

GREEN HILL CIVIC ASSOCIATION

CONSTITUTION AND BY-LAWS

(last amended Aug 29, 2020)

ARTICLE I: NAME

This Association shall be known as the **Green Hill Civic Association**.

For purposes of **Association Membership**, the Green Hill community will be defined as that area bounded on the North by Schoolhouse Road, on the East by Trustom Pond Wildlife Management Area, on the South by the Atlantic Ocean, and on the West by any property that abuts Green Hill Beach Road from Schoolhouse Road southerly to the Atlantic Ocean. Members outside the western boundary, grandfathered in prior to August 1992, will remain members as long as they are in good standing.

ARTICLE II: PURPOSE

The **Purpose** of the Association is to act for its members in preserving the present character of the neighborhood as a single family residential, rural, non-commercial, and environmentally sensitive area. It will resist development, growth and changes that threaten the ecology, beaches, ponds, woodlands, and rural-resort character of the neighborhood and community. The Association will maintain and promote present and future recreational facilities, including but not limited to, Tennis Courts, the Pond Boat Area, and Beaches. The Association also realizes the importance of social gatherings and will encourage its members to organize such activities on a regular basis.

ARTICLE III: MEMBERSHIP

Section 1. There shall be two (2) **classes of membership** – Active and Associate.

A. Active Membership

To be eligible for Active Membership, a person must be eighteen (18) years of age or older and own property within the Green Hill community.

An individual who owns multiple properties within the Green Hill community shall be entitled to only one (1) active membership for voting purposes. Joint owners, if desired, may each hold individual memberships with full membership privileges.

B. Associate Membership

To be eligible for Associate Membership, a person must be a resident of the Green Hill community as defined in Article I above, but not a property owner therein.

Section 2. **Application for membership**

Application for membership may be made by verbal or written request to any Officer of the Association. No person meeting the membership eligibility requirements outlined in Article III shall be denied a requested membership. Membership is established upon payment to Treasurer of first annual dues, and is maintained in good standing by payment of annual dues, covering the period from June 1 of any given Calendar Year to May 31 of the following Calendar Year.

Section 3. **Rights of members.**

- A. Active Members are property owners of this community and shall be entitled to one (1) vote per paid membership. They may attend meetings, vote, hold office, and shall have a property interest in the Association. They may authorize a representative to attend meetings and vote in their stead by a written proxy received three (3) days before the meeting and filed with the Secretary.
- B. Associate Members may enjoy all the rights and privileges of the Association except the right to vote, hold office, or have property interest in the Association. The Associate Member must reside in Green Hill for at least a portion of the year.

ARTICLE IV: OFFICERS

Section 1. The affairs of the Association shall be administered by a President, Vice-President, Secretary and Treasurer and such other officers as may be designated by the By-Laws, and at the time and in the manner prescribed by the By-Laws.

Section 2. Officers of the Association shall serve a term of office of two years, with no automatic limitation of successive terms. Election of officers will take place in every odd-numbered year.

Section 3. Any Officer may be removed from office, with or without cause, by a majority vote of the Members of the Association. In the event of the death, resignation, or removal of an officer, his/her successor shall be elected by the remaining Officers of the Association and shall serve for the unexpired term of his/her predecessor.

ARTICLE V: DUTIES OF OFFICERS

Section 1. The duties of the **President** are:

- 1) to preside at all meetings of the Association and the Board of Directors
- 2) to appoint Committee Chairpersons and a Municipal Liaison Officer
- 3) to represent the Association in dealings with public and private parties in pursuit of Association objectives
- 4) to be authorized to spend up to \$1,500.00 without prior approval.

Section 2. The duties of the **Vice-President** are:

- 1) to act for the President in his/her absence, and
- 2) to assist the President in conducting the business of the Association.

Section 3. The duties of the **Secretary** are:

- 1) to keep and maintain records of the proceedings of the Association
- 2) to attend to all correspondence, and
- 3) to notify all members in good standing of the regular meetings and special meetings at least seven (7) days prior to the meeting date.

In the absence of the President and Vice-President, the Secretary shall be the Presiding Officer of the Association.

Section 4. The duties of the **Treasurer** are:

- 1) to collect, receive, and hold all money and evidences of property belonging to the Association for dispersal upon either order of the Board of Directors or by any regular or special meeting
- 2) to keep books and accounts of the Association at all times open to inspection of the Board of Directors
- 3) to prepare such financial reports as the Board of Directors shall require, and
- 4) to deposit promptly all funds received.
- 5) to coordinate with such Committee Chairpersons as may request or require it the exchange of all information necessary to maintaining up to date the Association's active membership roster and such other functions as may be necessary to the efficient accomplishment of the Association's business.

In the absence of the President, Vice-President, and Secretary, the Treasurer shall be the Presiding Officer of the Association.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. There shall be an elected Board of Directors comprised of the Officers of the Association, plus three additional members in good standing.

Section 2. Non-officer Directors shall serve a term of office of two years, with no automatic limitation of successive terms.

Section 3. Non-officer Directors shall be elected by the membership at the same time in each odd-numbered year as the election of Officers.

Section 4. Any Director may be removed from office, with or without cause, by a majority vote of the Members of the Association. In the event of the death, resignation, or removal of an officer, his/her successor shall be elected by the remaining Officers and Directors of the Association and shall serve for the unexpired term of his/her predecessor

ARTICLE VII: DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors of the Association shall be:

- 1) to set policy
- 2) to prepare the Association's annual budget, which will be presented to the general membership for approval at the first membership meeting of each calendar year
- 3) to meet throughout the year when practical or necessary and be responsible for reporting to the membership on important matters, and
- 4) to be authorized to spend up to \$2,500.00 without prior approval and in the off-season to spend/commit additional monies as needed to handle emergencies. All checks, notes, drafts and legal documents drawn by the Association shall be kept under control of at least two (2) persons.

ARTICLE VIII: MEETINGS

Section 1. Regular meetings of the Association shall be held in the months of June and August with the one in August being designated as the Annual Meeting. If the Association business requires any other meetings, one may be called for by the President in accordance with Section 2, below.

Section 2. Special meetings may be called either by the President or by a written request signed by 25 members in good standing.

Section 3. Fifteen (15) voting members in good standing shall constitute a quorum for the transaction of business at all meetings of the Association.

-

ARTICLE IX: DUES

Section 1. The rate of annual dues of the Association will be recommended by the Officers of the Association, followed by approval at the next regular meeting and ratified by a majority of those members in good standing present and voting at that meeting.

Section 2. No Active Member shall be eligible to vote unless dues are paid in full.

-

ARTICLE X: AMENDMENTS

Section 1. Any proposition to amend this Constitution and By-Laws must be submitted to the Secretary in writing. The Secretary shall read the proposition to the members at the next regular meeting after receipt or make them available in written form for members' perusal.

Section 2. A vote of two-thirds (2/3) of the members in good standing present and voting at the next regular meeting held after the proposition has been read or distributed in writing by the Secretary shall be necessary to amend the Constitution and By-Laws.

Section 3. All votes to amend this Constitution and By-Laws may be made by voice vote unless a secret ballot is requested by a majority of those members present and voting.

ARTICLE XI: COMMITTEES

Section 1. TENNIS COMMITTEE

- A. The GHCA Tennis Committee shall be comprised of five (5) active Members of the GHCA. It shall elect from its committee a Chairman, Secretary, and Treasurer. Filling of vacancies shall be made by the Committee as needed. Removal for cause may be made by the Committee of by the GHCA general membership.
- B. The function of the Tennis Committee is to operate, maintain and improve

the tennis courts (located on Lot 70, Plat 96-1 in the Town Hall of South Kingstown), without encumbering the general membership of the GHCA. This includes but is not limited to the following:

- a) to pay the taxes on Lot 70
- b) to establish an annual budget to receive and disburse all funds in the name of the GHCA Tennis Committee, and to keep all records and accounts of the Committee. Such records and accounts will be available to the Board of Directors of the GHCA at reasonable times.
- c) to present an annual report at the Annual Meeting of the GHCA
- d) to provide for supervision when necessary
- e) to establish annual fees and assessments as necessary
- f) to establish rules and regulations regarding the use of the facility and all other operational matters.

C. Tennis membership is open to all members of the GHCA in good standing,
upon payment of any initiation fees, annual tennis dues, or assessments established by the Tennis Committee.

Section 2. BEACHFRONT COMMITTEE

- A. The President shall appoint a Chairperson to be responsible for the Beach Area used by Association members. The chairperson appointed shall/may select members to serve on this committee.
- B. The Beachfront Committee shall be responsible for adopting Rules and Regulations for the use and maintenance of the designated beach area. This shall include the hiring of a lifeguard with proper qualifications and setting the hours of being on duty.

Section 3. BOAT AREA COMMITTEE

- A. The president shall appoint a Chairperson to be responsible for the boating
Area on Association property abutting Green Hill Pond. The chairperson may select members to serve on this committee.
- B. The Boat Area Committee shall be responsible for setting rules and Regulations on the use of and access to this area. The entrance shall have a gate with lock and keys. Keys shall be made available to all members in good standing.

Section 4. OTHER COMMITTEES

The President may appoint other committees as deemed necessary for the betterment of the Association.

Section 5. The President will serve as an ex officio member of all committees.

Section 6. The President may appoint a **Municipal Liaison Officer** to serve during his/her term of office. It will be the duty of this individual to represent the Association in its interactions with Town Hall under the direction of the President. The President may also serve as Municipal Liaison Officer if s/he so desires.

ARTICLE XII: NOMINATING COMMITTEE

Section 1. The **Nominating Committee** shall be appointed at the annual Meeting in August of even-numbered years.

Section 2. The Nominating Committee shall present a **slate of officers** at the Annual Meeting in August of any odd-numbered year.

Section 3. The **election of officers** will take place at the Annual Meeting of every odd-numbered year.

Section 4. **Counter-nominations** may be made from the floor at the Annual Meeting in opposition to the slate presented by the Nominating Committee.

-

ARTICLE XIII: PROCEDURE

Robert's Rules of Parliamentary Procedure shall govern this Association in all cases not specifically covered by this Constitution and By-Laws. This Constitution shall take effect as amended on June (date), 2012.