

BYLAWS OF AMHERST WOODS HOMEOWNERS ASSOCIATION, INC.

1 SEAL, FISCAL YEAR

This corporation shall have no seal unless otherwise determined by the board of directors. The fiscal year shall commence on October 1 or such other date as the directors may determine.

2 MEMBERSHIP

2.1 DETERMINATION OF MEMBERSHIP.

The owner or owners from time to time of each residence lot within the Amherst Woods residential community shall be members of this corporation. No member may be expelled as a member of this corporation.

Each membership shall be entitled to one vote, regardless of the number of owners of the lot. The residence lots are defined by a document called "Amendment to and Restatement of the Master Declaration of Amherst Woods in Amherst, Hampshire County, Massachusetts Reservations and Restrictions" (hereafter, as amended from time to time, called "Master Declaration") recorded with Hampshire County Registry of Deeds, Book 8300, page 245 recorded on June 14, 2005, particularly in Exhibit A attached to the Master Declaration. One membership shall be appurtenant to each residence lot.

Each membership shall be held and exercised as a unit. Membership may not be divided among the several owners of any residence lot. To that end, whenever any residence lot is owned of record by more than one person, the several owners of such residence lot shall: (a) determine and designate which one of such owners shall be authorized and entitled to cast votes, execute instruments and otherwise exercise the right appertaining to such resident lot, and (b) notify the secretary of this corporation of such designation by a notice in writing signed by all of the record owners of such parcel. Any such designation shall take effect upon receipt by the secretary and may be changed at any time and from time to time by notice to the secretary. In the absence of any such notice, the secretary may designate any one such owner for such purpose.

3 PURPOSES AND POWERS OF THIS CORPORATION

This corporation will have the obligation, subject to the articles of organization of this corporation and these bylaws, to perform the following duties for the benefit of the owners of the residence lots.

3.1 OPERATION OF COMMON AREAS

This corporation shall operate and maintain or provide for the operation and maintenance of all common areas and the facilities thereof and thereon and to keep all improvements of whatever kind or for whatever purpose from time to time located thereon in good order and repair.

3.2 FUNDS AND ASSESSMENTS

This corporation will have the powers and duties set forth in Article 5 of the Master Declaration. Article 5 of the Master Declaration is incorporated by this reference into these bylaws.

3.3 PAYMENT OF TAXES

This corporation shall pay all real and personal property taxes and assessments levied upon any property owned by this corporation. Such taxes and assessments may be contested or compromised by this corporation.

3.4 PUBLIC SERVICE

This corporation may contract for or provide (to the extent adequate services are not provided by a public authority) such buildings and grounds maintenance, snow plowing service, and other services and facilities of a public or quasi-public nature as may be deemed necessary or desirable to

effect of the purposes of the Master Declaration. In providing such facilities and services, this corporation may contract with or delegate its duties to any entity organized for such purposes.

3.5 INSURANCE

This corporation may obtain and maintain in force such insurance as the board of directors considers to be necessary to protect this corporation against loss because of fire or other casualty and from liability for personal injury property damage and to obtain and maintain such fidelity and other bonds as the board of directors considers to be appropriate to protect this corporation.

3.6 ASSESSMENTS

This corporation may levy assessments on the owners of residence lots, and to receive and collect payment of such assessments, in accordance with the provisions of Article 5 of the Master Declaration.

3.7 EMPLOYMENT OF AGENTS

This corporation may employ a manager and such other employees or representatives as are necessary to carry out the responsibilities of this corporation.

3.8 RULES

Subject to the provisions of applicable law, the board of directors may from time to time adopt, amend and repeal rules and regulations governing, among other things, use of any common areas under the jurisdiction of this corporation. The rules may restrict and govern the use of the common areas and restrictions on the maintenance and the landscaping or other improvements on any residence lot which may obstruct the vision of motorists or which create a hazard for vehicular or pedestrian traffic.

A copy of the rules, as they may from time to time be adopted, amended or repealed, shall be mailed or otherwise delivered to each residence lot owner and may, but need not be recorded and filed.

4 MEETINGS OF THE MEMBERS

4.1 PLACE.

All meetings of the members shall be held at such place within the United States of America as is named in the call.

4.2 ANNUAL MEETING.

The annual meeting of the members shall be held on or before forty-five days after the close of the fiscal year. Ordinarily, the secretary shall send notice to the members of the annual meeting, but the president, treasurer, secretary or any director may send such notice. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

4.3 SPECIAL MEETINGS.

Special meetings of the members may be called by the president or by any director, or by upon written application of five members entitled to vote at the special meeting. The secretary, or in the case of the death, absence, incapacity or refusal of the secretary, any other officer, must send timely notice of the special meeting. In case none of the officers is able and willing to call a special meeting, upon application of any member or members entitled to vote at the special meeting, the Supreme Judicial or Superior Court, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

4.4 NOTICE OF MEETINGS OF MEMBERS.

All meetings of the members shall be called by giving at least fourteen days notice to each member stating the place, day and hour for the meetings and the purpose thereof, except that notice of any change of the date fixed in the bylaws for the annual meeting shall be given to all members at least twenty-one days before the new date fixed for the annual meeting. Notices may be given as stated in section how to give notices. Whenever notice of a meeting is required to be given a member under applicable law, the articles of organization or these bylaws, a written waiver thereof, executed before or after the meeting by such member or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice. All notices given to persons physically present at any meeting will be conclusively presumed to be valid unless the person receiving the notice protests lack of notice at the beginning of the meeting.

4.5 QUORUM.

Ten percent of the AWAHA members present in person or by any form of remote participation (such as Zoom) or by proxy shall constitute a quorum. However, a smaller number may adjourn from time to time without further notice until a quorum is present

4.6 VOTING.

At all meetings of the members every member shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members represented at meeting shall, except where a larger vote may be required by law, the articles of organization or these bylaws, decide any question brought before the meeting. Members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the secretary of the meeting, or any adjournment thereof, before being voted.

4.7 ACTION BY CONSENT.

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

5 OFFICERS AND DIRECTORS

5.1 ENUMERATION.

This corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The officers of this corporation shall be a president, vice president, treasurer, secretary, approvals committee chairman, and such other officers as members elect. The secretary will have all of the powers of a clerk under Massachusetts General Laws chapter 180. The board of directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of this corporation or such other title as they deem appropriate.

5.2 QUALIFICATIONS.

The same person may hold two or more offices. Without limiting or affecting the next sentence in any way, the secretary shall be a resident of Massachusetts. Officers and directors must reside on a resident lot within the Amherst Woods residential community, and must be any of the following: (1) an owner of home on a resident lot or related to a owner of a resident lot within the third degree of consanguinity (3) a direct or indirect beneficiary of a trust that owns a resident lot (for example, beneficiary of a trust that is a beneficiary of another trust owning a resident lot would qualify) or (4) a bona-fide same sex domestic partner or member of a civil union. In all cases, election of an officer will be conclusive as to the officer's qualification to serve. A person qualifying under item (3) will be considered an owner for the purposes of determining whether a person is related to an owner under item (1).

5.3 DIRECTORS.

The officers will be the directors of this corporation. The members may, by vote of a majority of the membership present at any meeting at which a quorum is present, elect from time to time additional directors of this corporation. Except as otherwise provided in these bylaws, the directors shall hold office until the next annual meeting of the members and until their successors are elected and qualified.

5.4 OFFICERS.

The members at their annual meeting shall elect a president, vice-president, treasurer, secretary, and approvals committee chairman, who shall hold office until the date fixed by these bylaws for the next annual meeting of directors and until their successors are elected and qualified. The members also may at any time elect such other officers, as they shall determine. Officers may be removed from their offices with or without cause by vote of a majority of the members, or by the directors for cause, subject to being overruled by the members. A removed officer may call a special meeting of the members for the sole purpose of having a vote to see if the members will overrule his or her removal.

5.5 SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THIS CORPORATION.

Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of this corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

5.6 RESIGNATION.

Any director or officer may resign at any time by giving his or her resignation in writing to the president, treasurer, secretary or any other officer or director of this corporation.

5.7 REMOVAL OF DIRECTORS.

Directors may be removed from office at any time with or without cause by a majority vote of the directors then in office or by a majority vote of the members.

5.8 NO RIGHT TO COMPENSATION.

Unless the directors in their discretion provide for compensation, no director or officer who has resigned, and no director or officer who has been removed, has any right to any compensation nor any right to damages on account of such removal for any period following his resignation or removal, whether his compensation be by the month or by the year or otherwise. This section is not intended to affect any express right to compensation contained in a written agreement with this corporation duly authorized by the board of directors of this corporation.

5.9 VACANCIES.

Continuing directors may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. The directors may fill any vacancy in the board of directors, other than a vacancy resulting from the enlargement of the board, unless the members previously have filled the vacancy. The directors may fill vacancies in any office.

6 MEETINGS OF THE BOARD OF DIRECTORS

6.1 PLACE.

Meetings of the board of directors shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.

6.2 ANNUAL AND REGULAR MEETINGS.

The annual meeting of the board of directors shall be held each year immediately after and at the place of the annual meeting of the members at which the board is elected. If the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the directors may fix.

6.3 SPECIAL MEETINGS.

The president or any other officer or director may call special meetings of the board of directors at other times throughout the year.

6.4 NOTICE OF MEETINGS OF DIRECTORS.

Seven days notice in the manner specified in section how to give notices shall be given for a special meeting unless shorter notice is adequate under the circumstances or required for good cause shown. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

6.5 QUORUM.

A majority of the directors then in office shall constitute a quorum. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that law, the articles or organization or these bylaws, requires a larger number. If less than a quorum is present, the directors who are present may adjourn the meeting to a date certain on the condition that the absent directors are notified of the new date.

6.6 ACTION BY CONSENT; TELEPHONE CONFERENCE MEETINGS.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. Members of the board of directors of this corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

6.7 VOTE OF INTERESTED DIRECTORS.

A director of this corporation who is a member, stockholder, director, trustee, officer or employee of any other firm, corporation or association with which this corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors immediately upon learning of this corporation's contemplation of the contract or business. No interested director may vote on such contract or transaction. The affirmative vote of a majority of the disinterested directors shall be required before this corporation may enter into such contract or transaction.

In case this corporation enters into a duly authorized contract or transacts duly authorized business with any firm, corporation or association of which one or more of its directors is a member, stockholder, director, trustee, officer, or employee, such contract or transaction shall not be invalidated or in any way affected because such director or directors have or may have interests therein that are or might be adverse to the interests of this corporation. No director who has timely disclosed such adverse interest shall be liable to this corporation or to any creditor of this corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director be accountable for any gains or profits to be realized thereon.

7 APPROVALS COMMITTEE

An approvals committee shall be appointed by the board of directors with the powers and obligations described in article 3 of the Master Declaration. Sections 3.02 through 3.06 of article 3 of the Master Declaration are incorporated by this reference into these bylaws.

8 POWERS AND DUTIES OF DIRECTORS AND OFFICERS

8.1 DIRECTORS.

The directors shall be responsible for the general management and supervision of the business and affairs of this corporation except with respect to those powers reserved to the members by law, the articles of organization or these bylaws. The board of directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the board of directors may impose.

8.2 PRESIDENT.

The president shall be the chief executive officer of this corporation and as such shall have charge of the affairs of this corporation subject to the supervision of the board of directors. The president shall preside at all meetings of the directors and the members at which he or she is present, other than during such time in a meeting in which the president's conduct or compensation is at issue. The president shall

also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the board of directors.

8.3 TREASURER.

The treasurer shall be the chief financial officer of this corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president or the board of directors. The treasurer shall have custody of the funds of this corporation, and shall deposit or invest them as he or she determines. The accounts of the treasurer shall be subject to periodic audit as determined by the board of directors.

8.4 SECRETARY.

The secretary shall record all proceedings of the members and directors in a permanent corporate minute book or books. The secretary shall have custody of the seal of this corporation, if any.

8.5 OTHER OFFICERS.

Other officers shall have such powers as may be designated from time to time by the board of directors.

9 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

9.1 DEFINITIONS

In this article the following words shall have the following meanings unless the context requires otherwise:

“Corporation”: corporation includes any domestic or foreign predecessor entity of this corporation in a merger.

“Director” or “officer”: an individual who is or was a director or officer, respectively, of this corporation or who, while a director or officer of this corporation, is or was serving at this corporation’s request as a director, officer, partner, director, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan at this corporation’s request if his or her duties to this corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. “Director” or “officer” includes, unless the context requires otherwise, the estate or personal representative of a director or officer.

“Disinterested director”: a director who, at the time of a vote or selection referred to in subsection 7.4 is neither (a) a party to the proceeding, nor (b) an individual who has a familial, financial, professional, employment, or other relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would reasonably be expected to exert an influence on the director’s judgment when voting on the decision being made.

“Expenses”: expenses include, but are not limited to, counsel fees.

“Liability”: the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Party”: an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

“Proceeding”: any threatened, pending, or completed action, suit, investigation, or proceeding, whether civil, criminal, administrative, arbitative, or investigative and whether formal or informal.

9.2 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Except as otherwise provided in this section, this corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a director or officer against liability incurred in the proceeding if: (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interest of this

corporation or that his or her conduct was at least not opposed to the best interest of this corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which a legally valid and enforceable provision of the Articles of Organization excuses him or her from liability.

A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interest of this corporation.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon plea of *nolo contendere* or its equivalent, is not, of itself, determinative that the director or officer did not meet the relevant standard of the conduct described in this section.

Unless ordered by a court, this corporation may not indemnify a director or officer under this section if his or her conduct did not satisfy the standards set forth in this section indemnification of directors and officers.

9.3 ADVANCE FOR EXPENSES

This corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because he or she is a director or officer if he or she delivers to this corporation:

(1) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in section 7.2 or that the proceeding involved conduct for which liability has been eliminated under a provision of the Articles of Organization; and

(2) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to section 7.4 or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in section 7.2. Such undertaking must be an unlimited general obligation of the director or officer but not be secured and shall be accepted without reference to the financial ability of the director or officer to make repayment.

9.4 DETERMINATION OF INDEMNIFICATION

The determination of whether a director officer has met the relevant standard of conduct set forth in section 7.2 shall be made as follows: (1) if there are two or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors, a majority of whom shall for such purpose constitute a quorum, or (2) by special legal counsel selected by the board of directors by a majority vote of all the disinterested directors, a majority of whom shall for such purpose constitute a quorum, on the condition that there are at least two disinterested directors; or (3) if there are fewer than two disinterested directors, by special legal counsel selected by the board of directors, in which selection directors who do not qualify as disinterested directors may participate; or (4) by the members.

9.5 NOTIFICATION AND DEFENSE OF CLAIM; SETTLEMENTS

In addition to and without limiting the foregoing provisions of this article and except to the extent otherwise required by law, it shall be a condition of this corporation's obligation to indemnify under section 7.2 (in addition to any other condition provided in these bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify this corporation in writing as soon as practicable of any proceeding involving a person for which indemnity will or could be sought, but the failure to notify shall not affect this corporation's objection to indemnify except to the extent this corporation is adversely affected thereby. With respect to any proceeding of which this corporation is notified, this corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the person seeking indemnification. After notice from this corporation to such person of its election to assume such defense, this corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such proceeding other than as provided below in this section in the next two grammatical paragraphs.

Such person seeking indemnification may employ his or her own counsel in connection with such proceeding, but the fees and expenses of such counsel incurred after notice from this corporation of its assumption of the defense thereof shall be at the expense of such person unless (a) the employment of the counsel by such person has been authorized by this corporation, (b) counsel to such person has reasonably concluded that there may be a conflict of interest or position on any significant issue between this corporation and such person in the conduct of the defense of such proceeding or (c) this corporation fails timely to employ counsel to assume the defense of such proceeding. This corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of this corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (b) above.

This corporation shall not settle any proceeding in any manner that would impose any penalty or limitation on such person without such person's written consent. Neither this corporation nor such person will unreasonably withhold their consent to any proposed settlement.

9.6 INSURANCE

This corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of this corporation, or who, while a director or officer of this corporation, serves at this corporation's request as a director, officer, partner, director, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity of arising from his or her status as a director or officer, whether or not this corporation would have power to indemnify or advance expenses to him or her against the same liability under this article.

9.7 APPLICATION OF THIS ARTICLE

These bylaws do not obligate this corporation to indemnify or advance expenses to a director or officer of a predecessor of this corporation, pertaining to conduct with respect to the predecessor.

This article shall not limit this corporation's power to (a) pay or reimburse expenses incurred by director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party to or (b) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

Each person who is or becomes a director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this article. All rights to indemnification under this article shall be deemed to be provided by a contract between this corporation and the person who served as a director or officer of this corporation at any time while these bylaws and the relevant provisions of Massachusetts General Laws are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

10 HOW TO GIVE NOTICES

All notices must be in writing to be effective. They may be personally delivered, or sent by telecopier, or mailed postage prepaid, or sent by email, or any combination thereof, to the physical or email address or telecopier number of the receiving party as set forth in this document or to such other physical address, email address, or telecopier number as the sending party has actually received for such purpose prior to dispatch of the notice in question. Mailed notices sent in conformity with this section shall be considered effective three days after dispatch. Mailed notices sent overnight in conformity with this section shall be considered effective the day after they are accepted by the carrier for overnight delivery. Telecopier notices or email notices sent in conformity with this section will be effective on dispatch.

11 LIMITED LIABILITY

No member of the board, any manager, other representative or employee of this corporation, or the approvals committee shall be personally liable to any residence lot owner, or to any other party, for any damage, loss or prejudice suffered or claimed on account of any act or omission of this corporation, the board of directors, any manager or any other representative or employee of this corporation or the approvals committee on the condition that such actions were conducted in good faith.

12 AMENDMENT

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The amendment of the portions of the Master Declaration that are incorporated into these bylaws will automatically amend these bylaws without additional notice to or vote of the members or directors.