

Bylaws of Woodbury Heights Home Owners Association

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O F F I C I A L Effective Date: April 10, 2018 O F F I C I A L
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Article I: Existence, Principal Office and Purpose

- A. This organization is known as the Woodbury Heights Home Owners Association, a Maine not-for-profit corporation which was formed by duly filed Articles of Incorporation with the office of the Maine Secretary of State on January 9, 2018. The organization shall hereafter be referred to as the "Association".
- B. The principal physical office of the Association shall be deemed to be the address of the then serving President of the Association. The mailing address of the Association shall be that of the then serving Registered Agent for the Association as reflected by the records of the Maine Secretary of State.
- C. The purpose of the Association, which was required by the Auburn Planning Board as part of its approval of Woodbury Heights, Phase 4, is for (a) the creation, maintenance and repair of a certain walking trail and (b) the maintenance of certain stormwater systems, both of which are servicing lots and/or are depicted on a plan of "Woodbury Heights, Phase IV, Auburn, Maine", as approved by the Auburn Planning Board on April 10, 2018, which plan is recorded in the Androscoggin County Registry of Deeds in Plan Book 52, Page 87. The above described walking trail and stormwater systems are referred to in these Bylaws as the "Property", unless reference to each of these components is individually specified hereafter.

Article II: Association Powers

In addition to those powers, authorities and responsibilities granted or available to the Association under the laws of the State of Maine, including but in no way limited to those enumerated in the Maine Non-Profit Corporation Act, as amended (the "Act"), which the Association may exercise at any time, the Association shall have the following specific powers and authorities;

- A. To adopt and amend these Bylaws and any rules and regulations to which the Members of the Association shall be subject;
- B. To adopt budgets to address anticipated Association expenses, whether regularly assessed or by special assessments;
- C. To hire contractors, inspectors, consultants and other professionals, and to enter into contracts for Association purposes, and incur liabilities related thereto;
- D. To regulate and manage the Property for all purposes set forth in these Bylaws in accordance with local, State and Federal laws, rules,

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regulations and Ordinances, and the approval of Woodbury Heights, Phase 4 by the Auburn Planning Board; A N

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- E. Grant easements, leases, licenses (temporary or permanent) or like grants relating to the Property;
- F. ^{N O T} Impose upon and invoice Members of the Association for all assessments (whether annual or special) for all expenses incurred or to be incurred on the Property, along with the assessment of late charges, interest for late payments, costs of collection and attorneys fees and expenses resulting from non-payments of any such assessment by their respective due dates; ^{N O T}
- G. Provide for liability insurance for the Property and for all of the Association's officers, and for indemnification for all officers, provided the actions of said officers are consistent with all applicable laws, rules, regulations and ordinances and in accord with these Bylaws and the stated purposes of the Association.
- H. Engage in any litigation, arbitration, mediation or administrative proceeding in its own name with regard to any matter relating to the Property, including but in no way limited to enforcing these Bylaws and the right of the Association to collect from its Members any amounts due under Section F above.

Article III: Membership, Meetings and Voting

- A. Membership in the Association consists exclusively of owners of lots located depicted on certain plans for Woodbury Heights, Phases 3 and 4, which are recorded in the Androscoggin County Registry of Deeds, and those voluntary members who are more particularly defined and described in Section B of this Article III to follow. Multiple owners of a single lot shall be considered a single Member under these Bylaws, with the sole exception of the original developer of Woodbury Heights (B&M Developers, Inc.) and their successors in interest, which shall have one (1) vote per lot owned. Each single Member as defined above shall be entitled to one (1) vote as to any matter of the Association for which a vote is required.
- B. Current membership of the Association consists of those owners who are or may become owners of lots as depicted on the above referenced plans for Woodbury Heights, Phases 3 and 4. Lot owners deriving their ownership of lots depicted on plans for Woodbury Heights, Phases 1 and 2 may elect to become Members of the Association and be bound by all terms set forth in these Bylaws, but said owners shall not be required to become Members. Effective as of the date of these Bylaws, each sale or transfer of a lot or part thereof, which are governed by these Bylaws, shall automatically result in each new owner, whether a



natural person or entity, becoming a Member of the Association. No mortgage on any Member's lot or any portion thereof, or any fee or cost, shall terminate, cancel, forfeit or otherwise affect said membership of that lot from the Association.

- C. Meetings shall be held on a date to be determined annually by the Members. Notice of each annual meeting shall be sent by the Association to each Member by either personal delivery, regular United States Mail or electronic mail to the last known address contained in the records of the Association. It shall be the sole responsibility for each Member to provide timely changes of address in writing by any means to the Association. Special meetings of the Association may be called by the President upon notice as set forth in this Article III. The location of each annual meeting shall be determined at the preceding year's annual meeting, and the location of each special meeting shall be included in the notice of special meeting sent to each Member. A quorum for any annual or special meeting of the Association shall consist of fifty percent (50%) of all owners entitled to vote at the meeting. Owners may cast votes by a written proxy delivered to the Association prior to the formal start of any meeting, provided said proxy is dated no older than eleven (11) months, measured from the date of said meeting. Any matter coming before the Membership for passage shall require a simple majority vote of those owners present at the meeting to be adopted or rejected. Any Member who is in arrears as to assessments due and owing to the Association shall be prohibited from voting until each such arrearage is fully paid.
- D. Notice of each annual meeting shall be in writing, stating the location, day and hour of the meeting and shall be delivered to each Member entitled to vote at said meeting in accord with Article III(C) above. Said notice shall include an agenda proposed to be acted upon at the meeting, allow for any new business to be brought up at said meeting, and shall be delivered to each Member at least ten (10) calendar days but no more than forty-five (45) calendar days prior to each meeting. In the event of a special meeting, the specific purpose(s) shall be set forth in the notice and no other business shall be transacted at said meeting. Notice of special meetings shall be made in the same manner as notice of annual meetings.
- E. Electronic mail may be utilized to provide the Members with information relevant to the activities of the Association, and for the casting of votes relating to any matter for which votes of the Members is authorized under these Bylaws. The method and protocol for electronic mail communication and voting shall be developed and managed by the Officers of the Association and disseminated to the Members.

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Androscoggin County Registry of Deeds for all amounts due for assessment remaining unpaid for a period of three (3) months following each annual meeting; and

i. Authorize improvements to the Property with the approval of the Members

Article V:

Officers

- A. The officers of the Association shall consist of the President and Treasurer, and any other officer elected by the Board as it deems necessary from time to time. All officers shall hold office until his/her successor shall have been duly elected by the Board. Each officer shall be a Member in good standing of the Association.
- B. The President shall be the principal executive officer and shall generally supervise all business affairs of the Association. He/She shall preside at all meetings of the Members and the Board. In the absence of the Treasurer, the President may sign contracts and other instruments authorized by the Board to be signed, and in general perform all duties incident to the Board from time to time.
- C. The Treasurer shall have charge, custody and responsibility for all funds of the Association, receive and provide receipts for monies due and payable to the Association from any source, and deposit all such monies received in such bank, trust company or other depository as selected by the Board. The Treasurer is authorized to execute contracts and other instruments that the Board duly authorizes on behalf of the Association. The Treasurer shall also receive all notifications from Members of transfers of Member lots+. In addition, the Treasurer shall be responsible for collecting all dues, assessments and charges from Members, and shall generally perform all duties incident to the office of Treasurer, along with such other duties as may be assigned by the Board from time to time.

Article VI:

Fiscal Year and Budget

- A. The fiscal year of the Association shall be from January 1 to December 31.
- B. The Board shall annually prepare a budget for submission to the Members at each annual meeting for the upcoming fiscal year of the Association. The budget shall itemize amounts required for continuation of current services and expenses, and any capital expenditures. Each budget shall be presented to the Members, may be amended prior to adoption by a vote of the Members, and shall be voted on by the Members at the annual meeting of the Association.

C. The Board may request special assessments to meet emergency or unforeseen expenses related only to current services and maintenance. Such special assessments shall be due as and when specified by the Board and applicable in the same manner as regular assessments.

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Article VII: Indemnity

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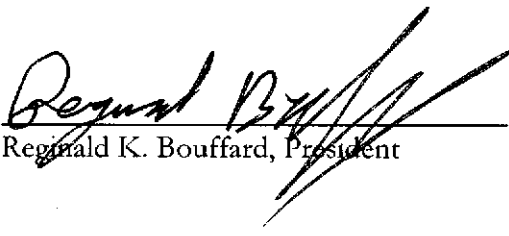
To the extent permitted under Maine Law, the Association shall indemnify, defend and hold past and present Officers of the Association harmless from and against any and all claims, actions, causes of actions, suits, damages, penalties, fines, judgments or any like proceeding (judicial, quasi-judicial or administrative) arising out of or related to their authorized activities on behalf of the Association, provided said activities arose out of the ordinary and customary duties and responsibilities of said Officers. This indemnification shall be in addition to, and not as a replacement of, any similar rights of indemnification which may be available to said Officers arising out of any liability or errors/omissions policies of insurance procured by the Association for such purposes. The indemnification provided hereunder shall be deemed, null, void and of no effect whatsoever in the event any act or omission of the Officer resulting in any such claim, cause of action, suit, damage, penalty, fine, judgment or other like sanction is deemed to have been occasioned by wilful misconduct or an intentional act in contradiction to law, rule, regulation, ordinance or these Bylaws.

Article VIII: Amendment of Bylaws

These Bylaws may be amended, restated, revised, corrected or replaced with new Bylaws, but only upon the affirmative vote of Seventy-Five Percent (75%) or more of the voting Members at any annual or special meeting of the Members where the proposed action relating to these Bylaws is expressly set forth in the notice of said meeting.

Dated Effective: April 10, 2018

B & M Developers, Inc.

By: 
Reginald K. Bouffard, President

State of Maine
Androscoggin, SS

June 7, 2018

Now come **Reginald Bouffard**, President of **B & M Developers, Inc.**, and acknowledged the foregoing to be his free act deed in said capacity and the free act and deed of B & M Developers, Inc.

Before me,


K. Alexander Visbaras, Esq., Attorney at Law