

BY-LAWS  
OF  
PROPERTY OWNERS ASSOCIATION OF NORTH WOODS

ARTICLE I  
INTRODUCTORY PROVISIONS

The name of the Association is North Woods Homeowners Association. This is a non-business association. The purposes and objectives of the By-Laws are as follows:

- A. To govern in accordance with the state and local laws. The rules of government of North Woods Homeowners Association shall be in accordance with these By-Laws. These By-Laws supersede any and all other By-Laws of North Woods Homeowners Association.
- B. To obtain compliance of every Property Owner and all persons entitled to occupy the property.
- C. The office and place to conduct the affairs of North Woods Homeowners Association shall be from time to time at a property or place designated by the President.

ARTICLE II  
THE ASSOCIATION

The Association is hereby organized as an incorporated non-profit association.

- A. The Association: The Association shall act as a group in accordance with these By-laws and shall have the responsibility of administering the affairs of the Association, establishing the means and methods of collecting assessments and charges and arranging management of the Association property and its assets.
- B. Annual Meeting: The fiscal year shall begin on the first day of January. The annual meeting shall take place following the beginning of the fiscal year. Annual billing statements shall be forwarded to the Property Owners 60 days prior to the

date of the annual meeting. The annual meeting shall be held no sooner than 60 days after the billing of annual assessments.

As directed by the Association, the Secretary shall forward annual meeting notices to each Property Owner within at least twenty (20) days and no more than sixty (60) days of the date of the annual meeting specifying date, time, location and election of any Directorship vacancies. The giving of a notice of a meeting in this manner shall be considered service of notice.

The presence of ten (10) Property Owners in good standing shall constitute a quorum. A Property Owner in good standing is a Property Owner who is current on all assessments, charges and any other monies due, who has no judgments or claims against him or her for noncompliance with these By-laws or the Rules and Regulations of the Association. A Property Owner is a person who has title to or an ownership interest in a parcel or parcels of land in the areas referred to in North Woods Subdivision, referred to hereafter as the Association development.

C. Regular Meetings: Regular meetings of the Association shall be held annually at a time and place as directed by the President.

D. Special Meetings: Special meetings may be called by the President, individually or by him, upon written request of three (3) Property Owners. A special meeting of the Association, if so directed, shall be held at the time and location as designated by the President. A majority of the total number of Owners shall constitute a quorum for the transaction of business.

### ARTICLE III THE EXECUTIVE ORDERS

The Executive Officers shall govern the affairs of the Association. These officers shall be a President, Vice-President, Secretary and Treasurer. The Executive officers shall be Property Owners in good standing.

A. The President: The President shall be the chief executive officer of the Association and preside at all meetings of the

Association. The President shall perform such other duties as from time to time may be assigned to him/her by the Officers. The Present shall assign and appoint committees from among the Property Owners and may be an ex-officer member of all committees if he or she so chooses.

B. The Vice-President: The Vice-President shall have such power and perform such duties as may be assigned to him/her by the President. In case of the absence of or disability of the President, the Vice-President shall perform the duties of that office.

C. The Secretary: The Secretary shall keep the minutes of all proceedings of the Officers and Committees and all minutes of any other meetings held in books provided for that purpose. The Secretary shall also keep in his/her possession the Corporate Seal and perform such other duties as may be assigned to him/her by the President.

D. The Treasurer: The Treasurer shall have the custody of all receipts, disbursements, funds and securities of the Association and shall perform all duties incident to the office of Treasurer, subject to the control of the President. He/she shall also perform such other duties as may, from time to time, be assigned to him/her by the President. A bond shall not be required for the faithful duties of the Treasurer unless requested by a majority of the Property Owners.

E. Election and Length of Term: At the first meeting of the Board of Directors, the election of the Executive Officers shall be held. The term of the office of all Executive Officers shall be one (1) year and limited to two (2) consecutive terms. The Board of Directors can extend the term limits of the Executive Officers, as necessary.

F. Delegation of Powers: The Executive Officers shall perform such duties and services as required and have the authorization to conduct such business affairs to include, but not limited to:

1. execution of documents and expenditures;
2. signatories on Association bank account;
3. borrow money on behalf of the Association;
4. appoint committees.

The execution of documents shall require the signatures by two (2) Executive Officers.

G. Removal or Resignation: At the Regular or Special Meeting of the Association, any one or more of the Executive Officers may be removed, with or without cause, by two-thirds vote of the Property Owners present at the meeting.

A successor may be elected by two-thirds vote of the Property Owners in good standing present at the meeting.

The Property Owners may remove any Executive Officer for failure to provide a valid cause for his/her absence from three (3) consecutive meetings.

The Property may remove any Executive Officer for failure to pay assessments and/or any other monies owed to the Association, abuse of the Association Rules and Regulations or any other reason to cause the Executive Officer not to be in good standing with the Association and its By-laws.

An Executive Officer shall be removed from office upon the sale or transfer of his/her ownership or title to his/her real estate in the Association development.

An Executive Officer may resign in writing for any reason at any time.

#### ARTICLE IV THE PROPERTY OWNERS

A Property Owner is a person who has title to a legally, recorded deed for property within the North Woods Homeowners Association. The Property Owner's name must be set forth on the deed recorded in the town land records to be considered a Property Owner.

A. Rights and Responsibilities: The Association shall be organized as non-business Association without capital stock and mandatory membership of all the Property Owners, within the sections above, shall be evidenced by record ownership as described above. A transfer of any property within the sections

above shall constitute new Property Ownership. Property Ownership is transferred by the assignment, sale or inheritance or any other transfer of ownership. All rights of Property Ownership within this Association belonging to the former Property Owner shall pass to the assignee, heir, legatee or transferee.

B. Be considered one parcel for the purpose of voting and only one vote may be cast for all the lots together and only Property Owners in good standing as defined in Article II hereof may vote. Votes may only be cast at regular, special or annual meetings by ballot or voice vote.

C. Assessments and/or Dues: The Association, through its Executive Officers, may levy regular and/or special assessments for the operation, maintenance, care and improvements of the Association Property and also for the payment of taxes and assessments against it. An assessment shall be assessed against a property in equal sum and shall be paid by the Property Owner to the Treasurer on notice or within 60 days of the date of billing.

Property Owners shall be charged interest for assessments and/or dues in arrears at a rate determined by the Executive Officers. Property Owners in arrears prior to the Annual Meeting forfeit their right to cast a vote.

Annual dues shall be assessed at a rate recommended by the Executive Officers and approved by a majority vote of the Property Owners in good standing. Initial annual dues is \$500.

D. Committees: The President shall appoint Committee Chairpersons, as required, to each Committee at the first meeting of the Executive Officers. From time to time, new committees may be appointed by the President. Committee meetings shall be held monthly or as needed or as directed by the Committee Chairperson. The President shall be ex-officio and member of all committees. A report of each committee meeting shall be generated and given to the Executive Board for review and comment. The committees established at this time are as follows: By-Laws Committee, Finance Committee and Grounds Committee. A Chairperson shall head each committee. A Committee Chairperson can be any Property Owner in good standing including those Property Owners serving on the Executive Board.

Each Committee shall consist of Property Owners in good standing. With all reasonable ability, each committee shall carry out wishes of the Executive Board. The Executive Board, at any time, has the right to dismiss any committee member that is not in good standing or causing any action that may prevent the Executive Board from achieving its objectives.

The Executive Board, at any time, has the right to appoint additional Committees, Committee Chairpersons and Committee Members.

E. Termination of Property Ownership: Upon the sale, assignment or other transfer of the ownership for property in the association development, the Property Owner shall not be entitled to any refund of assessments or due of any kind.

#### ARTICLE V FORMAT FOR RULES AND REGULATIONS

The format for these rules and regulations, adopted at this time, and by the Executive Board become part of these By-Laws and are intended to define specific rules and regulations. From time to time, the Executive Board may adopt, repeal or amend the rules and regulations. A Property Owner may present specific rules and regulations to the Executive Board for adopting, repealing or amending. The Executive Board shall schedule a vote upon these Rules and Regulations brought forth by a Property Owner. Adopting, repealing or amending of the proposal must be by majority vote of the Property Owners.

A. Compliance: Property Owner compliance of these By-Laws and rules and regulations is mandatory. Property Owners must abide by all the rules and regulations, be current on all assessments and/or dues and must maintain ownership of his/her property to be a Property Owner in good standing.

Noncompliance: The Executive Board is authorized by these By-Laws to enforce compliance of these By-Laws and the rules and regulations herewith. A written notice and/or warning of noncompliance shall be issued to the Property Owner or Property Owners. Compliance shall be immediate or as directed by the Executive Board.

In an effort to enforce compliance, the Executive Board shall be authorized to contact law enforcement agencies, engage legal council for immediate actions, make claims and/or file property liens as necessary and under the laws of the State of Rhode Island.

The Executive Board shall have authority to notify or engage government and/or private law enforcement agencies for noncompliance of any Property Owner, family member or guest. The Executive Board shall seek prosecution and/or restitution for damages to the fullest extent. Noncompliance of a Property Owner, family member or guest shall be deemed by the Executive Board reason for revocation of all privileges associated with property ownership in the Association.

ARTICLE VI  
RULES AND REGULATIONS

These rules and regulations, adopted at this time and by this Executive Board, become part of these By-Laws, are not limited and are intended to define specific rules and regulations only.

A. Rules of the Common Roads: All Property Owners, family members and guests shall at all times maintain safe and prudent use while operating any moving vehicle on Association property.

1. Operation of motor vehicles shall be in accordance with the state and local laws;
2. Speed limit while operating a motor vehicle shall be as posted;
3. Warning-Children signs shall be posted and recognized;
4. Stop signs shall be posted at intersections as warranted by the Town Safety Officer or agency having authority;
5. Fasten seat belts in accordance with the laws of the State of Rhode Island;
6. Maintain recreational vehicle licensing in accordance with the laws of the State of Rhode Island;
7. Bicycle helmet safety shall apply to individuals riding on Association property in accordance with the laws of the State of Rhode Island;

8. Vandalism and destruction of Association property and signs are prohibited;
9. Noise pollution is prohibited from mechanical operations, alarms, musical sound systems or any other device that may interfere with the quiet enjoyment of the community.
10. Discarding trash, glass, equipment, rubbish, etc. on Association Property is prohibited and in accordance with the laws of the State of Rhode Island and the Town of South Kingstown.
11. All dogs must be under control of their owners. Owners must pick up all waste.
12. No long-term storage containers allowed on vacant lots for more than 45 days.
13. No outside storage of boats over 21 feet.
14. Property Owners may keep well maintained and registered RV's or campers, but in no case may the RV or camper be used for Occupancy.

B. General Rules of Conduct: Meetings shall be conducted by the President in a timely and orderly fashion. A time limit shall be given to Property Owners wishing to address the Executive Officers or Executive Board at meetings. In the event of any inconsistency between the By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

In the absence of any provision either in the Articles of Incorporation or in the By-Laws regarding the procedure to be adopted, Roberts Rules of Order shall govern.

Vandalism of Association Property will not be tolerated. Police shall be notified and a Written Warning of Noncompliance sent to the household of the offender. This Association and its Executive Board shall seek prosecution of the offender to the fullest extent of the law. The Executive Board can revoke the Property Owner's rights and privileges until restitution and/or a settlement have been made.

Property Owners are responsible for the conduct of all the individuals residing within their household and any guests of that household. Property Owners are also responsible to make full restitution for any and all the damages caused by any and all individuals or guests of their household and as defined by laws of the State of Rhode Island.



C. Order of Business and Conduct of Meeting: The President (or in his absence, the Vice-President) shall preside over all meetings of the Association. The Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as a record of all transactions. The regular order of business meetings of the Executive Board shall be as follows:

1. roll-call;
2. reading and disposal of any unresolved agenda;
3. reports of officers and committees;
4. unfinished business;
5. new business;
6. adjournment.

ARTICLE VII  
FINANCES

The Executive Board shall not incur any indebtedness on part of the Association without the approval of the Property Owners for any indebtedness in excess of:

1. the total cash on hand;
2. all debt and liabilities;
3. dues and obligations in the process of collection from the Property Owners;
4. reserve amounts for unexpected appropriations.

In the event of any emergency, the Property Owners, by a majority vote of Property Owners in good standing, can authorize the appropriation and/or allocation of funds to cover the indebtedness of such event.

ARTICLE VIII  
INSURANCE AND LIMITATION OF LIABILITY

The Executive Board shall be held harmless and indemnified by the Association in performing their services for this Association.

A. Limited Liability of the Executive Board: The Executive Board and its members shall not be liable to the Property Owners as a result of injury or damage to persons or personal property caused by the elements or by another Property Owner, family member or guest of that Property Owner.

The Executive Officers shall not be liable to the Property Owners as a result of their performance and duties for any mistake or judgment, negligence or otherwise except for the Executive Board and its members own willful misconduct or gross negligence.

The Executive Officers shall have no personal liability in the performance of duties and have no liability in contract to the Property Owner or any other person or entity under any agreement, contract or transaction entered into by them on behalf of the Association.

The Executive Board shall not be liable to any Property Owner, family member or guest or the Property Owner as a result of loss caused by damages, vandalism, theft, misuse or any other natural or unnatural causes.

B. Indemnification: Each Executive Officer shall be indemnified by the Association against all expenses and liabilities, including attorney's fees incurred or imposed upon them in connection with any and all proceedings and practices performed by them as Property Owners. This indemnification shall apply only is and when the Executive Board approves such settlement and reimbursement as being in the best interest of the Association.

The Executive Officers shall not be indemnified by the Association against all expenses and liabilities, including attorney's fees incurred or imposed upon them in such case of willful misconduct or gross negligence.

C. Insurance: The Executive Board, at any time, shall have the authority to seek proposals for any type of insurance necessary to protect the Association and its Property Owners against claims for loss or damages resulting from any natural or unnatural causes. Such proposals shall then be presented to the Property Owners at the Annual Meeting or any Special Meeting called by the President for approval.

ARTICLE IX  
AMENDMENTS

These By-Laws may be amended, repealed or altered in whole or in part at any meeting held by the Executive Board or the Property Owners.

The undersigned certify the foregoing By-Laws have been adopted as the first By-Laws of the Association, in accordance with the requirements of the Corporation Law.

Dated: \_\_\_\_\_

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