

BYLAWS

ARTICLE 1: NAME OF THE ASSOCIATION

The name of the corporation shall be "THE HILL ASSOCIATION, INC."

ARTICLE II: OBJECT OF THE ASSOCIATION

The purpose of this Association is to acquire, hold, operate and maintain a section of land, including a parking lot, for the use of the members of this Association and for the purposes of promoting and protecting property rights of the members by joint effort.

ARTICLE III: MEMBERSHIP

1. Membership in this corporation shall be limited to the owners of property on (a) Section A of "The Hill at Green Hill in the Town of South Kingstown, R.I." or (b) lots P2, P3, P4, P5, P6, P7, P8, P9, OL10, OL11A, OL11B, OL11F, K1, K2, K3, K4, K5, K6, K7, K8, C1, C2, and C3 as shown on Block 116 of the Tax Assessor's Maps 53 and 55, on record as of May 1, 1972, for the Town of South Kingstown, R.I. Membership amended to include 295, 295A, 295B, 295C, & 303A Carpenter Drive by 80% approval of membership on 7/8/2019. Membership shall be on a yearly basis.
(as amended July 18, 1959 and July 15, 1972))
2. Membership is further limited to those property owners who have paid the initial membership fee and the yearly dues as set by the Board of Directors.
3. All property owners shall have one vote providing they are members of the Association in good standing. However, in the case of jointly owned property, one person only representing the property shall vote. Voting will be by the members present at the meeting and, in the event a member is unable to attend the meeting, the member's written absentee ballot, received at least one week in advance of the meeting.
4. An initial membership fee of \$300.00 shall be assessed to each new member.
(as amended 7/10/94))

ARTICLE IV: DUES

1. The membership dues for the fiscal year starting June 1st shall be fixed by the Board of Directors each year and shall be payable on or before June 15th of that year.
(as amended 7/19/69))

2. If a member owns two or more residences/properties or has two residences on one lot, he has the right to request a pass for each and dues shall be assessed on each such residence.

ARTICLE V: OFFICERS

1. Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and one other member who will serve as a director. They shall be elected at the annual meeting and shall hold office for a period of two (2) years.
2. Officers shall be nominated from the floor and shall be elected by a majority of those voting and entitled to vote.
3. The election of officers shall take place every two (2) years.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors shall consist of the officers of the Association, the President who shall act as chairman, Vice President, Secretary, Treasurer and, in addition, one elected member of the Association.
2. They shall serve for a period of two (2) years.

ARTICLE VII: DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

1. The President shall preside at all meetings of the Association and shall appoint all committee members unless otherwise instructed by vote of the Association. The President shall be the ex officio member of all committees. He/she, together with the treasurer, shall sign all contracts, promissory notes, deeds, mortgages, leases, conveyances and transfers of the Association in accordance with the vote of the members of the Association. In the absence or disability of the Treasurer, the President is authorized to sign checks and make withdrawals from the bank accounts of the Association.
(last sentence amended 7/1916CJ))
2. The Vice President shall perform all of the duties of the President in his/her absence or disability.
3. The Secretary shall keep accurate records of all meetings of the Association and handle all correspondence and send out notices of the Association.
4. The Treasurer shall collect and receive all monies due the Association and deposit them in the bank authorized by the Association. The Treasurer shall use the money subject to the vote of the members of the Association. The

Treasurer shall sign with the president all contracts and other papers as mentioned in ARTICLE VII, Section I.

The Treasurer shall keep a correct account of all receipts and disbursements in books provided for that purpose. The Treasurer shall have his signature registered at the bank and shall sign all checks. The Treasurer shall give approved bonds and cost of said bonding shall be borne by the Association.

The Treasurer, annually, shall send bills for dues to the members.

5. The Board of Directors shall meet as often as is necessary for the consideration of the good of the Association and its members.

During the period from September 30th through May 31st, in case of extreme emergency, they shall, with the President, act for and in the name of the Association.

The Chairman shall call the meeting of the Board of Directors.

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Three (3) members shall constitute a quorum for the Directors' meeting.

ARTICLE VIII: MEETINGS

1. The Annual Meeting of the Association shall be held normally on the second Sunday of July at the residence of the President. He/she shall instruct the Secretary to send written notices of the Annual Meeting to the members, giving the location, date and time, and a meeting agenda.

2. Other meetings may be called by the Board of Directors or the President. Upon the written request of a member accompanied by the signatures of twenty (20) members of the Association submitted to the president or Secretary, a special meeting of the Association shall be called. The Secretary shall send a written notice to all members stating the location, date, time and purpose of such meeting. Notification of this meeting and the Annual Meeting shall be sent to the members at least six (6) weeks in advance of the meeting.

3. Twenty (20) voting members shall constitute a quorum.

ARTICLE IX: COMMITTEES

1. Committees shall be formed as needed by the President or by vote of the Association.

ARTICLE X: GROUNDS

The Association grounds may be used only by members in good standing. The grounds shall be under the supervision of the Board of Directors.

ARTICLE XI: SUSPENSIONS AND WITHDRAWALS

1. Any member may be suspended from the Association for nonpayment of dues. He shall be considered in arrears for dues if they are not paid during the fiscal year ending June 1st. Suspended members may be reinstated if they pay unpaid dues or the initiation fee identified in ARTICLE III, paragraph 4, whichever is the least.

((as amended 7/10/94))

Members whose actions are not in accord with the bylaws, and for actions considered detrimental to the Association may be temporarily suspended by the Board of Directors.

2. A member may be reinstated by a vote of the members at a meeting of the Association.
3. Any member in good standing and whose dues are paid through the current fiscal year may withdraw from membership in the Association by giving written notice to the Secretary.
4. No refund of dues or any part of them shall be made.

ARTICLE XII: SEAL

The corporate seal shall consist of two concentric circles between which is the following: "THE HILL ASSOCIATION, INC.".

ARTICLE XIII: AMENDMENTS AND VOTING RULES

1. Except for Article III, Section I, all propositions for amending or repealing these bylaws or any part thereof shall be proposed in writing by a member of the Association to the Board of Directors and be accompanied by the written signatures of at least twenty (20) members of the Association. Such proposed changes shall be sent in writing by the Board of Directors to the entire membership at least six (6) weeks before the meeting called and they shall be acted upon either at a special meeting or the next meeting of the Association.

2. Voting on amendments shall be subject to Article XIII, Section 1 by the majority vote of those present at the meeting and by absentee ballots received at least one (1) week before the meeting. Verbal Proxies are invalid.
(as amended 7/10/94)
3. Any proposed amendments to Article III, Section 1, shall require the submission of a written petition signed by no less than 15 percent of the voting members and the approval of no less than 80 percent of the members of the association.

ARTICLE XIV: ORDER OF BUSINESS

The following shall be the order of business, unless otherwise voted by the Association.

- A. Reading and approving records of last meeting
- B. Treasurer's Report
- C. Report of other officers and committees
- D. Unfinished business
- E. Communications
- F. New Business (Election of Officers here)
- G. Agenda
- H. Adjournment

ARTICLE XV: PARLIAMENTARY AUTHORITY

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The rules contained in "Robert's Rules of Order, Revised" shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with its bylaws and rules.