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EXHIBIT C

HAMPTON-SOUTH CONDOMINIUM, INC.

BY-LAWS

SEE  
BOOK 1881  
PAGE 218

ARTICLE I. The name of this corporation shall be HAMPTON-SOUTH CONDOMINIUM, INC. For convenience the corporation shall hereinafter be referred to as the CONDOMINIUM CORPORATION.

ARTICLE II. PURPOSE: The purpose for which the corporation is formed is as follows: A Condominium known as HAMPTON-SOUTH CONDOMINIUM has been constructed upon lands in Southampton, Hampshire County, Massachusetts. The documents creating the Condominium provide for the ownership, operation, management, maintenance and use of the Units within the Property together with certain other improvements. This corporation is being organized for the purpose of providing a convenient means of administering the Condominium by the owners thereof.

ARTICLE III. POWERS: The powers of the Condominium Corporation shall include and be governed by the following provisions:

1. The Condominium Corporation shall have all of the common law and statutory powers of a corporation which are not in conflict with the terms of these Articles, in addition to the powers conferred upon it by Chapter 183A of the General Laws of the Commonwealth of Massachusetts.

2. The Condominium Corporation shall have all of the powers reasonably necessary to implement the purpose of the Condominium Corporation, including but not limited to the following:

- a. To make and collect assessments against members to defray the costs of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the Condominium Property, except as otherwise provided in Article XXIII of the Master Deed Declaration of Condominium.

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- d. The reconstruction of improvements after casualty and the further improvement of the Property.
  - e. To make and amend regulations respecting the use of the Property in the Condominium.
  - f. To approve or disapprove of proposed purchasers, lessees and mortgagees of Units.
  - g. To enforce by legal means the provisions of the Declaration of Condominium and the Rules and Regulations and By-Laws of the Condominium Corporation, and the Articles of Incorporation for the use of the Property in the Condominium.
  - h. To contract for the management of the Condominium, and to delegate to such contractor all powers and duties of the Declaration of Condominium and the Rules and Regulations and By-Laws of the Condominium Corporation to have approval of the Board of Directors or member of the Condominium Corporation. An exception to this clause is set forth in Article XXXIII of the Master Deed Declaration of Condominium.

3. All funds and the titles of all properties acquired by the Condominium Corporation and the proceeds thereof shall be held only for the benefit of the stockholders in accordance with the provisions of the Declaration of Condominium and the Rules and Regulations and By-Laws of the Condominium Corporation. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Condominium Corporation by two (2) of its officers, of whom one (1) is the President or a Vice-President and the other is the Treasurer or an Assistant Treasurer, shall be binding on the Condominium Corporation in favor of a purchaser or other person relying in good faith on such instrument.

4. The powers of the Condominium Corporation shall be subject to and shall be exercised in accordance with the provisions of the Master Deed Declaration of Condominium which governs the use of the Property.

#### ARTICLE IV. PRINCIPAL OFFICE AND FISCAL YEAR:

- 1. The principal office of the Condominium Corporation shall be at 2701 Boston Road, Wilbraham, Hampden County, Massachusetts.
- 2. The fiscal year of the Condominium Corporation shall be the calendar year.
- 3. The seal of the Condominium Corporation shall bear the name of the Condominium Corporation and the year of incorporation.

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ARTICLE V. STOCKHOLDERS:

1. All owners of Units in the Condominium shall be stockholders of the Condominium Corporation, and no other persons or entities shall be entitled to hold stock. For convenience, the stockholders shall herein be referred to as Members of the Condominium Corporation.

2. Membership in the Condominium Corporation shall be established by recording in the Hampshire County Registry of Deeds a deed or other instrument establishing a change of record title to a Unit in the Condominium and the delivery to the Condominium Corporation of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a Member of the Condominium Corporation. The membership of the prior owner shall be thereby terminated.

3. Each Unit Owner shall have the same percentage interest in the shares of stock of this Condominium Corporation as his proportionate interest in the Common Areas and facilities as provided in the Master Deed Declaration of Condominium and such interest shall be deemed conveyed or encumbered with the Unit even though such interest is not expressly mentioned or described in the conveyance or other instrument. Such interest cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Units in the Condominium.

4. The Annual Meeting of the Members shall be held at the office of the Condominium Corporation at ten o'clock in the forenoon on the third Monday in January of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the Members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day.

5. Special Members' Meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-third (1/3rd) of the Members.

6. Notice of all Members' Meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice-President or Clerk, unless waived in writing. Such notice shall be in writing to each Member at his address as it appears on the books of the Condominium Corporation and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of a Meeting may be waived before or after meetings.

7. A quorum at Members' Meetings shall consist of Members entitled to cast a majority of the votes of the entire membership. The joinder of a Member in the action of a meeting by signing and concurring in the Minutes thereof as a written consent thereto shall constitute the presence of such Member for the purpose of determining a quorum.

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8. The vote of the owners of a Unit owned by more than one (1) person or by a corporation or other entity shall be cast by the person named in a certificate signed by all of the owners of the Unit and filed with the Clerk of the Condominium Corporation. Such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.
9. Proxies. Vote may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated therein, and must be filed with the Clerk before the appointed time of the meeting.
10. Approval or disapproval of a Unit Owner upon any matter, whether or not the subject of a Condominium Corporation Meeting, shall be by the same person who would cast the vote of such Owner if in a Condominium Corporation Meeting.
11. Adjourned Meetings. If any meeting of the membership cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
12. The order of business at Annual Meetings of Members and, as far as practical at all other meetings of Members, shall be:
  - a. Election of Chairman of the Meeting.
  - b. Calling of the roll and certifying of proxies.
  - c. Proof of Notice of Meeting or Waiver of Notice.
  - d. Reading and disposal of any unapproved Minutes.
  - e. Reports of Officers.
  - f. Reports of Committees.
  - g. Election of Inspectors of Election.
  - h. Election of Directors.
  - i. Unfinished business.
  - j. New business.
  - k. Adjournment.

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ARTICLE VI. DIRECTORS:

1. The affairs of the Condominium Corporation will be managed by a Board of not less than three (3) nor more than nine (9) Directors as shall be determined by the Members, and in the absence of such determination shall consist of three (3) Directors. Each Member of the Board of Directors shall be either the Owner of a Unit, have an interest therein or, in the event of corporate ownership, any officer or designated agent thereof.

2. Members of the Board of Directors shall be elected by a plurality of the votes cast at the Annual Meeting of the Members of the Condominium Corporation.

3. Vacancies in the Board of Directors may be filled until the date of the next Annual Meeting by the remaining Directors.

4. Anything herein contained to the contrary notwithstanding, for so long as Developer owns not less than sixteen (16) Units, it shall elect a majority of the Directors; and for so long as Developer owns not less than ten (10) Units, it shall have the right to elect at least forty percent (40%) of the Directors, who, in either case, need not be Members of the Condominium Corporation nor need they be Owners of a Unit or have any interest therein.

5. The term of each Director's service shall extend until the next Annual Meeting of the Members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

6. The Organization Meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the Meeting at which they were elected, and no further notice of the Organization Meeting shall be necessary providing a quorum shall be present.

7. Regular Meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of Regular Meetings shall be given to each Director, personally or by mail, telephone or telegraph at least three (3) days prior to the day named for such Meeting unless such Notice is waived.

8. Special Meetings of the Directors may be called by the President and must be called by the Clerk at the written request of one-third (1/3rd) of the votes of the Board. Not less than three (3) days' notice of the Meeting shall be given personally or by mail, telephone or telegraph, which Notice shall state the time, place and purpose of the Meeting.

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9. Waiver of Notice. Any Director may waive Notice of a Meeting before or after the Meeting, and such waiver shall be deemed equivalent to the giving of Notice.

10. A quorum at Directors' Meetings shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of votes present at a Meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided in the Master Deed Declaration of Condominium. If at any Meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the Meeting from time to time until a quorum is present. At an adjourned Meeting, any business which might have been transacted at the Meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a Meeting by signing and concurring in the Minutes thereof as a written consent thereto shall constitute the presence of such Director for the purpose of determining a quorum.

11. The presiding officer of Directors' Meetings shall be the Chairman of the Board if such an officer has been elected; and, if none, then the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

12. Directors' fees, if any, shall be determined by the Members of the Condominium Corporation.

13. Powers and Duties of the Board of Directors. All of the powers and duties of the Condominium Corporation shall be exercised by the Board of Directors including those existing under the common law and statutes, the Articles of Incorporation, and the Declaration of Condominium and the Rules and Regulations and By-Laws of the Condominium Corporation. Such powers and duties of the Directors shall be exercised in accordance with the provisions of the Master Deed Declaration of Condominium and the Rules and Regulations and By-Laws of the Condominium Corporation, and shall include but shall not be limited to the powers set forth in Article III Section 2 hereof, and the following:

a. Emergency works of repair, replacement or maintenance of the Common Areas are solely the responsibility of the Board of Directors, except as provided in Article XXIII of the Master Deed Declaration of Condominium, and may not be undertaken by any Unit Owner, nor will there be any liability of the Board of Directors to reimburse any Unit Owner who does so in violation of this provision.

b. To pay taxes and assessments which are liens against any part of the Condominium other than individual Units and the appurtenances thereto, and to assess the same against the Unit subject to such liens.

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c. To carry insurance for the protection of Unit Owners and the Condominium Corporation against casualty and liabilities.

d. To pay the cost of all power, water, sewer and other utility services rendered to the Condominium and not billed to Owners of individual Units.

e. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Condominium Corporation, except as provided in Article XXIII of the Master Deed Declaration of Condominium.

#### ARTICLE VII. OFFICERS:

1. The executive officers of the corporation shall be a President, a Treasurer, and a Clerk. The President shall be a Director. No other officer need be a Director. All officers shall be elected annually by the Board of Directors and may be preemptorily removed by vote of the Directors at any Meeting. Any person may hold two (2) or more offices, except that the President shall not also be the Treasurer. The Clerk shall be a resident of the Commonwealth of Massachusetts. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Condominium Corporation.

2. The President shall be the chief executive officer of the Condominium Corporation. He shall have all of the powers and duties which are usually vested in the office of President of a corporation, including but not limited to the power to appoint committees from among the Members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Condominium Corporation. Both he or the Treasurer may endorse for deposit or collection all checks, notes, etc., payable to the Condominium Corporation or its order and may accept drafts on behalf of the Condominium Corporation. Both he or the Treasurer shall have the power to borrow and pay out such money as may be necessary in the transaction of the Condominium Corporation's business; and both he or the Treasurer shall also have the power to sign all checks, drafts, bills of exchange, promissory notes and other documents required in such transactions.

3. The Clerk shall keep the Minutes of all proceedings of the Directors and the Members. He shall attend to the giving and serving of all Notices to the Members and Directors and other Notices required by law. He shall have custody of the seal of the Condominium Corporation and affix the same to instruments requiring a seal when duly signed.

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He shall keep the records of the Condominium Corporation, except those of the Treasurer, and shall perform all other duties incident to the office of Clerk of a corporation and as may be required by the Directors or the President. In the absence of the Clerk, a Clerk pro tempore shall be chosen to record the proceedings of any Meeting.

4. The Treasurer shall have custody of all Property of the Condominium Corporation, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the Members and Unit Owners; he shall keep the books of the Condominium Corporation in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer. Both he or the President may endorse for deposit or collection all checks, notes, etc., payable to the Condominium Corporation or its order and may accept drafts on behalf of the Condominium Corporation. Both he or the President shall have the power to borrow and pay out such money as may be necessary in the transaction of the Condominium Corporation's business; and both he or the President shall also have the power to sign all checks, drafts, bills of exchange, promissory notes and other documents required in such transactions.

5. The compensation of officers and employees of the Condominium Corporation shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the Condominium Corporation nor preclude the contracting with a Director for the management of the Condominium.

#### ARTICLE VIII. FISCAL MANAGEMENT:

1. **Assessment Roll.** The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Unit. Such an account shall designate the name and address of the Owner or Owners, the amount of each assessment against the Owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due upon assessments.

2. A statement from the Condominium Corporation, signed by either the President or the Treasurer setting forth the amount of unpaid Common Expenses which have been assessed against a Unit Owner, shall operate to discharge the Unit from any lien for any other sums then unpaid when recorded in the Hampshire County Registry of Deeds, but shall not relieve the assessed Owner from personal liability for payment.

3. The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Condominium Corporation, including but not limited to the following items:



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a. Common Expense Budget:

- (i) Maintenance and operation of Common Areas.
- (ii) Utility Services.
- (iii) Casualty Insurance.
- (iv) Liability Insurance.
- (v) Administration.

b. Proposed assessments against each Member.

4. Copies of the proposed budget and proposed assessments shall be transmitted to each Member on or before January first (1st) of the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each Unit Owner concerned.

5. The depository of the Condominium Corporation shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Condominium Corporation shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by the President or the Treasurer.

6. An audit of the accounts of the Condominium Corporation shall be made annually by a certified public accountant, and a copy of the report shall be furnished to each Member not later than April first (1st) of the year following the year for which the report is made. Records of the receipts and expenditures affecting the Common Areas and facilities shall specify and itemize the maintenance and repair expenses of the Common Areas and facilities and any other expenses incurred.

7. Fidelity bonds shall be required by the Board of Directors from all officers and from any contractor handling or responsible for Condominium Corporation funds. The amount of such bonds shall be determined by the corporate Directors, but shall be at least the amount of the total annual assessments against Owners for Common Expenses. The premiums on such bonds shall be paid by the Condominium Corporation.

**ARTICLE IX. INDEMNIFICATIONS:** Every Director and every officer of the Condominium Corporation shall be indemnified by the Condominium Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Condominium

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Corporation, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Condominium Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**ARTICLE X. AMENDMENTS:** Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the Notice of any Meeting at which a proposed amendment is considered.

2. A resolution adopting a proposed amendment must receive approval of two-thirds (2/3rds) of the votes of the entire membership of the Board of Directors and seventy-five percent (75%) of the votes of the entire membership of the Condominium Corporation. Directors and Members not present at the Meetings considering the amendment may express their consent in writing.

3. Initiation. An amendment may be proposed by either the Board of Directors or by the Members of the Condominium Corporation, and after being proposed and approved by one of such bodies it must be approved by the other.

4. Effective Date. An amendment when adopted shall become effective only after being recorded in the Hampshire County Registry of Deeds.

**END OF BY-LAWS**

**HAMPSHIRE SS.**

Feb. 5, 1973 at 3 o'clock and 48 mins. P.M. Received and entered with Hampshire County Registry of deeds, Book 1685, Page 33.

Attest:

Register