

Bylaws of the Rustic Ridge Association, Inc.

These Bylaws were adopted at the Annual Meeting held on August 6, 2005

ARTICLE I

Title and Objectives

The name of this association shall be the Rustic Ridge Association, Inc. Its purpose is to promote the spiritual, educational and social welfare of its members; to engage in charitable, recreational and benevolent activities; and to protect the infrastructure of the Ridge and the interests of its members. For these purposes, the Association shall have the power to acquire by purchase, donation, gift, or otherwise, such real estate and personal property as may be necessary for, and incidental to, the interests and purposes of this organization; to maintain and keep in repair such real estate and personal property as may be necessary for the best interests of the members of this Association; and in connection therewith to do anything permissible under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE II

Membership

Section 1: The membership of the Rustic Ridge Association shall consist of Active and Associate members. Cottage owners who own real estate on Rustic Ridge, Pine Grove addition, South Addition and properties south of Carlton Avenue, including those on Linden Avenue, are eligible for Active membership in the Association. Associate membership occurs upon sponsorship by an Active member to the Board of Directors for approval and subsequent election at an annual meeting. All Active and Associate members shall be required to pay annual dues to the Association. Membership is contingent upon payment of annual dues.

Section 2: Termination of Membership. The Executive Board, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

ARTICLE III

Officers

The officers of the Association shall consist of a President, one or more Vice-Presidents, Clerk, Assistant Clerk, Treasurer, and such others as may be necessary to fulfill the Association's needs, all elected at the annual meeting. In case of a temporary absence or a vacancy occurring in any of said offices, it may be filled by the Executive Board appointing a person to perform the duties incident to the office, until the same shall be filled by the members at the Annual Meeting.

ARTICLE IV

President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the Association's business and affairs. The President shall preside at all meetings of the members and the Executive Board, and in general shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Executive Board from time to time. The President shall be an ex-officio member of all committees elected or appointed.

ARTICLE V

Vice President

In the absence of the President, or in event of the President's inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Executive Board.

ARTICLE VI

Clerk

The Clerk shall attend the meetings of the Association and Executive Board, keep a record of the proceedings of the Association and of all meetings of the Executive Board, keep a register of the post-office addresses of the members which are provided to the Clerk by the members, notify all members of all regular and special meetings, attend to the correspondence of the Association under the direction of the President, keep on file all important communications and copies of all letters sent in the name of the Association, submit corporate reports and registration documents as required by Massachusetts state law, and perform such other duties as the Executive Board shall from time to time prescribe.

ARTICLE VII

Assistant Clerk

The Assistant Clerk shall assist the Clerk in the performance of the Clerk's duties.

ARTICLE VIII

Treasurer

The Treasurer shall keep all monies collected on deposit in a commercial bank unless otherwise directed by the Executive Board, pay all bills authorized by the Executive Board, keeping on file vouchers for same, bill the members annually for all dues and other obligations to the Association, and report to the Annual Meeting and at such other times as directed by the Executive Board.

ARTICLE IX

Directors

There shall be six directors, divided into three classes of two members each, with each class being elected to a three-year term.

ARTICLE X

The Executive Board

The officers and directors of the Association shall constitute the Executive Board (“The Board”) which shall have the general control and management of the property of the Association. The Board shall direct the activities and be responsible for the welfare of the organization as prescribed by these bylaws and the votes of the members. It shall employ and remove all such persons and agents as it may deem necessary or proper for conducting the activities of the Association, and shall determine the compensation and duties of all the officers, agents and clerks of said Association. It shall have ample power to make such regulations and appoint such committees as may be necessary to promote to the fullest extent the interest of the members of the Association. The President shall be the presiding officer of the Board.

ARTICLE XI

Annual or Special Meeting

The Annual or any special meeting shall be held on the call of the President. The Annual Meeting shall be held during the month of August of each year for the election of officers and directors, and to hear the reports of the President, Clerk, Treasurer, committee heads and others as appropriate, to conduct the business of the Association. Notices of the Annual or any special meetings shall be mailed or to all Association members at least ten days in advance of such meeting.

ARTICLE XII

Quorum

A general meeting quorum consists of twenty active members represented in person or by written proxy. A simple majority of the Executive Board shall constitute a quorum at any meeting of that board.

ARTICLE XIII

Voting Procedure

Each cottage is entitled to a single vote on any issue, and only Active members are entitled to vote. Written proxies are accepted. An Active member may choose to be represented by a continuing written proxy in all Association affairs. An individual so designated is entitled to all the rights of Active membership, including the right to hold elective office.

ARTICLE XIV

Annual Dues

The dues per cottage and the dues of the Associate members shall be determined at the Annual Meeting on the recommendation of the Executive Board.

ARTICLE XV

Contracts. Checks. Deposits and Funds

Section 1: Contracts. The Executive Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2: Checks. Drafts. etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Association.

Section 3: Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may select.

Section 4: The Executive Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

ARTICLE XV

Auditing Committee

The Executive Board shall appoint a committee to audit the accounts and books of the Treasurer, at least once a year, and a signed certificate of examination shall be placed in the cashbook of the Treasurer.

ARTICLE XVI

Amendments, etc.

These bylaws may be repealed or amended by a two-thirds vote of Active members present or represented by written proxy at the annual meeting, provided such changes are stated in the notice of the meeting