

BY- LAWS OF ROCHDALE ASSOCIATION

ARTICLE 1: ELECTION OF DIRECTORS AND OFFICERS

SECTION 1.

At the regular meeting prior to the annual meeting, the presiding Officer shall ask for nominations by members of the Association for President, Vice President (s), Secretary (s), Treasurer and up to six members of the Board of Directors. The nominations may be presented by the nominating committee or by the Active members from the floor, by either or both. The nominations duly made shall be voted for at the annual meeting. The candidates for President, Vice President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for Directors in the first instance, receiving a majority of the votes shall be declared elected as Directors for a term of two years; the three candidates for Directors in the first instance, receiving the next highest majority of the votes shall be declared elected for a term of one year. Thereafter and beginning with the regular meeting preceding the second annual meeting nomination shall be received for only three members of the Board of Directors who shall serve for a term of two years.

SECTION 2.

A vacancy in the Board of Directors or any office shall be filled by appointment from the Board of Directors.

ARTICLE 2: BOARD OF DIRECTORS

The governing Board of Directors of this Association shall be the Board of Directors, consisting of at least 10 members, namely six Directors, President, Vice President, Secretary, and Treasurer elected in accordance with Article 1, Section 1 of these By- Laws.

ARTICLE 3: DUTIES OF OFFICERS

SECTION 1. PRESIDENT

It shall be the duty of the President to preside at meetings of

the Association and Board of Directors and to perform such other duties as ordinarily pertains to the office.

SECTION 2. VICE PRESIDENT

It shall be the duty of the Vice President to preside at meetings of the Association and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertains to the office.

SECTION 3. SECRETARY

It shall be the duty of the Secretary to record and preserve the minutes of the meetings of the Association and Board of Directors; maintain and preserve records of the membership; execute in conjunction with the President and/ or such other officer or officers as may be designated such documents and official seal of the Association; to give and publish official notices of meetings of the Association, the Board and committees.

It also shall be the duty of the Secretary to distribute and reply to correspondence as may be directed by the officers and Board of Directors, and to perform such other duties as ordinarily pertains to the office.

SECTION 4. TREASURER

It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Association at its regular and annual meetings and at any other time upon demand by the Board of Directors; to maintain records of admission fees and dues and to perform such other duties as ordinarily pertains to the office. Upon the retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of account or any other Association property.

ARTICLE 4: MEETINGS

SECTION 1. ANNUAL MEETINGS

The annual meeting shall be held in the Spring of each year at a time and place to be designated by the Board of Directors, at which time the election of officers and directors to serve for the next year shall take place.

SECTION 2. REGULAR MEETINGS

The regular meetings of the Association shall be held

whenever deemed necessary by the Board of Directors.

SECTION 3. SPECIAL MEETINGS

The special meetings of the Association shall be called by the President whenever deemed necessary by the Board of Directors or upon the petition of any 10 Active members. Written notice of the meeting shall be given to the membership with at least 10 days notice.

SECTION 4. REGULAR MEETINGS- QUORUM

A majority of the Active voting membership present shall constitute a quorum at the annual, regular and special meetings of the Association.

SECTION 5. BOARD MEETINGS

Regular meetings of the Board of Directors shall be held quarterly, or whenever deemed necessary.

SECTION 6. SPECIAL BOARD MEETINGS

Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon the request of other members of the Board, due notice having been given.

SECTION 7. BOARD MEETING- QUORUM

A majority of the Board members shall constitute a quorum of the Board of Directors.

SECTION 8. MEETING- NOTICE

The Secretary shall give notice in writing to all members of the time, place and date of regular, special and annual meetings at least 10 days in advance of such meetings. The Secretary shall not be required to notify members of the Board of Directors of regular meeting; notice of special Board meetings, however, shall be given at least one day in advance of such meetings.

SECTION 9. RULES

All meetings shall be governed by Roberts Rules of Order.

ARTICLE 5: FEES AND DUES

SECTION 1. ANNUAL MEMBERSHIP DUES

The annual membership dues shall henceforth be in the amount of \$135.00 (until increase by a vote of the majority of the Active members present) and shall be due January 1st of each year and shall be payable without penalty on or before March 30th of each year. Thereafter, unpaid dues shall bear a penalty of \$10.00 through December 1st of that year. On January 1st of the following year and for each year thereafter an additional penalty of \$10.00 shall attach until the dues for the delinquent year have been paid in full including all penalties. Unpaid dues and penalties shall entitle the Association to place a lien on the title of the delinquent property in accordance with the Building and Use Restrictions, as amended of the Association.

The costs of the Association of placing a lien on any delinquent property, including recording costs and Attorney fees shall be added to the amount of the lien and shall be paid in full before a discharge of the lien shall be given.

SECTION 2. SPECIAL ASSESSMENTS

The Board of Directors for good cause may impose a special assessment on all active memberships, subject, however, to the approval of two-thirds of the Active membership present, including proxy certificates, and voting at a regular or special meeting called for that purpose with due notice having been given at least 10 days prior to the meeting.

ARTICLE 6: METHOD OF VOTING

The business of the Association shall be transacted by viva voce (by the voice) vote. However, the election of officers and directors can be by ballot or hand.

ARTICLE 7: COMMITTEES

SECTION 1. STANDING COMMITTEES

The President can, subject to the approval of the Board of Directors, appoint the following principal and standing committees:

- A. Welcome
- B. Entertainment

- C. Park
- D. Plans
- E. Restrictions and Regulations
- F. Finance

And the President likewise shall appoint such other committees as deemed necessary for the administration of the Association business.

SECTION 2.

The President shall be the ex- officio member of all committees and as such, shall have the privileges of membership thereon.

SECTION 3.

Each committee shall transact such business as is delegated to it in the By- Laws and such additional business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take action until a report has been made to the Board of Directors and Board approval has been obtained.

ARTICLE 8: DUTIES OF COMMITTEES

SECTION 1. WELCOME

This committee shall develop and carry into effect plans, which will make welcome to Rochdale Subdivision, new and incoming residents. It shall be the particular office of this committee to make known to the newcomer or incoming resident the advantages, objects and purposes of this Association.

SECTION 2. ENTERTAINMENT

This committee shall devise, develop and carry into effect plans for the entertainment of the membership. Recognizing the social aspects of the Association, this committee shall provide suitable entertainment for all meetings and functions of Association; further it shall plan events of a social nature and interest to the membership.

SECTION 3. PARK

This committee shall be responsible for the Park Area within Rochdale Subdivision. It shall have charge and custody of the Park Area. It shall devise, develop and carry into effect, subject to the approval of the Board of Directors, plans and rules for the maximum use and enjoyment of said park by the membership.

SECTION 4. PLANS

This committee shall receive, examine, study and consider all plans for dwellings or buildings to be erected within Rochdale Subdivision. It shall determine whether such plans meet with the Restrictions of said Subdivision, the regulations of this Association and the architecture to be in keeping with the general character of the said Subdivision. It shall recommend approval or disapproval of the plans to the Board of Directors.

SECTION 5. RESTRICTIONS AND REGULATIONS

This committee shall be responsible for the enforcement of existing restrictions for Rochdale Subdivision and the observance of the Rules and Regulations of the Association with respect to the use, care and maintenance of property within the Subdivision, subject to the approval of the Board of Directors.

The committee shall devise, develop and establish rules and regulation to be observed by the membership in the use, care and maintenance of property within the Subdivision, subject to the approval of a majority of the membership present and voting at a meeting of the Association.

SECTION 6. FINANCE

This committee shall receive and consider all accounts payable, determine the validity and accuracy thereof and recommend payment or denial to the Treasurer, subject to the approval of the Board of Directors. Further, it shall prepare and recommend an annual budget for consideration of the Board of Directors. And, it shall study, consider, and examine proposed expenditures and matters of finance upon request of the Board of Directors.

SECTION 7. NOTICE OF RULES AND REGULATIONS

Following approval by the membership of the Association of the Board of Directors as provided, such Rules and Regulations as may have been established by any committee shall be reduced to and in writing and copies provided for the membership by the Secretary. The Secretary shall preserve copies of such Rules and Regulations for inspection at all times by new owners and other interested persons.

ARTICLE 9: FINANCES

SECTION 1.

The Treasurer shall deposit all funds received on behalf of the Association in a bank named by the Board of Directors.

SECTION 2.

All bills shall be paid only by checks signed by the Treasurer and one other officer. A thorough audit shall be made annually of all the Association's financial transactions by the Board of Directors.

SECTION 3.

Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Association; the cost of the bond to be borne by the Association.

SECTION 4.

The fiscal year of the Association shall extend from January 1st to December 31st.

SECTION 5.

At the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board, shall stand as the limit of expenditures of the respective purposes unless otherwise ordered by action of the Board.

ARTICLE 10: ORDER OF BUSSINESS

The order of business for all meetings shall be determined by the President, subject to the approval of the Board of Directors.

ARTICLE 11: APPEALS

Under Article 7 of the Constitution, appeal(s) may be had by any member of the Association upon petition in writing to the Secretary, who shall in turn present the petition to the Association pursuant to Article 7 of the Constitution.

ARTICLE 12: ADMMENDMENTS

These By- Laws may be amended at any regular or special meeting, a quorum being present or voting by proxy, provided that notice of such proposed amendment shall have been delivered to each member at least 10 days before such meeting. No amendment or addition to these By- Laws shall be valid which is not in harmony with the Constitution of the Association.

All proxy votes shall be registered with the Secretary before the start of the meeting.