

BYLAWS OF RIDGEWOOD ASSOCIATION

ARTICLE I Name and Location

The name of the corporation is *Ridgewood Association, Inc.*, hereinafter referred to as the "Association."

The principal office of the corporation shall be located at Kingston, New Hampshire, but meetings of the members and directors may be held at such places within the State of New Hampshire, County of Rockingham, as may be designated by the Board of Directors.

ARTICLE II Purpose of Association

The purpose of the Association is to provide the residents of Ridgewood with a governing body for the purpose of overseeing, controlling, and maintaining beaches, and common property within the area; for supplying a means of assisting member home owners in problems of mutual interests to the Association; and for encouraging beautification and improvement of the Ridgewood area.

ARTICLE III

SECTION I - Membership

All home owners of Ridgewood are eligible for membership in the Association. Dues are \$25.00 per year for each dwelling, to be paid in April. In the event of sale of property, home owners who have failed to pay dues will be required to pay back payments in full.

SECTION II - Meetings - Quorum

- a) There shall be a minimum of two general membership meetings per annum. A quorum shall consist of twenty (20) or more members
- b) Each qualified Ridgewood home owner and/or buildable lot owner is allowed one vote per each annual meeting agenda item.
- c) Votes may be cast in person, by signed and dated absentee ballot, or by signed and dated proxy at the annual meetings.

**ARTICLE IV Officers
and Directors**

The officers of the Association shall consist of: President, Vice President, Secretary and Treasurer who shall constitute the Executive Committee. The Board of Directors shall be comprised of the Executive Committee and five additional members, elected by majority vote of the members of the Association as herein provided.

**ARTICLE V
Board of Directors, Selection, Term of Office**

SECTION I - Numbers

The affairs of this Association shall be managed by the Executive Committee and the Board of (5) Directors who shall be members of the Association.

SECTION II - Term of Office

At the Fall General Meeting (usually October), the members shall elect up to five (5) directors for a term of 3 years; with an election or replacement at expiration of such term.

SECTION III - Removal and Vacancy

Any director may be removed from the board, with just cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

SECTION IV - Compensation

No director shall receive compensation for any services he may render to the Association. However, any director may be reimbursed for the actual expenses incurred in the performance of his duties.

SECTION V - Action taken without a meeting

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

**ARTICLE VI Meetings
of Directors**

SECTION I - Regular Meetings

Regular meetings of the Board of Directors shall be held six (6) times a year, without notice at such place and hour as may be fixed from time to time by resolution of the Board or President.

SECTION II - Special Meetings

Special meetings of the Board of Directors shall be held when called by the President of the Association or by two directors after not less than three days' notice to each director.

SECTION III - Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VII Powers and Duties of the Board
of Directors**

SECTION I - Powers

The Board of Directors shall have power to:

- a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without good reason from three (3) consecutive regular meetings of the Board of Directors; and
- e) Employ a manager, an independent contractor, or such other employees as deem necessary, and to prescribe their duties.

SECTION II - Duties

It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.
- b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. (c) As more fully provided in the Declaration, to:
 - i. fix the amount of the annual assessment (dues) against each Lot at least (30) days in advance of each annual assessment period; and
 - ii. send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- d. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e. Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- f. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- g. Cause the Common Area to be maintained;
- h. Cause the Association structures to be maintained

**ARTICLE VIII Officers
and Their Duties**

SECTION I - Enumeration of Offices

The officers of this Association shall be a President, Vice President, Secretary, and Treasurer.

SECTION II - Election of Officers

The election of officers shall be at the Fall General Meeting (usually October).

SECTION III - Term

The officers of this Association shall be elected annually and each shall hold office for one (1) year unless she/he/they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

SECTION IV - Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

SECTION V - Resignation and Removal

Any officer may be removed from office by majority vote of the Board, with just cause. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION VI - Vacancies

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

SECTION VII - Multiple Offices

No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section IV of this Article.

SECTION VIII - Duties

The duties of the officers are as follows.

President

(a) The President shall preside at all meetings of the Board of Directors and at all general membership meetings. The President shall see that orders and resolutions of the Board are carried out; shall sign all written instruments and shall cosign with the Treasurer all checks and promissory notes.

Vice President

(b) The position of the Vice President shall carry the responsible understanding and agreement of the individual candidate concerned that said individual agrees to assume the office of President should that office be vacated for any reason, for the expiration of that term.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall cosign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX Committees

The President and/or Board of Directors shall appoint special committees as deemed appropriate in carrying out its purpose.

ARTICLE X Books and Records

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principle office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Ridgewood Association, Inc.

**ARTICLE
XII
Amendments**

SECTION I - Amendments

These Bylaws may be amended, at a regular or special meeting of the members, by vote of a majority of a quorum of members present in person or by proxy.

SECTION II - Conflicts

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

SECTION III - Ridgewood Land

Encroachments, easements or sale of Ridgewood land will not be permitted. Amended 1/21/2015.

SECTION IV - Use of Ridgewood Property

The use of firearms or bow and arrows for hunting or recreational purposes is prohibited on Ridgewood common land. Amended 1/21/2015.

ARTICLE XII

Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

In Witness Whereof, we, being all of the directors of the Ridgewood Association, have hereunto set our hands this 17th day of October 1973.

James J. Rankin
Richard A. Merrill
Alfred I. Carlow
Sheila J. Whittier
George C. Fitch
John A. King

(Add appropriate acknowledgment)

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the Ridgewood Association, a New Hampshire corporation; and

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the

17th day of October, 1973.

In Witness Whereof, I have^ hereunto subscribed my name and affixed the seal of said Association this 17th day of October, 1973.

Electra Alessio

Secretary

These Bylaws amended as included herein by majority vote of, the Ridgewood Association members on the 24th day of September 1988

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Association this 24th day of September 1988

Barbara B. Zeller

Secretary