

LAKE VIEW ESTATES HOMEOWNERS ASSOCIATION

BYLAWS

(Last Amended 7/30/2016)

ARTICLE I NAME AND OBJECTIVE OF CORPORATION

SECTION 1. NAME

This corporation shall be known as the Lake View Estates Homeowners Association, hereinafter called 'the Association'.

SECTION 2. OBJECTIVES

The objectives of the Association shall be to collectively and collaboratively manage Lake View Estates in order to:

- a. Foster community collaboration and efficacy
- b. Collect and dispose of trash and recycling in accordance with Town of Fayette regulations
- c. Monitor and enforce the deeded restrictions and bylaws
- d. Maintain the condition of and safe travel on Shore Road and Basin Road
- e. Maintain the environment and facilities of common property
- f. Exercise stewardship of The Basin Pond Conservation Easement
- g. Collaborate with government and non-profit organizations to advance objectives in common with the association.

ARTICLE II MEMBERSHIP

SECTION 1. MEMBERSHIP

The membership of the Association shall be limited to current owners of lots in Lake View Estates, as further described below.

SECTION 2. LOT OWNER(S)

- a. All individuals who have an ownership interest in a lot in Lake View Estates, as evidenced by the records of the Town of Fayette and the Kennebec County Registry of Deeds, qualify to be members of the Association, whether they are sole or joint owners.
- b. If title to a Lake View lot is held by an entity, such as an Estate, or Trust, the entity qualifies as a member of the Association.

SECTION 3. ANNUAL PROPERTY MAINTENANCE CHARGE

- a. Each lot shall be assessed an "Annual Property Maintenance Charge" (also referred to as a "Membership Fee"), in accordance with the provisions of each deed and pursuant to the terms of the

Road Maintenance Agreement executed by the lot owners when they purchased property in the subdivision. The "Annual Property Maintenance Charge" shall be used for, but not limited to, the objectives in Article I Section 2.

b. The Annual Property Maintenance Charge may be modified as necessary by a vote of two-thirds of the membership in good standing. No further assessments may be made unless specifically approved by the Association pursuant to these bylaws.

c. With respect to jointly owned lots, each joint owner or tenant-in-common is jointly and severally liable for the Annual Property Maintenance Charge and any other assessments made against the lot pursuant to these Bylaws or other governing documents.

SECTION 4. VOTE

a. For any matter requiring a vote of the membership, each lot in good standing shall be entitled to one vote, which may be made in person or by proxy at the relevant meeting of the members.

b. For lots with a single owner who is an individual, the vote for that lot will be cast by the owner, in person or by proxy. If an individual owner is incapacitated, his or her vote may be cast by the holder of a valid power-of-attorney or a court-appointed guardian or conservator. The power-of-attorney or appointment order must be provided to the LEHA Secretary in advance of the meeting for the POA-holder to be considered in good standing for purposes of the vote.

c. For lots owned by an trusts or estates, that entity must name a person, in writing, to the LEHA Secretary to vote on the entity's behalf. Only once the entity has produced a named representative with documented authority to vote, will its lot be considered "in good standing" for purposes of the vote.

d. Proxy voting is permissible between members in good standing. Forms and instructions for proxy voting are available on the web site and should be completed, signed and submitted to the LEHA secretary in advance of the meeting. Proxies are revocable at any time.

e. Lots that are not in good standing at the time of a membership vote will not be entitled to a vote.

f. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if written consents, setting forth the action so taken, are signed by all the members entitled to vote on such action and are filed with the secretary of the Association as part of the corporate records. Such written consents have the same effect as a unanimous vote of the members.

SECTION 5. MEMBERSHIP NONASSIGNABLE

Neither a lot owner's membership in the Association, nor any of the rights and privileges of membership shall be assignable. Notwithstanding the preceding sentence, the transfer of a lot in Lake View Estate will create new rights of membership in the new owner(s) in accordance with these bylaws and related documents.

ARTICLE III MANAGEMENT

SECTION 1. OFFICERS

The officers of the Association shall consist of president, vice president, secretary, treasurer, and a director at-large elected as provided for in Article III Section 5 of these bylaws. The officers of the Association must be members in good standing and shall be elected at the annual meeting of the members in accordance with Section 5 of this article.

SECTION 2. DUTIES OF OFFICERS

a. **PRESIDENT:** The president shall preside at meetings of the Association and provide leadership to the Board and Association.

b. **VICE PRESIDENT:** In the absence of the president, the vice president shall perform his or her duties, and in the absence of both president and vice president, the treasurer shall preside and assume the duties of the president. The vice president shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the Association.

c. **SECRETARY:** The secretary shall notify members via mail or email of the date, time and location of all meetings, keep the minutes of all meetings and shall post draft minutes to the website. Upon approval by the membership, final minutes shall be archived on the web.

d. **TREASURER:** The treasurer shall have charge of all receipts and monies of the Association, deposit them in the name of the Association in a bank approved by the board, and disburse funds as authorized by the Association. He or she shall keep regular accounts of all receipts and disbursements, submit his or her record when requested, and give an itemized statement at regular meetings of the association. He or she, or the president or vice president, may sign on behalf of the Association for any and all of its bank accounts. The treasurer shall develop and submit to the board of directors, one month before the annual meeting, a budget for the upcoming fiscal year. The proposed budget shall be presented, discussed and approved at the annual meeting. The treasurer shall be authorized to expend funds on behalf of the Association within the approved budget.

e. **DIRECTOR AT-LARGE:** The director at-large serves as liaison to and representative of the standing committees.

f. **EXECUTION OF INSTRUMENTS:** The president and the secretary or the treasurer, shall, on being so directed by the Association, sign all leases, contracts, or other instruments on behalf of the Association. This authority may be granted by a majority vote of the board of directors.

SECTION 3. BOARD OF DIRECTORS

a. The officers of the corporation shall serve as the board of directors.

b. No lot shall have more than one representative on the board contemporaneously.

SECTION 4. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

a. **MANAGEMENT OF ASSOCIATION:** The board of directors shall have general charge and management of the affairs, funds and property of the Association. The board shall carry out the objectives of the Association according to its articles of incorporation, bylaws, and policies. The board

of directors shall have authority to approve expenditures on behalf of the Association within the budget. In emergencies, the board may, for the safety and security of the membership, spend amounts exceeding the budget. Emergency allocations shall require unanimous board approval and immediate notification of the membership.

b. **POLICIES:** The Association may make and enforce reasonable rules for the conduct of the members and their guests for the use of Association property and for facilities not specifically provided for in these bylaws or in the Association covenants. Such rules (regulations/policies/rules of conduct) are collectively defined as “Policies” and are described in a separate document entitled “POLICIES”. Policies shall, before enactment or revision, be included in the notice of an Association meeting and shall be voted upon by the membership. Adoption of policies shall require a two-thirds majority vote.

c. **ANNUAL PROPERTY MAINTENANCE FEE:** The board of directors shall have the power to collect the annual property maintenance fee that lot owners in the Lake View Estates Subdivision are required to pay in accordance with the provisions of each deed, and to impose and enforce any lien or encumbrance related to collection.

d. **MEETINGS OF THE BOARD OF DIRECTORS:** The board of directors, at their discretion, shall set times and days for board meetings as agreed by a majority of the board and convened by the president at a suitable location of his/her choosing. A majority quorum of board members is required for action.

e. **REMOTE PARTICIPATION:** The board members may participate in a board or committee meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can see or hear each other and such participation in a meeting shall constitute presence in person at the meeting.

g. **UNANIMOUS WRITTEN CONSENT:** Any action required or permitted to be taken at a meeting of the board of directors, or at a committee meeting, may be taken without a meeting if written consents, setting forth the action taken or to be taken, are signed by all the directors, or all of the members of the committee, at any time before or after the intended effective date of such action. Such consents shall be filed with the secretary of the Association and shall have the same effect as a unanimous vote of the members.

f. **STANDING COMMITTEES:** The board of directors shall establish standing committees to assist with the matters of the Association. The following standing committees are active:

- Nominating committee
- Road committee
- Lands and assets committee
- Waterfront committee
- Policies and bylaws committee

The President shall be a member, ex officio, of all committees. A description of each committee’s composition and responsibilities is given under a separate document entitled, “STANDING COMMITTEES”.

SECTION 5. NOMINATIONS, ELECTIONS, VACANCIES, REMOVAL

a. **NOMINATIONS:** The nominating committee shall (1) solicit nominations for openings for president, vice president, treasurer, and secretary, and (2) request a nomination for director at-large from the committee chairs, when that position must be filled, at least one month prior to the annual meeting.

At the annual meeting, the chair of the nominating committee, normally the Vice President of the Association, shall preside over the election of officers. He/she shall announce the committee's nominations for officers and the nominee for director at large from the chairs of the standing committees. After soliciting additional nominations from the floor, he/she will conduct a vote and announce the election results, which shall be recorded by the secretary.

b. **ELECTIONS AND TERMS:** The term of an officer shall be two years. Officers shall be elected by plurality vote at the annual meeting of the Association. No officer may be elected to the same position for more than two consecutive terms.

c. **REMOVAL:** Any board member may be removed from office, by a two-thirds majority of members in good standing of the Association, at a special meeting called expressly for this purpose. A new director may be elected to complete the removed director's term at the same meeting. Four of the five board members may suspend an officer from performing his/her duties until the next membership meeting.

d. **VACANCIES:** If a vacancy occurs among the officers, the board of directors shall fill it for the remainder of the officer's term.

e. **RESIGNATION:** Any board member may resign their position at any time.

SECTION 6. COMPENSATION

Unless approved by the board, no member shall receive any compensation for services rendered to, or on behalf of the Association. Members shall recuse themselves from any vote involving a conflict of interest. The Board may develop a policy further defining conflicts of interest.

SECTION 7. LIABILITY OF OFFICERS / INDEMNIFICATION

The officers of the Association shall not be liable to the Association, the members of the Association, or any third party for any act or omission as an officer or director, so long as the person (1) was acting within the scope of his or her actual or implied authority; (2) was acting in good faith; (3) was acting with the care an ordinarily prudent person in a like position would exercise in similar circumstances; (4) was acting in a manner the officer reasonably believed to be in the best interests of the Association and its members.; and (5) did not have reasonable cause to believe that the officer's conduct was unlawful. The members of the Association shall indemnify and hold harmless each of the officers against all liability arising from acts or omissions meeting the criteria in the preceding sentence. This shall include indemnification against all contractual liability to others arising out of contracts made by the officers on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or of these bylaws. All indemnification obligations set forth in this section include the duty to indemnify and hold officers harmless against all related defense costs, attorneys' fees, and other related expenses should they be made a party, or should they be threatened to be made a party, to any threatened, pending, or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they were a director or officer of the Association, to the extent and under the conditions set forth in 13-B M.R.S.A. § 714. The Association may obtain Directors' and Officers' Liability Coverage ("D&O Insurance") to insure the Association against these indemnification obligations and to provide coverage to the officers in connection with their service to the Association. The premiums for any such coverage shall be assessed to the lots proportionately. In addition, any sums for which the Association is liable pursuant to this indemnification clause shall be assessed to the lots proportionately.

SECTION 8. LIABILITY OF MEMBERS FOR CONTRACTS

Members of the Association shall not be personally liable for any contractual obligation assumed by the officers either individually, pursuant to authority provided hereunder, or acting as a group in the form of a board of directors, except to the extent the contractual obligation is allocated proportionately to the member's lot in accordance with these bylaws.

ARTICLE IV MEETINGS

SECTION 1. PARLIAMENTARY RULES

Roberts Rules of Order shall govern the conduct of Association meetings when not in conflict with these bylaws.

SECTION 2. DELIVERY OF NOTICES

All notices to members shall be mailed or emailed, to their addresses as provided to the Association, and such distribution of information shall constitute conclusive evidence of service thereof. It is the responsibility of each member to advise the Association of their current contact information, and the Association shall be entitled to rely on mail, or email service to the last known address provided-

SECTION 3. ANNUAL MEETING OF MEMBERS

The annual meeting of members shall normally be held on the last Saturday of July at a suitable location selected by the president. Notice of the time and place of the annual meeting shall be mailed or emailed to each member not less than ten nor more than fifty days before the date of the meeting.

SECTION 4. SPECIAL MEETING OF THE ASSOCIATION

Special meetings of the Association members may be called by the president, or upon written request of five members to the President. Notice of the meeting shall be mailed or emailed to each member not less than ten nor more than fifty days before the date of the meeting, and at such special meeting there shall only be considered such business as is specified in the notice.

SECTION 5. QUORUM FOR MEMBERS OF MEETING

At all meetings of the Association, either regular or special, one-third of all members in good standing, present in person or represented by proxy, shall constitute a quorum, except in cases where changes in the annual maintenance fee are to be considered, in which case a majority of all members in good standing shall constitute a quorum.

SECTION 6. ACTIONS

Unless otherwise stated, a majority vote will be sufficient to transact Association business.

ARTICLE V VIOLATIONS

SECTION 1. ANNUAL MEMBERSHIP FEE

For non-payment of the annual membership fee, when the amount owed exceeds the amount of one year's fee, the treasurer will send notice of default by certified mail to the address listed in the tax records of the Town of Fayette, Maine. Upon default, the member's annual membership fee shall include additional assessments for interest at a rate of 18% per annum for all unpaid amounts, calculated from the due date(s), together with all expenses and attorneys' fees incurred in collection. All of these amounts due shall constitute a debt that runs with the land and a lien or encumbrance on the member's lot, as set forth in the relevant deeds.

SECTION 2. OTHER VIOLATIONS

- a. The Lake View Estates Homeowners Association (LEHA) Board, after consideration of a violation of the LEHA bylaws, deeded restrictions, regulations, policies and/or rules of conduct, shall issue a notification of the violation to the offending member allowing thirty days to remediate it.
- b. If, after thirty days, the violation has not been resolved, the board may assess a daily penalty of up to \$50.00. The fine shall become a lien on the property. All terms and conditions applicable to a lien assessed under Article V Section 1, with the exception of interest charges, shall apply. Penalties may be appealed at the next annual meeting wherein the membership may elect to modify it by a majority vote.
- c. Any owner in default of dues or in violation of policies or rules shall not be entitled to make any improvements to Lake View Estates property, may not vote at Association meetings, and may not hold office.
- d. The Association may take legal action as appropriate to enforce the conditions, declarations, and restrictions set forth in the documents governing the subdivision and to collect any fines due pursuant to this section. This legal action may include foreclosure of any lien held by the Association against the member's lot, in the same manner as foreclosure of residential mortgages. If the Association prevails in the enforcement action, the violating members shall reimburse the Association for all attorneys' fees and costs incurred by the Association in connection with such action.

ARTICLE VI CORPORATE BUSINESS RECORDS

The corporate business records of the Association shall be subject to the inspection of any members upon reasonable request.

ARTICLE VII AMBIGUITY

In the event that any of these bylaws are ambiguous, the provisions of Title 13-B M.R.S.A. §101 et. seq. shall be used to resolve said ambiguity.

ARTICLE VIII AMENDMENTS TO BYLAWS

SECTION 1. PROPOSAL

Amendments to these bylaws may be proposed by any member in good standing, by submitting a request to the board through the Policies and Bylaws Committee. The committee will evaluate the requested change and submit recommendations for adoption or revision to the proposer and to the board. The proposed amendment shall be included, with board and committee commentary, in the notice of the next meeting, for action by the membership.

SECTION 2. ADOPTION

These bylaws may be amended by a two-thirds majority vote at a regular or special meeting of the Association.