

***HIGHLANDS POINT ASSOCIATION
BY-LAWS***

Effective July 13, 2019

HIGHLANDS POINT ASSOCIATION, INC. BY-LAWS

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**BY-LAWS
OF
HIGHLANDS POINT ASSOCIATION INC.**

ARTICLE 1 - DEFINITIONS

SECTION 1: The words "said property" as used in these By-laws shall be deemed to mean the following described real property situated in the County of Cumberland State, State of Maine and more particularly described as follows:

A certain parcel of land located in Bridgton, Maine and more particularly bounded and described upon a Subdivision Plan entitled "Highlands Point" prepared for NE Properties, Inc., by Main- - Land Development Consultants, Inc. dated March 27, 1981 and recorded in the Cumberland County Registry of Deeds in Plan Book 131, Pages 23, 24, 25,26 and 27.

Together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations, grants, or charges pertaining to the same, to be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation

SECTION 2: The words "Building Site" wherever used in these By-laws shall be deemed to mean building site as defined in the Highlands Point Declaration of Protective Covenants.

The words "Corporation" and "Association" are used interchangeably to denote the *Highlands Point Association, Inc.*

ARTICLE 2 - MEMBERSHIP

SECTION 1: The members of this Corporation shall be all persons who are owners of record of any Building Site in said property, provided that no persons or corporation taking a mortgage as security for the payment of money or the performance of any obligation shall be entitled to membership until such mortgage has been foreclosed and title has passed to it thereby. Such ownership of record shall be the only qualification for the membership in this Corporation.

When a Building Site is owned of record by two or more parties, the membership as to such Building Site shall be joint and the right of such membership (including the voting power arising therefrom) shall be exercised only by the joint action of all owners of record of such Building Site.

No additional membership or initiation fee shall be charged, nor shall members be required to pay at anytime any amount to carry on the business of this Corporation except to pay annually the charges or assessments set forth under these By-laws. Membership in this Corporation shall lapse and terminate when any member shall cease to be the owner of record of a Building Site.

ARTICLE 3 - VOTING RIGHTS

SECTION 1: In all matters which shall come before the members of this Corporation, and in all corporate matters, the voting power of the members of this Corporation shall be according to the following rules:

- (A) Except as provided in (C) of this section, each member of this Corporation shall have one vote for each Building Site of which it is the owner of record.
- (B) Except as provided in (C) of this section, a corporation or other association owning of record one or more Building Sites shall have the right to the number of votes equal to the number of Building Sites of which it is the owner of record.
- (C) When a Building Site is owned of record in joint tenancy or tenancy in common, the several owners of said Building Site shall collectively be entitled to one vote.
- (D) The use of proxies shall be governed by ARTICLE 17.

ARTICLE 4 - CORPORATE POWERS

SECTION 1: The corporate powers of this Corporation shall be vested in, exercised by, and under the authority of, and the business and affairs of this Corporation shall be controlled by, a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. The directors shall be members of the Association. A majority, or three (3) of said directors, whichever is greater, shall constitute a quorum for the transaction of business.

ARTICLE 5 - ELECTION OF DIRECTORS

SECTION 1: Unless otherwise provided by the By-laws of this Corporation, the directors shall be elected by ballot in person or by proxy at an annual meeting of the members and shall hold office for two (2) years or until their successors are elected.

ARTICLE 6 - VACANCIES

SECTION 1: Vacancies in the Board of Directors shall be filled by a majority of the remaining directors though less than a quorum, and each director so elected shall hold office until his successor, if any, is elected at an annual meeting, or at a special meeting called for that purpose. If any director at any time tenders his resignation to the Board of Directors, the Board of Directors shall have power to elect his successor to take effect at such time as the resignation becomes effective. The successor director shall serve out the remaining term of the resigned director.

ARTICLE 7 - POWERS OF DIRECTORS

SECTION 1: The Board of Directors shall have power:

- (A) To call special meetings of the members whenever it deems it necessary, and it shall call a meeting at any time upon written or electronic mail request of the members who have the right to vote at least one-fourth of all of the votes of the entire membership.
- (B) To conduct, manage and control the affairs and business of this Corporation, and to make rules and regulations not inconsistent with the laws of the State of Maine or the By-laws of this Corporation.
- (C) To collect the charges and assessments established hereunder.
- (D) To exercise for the Corporation all powers, duties and authorities vested in or delegated to this Corporation that it may lawfully exercise.
- (E) To enforce the Association's Declaration of Protective Covenants.

ARTICLE 8 - DUTIES OF DIRECTORS

SECTION 1: It shall be the duty of the Board of Directors:

- (A) To cause to be kept a complete record of all their minutes and acts and of the proceedings of its meetings. To present a full statement in a format satisfactory to the Board of Directors showing in detail the assets and liabilities, revenue and expenditures of this Corporation and other documents relating to its finances at the regular annual meeting or special meetings of the members or when requested in writing by any member.
- (B) To supervise all officers, agents, and employees of this Corporation, and to see that their duties are properly performed.

ARTICLE 9 - DIRECTORS' MEETINGS

SECTION 1: The annual meeting of the Board of Directors shall be held once a year, at a time agreeable to the Board of Directors.

SECTION 2: Regular meetings of the Board of Directors shall be held at a time and place selected by resolution of the directors or by the President in accordance with Article 12 (C).

SECTION 3: Unless waived by all directors, notice of the annual meeting or special meetings of directors shall be given personally, or by letter, or by electronic mail, delivered to each director the

Corporation at least three (3) days before the time for holding said meeting. Each director shall register his mailing address and electronic mail address with the Secretary and notices of meetings shall be mailed to him at such addresses.

SECTION 4: Special meetings of the Board of Directors shall be held when called by the President, the Vice President, the Secretary or the Treasurer, upon written request of any two directors, or upon written request of the members who in the aggregate have the right to vote at least one-fourth of all of the votes of the entire membership.

SECTION 5: The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held shall be as valid as though at a meeting duly held after regular call and notice if there is a quorum present at that meeting, and either before or within sixty (60) days after the meeting each of the directors not present signs a written waiver of notice or consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. In the absence of a quorum any meeting of the Board of Directors may be adjourned by a vote of a majority of directors present. No official business may be transacted in the absence of a quorum.

SECTION 6: Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Directors.

ARTICLE 10 - MEETINGS OF MEMBERS

SECTION 1: The regular annual meetings of the members shall be held on the second Saturday of the month of July in each year at the hour of 10:00 o'clock am.

SECTION 2: Special meetings of the members for any purpose may be called at any time by the President, Vice President, Secretary or Treasurer of Board of Directors, or by any two (2) or more members thereof or upon written or electronic mail request of the members who in the aggregate have the right to vote least one-fourth of all the votes of the entire membership in conformance with Article 2, Section 1 herein.

SECTION 3: Unless waived by all members of the Corporation, notices of annual and special meetings of the members shall be given in writing by letter or electronic mail to each member by the Secretary. Each member shall minimally register his mailing address with the Secretary and notices of meetings, if by letter, shall be mailed to him at such address. Notice of each meeting shall, at least thirty (30) days before the time for holding said meeting, be sent to each member by letter or electronic mail. If by letter, postage thereon fully prepaid. Notice of each annual or special meeting of the members shall specify the place, the date and the hour of the meeting, and the general nature of the business to be transacted. A proxy form shall accompany a notice of any meeting. If notice is sent by electronic mail, an electronic proxy is to accompany the notice. If notice is sent by letter mail, the proxy shall be enclosed with return postage prepaid.

SECTION 4: The transactions at any meeting of the members shall be valid if there is a quorum present at the meeting in person or by proxy. The presence in person or by proxy of a number of members holding more than fifty (50) percent of votes entitled to be cast shall constitute a quorum for the transaction of business. In the absence of a quorum any meeting of the members may be adjourned by a vote of a majority of the members present. No official business may be transacted in the absence of a quorum, however the members present at a meeting initially having a quorum in person or by proxy may continue to do official business notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 5: Every act or decision done or made by vote of a majority of votes cast in person or by proxy at a meeting duly held at which a quorum is present shall be regarded as an act of the members. Voting by proxy is subject to the conditions contained in ARTICLE 17 hereof. At all meetings of members disagreements involving procedural matters shall be resolved by a majority vote of the members entitled to vote either in person or by proxy using *Roberts Rules of Order* as a guide.

ARTICLE 11 - OFFICERS

SECTION 1: The officers of this Corporation shall be a President, a Vice President, Secretary and Treasurer, all of whom shall at all times be members of the Board of Directors, and such other officers as the Board of Directors may, from time to time, by resolution, create.

SECTION 2: The officers of this Corporation, except such officers as may be appointed in accordance with Section 4 of this Article, shall be chosen annually by the Board of Directors and each shall hold his office for two (2) years and until his successor is elected, unless he shall sooner resign or shall be removed, or be otherwise disqualified to serve. There shall be no limit to the number of years an officer may serve, but an officer may not serve for more than two (2) consecutive partial or full terms in any one official capacity.

SECTION 3: Any officer may be removed from office either with or without cause by a majority of the directors at that time in office at any annual, regular or special meeting of the Board. Any officer may resign at any time by giving a written notice to the Board of Directors or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein the acceptance such resignation shall not be necessary to make it effective.

SECTION 4: A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in the By-laws for regular appointment to such office for the remainder of the existing term.

SECTION 5: Officers other than the President may hold more than one office at any given time. The Board of Directors may appoint an assistant Secretary or Treasurer or other officers, to perform such duties as the Board may determine, provided said officers are also members of the Board of Directors.

ARTICLE 12 - PRESIDENT

SECTION 1: The President shall:

- (A) Preside over all meetings of the members and of the Board of Directors and shall be an ex officio member of every standing and ad hoc committee.
- (B) Sign as President all deeds, contracts and other instruments in writing which have been first approved by the Board of Directors.
- (C) Call the directors together whenever he deems it necessary and shall have, subject to the advice of the Board of Directors, general supervision, direction and control of the business affairs of the Corporation. and generally shall discharge such other duties as may be required by him by the Board of Directors
- (D) Enforce the provisions of these By-laws and the Association's Declaration of Protective Covenants.

ARTICLE 13 - VICE PRESIDENT

SECTION 1: The Board of Directors shall elect a Vice President in whom, in the absence of the President, shall be vested for the time being all the powers, duties and functions of the President.

SECTION 2: In The case of the death, resignation or disability of the President, the Vice President shall assume all the responsibilities of the President until a successor is elected at a special meeting of the Board of Directors. This Election shall be held within sixty (60) days after such death, resignation or prolonged period of disability.

ARTICLE 14 - SECRETARY

SECTION 1: The board of Directors shall elect a Secretary and it shall be the duty of the Secretary:

- (A) To keep a record of all meetings and proceedings of the Board of Directors and of the members.
- (B) To keep the corporate seal of the Corporation and to affix it on all papers requiring the seal of the Corporation.
- (C) To serve notices of meetings of the Board of Directors and the members required by law or by the By-laws of this Corporation.
- (D) To keep appropriate records showing the members of this Corporation together with their mailing and electronic mail addresses as furnished him by such members.
- (E) To have and exercise the powers and perform the duties of the Clerk of a Corporation organized and

existing under Title 13-B of the *Maine Revised Statutes of 1964*, as amended and to execute as Clerk of this Corporation all documents which have been first approved by the Board of Directors and which require the signature of such Clerk.

ARTICLE 15 - TREASURER

SECTION 1: The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may from time to time direct all of the funds of the Corporation, which funds shall be withdrawn by such officer or officers as the Board of Directors shall from time to time designate.

SECTION 2: The Treasurer shall prepare and present a financial report at the annual meeting of members which report shall include a complete and detailed revenue and expense statement.

ARTICLE 16 - BOOKS AND PAPERS

SECTION 1: The books, records, including all financial records and transactions and minutes of meetings and any papers related to official corporate or Association business, shall be kept up to date and be subject to the inspection of any member at mutually agreeable times and places.

ARTICLE 17 - PROXIES

SECTION 1: At an annual or special meetings of members, each member may vote in person or by proxy.

SECTION 2: All proxies shall be in writing or received by electronic mail and filed with the Secretary.

ARTICLE 18 - CORPORATE SEAL

SECTION 1: This Corporation shall have a seal in circular form having within its circumference the words:

**HIGHLANDS POINT ASSOCIATION, INC.
INCORPORATED 1986
MAINE**

ARTICLE 19 - FISCAL YEAR

SECTION 1: The Fiscal Year of the Corporation shall end on December 31st of each year.

ARTICLE 20 - AMENDMENTS

SECTION 1: By-laws may be adopted, amended or repealed by a majority vote at an annual meeting of the members or the written assent, by letter or by electronic mail, of a majority of the members entitled to vote, or the vote of a majority of a quorum at a meeting duly called for such purpose.

ARTICLE 21 - ASSESSMENTS

SECTION 1: The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents of said property, including but without limitation the payment of taxes and insurance thereon, snow removal and landscaping thereon, and the cost of labor equipment, materials, management and supervision therefore.

SECTION 2: Assessments for the purposes set forth in the above Section 1 shall be levied as follows:

- (A) The members of this Association may levy in any year an assessment sufficient for accomplishing said purposes. Said levy shall be approved by the Association at its annual meeting.
- (B) The members of this Association from time to time at special meetings may increase or decrease assessments for the purposes hereinabove set forth.

SECTION 3: The assessment levied under Section 2 shall be divided among the Building Sites in proportion to the total number of Building Sites within said property. All sums so assessed to a Building Site shall become due thirty (30) days after the levy of an assessment as provided in the above Section 2. The owner at the time of assessment of any Building Site or Sites shall pay to the Treasurer the sum assessed to said owner's respective Building Site of Sites on or before the due date thereof.

SECTION 4: The assessment authorized hereunder shall be a charge on the land and shall be a continuing lien upon the Building Site against which such assessment is made, including any buildings and improvements thereon; if the assessment is not paid within ninety (90) days after the date when due under the provisions of these By-laws, then said assessment shall become delinquent and shall, together with interest at the rate of twelve percent (12%), cost of collection and reasonable attorneys fees become a continuing lien on the Building Site, and the buildings and improvements thereon. The personal obligation of the then owner or owners to pay such assessment shall remain their personal obligation.

ARTICLE 22 - COMMON AREAS

SECTION 1: Common areas shall be managed and maintained by this Corporation, and it shall have the right to promulgate reasonable rules and regulations binding upon all members relating to the use and enjoyment of the common areas.

ARTICLE 23 - MISCELLANEOUS

SECTION 1: The invalidity of any part of these By-laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-laws.

SECTION 2: The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these By-laws or the intent of any provision thereof.

SECTION 3: The use of the masculine gender in these By-laws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural whenever the context so requires.

SECTION 4: No restriction, condition, obligation or provision contained in these By-laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

SECTION 5: In the event legal action is successfully brought against a member for violating these By-laws or the Association's Declaration of Protective Covenants, all attendant legal fees incurred by the Corporation therefore shall be paid by the member

ARTICLE 24 - PERSONAL LIABILITY

SECTION 1: Personal liability of Directors and Officers

(A) Any director or officer shall be exempt from personal liability to the Corporation or its members for monetary damages resulting from their actions as directors or officers except with respect to:

1. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
2. Actions for which a director or officer may be liable under *13B MRSA 716* and/or *13B MRSA 720*.
3. Any transaction from which the director or officer derived an improper personal benefit.

ARTICLE 25 - COMMITTEES

SECTION 1: The Board of Directors may from time to time establish standing or temporary committees and special ad hoc committees and shall be an ex officio members of every committee. Notwithstanding the powers conferred on the Board of Directors in the preceding sentence the following committees are hereby established as standing committees.

1. Architectural Review Committee
2. Nominations and Elections Committee

SECTION 2: Notwithstanding the ex officio privilege explained in Section 1 of this Article, the presiding President of the Board of Directors may not simultaneously serve in that Board capacity and as Chairman of any committee(s).

ARTICLE 26 - ARCHITECTURAL REVIEW COMMITTEE

SECTION 1: The Architectural Review Committee is created to ensure that construction on a Building Site conforms in size, form and color to its natural setting and is situated on a suitable location within a Building Site. The Committee must approve all construction plans on a Building Site before it is begun. The Committee is bound to use reasonable discretion in the approval of any construction plan.

SECTION 2: The Committee shall require Building Site owners to follow reasonable application procedures depending on the type of construction project planned and shall adopt regulations subject to the approval of the Board of Directors to achieve its purposes.

SECTION 3: The Committee shall report violations of the Association's Declaration of Protective Covenants to the Board of Directors, and recommend such enforcement actions as it deems necessary and prudent to correct said violations, subject to the approval of the Board of Directors.

SECTION 4: The Board of Directors shall appoint at least three (3) but no more than five (5) members to serve on this Committee for a term of three (3) years and shall also appoint its chairman.

ARTICLE 27 - NOMINATIONS AND ELECTIONS

SECTION 1: The Nominations and Elections Committee is created to ensure that election of association officials be carried out appropriately and in the manner approved and according to Nomination and Elections guidelines set by the Board of Directors

SECTION 2: This Committee shall develop and implement fair and reasonable procedures subject to the approval of the Board of Directors and shall have such other related responsibilities as the Board shall from time to time determine.

SECTION 3: The Board of Directors shall appoint three (3) members to serve on this Committee at least 6 months prior to any election. The committee appoints its chairman

END OF BY-LAWS

Board of Directors

President, Deborah Brusini

Vice-President, Robert Knott

Treasurer, Peter Folger

Secretary, Patti Schulte

Director, Larry Flaherty