

# RIVER CLUB COMMUNITY ORGANIZATION (RCCO) BY-LAWS

## **Article I – Organization Purpose**

The RCCO is an informal organization (not incorporated) for the benefit of all property owners within the River Club. It will serve as an avenue, not only to handle problems, but also to review and recommend those items that would enhance the quality of living at the River Club. It will allow us to be heard as a single voice within the Litchfield By The Sea Association. The RCCO shall also serve as a vehicle for providing social opportunities for its members.

## **Article II – Qualifications for Membership and Meetings**

- 1. General Membership shall be available to every adult that owns real estate within the River Club boundaries. For the purpose of voting however, only one dues paying member of the property may vote on any one motion or candidates presented for consideration. A resident who is not a River Club property owner may join the organization only as a social member having no voting rights on RCCO matters.**
2. The annual meeting of the general members of this association shall be held in Georgetown County, at such place and at a time as may be determined by the Board of Directors, on a Saturday in April. Each year the Board shall select the Saturday on which the annual meeting is to be held.
3. Special meetings of the general membership may be called at any time by resolution of the Board of Directors, or upon written request of ten (10) percent (%) of the general dues paying members.
4. A Budget meeting will be held the 3rd week in January for the purpose of developing a budget for the upcoming year.
5. A quorum, at any meeting of the general members, shall consist of thirty-three and one-third percent (33-1/3%) of the members represented in person or by proxy. A majority of such quorum shall decide any question that may come before the meeting.
6. Proxies shall be in writing, dated, signed by the member and shall state the length of time such proxy shall be in effect.
7. The order of business at the annual meeting and as far as possible, all other meetings of the general membership shall be:
  - a. Call the roll
  - b. Proof of the notice of the meeting
  - c. Approval of the minutes
  - d. Annual reports of the officers and committees
  - e. Old business
  - f. New business
  - g. Adjournment

## **Article III – Payment of Annual Dues**

1. General membership shall be assessed dues in such amounts as may from time to time be decided upon by the Board of Directors.
2. General members will be assessed dues annually based upon the calendar year of Jan. 1 to Dec. 31.
3. For existing RCCO members to remain in good standing, the dues assessment will be collected for each calendar year by the treasurer during the period November 1 to December 31 of the prior year.
4. New members who pay an annual assessment for a given calendar year during the period November 1 to December 31 in the prior calendar year are considered members in good standing for said calendar year. If new members join the RCCO after October 15 of a given year, their annual assessment fee will apply to the year joined plus the next entire calendar year.

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## Article IV – Election of Directors and Officers and Conduct of Meetings

### 1. Elections of Directors

a. A board of nine (9) elected Directors shall manage the Association. On a continuing three (3) year cycle, three (3) Directors shall be elected each year by the general membership for a term of three (3) years each and shall serve until the election and acceptance of their successors.

b. A three (3) member nominating committee shall be appointed by the Board of Directors to nominate candidates and conduct elections. At least two (2) members of the nominating committee must be Directors. Candidates must submit their nominations to the Nominating Committee in writing prior to January 15. Nominations will include each candidate's biography, relevant experience and a photo. If the number of candidates for Board positions does not exceed the expired term positions in any given election, the Board may induct these candidates to fill the expired positions without a formal election by members of the RCCO. A Board decision to suspend an election can only happen after January 15 of the election year, the deadline for approval of candidates per Article IV, Section 1, item b. Notification of suspending an election must be made to members of the RCCO no later than January 31 of the election year. **In the case of an uncontested election, the Board will reorganize and install the new members at a meeting in January.**

c. The RCCO Board will select and nominate a Litchfield By The Sea Board representative pending approval by the LBTS Board and being chosen in the LBTS election. The LBTS representative will serve a three (3) year term and will not be a voting member on the RCCO Board. Nominees for Litchfield By The Sea Board representative must submit a resume to the RCCO Board by December 1 of the year preceding the election year for the RCPOA Board representative. A nominee must be accepted by the RCCO Board and presented to the LBTS Board for their approval as a candidate by January 15 of the election year.

d. Election ballots, including space for write-in candidates, along with biographies and photos of candidates will be mailed to members in good standing for the current year no later than January 31 and completed ballots must be returned to the Nominating Committee no later than midnight February 15 to be considered valid. The Nominating Committee will count the votes on the ballots and the committee chairperson will announce the winning candidates at the annual meeting. In case of a tie vote between candidates at the lowest winning position, a run-off election of the tied candidates will be held with those member households present at the Annual Meeting. A simple majority (half the votes plus one) will select the winner. The Board will reorganize with the new members by the end of February.

e. The Board of Directors may, by a simple majority vote (half plus one), elect to its membership replacements needed due to resignation, removal, death or un-expired term. The term of such replacements shall expire at the next annual meeting of the general members of the organization.

f. Each year the new Board shall nominate and elect, by simple majority (half plus one), Association officers at the first Board meeting to be held after the election.

### 2. Board Meetings

a. The frequency of scheduled meetings will be at the discretion of the Board but shall be no less than one meeting each quarter. At the last meeting of the year, board members will determine a schedule and location for meetings for the following year. Special meetings may be called at any time by the President, or by a simple majority (half plus one) of the members of the Board and may or may not be considered scheduled meetings. Scheduled meetings will be open to all Association members.

b. A Director who has unexcused absences at two (2) consecutive meetings of the Board of Directors can be removed as a Director at the discretion of the Board of Directors. An unexcused absence constitutes not informing the Board's Recording Secretary or President in advance of the absence. Directors with committee responsibilities, who will be absent from board meetings, are required to have a designated committee member attend in their place.

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- c. A quorum at any meeting shall consist of a minimum of five Board members. A simple majority of such quorum may decide any questions that may come before the meeting.
- d. The order of the business portion at all meetings of the Directors shall be:
  - 1. Call to order
  - 2. Roll call
  - 3. Approval of the minutes
  - 4. Reports of the officers and committees
  - 5. Old business
  - 6. New business
  - 7. Adjournment

## **Article V – Officers and Their Duties**

- 1. The Officers of the RCCO shall be a President, Vice-President, Secretary, and Treasurer that will be appointed by the Board of Directors for a one year term of office and shall hold office until their successors are elected.
- 2. The President shall preside at all meetings, including meetings of the Board of Directors, and shall have general supervision of the affairs of the RCCO as authorized by the Board of Directors. He or she shall make reports to the Directors and members, and perform all such duties as are incident to his or her office or are properly required of him or her by the Board.
- 3. The Vice President shall perform the duties of the President in case of the absence or disability of the President and shall act for the President, when so requested.
- 4. Secretary shall issue notices of general meetings, including proxy forms, as required, and will directly or through a designee be responsible for editing the community newsletter. The Secretary shall sign such documents as required and shall make such reports and perform such other duties as are incidental to this office or as required by the Board of Directors.
- 5. The Board of Directors shall determine responsibility for taking, writing and distributing minutes of all Board meetings either as a fixed assignment for one Board member as a Recording Secretary or as a shared arrangement with other Board members.
- 6. The Treasurer shall have custody of all monies and securities of the RCCO. He or she shall sign, with the president, such instruments as require their signatures, and shall make reports and perform such other duties as are incident to this office or are properly required of the Treasurer by the Board of Directors.
- 7. The RCCO's representative to the Litchfield By The Sea Board will attend LBTS Board meetings and present issues and business to that Board as directed by the RCCO board and report relevant business/issues back to the RCCO Board. The representative may serve on LBTS Board Committees or accept special assignments and also handle assignments for the RCCO Board.

## **Article VI - Finances**

- 1. The fiscal year of the RCCO shall begin on the first day of January and shall end on the thirty-first day of December.
- 2. The monies of the RCCO shall be deposited in such bank or banks as determined by the Board of Directors and shall be drawn out only by check signed by the Treasurer or President. The Board must approve all expenditures prior to payment and no expenditures will be permitted outside the specific designation of the By-Laws.
- 3. An Auditor outside the Board of Directors, appointed by the President, shall annually review the financial affairs of the RCCO in January and shall prepare a single report of their findings, in writing, to be given to the treasurer to review and present to the board for acceptance prior to the Annual Meeting.

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## **Article VII - Amendments**

1. The By-Laws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) written ballot of the entire dues paying members of the RCCO at any general membership meeting or general membership special meeting where such proposed action has been announced in the agenda of such meeting.

## **Article VIII - Committees**

1. The President shall establish committees and may appoint members thereto as approved by the Board of Directors and designate which Board members if any will chair these committees.

## **Article IX - Miscellaneous**

1. The original By-Laws were adopted and approved by the Board of Directors on May 5, 1995.
2. The By-Laws were amended and approved by the general membership on March 21, 1998.
3. The By-Laws were amended and approved by the general membership on February 13, 1999.
4. The By-Laws were amended and approved by the general membership on February 26, 2005.
5. The By-Laws were amended and approved by the general membership on October 15, 2006.
6. The By-Laws were amended and approved by the general membership on February 24, 2007.
7. The By-Laws were amended and approved by the general membership on February 15, 2008
8. The By-Laws were amended and approved by the general membership on March 14, 2009.
9. The By-Laws were amended and approved by the general membership on March 9, 2013.
10. The By-Laws were amended and approved by the general membership on January 21, 2015
11. The By-Laws were amended and approved by the general membership on April 20, 2016