

PEACOCK FARM ASSOCIATION, INC.

BY-LAWS

As Amended May 1997

ARTICLE I

The Organization

Section 1. The name, location of principal office and purposes of the corporation (hereinafter referred to as the "Corporation") shall be as set forth in the Articles of Organization; and these By-Laws, the powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization; and the Articles of Organization are hereby made a part of these By-Laws.

Section 2. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended.

ARTICLE II

Members

Section 1. The members of the Corporation shall be the signers of the Articles of Organization, the officers and directors of the Corporation while they are officers and directors, and all the owners of record of land as defined in the Articles of Organization.

ARTICLE III

Meetings of Members

Section 1. The annual meeting of the members shall be held in the month of May in each year, at such date, hour and at such place in Massachusetts as may be determined by the Board of Directors and stated in the notice of the meeting. In addition to those purposes prescribed by law or by these By-Laws, at each annual meeting, the Board of Directors shall submit to the members for approval the annual budget for the current fiscal year, including assessments and other expenditures which shall be levied equally among the residential lots. Other purposes of the meeting may be specified by the Board of Directors and shall be briefly described in the notice thereof. If an annual meeting shall be omitted in any year, a special meeting (which is included in all references in these By-Laws to the annual meeting) may be held in place thereof upon call and notice as provided for special meetings. It is recommended that Robert's Rules of Order be used to govern the meetings. A written agenda shall be distributed at the start of each annual meeting.

Section 2. Special meetings of the members may be called by three or more directors, or by 15% or more of the members, for any purpose as may be specified in the call of the meeting. The date, which shall not be less than fourteen days nor more than twenty-one days after the call, the hour and the place in Massachusetts of such meeting, shall be determined by the Board of Directors.

Section 3. A written notice of every meeting of the members, stating the place, day and hour thereof and the purposes for which the meeting is to be held shall be given to each member by

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the Clerk, or, if the Clerk shall fail or refuse to give such notice, by any other officer, at least fourteen days and, in the case of the annual meeting, not more than twenty-one days before the meeting by personal delivery or by mail addressed to the member's last known address. Notices of annual meetings shall be accompanied by

- i. The Treasurer's Report and proposed Budget for the new fiscal year.
- ii. A list of names of persons nominated to succeed Directors whose term has expired or who have resigned.
- iii. A request for further nominations for Directors from the floor at the time of the meeting.
- iv. A form of proxy and related instructions for members who may be unable to attend the meeting.
- v. A notification of all agenda items requiring a vote of the members.

Section 4. A Quorum at any meeting of the members shall consist of no fewer than ten members present in person and representing in person, or by proxy, a majority of the members. The vote of a majority of any Quorum shall, except where a larger vote is required by law or by these By-Laws, decide any question before a meeting.

Section 5. If a Quorum is not present at any meeting, a majority of those members present may vote to adjourn the regularly scheduled meeting. A new notice in accordance with this Article shall be required for a rescheduled meeting after such an adjournment.

Section 6. For voting purposes, each parcel of land which contains a single family residence shall be entitled to one vote. Multiple ownership of any one residential parcel will not have multiple votes.

## ARTICLE IV

### Board of Directors

Section 1. The Board of Directors shall have and may exercise all of the powers of the Corporation except such powers as are expressly reserved to the members by the Articles of Organization or by these By-Laws. The Board of Directors may exercise such powers itself or by such officers or agents as it may authorize or appoint. Any action by the Board of Directors shall require an affirmative vote of three (3) or more Directors. The Board of Directors shall not have power to spend and/or contract to spend in any fiscal year funds of the Corporation in excess of the approved operating budget for said fiscal year except in the event of emergencies. In the event of such an emergency, the Board of Directors may expend additional amounts not to exceed a cumulative annual total of 15% of the said budget, provided that such funds are available.

Section 2. The initial Board of Directors shall be composed of the officers and a Director-at-large elected by the incorporators, resulting in a Board of five (5) members, and shall hold office until the adjournment of the first meeting of members held for the purpose of electing officers and directors. Thereafter the members of the Board of Directors shall hold office for a two (2) year term. Elections shall be staggered so that at least two (2) Directors are elected each year.

Section 3. Any director may resign at any time by submitting a written resignation to the Clerk of the Corporation.

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Section 4. Meetings of the Board of Directors may be held when called by the President or by three or more Directors at any place and at any time, sufficiently after the call to permit the giving of notice as required by Section 5.

Section 5. Notice of the time and place of each meeting of the Board of Directors shall be given orally or in writing by the Clerk, or, if the Clerk shall fail or refuse to give such notice, by any other officer, to each director. It shall be deemed sufficient to notify all directors of any meeting other than the annual meeting at least forty-eight hours prior to such meeting. No decision made at any meeting shall be valid unless all directors have been notified and at least a majority are present and agree. The notice may but need not state the purposes for which the meeting is to be held. Advance notice of a meeting of the Board of Directors may be waived by unanimous consent of all available directors, but not less than three (3).

## ARTICLE V

### Officers

Section 1. The officers of the Corporation shall be the President, Vice President, Treasurer, Clerk and a Director at Large, who must be members of the Corporation and owners of record of residential land, eligible to vote. All officers shall be residents of the Peacock Farm Development as defined in the Articles of Organization.

Section 2. Each officer shall hold a specific office for a one (1) year term, which term may be renewed. Officers will be selected by the Board of Directors from its membership. Each officer shall, subject to these By-Laws, and in addition to the powers and duties set forth herein, have such powers and duties as the Board of Directors shall from time to time delegate or as shall customarily be incident to his or her office.

Section 3. The President shall preside at all meetings of the Board of Directors at which he or she is present and shall be a member ex officio of all committees.

Section 4. The Vice President shall exercise all the powers and duties of the President in the event of his or her absence or disability.

Section 5. The Clerk shall keep an attested copy of the Articles of Organization and of any articles in amendment thereof, these By-Laws and a true record of all meetings of the members and the Board of Directors, which copies, documents and records shall be kept at the principal office of the Corporation and shall be open at all reasonable times to the inspection of any member or director. In the absence of the Clerk from any such meeting, some other person chosen by the presiding officer for the purpose, shall act as temporary secretary of such meeting and shall record the proceedings thereof. The Clerk shall also keep or cause to be kept at the principal office of the Corporation a complete and current list of all members, and their status, directors and officers and their addresses for the inspection of the members and directors.

Section 6. The Treasurer shall be the chief financial officer of the Corporation and shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Corporation and the care and custody of the funds, securities and valuable papers of the Corporation except his or her own bond. The Treasurer shall deposit, or cause to be deposited, all funds of the Corporation in such one or more depositories as the Board of Directors may designate. The Treasurer may endorse, or cause to be endorsed, for deposit or collection all notes, checks and other instruments payable to the Corporation or to its order. Only with the prior written authorization of the Board of Directors, the Treasurer may temporarily delegate specified powers and duties of the Treasurer under this section to agents or attorneys approved by the Board of Directors. The Treasurer shall keep, or cause to be kept,

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accurate books of account, which shall be the property of the Corporation and subject at all reasonable times to inspection by any director. The Treasurer shall be responsible for the recording of all donations, the payment of all proper bills and the preparation of all reports pertaining to the financial status and operations of the Corporation which may be required by law or by any entity as a condition of the receipt of support. The Treasurer shall submit a report to each annual meeting of the members and shall report to the Board of Directors upon request.

## ARTICLE VI

### Nominating Committee

Section 1. The Nominating Committee shall be composed of the Board of Directors. The Nominating Committee shall submit to the Clerk in writing the list of nominees to fill vacancies on the Board of Directors for inclusion in the announcement of the annual meeting. Nominations may also be made from the floor at the annual meeting.

## ARTICLE VII

### Vacancies

Section 1. If the office of any director becomes vacant, the remaining directors then in office shall, within thirty (30) days, elect by a majority vote, a successor or successors who shall hold office for the unexpired portion of the prior director's term. A notification of the succession(s) shall be sent to all members. If the number of remaining directors is insufficient to constitute a quorum of three (3) directors, then a special meeting of the members shall be convened without delay to fill the vacancies.

## ARTICLE VIII

### Reimbursement and Compensation

Section 1. No officer or director of the Corporation shall receive compensation from the Corporation for his or her services as such officer or director but may be reimbursed for his or her reasonable expenses actually and necessarily incurred in performing his or her duties as such. The compensation and other terms of employment of the employees of the Corporation shall be fixed in such amounts and on such basis as the Board of Directors may deem just and reasonable or as shall be consistent with policies and regulations of general application adopted by the Board of Directors.

## ARTICLE IX

### Fiscal Year

Section 1. Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall be January 1 - December 31.

## ARTICLE X

### Amendments

Section 1. These By-Laws may be amended or repealed and new By-Laws may be adopted at any annual or special meeting of the members called for the purpose, of which the notice shall specify the subject matter of the proposed amendment or repeal, or the articles to be affected thereby, except that no change in the date fixed for the annual meeting shall

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be made within sixty days before the first day of the month stated in Article III. These By-Laws may also be amended or repealed and new By-Laws adopted at any time by vote of a majority of the directors then in office. The members should be notified of any changes within thirty (30) days. However, the directors may not change the date fixed for the annual meeting of members except in conformity with the foregoing provisions respecting any changes made by the members. No By-Law may be made, amended or repealed by the directors which alters the provisions of these By-Laws as specified in Article III with respect to the number, election, removal or compensation of directors or the amendment of these By-Laws. Any By-Laws adopted by the directors may be amended or repealed by the members at a special meeting as specified in Article III. The Articles of Organization may be amended by a vote of at least two-thirds (2/3) of the members eligible to vote.

## ARTICLE XI

### Assumption of Debts and Liabilities

Section 1. All debts and Liabilities of the Peacock Farm Association shall be pursued by the Corporation.

## ARTICLE XII

### Forfeiture

The members recognize that the continuance, operation and maintenance of the Corporation's property are contingent only upon the payment by the members of the cost of such maintenance, operation and attendant expenses. If any member shall fail to pay his or her obligation to the Corporation that member shall (1) lose his or her right to vote at meetings of the Corporation, and (2) may lose the right to use the Corporation's property and facilities as determined by a vote of the Board of Directors. Any indebtedness owed to the Peacock Farm Association by any member as of the date of the incorporation of Peacock Farm Association, Inc. shall be considered to be an obligation owed to the Corporation but the forfeiture of rights set forth in this Article shall not apply to those members.

as amended: May 21, 1997

# Peacock Farms Association

## Architectural Guidelines : Peacock Farms Association Spring 1992

Please bear in mind, when you contemplate building improvements and landscape changes, the existing deed restrictions, their underlying purpose, and the method of obtaining approval of proposed changes.

### A. Legal Basis

The original deed to every parcel of land in Peacock Farms contains restrictions respecting new construction and major changes in landscaping. Such modifications require the approval of Peacock Farms Association (as stated in the Association's By-laws, Paragraph 4.0) Approval is granted or denied by vote of the Trustees (as stated in the Association's By-laws, Paragraph 4.1). The decision of the Trustees may be appealed to the Voting Members, as provided in Paragraph 5 of the Declaration of Trust (as amended 7-1-57 and 5-21-67 and 2-1-83).

It is the intent of the Trustees to interpret the restrictions as liberally as possible, consistent with preserving a natural and harmonious appearance of the community. However, it should be borne in mind that the restrictions are legally enforceable. Any Voting Member would have standing to file a petition in court seeking a restraining order against further proceeding with the construction of an unapproved structure, or seeking an order commanding the removal of one already completed.

### B. Application For Approval Of Proposed Change

Two (2) copies of plans, sketches, diagrams, or such other material as the Trustees may deem necessary to describe adequately the proposed change, should be submitted to the Trustees for approval. In the case of additions and other structures, an essential exhibit is a plot plan showing the location of the proposed work on the site. Many owners have copies of plot plans required by the Town when the original house was built. Copies can usually be obtained at the Lexington Building Department.

Exhibits should be submitted well in advance of the commencement of any construction or entering into a construction contract. In fact, it is strongly recommended that prior to making a formal submission, a petitioner advise the Trustees of a proposed change so that features which the Trustees or their architectural adviser consider important can be discussed informally and incorporated in the plans at their inception, thereby minimizing the chance of later changes and possible inconvenience to the petitioner.

It is the Trustees' intent to process applications promptly and where in their opinion there is a conflict of interest, to co-operate with the petitioner in seeking a solution satisfactory to everyone. If changes are recommended, these will be discussed with the petitioner, and when mutually agreed to, will be noted on the drawing(s). One copy of the approved drawing(s) will be signed by the Trustees and returned to the petitioner for his files. The second copy will be retained for the Association's file.

### C. Changes For Which Written Approval Must Be Obtained

1. Renovations to existing houses or other structures which alter their exterior appearance including, for example, changes in the color of siding or trim, changes in the type of windows or doors, and changes to roofing materials. (See MEMO 1 and MEMO 2 attached).

2. New structures of any kind, attached or freestanding including, for example, additions, carports, garages, storage or tool sheds, play houses, tree houses, etc.
3. Fences, walls or screens of any length or height.
4. Removal or relocation of any existing fieldstone walls.
5. Planting of hedges or other similar planting not in keeping with the present natural and informal character of Peacock Farms. "Hedges", as used here, is defined as a formal planting of bushes or small trees in a clearly defined line or pattern with a visual effect of a solid and continuous barrier.
6. Removal of any single tree 10" in diameter or larger or extensive removal of trees and other growth where their removal would noticeably affect the appearance of the existing landscape.
7. Substantial changes in the grading of any lot.
8. New or relocated driveways.

## MEMO 1

### **Exterior Stains**

When refinishing the wood siding of the houses, it is important to use the right kind of stain. Originally most Peacock Farms houses were finished with a Cabot's creosote stain, which while toning the wood did not obliterate its grain or texture. The resultant natural effect is an important characteristic of the Peacock Farms houses.

Recently, however, some houses have been refinished in a more opaque, heavily pigmented stain, which is more like a paint than a stain and which noticeably alters the natural look of the wood.

Because of their toxicity, the creosote stains are not now generally available but there are excellent substitutes such as Cabot's or Olympic Semi-Transparent stains. A test sample on your house is always recommended.

## MEMO 2

### **Roofing Materials**

There are two types of roofing used consistently in our community: asphalt ("tar") and gravel for low sloped roofs such as those that occur on all of the split-level Peacock Farms houses and shingles for more steeply sloped roofs such as those on the earlier Peacock Farms houses. Each of these choices provides surface characteristics which are important to the look of the houses with texture and a natural variation in color. Either of these roofs is considered acceptable. Re-roofing projects which replace these with the same materials do not need Trustee approval.

Recently, however, the Trustees have been asked to approve, as an alternative to the tar and gravel roof, a so-called "rubber" roof which is known in the construction industry as an EPDM or a membrane roof. (After removal of all of the old roofing down to the plywood, the rubber-like sheet material is adhered to a substrate of insulation board, the joints lapped and sealed. The substrate is required for adhesion of the membrane, but has no insulation value on Peacock-type roofs with their ventilated rafter spaces.)

The surface appearance of the membrane is a smooth grey-black interspersed with the darker bands of the lapped joints. It is highly reflective in certain lights and it is this smooth "plastic" appearance which the Trustees, in consultation with Walter Pierce, consider to be incompatible with the character of the Peacock Farms houses. Since, however, it is an excellent roofing material which many roofers prefer, the Trustees have adopted a policy of considering such a roof substitution where the roof surfaces are not visible from surrounding points of view.

This policy does require that all such proposed roofing changes be submitted for approval so that the Trustees in consultation with abutters and other interested Beneficiaries can make a determination on visibility.

**Flashings:** Along with re-roofing, the metal flashings at the roof edges also need to be replaced. The original builders, for economy, chose to use galvanized metal flashings which was not a good choice for the long term since these have usually rusted through (most often along the drip edges of the overhangs). The best replacement is 16 oz. copper.

The choice of flashings also has important architectural implications. In the original house design, all of the roof edges were white so that the entire roof thickness appeared as a monoliths "slab" overhanging the darker body of the house below. Many houses in repainting have gone to an all-dark brown roof edge which seems to be an improvement since the houses blend better with the woods and the natural setting of the neighborhood. The brown-toned copper is a particularly good choice here. If the roof fascias are white, a good alternative is pre-finished white aluminum. Good examples of houses with the dark trim are at 22,30,37 and 47 Peacock Farm Road. Good examples of houses with an all-white roof edge are at 5 Compton Circle and 2 Mason Street.

A split combination, dark copper over a white fascia dividing the roof edge into dark and light bands, departs from the original house design and is, in the opinion of Walter Pierce, less attractive. He suggests that this can be easily corrected - particularly when a house is being repainted - by over-painting the white with a matching dark brown or, for an all white edge, by cleaning and painting the exposed copper white. In either case, face-nailing of the exposed metal should be avoided. The best installation procedure is to fasten the metal only on the horizontal flange or to use a concealed hookstrip to secure the bottom edge of the vertical face.

Walter Pierce recommends that a good roofer is the first and most important choice. He will be glad to answer any further questions.