

BYLAWS OF THE SLOANS COVE ROAD ASSOCIATION

10/13/2019 (FINAL)

The name of the Association shall be Sloans Cove Road Association (SCRA), and said Association shall be located in Raymond, Maine, and is being formed as a Statutory Road Association under Maine Law.

The following provisions shall constitute the Bylaws of this Association:

Section 1. Composition, Powers and Duties of the Association.

The Association shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things except as by law or by this document may not be delegated to the Association by the property owners. A property owner is defined as a person who, or entity that, owns property that is accessed via a private way in Raymond, Maine known as Sloans Cove Road.

The Association shall be composed of 4 Officers. The Officers shall be a President, Secretary, Treasurer and Road Commissioner. The powers and duties of the Officers shall include, but shall not be limited to, the following:

1. Operation, care, upkeep, and maintenance of the Common Element.
2. Determination of the common expenses required for the affairs of the Association, including, without limitation, the operation and maintenance of the Association.
3. Collection of the assessed charges from the property owners.
4. Employment and dismissal of the personnel necessary or advisable for the maintenance and operation of the Sloans Cove Road.
5. Opening of bank accounts on behalf of the Association and designating the signatories required therefore.
6. Obtaining insurance for the Association, pursuant to the provisions hereof.
7. The Officers shall have the power to enforce obligations of property owners; to allocate income and expenses; and to do anything and everything else necessary and proper for the sound management of the Association.
8. Enter into contracts for the maintenance, upkeep, and repair of the Sloans Cove Road.
9. Posting the road to ensure the safety of property owners and their guests.

Section 2. Duties of Officers of Association

- A. The duties of the President, shall include the management of the Association as approved by the property owners at the annual meeting and within the guidelines of these Bylaws.
- B. The duties of the Secretary shall be to record and maintain the records of the Association and to perform such duties as are determined by the property owners at

the annual meeting.

- C. The duties of the Treasurer shall be to record and maintain the financial records of the Association, and to perform such duties as are determined by the property owners at the annual meeting.
- D. The duties of the Road Commissioner shall be: to determine what repairs and maintenance are needed for upkeep of Sloans Cover Road, and to make recommendations to the Officers and the property owners and to perform such maintenance and repairs as have been determined by Officers and/or as authorized by 23 M.R.S.A. § 3101 to 3106.

Section 3. Expenses, Profits and Funds.

Each property owner shall be liable for expenses of the Association according to his respective assessment. The Officers may, to such extent as they have been directed by vote of the majority of the property owners attending any meeting, set aside funds of the Association as reserve or contingent funds and may use the funds so set aside for reduction of indebtedness or other lawful capital purpose, or, subject to the provisions of the following Section 4, for repair, rebuilding or restoration of the Association roadways, or for improvements thereto.

- A. At least thirty (30) days prior to each annual anniversary of the adoption date of these Bylaws, the Officers shall estimate the expenses expected to be incurred during the next fiscal year, together with a reasonable provision for contingencies and reserves, and after taking into account any undistributed funds from prior years, shall determine the assessment amounts to be made for such fiscal year. If after a meeting of the property owners, it is voted to continue the Association for an additional year, and an assessment is approved, then the Board of Directors shall promptly render statements to the property owners for their respective shares of such assessment. Said assessment shall be paid to the Association no later than 30 September immediately following the annual meeting. Assessments not paid within ninety (90) days of 30 September will be delinquent. In the event of default by any property owner in paying the annual assessment, such charge shall be collected pursuant to Maine law, but only after a majority vote of the Officers. If assessments are more than ninety (90) days delinquent, SCRA can record a notice of claim in the Registry of Deeds as a lien on the property and any recording costs may be added to the claim in accordance with 23 M.R.S. §3104. SCRA can also collect fees through Small Claims Court in Maine.
- B. In the event that the Officers shall determine during the year that the assessment so made is less than the expenses actually incurred, or likely to be incurred, the Officers shall make a supplemental assessment or assessments and render statements therefore in the manner aforesaid, and shall call a special meeting of the property owners to vote upon the same, pursuant to the terms of these Bylaws. Upon obtaining a majority vote of the attending property owners in favor of the same,

such statements shall be payable and take effect as aforesaid.

- C. The Officers shall expend funds only for Association expenses.

Section 4. Insurance.

- A. The Officers shall obtain and maintain, to the extent available, a policy of liability insurance for the benefit and protection of the Association Officers and of all the property owners, naming this Association as the insured. This policy shall protect the Officers and property owners from liability arising from the usage of the roads of the Association by any person or persons, but said policy will not insure for the protection of any property owner for any liabilities incurred upon their property as to which it shall be the separate responsibility of the property owners to insure. Such insurance shall, unless the same is not obtainable, be maintained in the amount equal to one million dollars (\$1,000,000).
- B. Any liability policy shall, unless the same is not obtainable, provide:
 - 1. that such policy may not be canceled, terminated or substantially modified without at least thirty (30) days notice to the Association;
 - 2. for waiver of subrogation as to any claims against the Association, the Officers, agents, employees, the property owners and their respective employees, agents and guests;
 - 3. for waivers of any defense based upon the conduct of any insured; and
 - 4. in substance and effect that the insurer shall not be entitled to contribution as against any casualty insurance, which may be purchased separately by property owners.
- C. The cost of all such insurance obtained and maintained by the Officers pursuant to the provisions of this Section shall be an Association expense.
- D. The Officers shall not be liable to the property owners for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The property owners comprising the association shall indemnify and hold harmless each of the Officers against all contractual liability to others arising out of contracts made by Officers or Directors on behalf of the Association, unless any such contract shall have been made in bad faith or contrary to the provision of these Bylaws. It is intended that the Officers shall have no personal liability with respect to any contract made by them on behalf of the Association.

Section 5. Rebuilding, Restoration and Improvements.

- A. In the event of any casualty loss to the Sloans Cove Road, the Officers shall proceed, without notice to the property owners, with the necessary repairs, rebuilding, or restoration with a cap as determined during annual budgeting process.
- B. A vote by the majority of the property owners present at any meeting of the Association property called under these Bylaws may agree to make an improvement to Sloans Cove Road and assess the cost thereof to all property owners as a common expense.

- C. Only the Road Commissioner or other Officer of the Association can call for non-contracted road maintenance, including repairs, plowing, or ice control. Any property owner who calls in an unauthorized, non-contracted service to Sloans Cove Road may be financially responsible for costs.

Section 6. Meetings.

- A. The Officers shall meet annually on the date of (and immediately following) the annual meeting of the property owners. Other meetings may be called by and in such other manner as any member of the Officers may establish, provided that written notice of each meeting stating the place, day and hour thereof, shall be given at least two (2) weeks before such meeting to each Officer. Three fourths (3/4) of the number of members of the Officers shall constitute a quorum at all meetings, and such meetings shall be conducted in accordance with Roberts Rules.
- B. Commencing with the calendar year 2019, there shall be an annual meeting of the property owners in the month of August on the Association premises or at such other reasonable place and time as designated by the Officers by written notice given to the property owners at least thirty (30) days prior to the date so designated. Special meetings of the property owners may be called by the Officers or by the property owners upon the written request of thirty-three percent (33%) of the property owners of the Association. Written notice of any such meeting designating the place, day, hour thereof shall be given by the Officers to the property owners at least thirty (30) days prior to the date so designated. The Officers shall appoint a person to act as moderator for the annual meeting of property owners. At the annual meeting of the property owners, the Officers shall submit written reports of the management and finances of the Association. At any meeting at which the Officers proposes to submit to the property owners any matter with respect to which approval of or action by the property owners is necessary or appropriate, the notice of such meeting shall so state and reasonably specify such matter.
- C. At the annual meeting to vote for a continued Association, the property owners shall have one vote for each property, and a majority of the property owners present at such a meeting shall prevail.

Section 7. Notices to Property owners.

Every notice to any property owner required under the provisions hereof, or which may be deemed by the Officers necessary or desirable in connection with the execution of the Association created hereby, or which may be ordered in any judicial proceeding, shall be deemed sufficient and binding if a written or printed copy of such notice shall be given by one or more of the members of the Officers to such property owner at his address as it appears upon the tax records of the Town, at least thirty (30) days prior to the date fixed for the happening of the matter, thing or event of which such notice is given, or such longer period of time as may be required by the specific terms of this instrument. Property owners may waive notice by duly executing an appropriate waiver of notice.

Section 8. Inspection of Books; Reports to Property owners.

Books, accounts and records of the Association shall be open to inspection to any one or more of the members of the Officers, or any property owner(s) at all reasonable times. The Officers at least thirty (30) days prior to annual meeting shall submit to property owners a report of the operations of the Officers for the previous fiscal year, which shall include financial statements in such summary form and in such detail as the Officers deem proper. In addition, a semiannual financial report will be provided to all property owners. Any person who has been furnished with such report and shall have failed to object thereto by notice in writing to any member of the Officers, given by registered or certified mail within a period of one (1) month of the date of receipt of such report, shall be deemed to have assented thereto.

Section 9. Bank Checks

Bank Checks for the payment of money drawn or endorsed in the name of the Sloans Cove Road Association must be signed by the President and the Treasurer or in their absence, any two Officers.

Section 10. Fiscal Year.

The fiscal year of the Association shall be from September 1 through August 31 of the succeeding year.

Section 11. Proxy and/or Absentee Voting.

- A. Absentee voting will be permitted for property owners. Property owners wishing to vote absentee should give a written note to one of the Officers prior to the regular vote. The note should indicate that they wish to absentee vote, indicate what issues (or elected positions) they are voting on and how (for or against) they would like to vote. The Officers will then present the absentee ballot for inclusion in the vote count when the issue (or election) is voted on in the general membership.
- B. Proxy votes are allowed with written consent from property owner for attendee at meeting to vote on their behalf.
- C. Any items not listed on a meeting agenda which was voted on during said meeting shall be communicated to absentee property owners and polled for their vote which must be returned to the Association within one (1) week of communication.