

YRFHA BY-LAWS AS AMENDED September 1, 2011

YORK RIVER FARMS HOMEOWNERS ASSOCIATION

BY-LAWS

ARTICLE I - Purpose

The York River Farms Homeowners Association is a non-profit Maine corporation established for the purpose of administering the common areas in the York River Farms Subdivision, York, Maine in order to preserve property values and amenities in said community and for the preservation, maintenance and improvement of open spaces and common facilities. The Association shall have the duty and authority to enforce the PROTECTIVE COVENANTS AND RESTRICTIONS, YORKRIVER FARMS SUBDIVISION recorded in the York County Registry of Deeds as well as the establishment of any additional rules and regulations deemed appropriate to enhance the quality of residential living for the residents and owners of property in the Subdivision.

ARTICLE II - Membership

Section 1. Membership: Every titled owner to a lot in the subdivision shall automatically be a member of the Association. By acceptance of a deed to any lot in the Subdivision, each titled owner accepts the provisions of the PROTECTIVE COVENANTS AND RESTRICTIONS, as well as the provisions of these By-Laws and any rules and regulations adopted by the Association, and agrees to abide by all of the terms and conditions of any of these documents.

Section 2. Definition: The words lot and unit may be used interchangeably wherever they appear in this document.

ARTICLE III - Association Meeting

Section 1. Annual Meeting: There shall be an annual meeting of the members of the Association at such time and place as may be designated by the Board between the dates of June first and August thirty-first for the transaction of such business as may come before the meeting. A notice designating the date, time and place of such meeting shall be provided to all of the members of the Association a minimum of thirty (30) days prior to the meeting. The Board of Directors may designate a specified date for said meeting, each year, which will be most convenient for the membership.

Section 2. Special Meeting: Special meetings of the members shall be held whenever called by the Board. The Board shall call such a special meeting upon its own vote or at the request of at least five (5) members of the Association. Notice of such special meeting, stating the date, time and place and the purpose thereof, shall be sent by United States

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mail to all members of the Association at least ten (10) days prior to such meeting.

Section 3. Voting: At any meeting of the membership, the owner(s) of any lot shall have one (1) vote for each lot owned. In the event there is more than one (1) owner of a lot, any owner, present at any such meeting shall be deemed to have the authority to cast the vote for that lot. In the event that more than one (1) owner is present at a meeting and there is a dispute between the owners as to the manner in which a vote may be cast, each owner may vote the fraction of their vote in proportion to the number of owners listed in the records of the Secretary. Said fraction shall be established solely by the number of owners with no consideration given to the relative value of the ownership interests in the lot.

An authorized representative of any corporate owner may cast the vote(s) for the corporation and the oral representation of such person shall be sufficient to establish such authority.

Section 4. Proxy: The vote of any member, on any or all issues, and/or upon such other business as may properly come before the meeting or any adjournment thereof, may be cast by proxy provided the Secretary has received, prior to or at the time of the meeting, written authorization from the listed owners(s).

Section 5. Quorum: At any meeting of the members a quorum shall consist of members owning in fee simple, jointly or solely, or representative of a corporation owning in fee simple, a majority of the lots in the subdivision present either in person or by proxy. A majority of the votes of those present, constituting a quorum, shall decide any question that may come before the meeting unless noted elsewhere in the Association by-laws or covenants.

ARTICLE IV - Board of Directors

Section 1. The Association shall be governed by a Board of Directors consisting of not less than five (5) nor more than nine (9) Directors, elected by the Association.

Section 2. The terms of the Directors shall be three years and staggered such that no more than three (3) seats on the board shall be vacant and available for election to a full term in any given calendar year.

Section 3. The election of Directors shall take place at the Annual Meeting of the Association. The Board of Directors may propose a slate of Directors and there may also be nominations from the floor, if seconded. There shall be a written ballot. Each member of the Association present or voting by proxy shall be entitled to cast as many votes as there are vacant seats, or as many candidates as are on the ballot, whichever is

less. However, no stacking of votes will be permitted. Those candidates receiving the highest number of votes shall be elected, provided they are also named on a majority of ballots cast.

Section 4. If the office of any Director shall become vacant due to removal, resignation, death, or sale of property during the term of the Director, the Board may elect, by majority vote at any duly called Board meeting, a replacement Director to serve until the next Annual Meeting. At that time, that appointed Director may stand for election by the Association to fulfill the unexpired portion of the term of the replaced Director, subject to the same requirements as stated in Section 2. The expiration date of the term of the Director shall be listed on the ballot.

Section 5. If at any time the Board has less than nine Directors, the Board may elect, by majority vote at any duly called meeting, a replacement Director to serve until the next Annual Meeting. At that time, that appointed Director may stand for election by the Association to fulfill the unexpired portion of the term of a vacant Directorship, subject to the same requirements as stated in Section 2. The expiration date of the term of the Director shall be listed on the ballot.

Section 6. Each street in York River Farms shall be represented by at least one board member, if one resident is willing to serve. The Board shall consider this in its execution of its rights and obligations stemming from the Sections above.

Section 7. The Board shall meet for the transaction of business at such place and times as may be designated and voted upon. The Board, however, shall meet no less than quarterly at the call of the officers.

ARTICLE VI - Special Meetings of the Board

Special meetings of the Board may be called by any officer or by any two members of the Board provided that notice indicating the purpose of the meeting shall be given to each member of the Board a reasonable time prior to such meeting.

ARTICLE VII - Quorum of the Board

A majority of the Board of directors shall constitute a quorum for the transaction of business at any regular or special meeting. In the absence of a quorum, a majority of those present at the time and place of any such meeting may adjourn that meeting from time to time without notice until a quorum is established. The act of majority of directors present at any meeting at which there is a quorum shall be the act of the Board.

ARTICLE VIII - Annual Report

The Board of Directors shall provide the members of the Association with an annual report following the close of the fiscal year and 30 days prior to the annual meeting indicating the financial condition of the Association and any relevant information concerning the administration of the subdivision and its common areas and facilities.

ARTICLE IX - Officers-Election

Section 1. After the Annual meeting, the Board of Directors shall, at its first meeting, elect officers from the Board. These officers shall hold office for a term of one year, or until a successor has been elected and qualified, or until the officer's earlier death, resignation or removal, in accordance with the By-Laws.

Section 2. President: The President shall be the chief executive officer of the Association and as such shall have general supervision of the affairs and property of the Association and over its several officers, subject to the direction of the Board of Directors. The President shall, if present, preside over all meetings of the Board of Directors, and shall generally do and perform all acts incident to the office of President. He/she may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association.

Section 3. Vice President: The Vice President shall carry out the duties of the President in the event of the President's inability to attend meetings, resignation, removal from office or earlier death.

Section 4. Secretary: The secretary shall act as Secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a file to be kept for that purpose. He/she shall keep the records of the Association. He/she shall record the names and addresses of all members of the Association, shall see that all notices are duly given as required by the By-Laws or applicable law, rules and regulations, administrative policies and/or procedures.

Section 5. Treasurer: The Treasurer shall receive and deposit in bank accounts approved by the Board all monies of the Association and shall disburse such funds as directed by a resolution of the Board of Directors provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the overall limits of a budget adopted by the members of the Association at the Annual Meeting or subsequent special meeting(s).

Section 6. Books and Accounting: The Treasurer and Secretary shall keep proper books of account within spheres of their own obligation. Upon vote of the Board or request of any five (5) members of the Association, or at a minimum of every three (3) years, the Board shall cause a compilation/review of the Association's books to be made by a Certified Public Accountant at the completion of the fiscal year. Upon a majority vote of the Association, an audit can be conducted.

Section 7. Term of Office: The officers of the Association shall be elected for a term of one (1) year.

ARTICLE X - Common Charges and Special Assessments

Section 1. Association Budget. The Board of Directors shall prepare, on an annual basis, a budget for administration of the subdivision to include such things as administrative expenses, snowplowing, landscaping, and maintenance expenses for common facilities including sewerage system, dockage facilities, roadway maintenance; fire hydrants, street lights and drainage ditches, etc. Copies of the budget shall be distributed to all members at the address on the Secretary's list. The budget may include such amounts as the Association may deem proper for working capital, general operating reserve, reserve for replacements or any amount necessary to make up a deficit for any prior year. All dues paid in accordance with these By-Laws shall remain the property of the Association and no refunds or rebates shall be made except as specifically authorized by the Board of Directors.

Section 2. Payment of Common Charges: All lot owners shall be obligated to pay equally for each lot the common charges either monthly, or in advance, or at such other time or times as the Board shall determine.

Section 3. Special Assessment: The Board shall be authorized to assess the members of the Association on a pro rata basis for unusual or extraordinary expense not anticipated in the budget or for additional expenses resulting from miscalculation in preparation of the budget. Such assessments shall be payable within thirty (30) days of receipt of notice from the Board or in such other manner as the Board shall determine.

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Section 4. Default in Payment of Common Charges or Assessments:

The Association shall have a lien on the lot of any owner(s) for any outstanding balance which balance shall accumulate interest at a rate per annum to be determined by the Board from the date due until collected or recovered by the Association. Any owner by acceptance of a Deed to a lot in York River Farms Subdivision thereby agrees that the Association may perfect its lien in the same manner as a lien for materials and labor under 10 MRSA 3251 et. sec. and that this lien shall be binding upon the transferees, heirs and assigns of said owner. The Association shall be entitled to recover any expenses incurred in collecting overdue charges including reasonable attorney's fees in the event legal action is required.

Section 5. Enforcement Power: The violation or failure to comply with any of the provisions of these By-Laws, the Protective Covenants and Restrictions for the YORK RIVER FARMS SUBDIVISION or any Rules and Regulations adopted by the Board or the Association shall give the Association the right to enter upon the premises of any owner(s) and abate any violation or correct any failure to comply at the expense of the owner(s). Said owner(s) shall be provided with written notice of any violation or failure to comply and a reasonable time frame within which to remedy the situation after which the Association may exercise the rights set forth in the previous sentence. The Association may take any legal steps necessary to enjoin or abate such violation or noncompliance.

ARTICLE XI - Failure to Enforce Provisions

The failure of the Association, in any instance, to insist upon the strict compliance with any terms, covenants, restrictions or conditions shall not be construed as a waiver or relinquishment of the enforcement powers granted by these By-Laws with regard to any future violations or noncompliance.

ARTICLE XIII - Non Liability of Directors and Officers

The members of the Board of Directors and the Officers of the Association, or their authorized agents, shall not be liable to any lot owner(s) for any mistake of judgment, negligence or otherwise in the performance of their duties in those capacities except for their own individual willful misconduct, gross negligence or bad faith. The Association members shall indemnify and hold the directors and officers harmless, as well as their authorized agents, from any and all contractual liability arising out of any contracts entered into in good faith on behalf of the Association as well as from the expense of any legal action taken against them resulting from actions taken in their official capacity where no liability is found.

ARTICLE XIII - Amendment

These By-Laws may be amended from time to time by a vote of not less than two-thirds (2/3) of the owners of lots in the Subdivision voting in person or by proxy at a meeting of the Association specifically called for that purpose or at an annual meeting, proper notice having been given or a proposal to amend these By-Laws.

ARTICLE XIV - Notices

Any Notice required to be sent to any Association member under the provisions of these By-Laws, any Rules and Regulations or the Protective Covenants and Restrictions shall be deemed to have been properly sent when deposited in the United States Post Office at York, Maine, addressed to the lot owner(s) at the address contained in the Secretary's records and postmarked at least ten (10) days prior to said meeting. As an alternative, any Notice shall also be deemed to have been properly sent when delivered by hand; or when sent by Electronic Mail to the lot owner(s)' electronic address, as contained in the Secretary's records, and an acknowledgement of delivery has been received.

ARTICLE XV - Invalidity

The invalidity of any article or section of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of the Articles.

ARTICLE XVI - Resolution & Disputes

In the event of a dispute arising with regard to any of the provisions of these By-Laws, the Protective Covenants and Restrictions, or any Rules and Regulations passed by the Association, or the Board, between any owners, mortgagees, officer or director, any party involved may cause the same to be referred to arbitration in accordance with the then prevailing rules of the American Arbitration Association. In the event of arbitration, the party requesting the arbitration will give immediate notice thereof to the Association, which shall notify all other interested parties as promptly as possible. The decision of the arbitrator shall be final and conclusive upon all of the parties. The arbitrator may include in his/her determination an award for costs and/or attorney's fees against any one or more parties as deemed appropriate.

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THESE BY-LAWS AS AMENDED ARE HEREBY ADOPTED AS AND FOR THE BY-LAWS OF THE YORK RIVER FARMS SUBDIVISION THIS FIRST (1) DAY OF SEPTEMBER, 2011.

THE YORK RIVER FARMS HOMEOWNERS ASSOCIATION

SEAL

BY Barrie Murro
President

BY Mary C. Merrill
Secretary

9/2/2011 Personally appeared the above named Barrie Murro and Mary C. Merrill.

Melissa M. Avery
MELISSA M. AVERY
NOTARY PUBLIC
STATE OF MAINE
MY COMM. EXP. JANUARY 11, 2017

Notary

8 p. →
Mary Merrill
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