

## **Hill & Harbour Neighborhood Association Bylaws**

### ARTICLE I. MEMBERSHIP

1. The membership of the Hill & Harbor Neighborhood Association (the "Association") shall be comprised of residents and business owners within the Hill & Harbour neighborhood of East Greenwich, RI (the "neighborhood").
2. There shall be three classes of voting members: Individual Memberships, Household Memberships, and Business or Property Owner Memberships who own property, or do business, within the boundaries of the neighborhood and whose dues are paid in full. Individual memberships shall be entitled to one (1) vote per membership. Household Memberships, and Business or Property Owner memberships, shall be entitled to two (2) votes per membership. A member's dues must be paid in full at least 30 days in advance of any vote in order to cast a vote, unless a member's dues were previously waived at the discretion of the officers.
3. Annual dues will be determined by the officers and may be waived for a member at the discretion of the officers. Dues shall be used to pay for initiatives, events, and activities of the Association and to help defray costs, i.e., mailing, printing, supplies, etc.
4. Membership shall not be denied on the basis of age, race, color, religion, national origin, sexual orientation, gender identity, or views or opinions that are contrary to the goals and purposes of the Association.
5. Voting members present at any meeting shall constitute a quorum.

### ARTICLE II. OFFICERS

1. The voting members of the Association shall nominate and elect the officers of the Association (the "officers"). The officers shall hold offices for a term of one (1) year from the date of their election or until successors are elected at the Annual Meeting. The term of office shall begin at the close of the Annual Meeting. The officers of the Association shall be One (1) Chair or Two (2)

Co-Chairs, One (1) Vice Chair or Two (2) Co-Vice Chairs, One (1) Secretary, One (1) Treasurer and Two (2) Membership Directors.

2. The Chair or one of the Co-Chairs shall call and preside at all meetings, shall act for and on behalf of the membership of the Association, shall appoint any special committees necessary for the operation of Association business, and shall act as official spokesperson for the Association.
3. The Vice Chair shall, in the absence of the Chair, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the Association.
4. The Secretary, and/or their designee, shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the Association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same and submit a copy of these minutes for communication purposes to all members within two (2) weeks of the meeting.
5. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the Association. An up-to-date financial report shall be submitted at each meeting. The Treasurer shall be responsible for collecting and recording membership dues.
6. The Membership Director(s) will be responsible for managing membership and communication with members.
7. Any officer can be removed from office for cause such as dereliction of duty or conduct contrary to these bylaws, by a two thirds (2/3) majority vote of the voting members in attendance at the meeting after a special meeting has been requested. Membership shall be given at least 30 days written notice in advance of said special meeting.

### ARTICLE III. COMMITTEES

1. The Chair or Co-Chair(s) shall have the power to establish committees as necessary to implement the purposes of the Association.
2. Committee members shall be appointed by the Chair or Co-Chairs.
3. The Chair or Co-Chair(s) shall be ex-officio member(s) of all committees.

### ARTICLE IV. MEETINGS

1. Meetings are held monthly or bi-monthly at the discretion of the board.
2. Voting Members shall have the privilege of petitioning officers in writing for a special meeting at any time. A majority of the officers must approve the special meeting.
3. The Voting Members present at the approved special meeting shall constitute a quorum.
4. At least thirty (30) days notice shall be provided in advance of any special Association meeting. Every effort will be made to notify all members of the Association of upcoming meetings either by social media, email, or announcements at regularly scheduled meetings.

### ARTICLE V. NOMINATION, ELECTIONS, AND INSTALLATION OF OFFICERS

1. Nominations of officers shall be made from the floor at the annual meeting.
2. Election of officers shall be held on the same day as the nominations.
3. Upon installation of the officers whose terms begin at the close of the Annual Meeting, all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing officers shall be submitted to the newly elected officers within thirty (30) days of the installation.
4. Any vacancies of any Officer occurring during the year shall be filled by interim appointment by the remaining officers until the next Annual Meeting is held.

ARTICLE VI. FISCAL RESPONSIBILITY

1. Expenditure of funds of the Association may not be made without the approval of at least one (1) of the Co-Chairs and the Treasurer.
2. Financial records and funds of the Association shall be audited at least once a year by a committee of at least two (2) officers other than the Treasurer.

ARTICLE VII. AMENDMENT OF BYLAWS

1. These bylaws may be amended by a majority vote of the members in attendance of the Annual Meeting.
2. Proposed amendments shall be sent to all members at least thirty (30) days in advance of the Annual Meeting where action is to be taken.

ARTICLE VIII. GENERAL

1. If any part of these Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.
2. No officer, representative, spokesperson or member shall have any financial liability of the Association and shall be indemnified from any actions of the Association.

DATE ADOPTED: \_\_\_\_\_

\_\_\_\_\_  
Robert Jordan, Chair

\_\_\_\_\_  
Michael Brennan, Vice Chair

\_\_\_\_\_  
Amanda Galmiche, Secretary

\_\_\_\_\_  
James Cederberg, Treasurer

\_\_\_\_\_  
Sara Doherty, Membership Director

\_\_\_\_\_  
Elizabeth Roy, Membership Director

