



**AMENDMENTS PROPOSED FOR ADOPTION ARE IN RED**  
**ASSOCIATION TO PRESERVE CAPE COD, INC. - BYLAW**  
**AMENDMENTS PROPOSED 9/30/2020**

The purpose of these proposed amendments (**in red font**) is to expressly authorize the use of remote meeting technology for the conduct of the business of the Association. While currently authorized by Executive Order of the Governor under the current COVID-related State of Emergency, the ability to conduct essential business pursuant to our by-laws would be in the best interest of APCC and is recommended to the membership for adoption.

**ARTICLE IV. MEETINGS**

Section 1. Annual Meeting - The Annual Meeting of the membership shall be held in Barnstable County at a date, hour, and place determined by the Board of Directors. The Annual Meeting shall be a general meeting of the membership for the purposes of receiving the annual reports, electing the Board of Directors and the Nominating Committee, and for transacting any other business within the purposes of APCC. **The Annual Meeting may be held via video conferencing or other means of virtual communication provided 1. There is a quorum physically present at the meeting or participating via video conferencing or other means of virtual communication; 2. The membership will be provided a means to vote electronically or remotely when meetings are held virtually; and 3. All participating members have equal access to any written or media presentations.**

Section 2. Special Meetings - Special meetings of the membership may be called for any purpose consistent with these bylaws by a majority of the Board of Directors, or by petition of at least twenty (20) of the voting members of APCC. Special meetings of the membership shall be held in Barnstable County at a date, hour, and place determined by the Board of Directors, within 60 days of the receipt of the petition.

Section 3. Notice of Meetings- Notice of Annual and Special Meetings shall be given to each member by email where a member has provided APCC an email address and by mail to the address of record where a member has not provided an email address or has requested notification by mail. Said notice shall state the purpose(s) for which the meeting is called and the date, hour and place where it is to be held and shall be provided not less than fifteen (15) nor more than forty (40) days before the meeting.

Section 4. Quorum - At all Annual and Special Meetings, a quorum shall consist of twenty-five(25) members of APCC **physically present or participating via video conferencing or other means of virtual communication and authorized to vote.** There shall be no vote by proxy.

#### ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition, Election, Term of Office - The Board of Directors shall consist of no fewer than fifteen (15) and no more than twenty-one (21) members elected as Directors. At each Annual Meeting, a number of Directors shall be elected for three-year terms. Directors may serve no more than three consecutive three-year terms. Directors who have served out unexpired terms may, in addition, serve three consecutive three-year terms. Unexpired terms, vacant due to resignation, removal, or death, shall be filled by election by the Board of Directors (see Section IX).

Section 2. Powers and Duties - Subject to provisions of law, and other provisions of these bylaws, the Board of Directors shall control the properties and affairs of APCC and shall have general supervisory power over all the Officers, as defined by these bylaws. The Board of Directors shall also have all other powers, authority, and responsibilities usually vested by law in a Board of Directors of a corporation, said responsibilities to include maintaining the financial health of APCC. In fulfilling the latter, the Board of Directors may designate gifts and bequests as restricted endowment or unrestricted endowment (funds functioning as endowment or FFE), subject to stipulations by the donor at the time of the gift.

In addition to the foregoing, the Board of Directors shall receive a report of the Executive Committee, established pursuant to these bylaws, at the first available regular meeting of the Board of Directors.

The Board of Directors shall appoint the Executive Director, whose position is established pursuant to these bylaws, determine his/her duties, terms of employment, and compensation, and terminate such employment at any time upon notice.

Section 3. Meetings - There shall be at least six (6) regular meetings of the Board of Directors annually in Barnstable County. Reasonable notice of such meetings must be given to each Board member. Board members may participate and vote via telephone **or video conferencing or other means of virtual communication** provided 1. There is a quorum physically present at the meeting **or participating via telephone or video conferencing or other means of virtual communication**; 2. Each Board member can communicate concurrently with all Board members participating in the meeting; and 3. All participating Board members have equal access to any written material or media presentations.