

EDGEWATER HOMEOWNERS ASSOCIATION CONSTITUTION AND BY-LAWS

Originally Adopted: May 7, 2003
Revisions approved December 20, 2012

ARTICLE I. Organization Name

The organization shall be called the Edgewater Homeowners Association (EHA) and shall have its principal office in the town of Narragansett, R.I.

ARTICLE II. Incorporation

The EHA is a non-profit organization and is chartered under the laws of the State of Rhode Island and Providence Plantations.

ARTICLE III. Neighborhood Description

Properties within the EHA are defined as those parcels in Narragansett known as The Edgewater neighborhood and having frontage on Edgewater Road, Lakeside Drive, Crestwood Drive, Birchwood Road, Wildwood Road, Lupine Trail, Tanglewood Trail or Oxeye Trail.

ARTICLE IV. EHA Assets

The EHA owns and is responsible for the stewardship of the following parcels within the neighborhood:

That parcel identified as Tax Lot 608 on the Town of Narragansett tax plat N-F which is known as the "Beach" parcel. This parcel is located on the west side of Lakeside Drive and is situated south and west of Lot 607 (119 Edgewater Road) and north of Lot 609 (44 Lakeside Drive).

That parcel identified as Tax Lot 620 on the Town of Narragansett tax plat N-F which is known as the "Boat Launch" parcel. The parcel is located on the west side of Lakeside Drive and is situated south of Tax Lot 619 on the Town of Narragansett Tax Map N-F (4 Lakeside Drive) and north of Tax Lot 1 on the Town of Narragansett tax plat N-A (105 Bridgetown Road).

The legal reference for these parcels is Town of Narragansett Deed Book 563, page 670.

ARTICLE V. Organization Purpose

The EHA is organized for the following purposes:

- To encourage active participation in the EHA by all neighborhood residents.
- To manage, maintain, insure, improve and retain ownership of the EHA properties by the EHA.

ARTICLE VI. Membership

Section 1 Membership

Those persons owning, leasing or renting property within the Edgewater neighborhood are eligible for membership as defined herein. Membership is achieved by paying annual dues to the EHA.

Section 2 Membership Dues

Annual dues levels will be established by the Board of Directors based on historical and projected annual EHA expenses. Dues to the EHA are for the full calendar year and are not pro-rated or refundable.

Section 3 Voting Rights

Members who have paid their current annual dues to the EHA shall have the right to vote in EHA elections and other EHA business. No more than two household members shall have voting rights in EHA matters.

Section 4 Eligibility for Board and Committees

Members who have paid their current annual dues to EHA shall be eligible for positions on the EHA Board and participation in committees.

Section 5 Membership Transferability

Membership in the EHA is personal and is non-transferable.

Section 6 Termination of Membership

Eligibility for membership in the EHA terminates upon the sale of a property in the EHA neighborhood or upon moving from the neighborhood in the case of a lessor or renter.

ARTICLE VII. Officers

Section 1 Board of Directors

The property, corporation and affairs of the EHA shall be managed by a seven (7) person Board of Directors elected from among the voting members of the EHA. The Board will consist of a president, vice-president, secretary, treasurer and three members-at-large.

Section 2 Terms of Office

The President, Vice President, Treasurer, Secretary, and Member at Large shall serve for a term of 1 year.

Section 3 Nomination and Election of Directors

Nomination for the Directorships shall be made by a nominating committee consisting of one or more EHA members. The nominating committee shall be named by the Board of Directors. The nominating committee shall submit its list of nominees prior to the posting of the official notice calling the annual meeting.

Nominations may also be made from the floor at the annual meeting, provided that the nominator can provide written evidence that the nominee is willing to have their name placed in nomination.

Members present at the annual meeting shall have one vote for each office and shall cast their vote verbally for the nominee(s) of their choice. Only those voting members present at the meeting shall be entitled to vote except as herein provided. Members may alternately submit written votes to an EHA Director prior to the annual meeting in lieu of voting at the meeting. An EHA Director receiving written ballots shall maintain a list of members that have cast written ballots which shall be provided to the EHA President or Secretary at the beginning of the annual meeting or special meeting at which the written ballot has been cast.

Section 4 Board Meetings

1. The Board of Directors shall hold such meetings as the directors shall deem necessary.
2. The President shall be the normal convening authority for meetings of the Board of Directors. Should any other Director desire that a Board meeting take place, then a written request shall be submitted to all other Directors two weeks prior to the proposed meeting.

Section 5 Duties of the Board of Directors

1. Supervision: The Board of Directors shall have the general supervision and control

of all the assets, funds, and properties of the EHA and shall have general supervision and control of all committees of the EHA.

2. **Expenditures:** All expenditures of funds suggested by any committee must be approved by the Board of Directors, and the sale, transfer, or any exchange of any assets of the EHA must also be approved by the Board of Directors. The Board of Directors must present a proposed sale, transfer or exchange to the membership either at an annual meeting or a special meeting of the EHA prior to transfer or exchange of EHA assets.
3. **Activities:** All programs, projects, or undertakings shall be approved by the Board of Directors before the same are put into effect.
4. **Committees:** The Board of Directors shall have the power to establish or terminate any committees which it may deem necessary for the proper operation of the EHA, and shall have the power to confer upon such committee powers as the Board may deem advisable. Chair-persons of such committees shall be appointed by the Board of Directors and may be removed from committee positions by the Board.

Section 5 Duties of the Officers

- a. It shall be the duty of the President to preside at the EHA annual meeting, at special meetings of the EHA, Board of Directors meetings, and to oversee the yearly programs of the EHA.
- b. It shall be the duty of the Vice President to assist the President in the discharge of his duties and to preside at meetings in the absence of the President.
- c. It shall be the duty of the Secretary to keep a written record of all annual meetings, special meetings of the EHA, and all meetings of the Board of Directors and to send out notices of meetings and of dues payable. The Secretary may request that a membership secretary position be established to assist the secretary in maintaining the membership list and record of annual dues and donations. Such position, if established, shall be a non-voting member of the Board of Directors.
- d. It shall be the duty of the Treasurer to collect, disburse, and have custody of the funds of the EHA, to keep all accounts in books belonging to the EHA, to submit to the Board of Directors a written financial statement when requested; to submit to the annual meeting a written financial statement; and to provide a bond, if so requested or required by the Board of Directors. The cost of a bond on a treasurer is considered a legitimate expense of the EHA.
- e. Records of the Secretary and Treasurer shall be open to inspection by any member of the EHA upon written request to the Board of Directors. Such inspection shall be made within 60 days of approval of the request by the Board of Directors.

f. It shall be the responsibility of all Members At Large to act with the remaining directors in all general duties. Members At Large may be delegated duties of and by the President, Vice President, Secretary or Treasurer, and may serve as chairpersons of committees.

Section 7 Vacancies in Office

In the event of death, resignation, refusal to serve or removal from office of any member of the Board of Directors, the President, or a majority of the remaining Directors, shall call a meeting of the Board of Directors for the purpose of selecting a qualified member of the EHA to perform the duties of the vacant office until the next Annual Meeting. Said member must receive a majority vote of the remaining Board of Directors

Section 8 Removal from Office

Directors may be removed from office only by an affirmative vote of 2/3 of the voting members present at a special meeting or Annual Meeting of the EHA. In order for such a vote to be taken a petition must have been submitted to the Board of Directors, signed by 1/3 of the voting members of the EHA, calling for the vote.

ARTICLE VIII. Meetings

Section 1 Annual Meeting

The Annual Meeting of the EHA shall be held during the first quarter of the calendar year.

Section 2 Special Meetings

Special Meetings of the EHA shall be called upon the request of a Board Member, or at the request of a committee chairperson, or upon receipt of a petition signed by 1 /3 of the voting members of the EHA. Such a call for a special meeting shall specify the reason for the meeting; and said stated business shall be the only business to come before such meeting.

Section 3 Notice of Meetings

Written notice of the time, place and purpose of all Annual and Special Meetings shall be mailed at least one week prior to the date fixed for such meeting, to each member's last known address as it appears in the EHA records.

Section 4 Quorum

A quorum shall consist of those members present at the annual or special meetings including at least 5 of the board members and at least 1 other EHA member. The action of a majority of those present shall be the action of the EHA unless these By-Laws prescribe a different vote upon the particular matter under consideration. In the

event a quorum is not present, the voting members in attendance may only adjourn said Annual meeting to a time not later than one month beyond the date set for said Annual meeting.

Section 5 Order of Business

The order of business at the Annual Meeting shall be as follows provided, however, that in the absence of any objection, the presiding officer may omit items in the order of business, or vary the order, at his discretion:

- a. Roll Call
- b. Reading notice and proof of mailing
- c. Reading of minutes of last preceding meeting
- d. Report of President
- e. Report of Vice President
- f. Report of Secretary
- g. Report of Treasurer
- h. Report of Committee Chair-persons
- i. Election of Directors
- j. Old business
- k. New business
- l. Adjournment

ARTICLE IX. Execution of Instruments

Except in cases where the Board of Directors authorizes the execution thereof in some other manner all necessary deeds, mortgages, and other obligations and instruments of conveyance, and all contracts and other legal documents of the EHA shall be signed by the President and Vice President. Checks, drafts, and similar corporate instruments over \$500.00 shall be signed by the Treasurer and any one additional member of the Board of Directors.

ARTICLE X. Fiscal Year

The fiscal year shall run from January 1 to December 31.

ARTICLE XI. Amendment of By-Laws

These By-Laws may be amended by a majority vote of the voting members present, provided a quorum has been established at any annual or special meeting of the EHA, provided that notice of the proposed amendments is contained in the notice of the meeting. Written ballots from voting members may be accepted consistent with Article VII, Section 3 of these By-Laws.

ARTICLE XII. Scope

In the event these By-Laws do not cover a given situation which may arise, then the Board of Directors, by a majority vote may enact such rules and regulations as may

be deemed necessary to handle such situations. Any such rules and regulations shall remain in effect until the next Annual Meeting. If approved at said meeting, they shall become part of these By-Laws; if rejected they shall be of no further force or effect.

ARTICLE XIII. Referenced Documents

The deed restrictions as recorded in the records of the town of Narragansett are incorporated in the by-laws by reference.