

**BY-LAWS
OF
BLYTHEWOOD
ASSOCIATES
INC.**

Amended August 2024

Blythewood Drive By-Laws Preamble

Blythewood Associates Inc. owns the easement that connects our community together. These By-Laws set out the governance structure for the easement and the 2100-foot private road that is the primary responsibility of the Board of Directors to maintain. This requires an adequate level of annual dues from the membership to maintain the upkeep of the road including periodic resurfacing, maintenance of the culverts for water drainage, and the clearing of brush and branches along the road that obscure the vision of drivers to see walkers and children. The success of our community depends on our mutual goodwill and a culture of respect for our neighbors and the easement.

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BY-LAWS OF THE BLYTHEWOOD ASSOCIATES

Amended August 2024

ARTICLE I

Corporation Name, Location, and Purpose

Section 1. The name of the Corporation is **BLYTHEWOOD ASSOCIATES INC.**

Section 2. The principal office of the corporation shall be located at Blythewood Drive or Appletree Point, City of Pittsfield, Commonwealth of Massachusetts.

Section 3. Purpose of the Corporation is: (a) to provide a democratic structure for preservation of Corporation rights and property as set forth by the laws of the Commonwealth of Massachusetts and recorded with Berkshire Middle District Registry of Deeds; (b) to insure equality is provided all members in accordance with Corporation bylaws; (c) to promote fellowship among the membership.

ARTICLE II

Corporation Powers

Section 1. The Corporation shall have all the powers and enjoy the privileges granted by the laws of the Commonwealth of Massachusetts to similar Corporations organized under Chapter 180 of the general laws.

Section 2. The Corporation is chartered as a nonprofit organization and governed by an elected Board of Directors.

ARTICLE III

Board of Directors

Section 1. The Board of Directors shall consist of seven persons elected by the Membership at the annual meeting. The Directors shall be elected or reelected for periods of three years. Two Directors shall be elected or reelected each year. The new Director's terms are to begin on January 1st of the year following the preceding annual meeting. Directors may serve for two consecutive terms. After a gap of one or more years, a Director may be reelected. If the Nominating Committee or the Membership does not nominate a new director(s), then the existing director(s) may continue to serve on the board until their successors are elected and qualified.

Section 2. Directors meetings may be held from time to time, without formal notice and at any place agreeable to a majority of the Directors, for the transaction of business. Four Members of the Board of Directors shall form a quorum. Any two (2) Directors may call a meeting of the Board of Directors with seven (7) days written notice to the other Directors.

Section 3. A Director must recuse himself or herself from any discussions and/or votes that might cause a conflict of interest or compromise their reliability or create an appearance of impropriety as set out in the Governance Policy (Appendix I). A majority of the Board may require recusal upon a motion made by any Director.

ARTICLE IV

Officers and Directors

Section 1. The officers of the Corporation shall consist of President, Vice-President, Treasurer, and Clerk; and such other officers as may from time to time be appointed by the Board of Directors.

Section 2. The Directors shall be elected by the Membership at the annual meeting and the President, Vice President, Treasurer, Clerk, and other officers, as required, shall be elected annually by and from the Board of Directors. Except as otherwise provided in the by-laws, the officers as elected, shall hold office until their term expires and/or until their respective successors are chosen and qualified.

Section 3. A slate shall be drawn up by a nominating committee selected by the Board of Directors in accordance with Article V, Section 3. A nominee must be at least 21 years of age and be a member in good standing of Blythewood Associates, Inc. in accordance with Article VIII. Only one member of a family or residence shall serve at a time.

Section 4. A Director must be a Member in good standing with the Corporation such that all dues owed the Corporation must be current. In the event that a Director is in arrears with dues owed to the Corporation, the board may elect, by majority vote excluding the board member whose dues are in arrears, to remove such board member from the Board of Directors. In the event a Director is not in good standing due to the non-payment of dues, such Director shall have thirty (30) days from the date of written notice of outstanding dues to make payment of all outstanding dues (and any interest, if applicable), before the Board decides whether to remove such Director.

Section 5. In case a vacancy shall occur in any office, for any reason, the Directors shall use their best efforts to elect a successor to fill the unexpired term in such vacant office. In case any vacancy shall occur in the Board of Directors, for any reason, such vacancy shall be filled by a successor selected by the remaining Directors as herein provided, and such election shall hold good for the unexpired term of the office in which the vacancy occurred.

ARTICLE V

Powers and Duties of Officers

Section 1. The Board of Directors shall have general control and supervision of the business of the Corporation.

Section 2. The President or Vice President shall preside at all Membership and Directors meetings as hereinafter provided. He/She shall provide general supervision and direction to all officers of the Corporation. He/She shall submit a report of the operations and financial condition of the Corporation for the year to the Membership at least one week in advance of the regular Annual Meeting.

Section 3. At least six (6) weeks prior to the Annual Meeting of the Corporation,

the Directors will appoint a nominating committee of three or more persons and the President shall designate one person as the nominating committee President. At least one Member of the nominating committee will be a Director. At least five (5) weeks prior to the Annual Meeting, the Nominating committee will issue a notice to Membership notifying them of vacancies and requesting nominations. The Nominating committee will propose a slate to the board to fill Director vacancies. The Nominating committee will prepare one printed ballot per voting member consisting of the board slate of nominees and all additional qualified nominees if there are more nominees than vacancies.

Section 4. In the absence of the President, the Vice President shall perform the duties of the President and such other duties as may from time to time be prescribed by the Board of Directors. In the absence of both President and Vice President, the longest serving Director shall perform the duties.

Section 5. The Treasurer shall have supervision of all receipts and disbursements of funds for the Corporation. He/She shall cause to be kept accurate accounts in the books of all business transactions of the Corporation. He/She shall also have supervision of the collection of all monies due the Corporation and deposits of the same in the name of the Corporation in such banks or trust companies as may be prescribed by the Board of Directors. If deemed necessary, involvement of an independent accountant/firm and/or lawyer/law firm may be required, as approved by the Board of Directors, for the collection and/or disbursement of Corporation monies. The commencement of any collection action against a Member shall be approved by the Board of Directors.

Section 6. The Clerk shall be sworn to the faithful and impartial discharge of His/Her duties and shall maintain records of all votes and proceedings at meetings for the Corporation official record, including the Board of Directors. He/She shall also act as the Clerk for the Board of Directors.

Section 7. The duties of all other officers shall be as prescribed from time to time by the Board of Directors.

Section 8. In case of an extended absence of any Officer, the Board of Directors may delegate His/Her powers or duties to any other Officer during the time of such absence.

ARTICLE VI

Membership Meetings

Section 1. The Annual Meeting of the Corporation shall be held at such a place in Berkshire County and at such a time as designated in the notice, to elect Officers, hear the treasurer's report, and to transact any other business that comes before the Membership.

Section 2. Notice of the Annual Meeting or any Special Meeting of the Corporation shall be given by the Clerk, by "push notification" (e.g. email, the Corporation's website portal, or by mail delivery) to each Household on record as of the notice date, a written or printed notification of the meeting and proxy form, at least twenty one (21) days before the meeting. The notice shall be sent to such address as may be registered with the Corporation.

Section 3. Signed proxies shall be given by the proxy holder to the Clerk by mail or email seven (7) calendar days before the Annual Meeting. A proxy received later than the seven (7) day requirement shall be void and disregarded from all votes. In lieu of a physical proxy, the Board may utilize an electronic voting system where Members may vote online in advance or during the meeting. A Member may deliver a general or specific proxy. The Board of Directors may determine the form of the proxy used.

Section 4. Special Meetings of the Membership can be called by the President or by the Board of Directors.

Section 5. At any Annual or Special Meeting of the Membership, 33-1/3% of the Members (including Members represented by proxies) shall constitute a quorum. In the event of voting on any matter, a majority of those Members voting, including Members of signed proxies, shall determine the outcome.

Section 6. Only Members in good standing, with paid up dues, shall be allowed to vote or partake in any discussions. Every voting Member present, and any absent Member in good standing represented by a signed proxy, shall be entitled to vote at the meeting.

Section 7. Any Non-Member, who attends a meeting in support of a Members signed proxy, shall be allowed to only vote on the subject(s) outlined on the proxy. This Non-Member will not be allowed to partake in any discussion on the floor unless a written request for permission to address the Membership is submitted to the Board of Directors at least ten (10) days prior to the meeting date. In case of dispute, the voting Membership in attendance will rule.

Section 8. If a Special Meeting is requested by a party or special interest group, the responsible party or group shall pay all expenses incurred by the Corporation related to the Special Meeting.

Section 9. At all meetings of the Membership, Robert's Rules of Order (latest edition) shall govern when not in conflict with these Bylaws, unless the Owners present at a particular meeting vote to suspend Robert's Rules at that meeting. The Board may order the removal of anyone attending a membership meeting who, in the opinion of the Board, disrupts the conduct of business at such meeting. At the discretion of the Board of Directors, Annual or Special Meetings may be conducted virtually. Meetings conducted virtually means, without limitation, providing access through telephone, internet, or satellite enabled audio or video conferencing or any other technology that enables the participants to clearly follow and participate in the proceedings of the meeting in real time. Meetings may be held as hybrid meetings with some participants in person and some participants virtually.

ARTICLE VII

Directors' Meetings

Section 1. The Board of Directors shall meet as provided in Article IV, Section 2.

Section 2. The President shall have the power to convene the Board of Directors whenever, in his/her opinion, the interest of the Corporation requires it.

Section 3. Meetings of the Directors shall be held at the office of the Corporation, in Pittsfield, Massachusetts, virtually, or at such other places as the Board of Directors may from time to time determine. Meetings conducted virtually means, without limitation, providing access through telephone, internet, or satellite enabled audio or video conferencing or any other technology that enables the participants to clearly

follow and participate in the proceedings of the meeting in real time. Meetings may be held as hybrid meetings with some participants in person and some participants virtually.

Section 4. The Board of Directors shall hold a Special Meeting prior to the first Directors Meeting of each year to elect Corporation officers.

Section 5. Committees may be formed as deemed necessary by the Board of Directors to research, and/or resolve, and report on specific assignments.

ARTICLE VIII

Membership

Section 1. Membership is limited to and required for all owners of property abutting Blythewood Drive and Appletree Point to maintain the road and the easement. A Household is one or more persons who own one of the following: (a) one (1) or more lots with no Dwelling; (b) one lot with one (1) or more Dwellings; (c) more than one (1) lot with one (1) or more Dwellings on one (1) of the lots; or (d) more than one (1) lot with more than one (1) Dwellings on each of two (2) or more lots. A Household owning their Dwelling(s) or lot(s) in one (1) or more names shall collectively be deemed one (1) Member. All Members are collectively referred to as the “Membership”. A Dwelling is defined as a structure with a roof and windows, utilities such as water, electricity and sewer, and a living or working space.

Section 2. Each dues paying Member of the Blythewood Associates Inc. is entitled to one vote for every dues paid as described in Article IX Section 1.

ARTICLE IX

Dues

Section 1. Annual dues are set by a majority vote of the Membership of the Corporation and are assessed to Members based on the following schedule:

Type of Dwelling	Number of Dues to be paid	Number of Member Votes
(a) one (1) or more lots with no Dwelling;	1	1
(b) one lot with one (1) or more Dwellings;	1	1
(c) more than one (1) lot with one (1) Dwellings on one (1) of the lots; or	1	1
(d) more than one (1) lot with more than one (1) Dwellings on two (2) or more lots.	one (1) for each dwelling on a different lot	one (1) for each dwelling on a different lot

These dues shall be in effect for all Members unless otherwise superseded by a court approved settlement agreement setting out restrictions and dues requirements on lots on the East and West side of Blythewood Drive.

Section 2. Dues are to be used for explicit maintenance of the Corporation right-of-way as set forth in Article X and for any other expenses approved by the Board of Directors. From time to time, the Membership may be required to vote on projects and/or major expenditures that the Board of Directors deems necessary.

Section 3. Special assessments require approval from the Board of Directors and must be approved, in advance, by a majority vote of the Membership of the Corporation.

Section 4. The Board of Directors may assess late fees for failure to pay annual dues or special assessments on time. Delinquent members are required to reimburse the Corporation for legal expenses incurred in the collection of arrears or to enforce any obligation imposed by the bylaws.

Section 5. Any rebates due members, including those resulting from the receipt of sewer connections fees, shall offset dues in the year following receipt of the payment to be rebated.

Section 6. The Corporation acknowledges that Members may make significant enhancements to their properties, including, but not limited, the construction of a new home. The Corporation recognizes that the construction efforts to support these improvements can cause a material adverse effect on the easement, including the road, culverts and land directly adjacent to the road. Members shall be required to repair any damage caused to the road and related improvements (culverts etc.) as part of such projects. In addition, because maintenance of the road is the responsibility solely of the Corporation and its Members, and given the limited resources of the Corporation, all Members who undertake construction activities are encouraged to make a “road repair” contribution (as an example - 1% of the permit value of construction project) to the Corporation for the sole purpose of future road improvements.

ARTICLE X

Corporation Property

Section 1. Being a private way for residential property, the Corporation is responsible for the use and appearance of the 66’ wide Blythewood Drive and 60’ wide Appletree Point right-of-ways. Any change in use or any alterations on, above, or below the

right-of-ways require approval from the Corporation Board of Directors and ultimately, in case of dispute, brought before the Membership in accordance with Article VI.

Section 2. Owners of property abutting Blythewood and Appletree Point are jointly responsible for road and right-of-way maintenance, irrespective of their membership affiliation. Funds are assessed to property owners annually based on previous expenditures and/or assessments of known required future maintenance. A maintenance schedule, prepared by the Road Committee, and approved by the Board of Directors, will be made available for property owner's review upon request. Unscheduled or emergency repairs require approval of the President or Co-President or three Directors (minimum) and may necessitate the issuing of special assessments to replenish the maintenance budget. Maintenance bills require Board of Directors approval and are paid by the Treasurer.

Section 3. The land between each owner's property line closest to the road is on the easement and is the community property of Blythewood Associates, not the property of each owner. The property lines are shown on the sewer map that can be found on the Property Manager's website.

The Board of Directors of Blythewood Associates is responsible for maintaining the integrity of the easement, including existing foliage, trees and culverts. Property owners are responsible for maintenance, general upkeep of the right of way that abuts their property, including fences, plantings, driveway paving.

The easement extends from the surveyed property line of each owner to the other side of the road. Under Pittsfield Code, with the exception of the curb cut/driveway, no owner can put a permanent structure such as a shed or propane tank or create a cleared secondary parking area within the easement. Owners can put address signs or plant bushes and flower beds on the easement contiguous with their property. However, owner decisions concerning anything else on the easement require written approval of the Board, including tree removal.

Section 4. Personal property, such as cars, boats and trailers, should not be parked on the easement. Construction equipment and porta-potties should also not be parked on the road or the easement. Members have only a temporary right to park on the easement to accommodate visitors. The Corporation, through its Board of Directors, reserves all rights to protect the easement and enforce all state and local laws requiring Members to pay for repairs to easement from construction projects who are responsible for repairing any damage to the easement resulting from their contractors or subcontractors.

ARTICLE XI

Power to Borrow Money

Section 1. The Board of Directors, with majority approval of the Members, shall be authorized to borrow money and shall be empowered to authorize the President and/or Treasurer to sign any notes on behalf of the Corporation.

ARTICLE XII

Power to Transfer Real Estate or Funds

Section 1. Majority of the Members of the Corporation may, by written ballot, authorize the President and/or Treasurer to convey any real estate, bonds, or interest herein to any person, company or Corporation.

ARTICLE XIII

Indemnification of Directors and Others

Section 1. The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or Officer of the Corporation, or at its request as a Director, Trustee, Officer, Employee or other Agent of any organization in which the Corporation owns shares or which it is a creditor against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while serving or thereafter, by reason of his/her being or have been such a Director, Officer, Trustee, Employee, or Agent.

No indemnification shall be provided for any person with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the

Corporation.

As to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a) such compromise shall be approved as in the best interests of the Corporation, after notice that involves such indemnification:
 - (i) by a disinterested majority of the Directors then in office; or
 - (ii) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or Officer; or
- (b) in the absence of action by disinterested Directors or Stockholders, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation.

Section 2. The Corporation shall procure and maintain adequate directors and officers (D&O) insurance.

ARTICLE XIV

Amendments

Section 1. These By-Laws may be amended, altered, or repealed at any meeting of the Corporation in the call for which a notice shall be given that the amendment will be proposed, if a majority of the Members shall vote in view of such amendment, alteration or repeal.

ARTICLE XV

Dissolution of the Corporation

Section 1. The dissolution of this Corporation shall only be by vote of sixty-seven percent (67%) of the Members of the Corporation. Any property, real or otherwise, and any Corporation funds are to be divided/disposed of in a manner as determined by the remaining Members and as set forth by the laws of the Commonwealth of Massachusetts for the dissolution of similar Corporations and recorded with Berkshire Middle District Registry of Deeds.

Approved by membership at Annual Meeting August 25, 2024.

Blythewood Board of Directors Governance Policy

Purpose

- This document shall serve as an appendix to the Blythewood Associates Inc. (the “Corporation”) and is intended to be reviewed and signed annually by each board member at or before the first meeting of the year.

Conflict of Interest Policy

- An actual or potential conflict of interest exists if an individual, family member, or business relationship has an actual or potential financial interest in the policies and decisions of the Corporation.
- Property owners have a presumed general conflict of interest regarding the value of the property that qualifies them for membership in Blythewood Associates, Inc. (Article VIII, Section 1 of the 2024 Bylaws). This general conflict of interest shall not require recusal.
- Board members and committee members are obliged to disclose any additional actual or potential conflicts of interest by completing a Conflicts of Interest Disclosure Statement (see below) at the beginning of each calendar year and inform the Board in writing if conflicts should arise during the year.

Recusal Policy

- A director must recuse himself or herself from any discussions and/or votes that might cause a conflict of interest or compromise their reliability or create an appearance of impropriety. This includes:
 - Recusal from voting on issues that involve proposed changes to a board member's property, curb cuts on their property, sewer access, or any commercial interests they may have.
 - Recusal from voting on issues that involve proposed changes to an immediate abutter's property, curb cuts or sewer access to such property.
- Bidding for Service:
 - A board member may bid to provide service to the Association, but bids must be part of a competitive process and blind to other bids. Board members bidding for service must recuse him or herself from decision making.

Confidentiality Policy:

- Board members are expected to maintain the confidentiality of all sensitive information they gain access to in the course of their responsibilities, including especially Blythewood Association attorney-client privileged information.
- Board members agree not to use or share sensitive information for unauthorized purposes, nor to disclose sensitive information to unauthorized individuals.
- Authorized uses and disclosures of sensitive information shall be recorded in meeting minutes.

Board Materials:

- Any document or material created by a board member for the benefit of the board and the Corporation shall be the property of the Corporation. All documents created by third parties and paid for by the Corporation are also property of the Corporation.
- All documents and materials owned by the Corporation shall be retained and maintained by the Board’s Clerk. No document shall be destroyed without the approval of the board.
- All documents and materials may also be stored in an online portal where all board members shall have access. The board is responsible for maintaining and updating the online repository.
- All board meeting minutes shall be part of the membership website and accessible to all members through an online portal.

I have read and understand the above governance policies and agree to abide by them.

- o I have no actual or potential conflicts of interest to disclose.
- o I disclose the following actual or potential conflicts of interest:

Signature

Printed Name

Date

Approved by the Board xx/xx/xx