

**THE VILLAGE AT WORDEN'S POND HOMEOWNER'S ASSOCIATION
CONSTITUTION AND BY-LAWS (Revised May 2023)**

ARTICLE 1- TITLE

Section 1. The name of this organization that represents homeowners within this senior residential community shall be:

THE VILLAGE AT WORDEN'S POND HOMEOWNER'S ASSOCIATION, INC.

ARTICLE 11- OBJECTIVES

Section 1. The objectives of this organization shall be:

- a. To promote sociability.
- b. To encourage improvement within the confines of the rules and regulations of The Village at Worden's Pond.
- c. To retain all rights and powers, including the power to negotiate for, acquire and operate this manufactured home community on behalf of the member residents in accordance with R.I. Mobile & Manufactured Homes Statute 31-44-3.1
- d. To operate as a non-profit corporation under the Rhode Island Statutes.

ARTICLE 111- MEMBERSHIP

Section 1. Any person who is a household owner in the Village is eligible to become a voting member of this Association. Renters may be associate members with no voting privileges.

Section 2. Privileges of membership:

- a. Each member shall be entitled to one vote on all matters except if a vote became necessary regarding Rhode Island Mobile & Manufactured Homes Statute 31-44-3.1 as referred to ARTICLE 11, Section 1, Paragraph C, of the Constitution. Then, there shall be only one vote per member household.
- b. Each member has the right to debate any question.
- c. Each member shall be eligible for election to office.
- d. This organization shall be non-sectarian and non-political.

ARTICLE IV- ANNUAL DUES

Section 1. The amount of annual dues shall be decided at each April meeting by a vote of the membership.

Section 2. Dues are payable in full by June 30th of each year.

Section 3. New members will pay the full amount of dues, no matter when they sign up, and, they will be due again by June 30th of each year.

ARTICLE V- OFFICERS

Section 1. The Officers of the Village at Worden's Pond Homeowner's Association, Inc. shall consist of a President, Vice President, Recording Secretary, Treasurer.

Section 2. In addition to those titles named in Section 1, the Executive Board also includes three (3) Trustees and all Committee Chairpersons.

Section 3. The term of office for all officers, except Trustees, shall be two (2) years with a maximum of two (2) consecutive two (2) year terms.
Trustees shall each serve three (3) years with a maximum of two (2) consecutive three (3) year terms.

ARTICLE VI- DUTIES OF OFFICERS

Section 1. **President** shall:

- a. Be responsible for arranging the meeting place and shall preside at all meetings of the Association and the Executive Board.
- b. Shall call special meetings as required.
- c. Shall appoint all committees, and choose an officer to be an ex-officio member of said committees unless otherwise provided for in these By-Laws.
- d. Shall appoint officer(s) to fill vacancies for an unexpired term occasioned by the resignation, death or incapacity of an Officer.
- e. Be responsible for the records and property of the Association.

Section 2. **Vice President** shall:

- a. Preside at all meetings in the absence of the President.
- b. Shall act as Parliamentarian.

Section 3. **Recording Secretary** shall:

- a. Keep minutes of all meetings of the Association and of the Executive Board.
- b. Shall be responsible for all records of meetings, tape cassettes and tape recorders.

Section 4. **Treasurer** shall:

- a. Keep a record of all monies received and disbursed, and shall present the record to the Executive Board for an annual audit.
- b. Shall disburse monies only upon a vote of the membership, and by approval of the Executive Board.
- c. Shall have available a discretionary fund of two hundred dollars (\$200.00) which may be disbursed without the approval of the membership or the Executive Board for incidental expenses, providing receipts for all such discretionary expenses are presented to the Executive Board at the next meeting following such disbursements.
- d. Shall present to the Membership a printed Financial Statement of Income and Expenses at the Annual Meeting prior to the installation of Officers.

Section 5. **Executive Board** shall:

Consist of all Officers of the organization, Chairpersons of all standing committees and three duly-elected Trustees who meet all the membership qualifications respectively. The three Trustees shall audit the books annually. The Executive Board shall provide a proper place for meetings, act upon ordinary business, not requiring a special vote and perform any other duties as deemed necessary by the President.

- Section 6. All Officers or Committee Chairpersons shall, upon leaving office, turn over to the President all papers and/or any information they may have in their possession pertaining to their committee assignments.

ARTICLE VII- NOMINATION, ELECTION AND INSTALLATION OF OFFICERS

- Section 1. The Executive Board shall appoint a Nominating Committee of three (3) active members in the month of April to propose at the regular meeting in the month of May a slate of candidates for office for the following year. Any member of this Association in good standing may inform the Executive Board of his or her interest in serving on the Nominating Committee.

- Section 2. No Officer shall be re-nominated for office after having served two (2) consecutive terms in any one office, but can serve as a Trustee or Committee Chairperson. However, after two (2) years of not serving as an Officer, he or she can run again as an Officer for up to two (2) consecutive, two (2) year terms.
- Section 3. No member shall be deemed an eligible candidate unless his or her dues are paid in full.
- Section 4. Installation of newly elected officers will take place at the Annual Meeting in June following announcement of ballot results.

ARTICLE VIII- COMPENSATION

- Section 1. There shall be no compensation awarded for any position held in this organization.

ARTICLE IX- VOTING REGULATIONS

- Section 1. Voting will be held at the Clubhouse on the third (3rd) Tuesday of June between the hours of 4:00pm and 6:00pm.
- a. Two (2) volunteers will be selected at the General Meeting in May to supervise the voting at the Clubhouse. Volunteers will check membership of all voters.
 - b. No present officer or candidate for office or Board member shall be a volunteer.
 - c. Completed absentee member ballots shall be sent to the designated volunteer and must be received before Election Day.
 - d. At 6:00pm on Election Day, the two (2) volunteers will meet at the Clubhouse to count the ballots. A member of the Executive Board will announce the results at the Annual Meeting commencing at 7:00pm.
 - e. All ballots shall be secured for a period of one (1) year.

ARTICLE X- MEETINGS

- Section 1. Regular meetings of the Executive Board shall be held on the first (1st) Tuesday of each month at a time to be announced by the President. General Membership meetings shall be held on the third (3rd) Tuesday of each month, and shall be announced by newsletter (The Crier), Village activity calendar, mailbox postings and/or street signs to include time and place. If deemed advisable, a regular scheduled General Membership meeting can be cancelled by the President.

Section 2. The President may call special meetings at any time, or upon written requests by six (6) members of this organization.

Section 3. The Annual Meeting shall be held in June of each year at which time Officers will be elected.

Section 4. A quorum of the Executive Board shall be required to transact business of this organization.

a. Five (5) members shall constitute a quorum, two (2) of which shall be Officers.

Section 5. The order of business at each meeting shall be:

- a. Call to Order.
- b. Pledge of Allegiance.
- c. Reading and approval of minutes of last meeting.
- d. Treasurer's Report.
- e. Reports of Committees.
- f. Unfinished business.
- g. New business.
- h. Adjournment.

ARTICLE XI- COMMITTEES

Section 1. Standing Committees shall consist of:

- a. Property Improvement Committee
 - Suggest improvements within the confines of the Village at Worden's Pond.
 - Present said suggestions to the organization for approval.
 - Supervise the carrying out of said approved plans.
- b. Social and Recreational Committee
 - Shall plan, publicize and conduct all social functions of the organization.
- c. Welcoming Committee
 - Meet and greet all new Village homeowners and invite them to join the HOA

Section 2. The President shall appoint chairpersons for the above committees shortly after assuming office.

Section 3. The appointment of other committees to further carry out the aims and purposes of the organization is left to the discretion of the President.

ARTICLE XII- AUTHORITY

Section 1. In all legal situations or controversies not covered by this Constitution or By-Laws, Roberts Rules of Parliamentary Procedure shall be authoritative.

ARTICLE XIII- AMENDMENTS

Section 1. The By-Laws may be amended by a two-thirds (2/3) vote of the members present and eligible to vote at any regular meeting of this organization.

Section 2. A notice of the intention to amend the By-Laws and a copy of the proposed amendment (s) must be distributed to the entire membership in the "Crier" at least seven (7) days prior to the date of the meeting at which such action is to take place.

ARTICLE XIV- DISSOLUTION

Section 1. In the event of the dissolution of this organization for any reason whatever, any monies remaining in the treasury shall be used:

- a. To pay any outstanding bills.
- b. Any balance remaining is to be distributed to various charitable organizations as voted by the membership.