and related education in Harwich qualified as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

## **Article X. Indemnification**

The Officers of the HPC and members of the Board of Directors shall be indemnified and held harmless from the consequences of any and all actions and omissions to act which they or any of them may take or fail to take in the course of attempting in good faith to effect the purposes of the organization or to carry out any policies or programs approved by the Board. It is the intention of this Article to provide the broadest indemnification possible to the Officers and Directors consistent with the laws of the Commonwealth of Massachusetts. To that end the HPC may maintain insurance coverage to meet its obligations under this Article, and such coverage shall be for such amounts as the Board of Directors may deem appropriate.