BOULDER HILL ROAD ASSOCIATION

MISSION STATEMENT AND BYLAWS OF THE BOULDER HILL ROAD ASSOCIATION

Adopted September 28, 2012; amended May 4, 2021

MISSION STATEMENT

The Boulder Hill Road Association is formed as a statutory association under the Maine Private Ways Law (Title 23, MRSA Sections 3101 to 3106) to facilitate the maintenance of Boulder Hill Road to the benefit of all its members.

BYLAWS

The name of the Association shall be Boulder Hill Road Association and said Association shall be located in St. George, Maine, and is being formed as a Statutory Road Association under Maine's Private Way Law (Title 23 §3101-3106).

The following provisions shall constitute the Bylaws of this Association:

1. Membership and Voting Rights

The membership of the Association shall consist of owners of parcels of land who access their property via a private way in St. George, Maine, known as Boulder Hill Road. Each owner shall have one vote. When more than one person holds interest in any property, the vote for such property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such property. A quorum of the membership shall be a majority of the property owners. The Association will continue to be in existence until dissolved by a majority vote of its membership.

2. Board of Directors

The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such things required by law, by this document, and that which is delegated to the Board of Directors by the membership.
The Board of Directors shall be composed of six (6) Officers.
The Officers shall be a Road Commissioner, President, a Secretary, a Treasurer, and two (2) Assistant Road Commissioners. The Board of Directors will be elected at the Annual Meeting, be duly sworn, and will serve a one (1) year term. In the absence of nominees for the Board of Directors to place on absentee ballots, nominations may be made from the floor at the annual meeting.

The powers and duties of the Board of Directors shall include, but shall not be limited to, the following:

1. Operation, care, upkeep and maintenance of Boulder Hill Road.
2. Determination of common expenses required for the affairs of the Association, including the operation and maintenance of the Association.
3. Collection of the assessed charges from property owners.
4. Opening bank accounts on behalf of the Association and designate signatories required therefore.
5. Obtaining liability insurance for the Association.
6. Entering into contracts for the maintenance, upkeep, and repair of Boulder Hill Road.
7. Enforcing obligations of property owners.

The President is elected for one year and is responsible for the management of the Association as approved by the property owners at the Annual Meeting and within the guidelines of these Bylaws, and for collecting unpaid assessments on behalf of the Association as set forth in 23 M.R.S.A. Section 3104.

The Road Commissioner is elected for one year and is responsible for determining what repairs and maintenance are needed for the upkeep of Boulder Hill Road, making recommendations to the Board of Directors and the property owners, and to perform such maintenance and repairs as the property owners or the Board of Directors direct and/or as authorized by 23 M.R.S.A. Sections 3101 to 3104. The Road Commissioner serves in the absence of the President.

The two (2) Assistant Road Commissioners are elected for one year. The responsibilities of the Assistant Road Commissioners are to assist the Road Commissioner in determining what repairs and maintenance are needed for the upkeep of Boulder Hill and in making recommendations to the Board of Directors and the property owners, performing or overseeing the performance of such maintenance and repairs as the property owners or the Board of Directors direct and/or as authorized by 23 M.R.S.A. Sections 3101 to 3103. The Assistant Road Commissioners serve in the absence of the Road Commissioner or President.

The Secretary is elected for one year. The responsibilities of the Secretary shall include recording and maintaining all minutes and non-financial records, notifying all members of Annual Meetings and providing a meeting Agenda at least 30 days in advance of the meeting. The Secretary shall provide a copy of the Annual Meeting minutes to each Member.

The Treasurer is elected for one year. The Treasurer shall be responsible for all financial activities of the Association, including maintaining the financial records of the Association. The Treasurer shall be responsible for the billing and collection of assessments.

Any vacancy of these positions of the Board of Directors shall be filled by a vote of the remaining members of said Board, and this appointment shall be valid for the remainder of the term for said position.

3. Expenses and Funds

Commencing in calendar year 2016, the Fiscal Year of the Association shall be from 1 July through 30 June of the succeeding year.

Each property owner shall be liable for expenses of the Association according to his/her respective assessment. The Board of Directors may set aside funds of the Association as reserve or contingent funds. The contingent funds will be included in the fiscal year budget accepted by vote of a majority of property owners.

The Board of Directors shall expend funds only for Association expenses. At least sixty (60) days prior to each Annual Meeting, the Board of Directors shall develop a road maintenance plan for the next fiscal year and 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 to be made for such fiscal year.

The general assessment shall be determined by dividing the budget by the number of property owners. An owner of improved property with a dwelling will be assessed at a rate of one-hundred (100) percent. An owner of unimproved property will be assessed at a reduced rate of fifty (50) percent. Multiple dwellings on same-owner improved properties will be assessed at a rate of one-hundred (100) percent for each dwelling.

If an assessment is approved at the Annual Meeting, 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 within thirty (30) days of notice of assessment.

Assessments not paid within thirty (30) days of notice of assessment will be overdue. Assessments not paid within sixty (60) days of notice of assessment will be in default. In the event of default by any property owner in paying the annual assessment, such assessment shall be collected pursuant to Maine law (23 M.R.S.A., Section 3104). The assessment may be recovered in a civil action, together with costs of suit and reasonable attorney's fees.

The obligation of the property owner to pay is not abated by the death of any owner or by transfer of any owner's interest. Sale, transfer or encumbrance of any Lot shall not affect the assessment lien as the liens run with the land. It is the duty of the prospective purchaser to contact the Association or Grantor, or to otherwise determine if there are any liens on the property.

In the event that the Board of Directors shall determine during the year that the

assessment so made is less than the expenses actually incurred, or in the reasonable opinion of the Board of Directors, likely to be incurred, the Board of Directors 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 property owners in favor of the same, such statements shall be payable and take effect as aforesaid.

4. Hardship Exclusions

In cases of extreme financial or personal health hardship, or military deployment, the Board of Directors may grant a temporary variance for delayed payment of an annual assessment. A request for waiver of an annual assessment must be included in the Agenda for the Annual Meeting and accepted by vote of the majority of property owners.

5. Rebuilding and Restoration; Improvements

In the event of any casualty loss to Boulder Hill Road, the Board of Directors shall proceed, without notice to the property owners, with necessary repairs, rebuilding or restoration.

Special assessments for emergency repairs and maintenance may be made at a duly held meeting called for that purpose. Emergency repairs and maintenance are those actions necessary to maintain or restore the functionality of the road. The meeting may be called with less than 30 days notice if needed in order to deal most effectively with the emergency and restore the road to functioning.

In the event of damage to the road incurred as a result of actions or negligence of a property owner, or on behalf of a property owner (e.g., logging, building construction), the property owner will be responsible for all expenses required to repair the damage.

6. Insurance

The Board of Directors shall obtain and maintain, to the extent available, a policy of liability insurance for the benefit and protection of the Association Board Members and all the property owners, naming the Association as the insured. This policy shall protect the Association Board Members and property owners from liability arising from the usage of Boulder Hill Road by any person or persons. The cost of all such insurance obtained and maintained by the Board of Directors shall be an Association expense.

The Members of the Board of Directors shall not be liable to the property owners for any mistakes 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 Members of the Board of Directors against all contractual liability to others arising out of contracts made by members of the Board of 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 Members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Association.

Section 7. Meetings

The Board of Directors shall meet annually at least sixty (60) days prior to the date of the Annual Meeting of the property owners. Other meetings may be called by and in such other manner as any member of the Board of Directors may establish, provided that notice of each meeting stating the place, day and hour thereof, shall be given at least two (2) weeks before such meeting to each member of the Board of Directors. Four members of the Board of Directors shall constitute a quorum at all meetings.

Commencing with the calendar year 2016, there shall be an Annual Meeting of the property owners on the third Monday in June each year. The location and time of the Annual Meeting will be provided in a written Notice of Annual Meeting to property owners at least thirty (30) days prior to the date so designated.

The Notice of Annual Meeting shall include an Agenda which states all matters the Board of Directors proposes to submit to the members at the Annual Meeting which require approval or action by the members, including proposed changes to the By-Laws, a Maintenance Plan, a Budget, and an assessment fee for the next Fiscal Year. Members will elect the Board of Directors at the Annual Meeting.

A member may vote by absentee ballot, sending it by mail or by email, for items that will come before the membership at the Annual Meeting or a special meeting. An absentee ballot and instructions for completing and submitting it will be provided with the notice of the meeting. The Association will count an absentee ballot that is completed in accordance with the instructions and received at least five (5) days prior to the meeting date. Upon receipt by the Association, a member may not revoke an absentee ballot.

If a voting item is originated during an Annual Meeting, and the tally of votes is such that absentee votes could change the vote, absentees must be polled before the vote is considered final. If the absentee votes are not large enough in numbers to influence the outcome, they are not required to be polled.
The votes of the majority of property owners shall prevail. The outcome of all votes shall be reported to all members within 30 days.

Section 8. Communications

E-mail communication may be used as an alternative to sending notices and other materials by mail, with the prior written agreement of the member. A return e-mail verifying receipt of the communication is required.

Members are responsible for notifying the Association of any upcoming changes in property ownership or changes in address, e-mail address or telephone number by which they may be contacted.