

**BYLAWS
OF
ROLLING BROOK HOMEOWNERS ASSOCIATION**

**ARTICLE 1
NAME, LOCATION AND PURPOSE**

SECTION 1.1: Name.

Rolling Brook Homeowners Association

SECTION 1.2: Purpose.

A group of neighbors owning lots shown on the subdivision plan entitled “Rolling Brook Estates Subdivision Plan”, recorded in the Cumberland County Registry of Deeds, Plan Book ____, Page ____ (the “Plan” or the “Subdivision”) organized for the purpose of maintaining the road, drainage ditches, stormwater facilities, street lights, open space, and other facilities shown on the Plan and used or available for use in common by all members of the Association (hereinafter referred to as “common areas”) in a reasonably good state of repair. The effectiveness of this arrangement depends upon the willing cooperation and participation of its members

**ARTICLE 2
MEMBERSHIP AND VOTING**

SECTION 2.1: Members.

The Developer, Mr. & Mrs. Rolf & Susan Dries, and the owner(s) of each lot conveyed by reference to the Plan all of which have been subjected to the terms of and will be governed by the Declaration of Covenants and Restrictions for the Rolling Brook Estates Subdivision (the “Declaration”) to be recorded in the Cumberland County Registry of Deeds and executed by Mr. & Mrs. Rolf & Susan Dries (the “Developer”) (said lots hereinafter individually referred to as “Lot”) shall be members of the Association. For purposes of these Bylaws, a Lot Owner is defined as all owners of a given Lot.

SECTION 2.2: Membership.

Membership consists of the Developer and each Lot Owner who shall become a member upon acquiring a Lot. Where a lot is owned by more than one owner, such owners together shall be considered one member.

SECTION 2.3: Vote.

Subject to the terms of the Declaration, each member shall be entitled to one vote upon matters pertaining to the Association. A member, including the Developer, owning more than one Lot shall be entitled to the number of votes equal to the number of Lots owned by the member or the Developer, provided that the number of votes shall not exceed the number of Lots.

**ARTICLE 3
MEMBERSHIP MEETINGS**

SECTION 3.1: Annual Meeting.

The first annual meeting shall be held at the time and on the date determined by the Developer to elect by ballot Directors for the ensuing year, to act on the proposed annual budget, and to transact such other business as may come before the meeting.

SECTION 3.2: Special Meetings.

Special meetings may be called by the President or by the Board of Directors.

SECTION 3.3: Notice of Meeting.

Written notice stating the place, day and hour of any meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) or more than forty-five (45) days before the date of such meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the Notice and no other business shall be transacted at such special meeting. If mailed, the Notice of a meeting shall be deemed delivered when mailed, duly addressed to the member at his address as it appears on the records of the Association. Each member shall furnish the Secretary with his current mailing address, to which address notices will be directed.

SECTION 3.4: Quorum.

Members holding fifty percent of the votes which may be cast at any meeting, present or by proxy, shall constitute a quorum at such meeting.

SECTION 3.5: Proxies.

At any meeting of members a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

**ARTICLE 4
BOARD OF DIRECTORS**

SECTION 4.1: General Powers.

The affairs of the Association shall be managed by its Board of Directors.

SECTION 4.2: Number, Tenure and Qualification.

Subject to the terms of the Declaration, the number of Directors shall be not less than three (3) nor more than five (5), as may be fixed at the annual meeting. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

SECTION 4.3: Regular Meetings.

A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of members, without notice other than this Bylaw. The Board of Directors may provide by resolution the time and place within the State of Maine for the holding of additional regular meetings of the Board, without other notice than such resolution.

SECTION 4.4: Special Meetings.

Special meetings of the Board of Directors may be called by the President or a majority of the members of the Board. The call for such meeting shall fix the place of the meeting, which must be within the State of Maine.

Section 4.5: Notice.

Notice of any special meeting of the Board of Directors shall be given at least eight (8) days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown on the records. If mailed, such notice shall be deemed to be delivered when mailed. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

SECTION 4.6: Quorum.

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

SECTION 4.7: Vacancies.

Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 4.8: Action.

Action by the Board of Directors shall be by majority vote.

SECTION 4.9: Informal Action by Directors.

Action of the Board of Directors may be taken in informal fashion, without meeting, provided that a consent, in writing, setting forth the action so taken shall be signed by all of the Directors.

SECTION 4.10: Compensation.

Directors of this Association shall receive no compensation for their services as Directors; however, the Members may by vote at any meeting reimburse Directors for out of pocket expenditures incurred in such capacity.

SECTION 4.11: Representation.

Except for Directors appointed by the Developer and serving during the Developer Control Period (as defined below) all members of the Board of Directors shall be members of the Association.

SECTION 4.12: Specific Powers and Duties of the Board of Directors.

Without limiting the generality of Section 4.1 of this Article 4, the Board of Directors shall specifically:

- (a) prepare a proposed budget for presentation to the annual meeting of the Members pursuant to Article 7;
- (b) maintain and repair the common areas (including the road) as needed and as required by the Declaration;
- (c) make and amend regulations respecting the use of the common areas;
- (d) contract for maintenance of the common areas with the approval of the membership of the Association;
- (e) pay taxes and assessments which may be levied against any part of the property of the Association and provide for the payment of the same by the members through budget approval;

- (f) procure and pay premiums for insurance on the common areas, as approved by the Board of Directors;
- (g) arrange for an annual review of the Association's financial affairs;
- (h) determine the appropriate annual proration and apportionment of dues amongst members, and timely due date therefore;
- (i) take such action against such members or non-members as may be appropriate and lawful to collect unpaid dues or assessments, or to collect a non-member's legal obligation to pay a pro-rata share of maintenance expenses as may be required of such non-member in his deed of conveyance;
- (j) without limitation, acquire, in the name of the Association from such persons or organizations who may own any title, easements, rights of way or other interests in the common areas any and all such rights by deed or documents of transfer upon such terms and conditions as the Directors shall deem in the best interest of the Association; and
- (k) authorize improvements to the common areas.

ARTICLE 5 OFFICERS

SECTION 5.1: Officers.

The officers of the Association shall be a President, Treasurer, Secretary and Clerk/Registered Agent, and such other officers as the Board of Directors deem necessary from time to time.

SECTION 5.2: Election and Term of Officers.

The officers of the Association, with the exception of the Clerk/Registered Agent, shall be elected annually by the Board of Directors at its regular annual meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The Registered Agent shall serve until he or she resigns or is replaced by the Board of Directors.

SECTION 5.3: Vacancies.

A vacancy in any office may be filled by the Board of Directors of the unexpired portion of the term.

SECTION 5.4: President.

The President shall be the principal executive officer and shall in general supervise and control all the business affairs. He shall preside at all meetings of the members and of the Board of

Directors. In the absence of a Treasurer, he may sign any contracts, or other instruments which the Board of Directors has authorized to be executed, and in general he shall perform all duties incident to the Board of Directors from time to time.

SECTION 5.5: Treasurer.

The Treasurer shall have charge and custody and shall be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source, and deposit all such monies in the name of the Association in such bank, trust company or other depository as shall be selected by the Board of Directors. The Treasurer shall be authorized to execute contracts or other instruments authorized by the Board of Directors on behalf of the Association. He shall receive notification from members of transfers of interest in property by a member on behalf of the Association. He shall be responsible for collection all dues or assessments from members and in general shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President or Board of Directors.

SECTION 5.6: Secretary.

The Secretary shall keep the minutes of meetings of the Members and of the Board of Directors, shall keep the official record of Members (meaning the owners of Lots as shown in the Registry of Deeds), shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President, the Board of Directors, or these Bylaws.

SECTION 5.7: Clerk/Registered Agent.

The Clerk/Registered Agent shall perform those duties assigned to these offices by law.

**ARTICLE 6
BUDGETED EXPENSES**

SECTION 6.1: Fiscal Year.

The fiscal year of the Association shall be determined by the Board of Directors after consultation with the Association's accountant.

SECTION 6.2: Budget.

The Board of Directors shall then adopt a budget for the Association. The Board of Directors shall prepare and submit to the members a budget for the next fiscal year. This budget may be

amended by the members, and shall be adopted by them as amended. The budgets shall show, separately, amounts required for continuance of current services (including engineering inspection fees, stormwater facility maintenance, general maintenance and insurance) and amounts, if any, proposed for extension of services and capital expenditures for additional facilities.

The developer has selected Terradyn Consultants L.L.C., a professional civil engineering company to perform the stormwater inspection duties (as outlined by the approved Maine Department of Environmental Protection Site Location of Development Permit for the Rolling Brook Subdivision) into perpetuity. Terradyn Consultants L.L.C. will provide a written estimate, upon request, for use in establishing the association budget. The association will be billed at the prevailing hourly rate of the Terradyn Consultants L.L.C. designated inspecting engineer. Payment will be due within 30 days of receipt of invoice. Late payments will be subject to the maximum interest allowed by law.

SECTION 6.3: Special Costs – Shared in Common.

The Directors may request emergency or special contributions to meet unforeseen expenses. Such special contributions shall be due as and when specified by the Directors and apportioned in the same proportions as the regular budgeted expenses. After the expiration or earlier termination of the Developer Control Period, such special budgeted expenses, unless approved by special vote of the members, shall cover only current services and maintenance.

**ARTICLE 7
INDEMNITY**

SECTION 7.1: Indemnification of Directors and Officers.

To the extent permitted by law, the Association shall indemnify members of the Board of Directors and Officers, past or present, their heirs or personal representatives, against any and all expenses actually and necessarily incurred by them in connection with the defense or settlement of an actual or threatened action, suit, or proceeding in which they, or any of them, are made a party, by reason of their being or having been a member of the Board of Directors, or Officer of the Association, except in relation to matters as which any such member of the Board of

Directors, or Officer shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated upon the existence of such liability. The termination of any action, suit, or proceeding by judgment, order, settlement or conviction upon a plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person engaged in willful misconduct. The right of the members of the Board of Directors or Officers to indemnification by the Association shall be in addition to, and not exclusive of, all of the rights to indemnification to which they may be otherwise entitled, including any rights to indemnification under the terms of any Board of Directors or Officers liability policy or policies which may be procured.

SECTION 7.2: Authorization to Purchase Insurance.

The Association may purchase and maintain a public liability and a Board of Directors and Officers liability policy or policies insuring the Association and its members, members of the Board of Directors, and Officers against the cost of defending a claim or paying a settlement or decision.

**ARTICLE 8
AMENDMENTS OF BYLAWS**

The Bylaws may be amended, altered or repealed and new Bylaws may be adopted only upon the affirmative vote of seventy-five percent (75%) of the members present at an annual or special meeting of the members, the notice of which meeting shall substantially set forth the proposed change to the Bylaws.