

**BY-LAWS OF
GREEN BERRY MEADOW HOMEOWNERS ASSOCIATION**

ARTICLE I

Name, Location and Fiscal Year

Section 1. Name. The name of the corporation is **GREEN BERRY MEADOW HOMEOWNERS ASSOCIATION** (the “Corporation”).

Section 2. Location. The principal office of the corporation shall be located at Westbrook, Maine.

Section 3. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Board of Directors, end December 31.

ARTICLE II

Purposes

Section 1. Purposes. The purposes of said corporation are to act on behalf of its members collectively as their governing body with respect to the administration, maintenance, and general upkeep of the non-public roadways located in an approved subdivision GREEN BERRY MEADOW Road, located off a public way known as Old Farm Road in the Town of Westbrook, County of Cumberland and State of Maine and as such to acquire any rights or interest therein or appurtenances thereto as may be incidental or necessary to such purpose.

ARTICLE III

Members

Section 1. Membership. The owner or owners of record from time to time of each owner of property shall constitute one member of the Association and each such member shall have the fraction of common interest, common expenses, liabilities and voting rights in the corporation.

Section 2. Termination of Membership. The membership of each owner shall terminate when he or she ceases to be an owner of property and upon the sale, transfer or other disposition of his or her ownership interest in the property his or her membership in the corporation shall automatically be transferred to the new property owner succeeding to such ownership interest.

Section 3. Meetings and Notice. Meetings of members shall be held at the property. An annual meeting of the members shall be held on the _____ day of _____ in each year, commencing with 20__ at _____ .m. Special meetings of the members may be called by the President, the Board of Directors or upon a petition signed by fifty (50) percent of the

members. Written notice of any meeting shall be given to each member by the Secretary not less than ten (10) days nor more than thirty (30) days before the meeting by mailing it postage prepaid to the member's mailing address or to any other mailing address designated in writing by the member. The notice shall specify the time and place of the meeting and the items on the agenda.

Section 4. Quorum. A quorum for any meeting shall be constituted by persons entitled to cast fifty (50) percent of the votes for election of the executive board, attending in person or represented by proxy.

ARTICLE IV

The Board of Directors

Section 1. Composition. The Board of Directors shall consist of a number, not less than three nor more than six, which shall be fixed for the ensuing year by the members at the annual meeting.

Section 2. Election and Term. The directors shall be elected at the annual meeting from among the members or spouses of members or in the case of a property owner which is a corporation, partnership, trust or estate, a designated agent thereto. At the first Annual Meeting of members, the term of office of one (1) director shall be fixed at three (3) years; the term of office of one (1) director shall be fixed at two (2) years; and the term of office of the remaining directors shall be fixed at one (1) year. At the expiration of the initial term of office of each respective directors his or her successor shall be elected to serve a term of three (3) years. The directors shall hold office until their successors have been elected. If the number of directors shall be increased the terms of such additional directors shall be fixed so that the terms of at least one-third (1/3) of the persons on the Board shall expire annually.

Section 3. Powers. The business of the corporation shall be managed by the Board of Directors which shall have and may exercise all the powers of the corporation, except those powers reserved to the members by these By-laws. Notwithstanding the foregoing, the Board shall have no authority to approve any capital expenditure in excess of \$1,000 nor to authorize the corporation to enter into any contract for a term of more than three (3) years except with the approval in writing of a majority of the members. Capital expenditures greater than \$10,000 shall require approval in writing of three-fourths of the members.

Section 4. Meetings of Directors. Meetings of the Board of Directors may be held at any

time and place upon call by the President or by a majority of the Directors, reasonable notice thereof being given to each Director. Notice that a meeting has been called may be given by the President, Vice President, Treasurer, Secretary or by one of the Directors. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice whether before or after the time of such meeting and shall be equivalent to the giving of such notice. Attendance of a Director at such meeting shall constitute a Waiver of Notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice, or waiver of notice of such meeting.

Section 5. Quorum and Voting. A majority of the directors then in office shall constitute a quorum. A majority of less than a quorum may, from time to time, postpone to a new time or place any meeting and the adjourned meeting may be held without further notice. If a quorum exists a majority of the directors present may take any action except the removal of a director for cause which shall require a majority vote of all directors then in office.

Section 6. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors. The Secretary shall file such written consent with the records of the meetings of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

Section 7. Vacancies. A vacancy in the Board of Directors shall be filled by the members by the election of a successor to hold office for the unexpired term of the director whose place is vacant and until his successor is elected.

Section 8. Removal. A director may be removed from office by a vote of seventy-five (75) percent of the members present and entitled to vote in the election of directors. A director may be removed for cause by a majority vote of all directors then in office.

Section 9. Compensation. Directors shall not receive compensation for their services except as provided by resolution of a majority of the members of the corporation. Directors shall be reimbursed for any out of pocket expenses incurred which are reasonable and necessary in performing their duties on behalf of the corporation.

Section 10. Election to Managing Agent. The Board of Directors may delegate to

a managing agent all of the powers of the Board, except the responsibility of preparing the annual budget and any supplemental budgets and any powers requiring approval of any specified percentage of members.

ARTICLE V

Officers

Section 1. Designation and Qualification. The officers of the corporation shall consist of a President, a Treasurer, a Secretary/Clerk and such other officers as the Board of Directors may elect. The President and Treasurer shall be members or spouses of members or in the case of a property owner which is a corporation, partnership, trust or estate a designated agent thereof. The Secretary and/or Clerk need not be a member, but shall be a resident of Maine.

Section 2. Election and Term. All officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members and shall hold office until the first meeting of the Board of Directors following the next annual meeting of members and until their successors are elected.

Section 3. President. The President shall be a Director and shall be the chief executive officer of the corporation. The President shall have general supervision and control of the business of the corporation subject to the direction of the Board of Directors shall also have such other powers and duties as the Board of Directors may decide. The President shall preside at all meetings of the members at all meetings of the Board of Directors. If the President is absent from a meeting of the members of the Board of Directors, the Treasurer shall preside at such meeting.

Section 4. Treasurer. The Treasurer shall have, subject to the direction of the Board of Directors, general charge of the financial affairs of the corporation and shall keep full and accurate records thereof which shall always be open to the inspection of any member or owner of property. He or she shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, a statement of the accounts of his or her transactions as Treasurer and of the financial condition of the corporation.

Section 5. Secretary. The Secretary shall record the proceedings of all meetings of the members and of the Board of Directors in books kept for that purpose. Record books of members' meetings shall be open at all reasonable times to the inspection of any member or property owner. The Secretary shall also keep the membership transfer books of the corporation.

He or she shall notify the members and the directors of all meetings in accordance with the By-laws. If the Secretary is absent from any meeting of the members or the Board of Directors, a Temporary Secretary shall be chosen to exercise the duties of the Secretary at such meeting.

Section 6. Vacancies. A vacancy in any office may be filled by the Board of Directors by the election of a successor to hold office for the unexpired term of the officer whose place is vacant and until his or her successor is chosen and qualified.

Section 7. Removal. All officers may be removed from their respective offices, with or without cause, by the Board of Directors.

Section 8. Resignation. Any officer may, at any time, resign his or her office by a resignation in writing delivered to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 9. Compensation. The officers shall receive no compensation for their services unless expressly provided for in a resolution adopted by the majority of the members of the corporation. The officers shall be reimbursed for out of pocket expenses incurred which are reasonable and necessary in performing their duties on behalf of the corporation.

ARTICLE VI

Assessments

Section 1. Budget. The Board of Directors shall cause to be prepared an estimated annual budget for each fiscal year of the corporation. Such budget shall take into account the estimated common expenses and cash requirements for the year including services, maintenance, repairs, landscaping, insurance and other common expenses. The Board shall establish and maintain an adequate reserve fund for the period maintenance repair, and replacement of improvements to the common areas and limited common areas. The reserve fund shall be included in the budget and maintained out of regular assessments for common expenses. To the extent that the assessments and other cash income collected during the preceding year shall be more or less than the expenditures for such preceding year, the surplus or deficit as the case may be, shall also be taken into account.

Section 2. Payment. The estimated Annual Budget for each fiscal year shall be approved by the Board Directors, and copies thereof shall be furnished to each member and property

owner within thirty (30) days of adoption, and in any event no later than 90 days after the beginning of such year. The Board shall set a date for a meeting of the members to consider ratification of the budget not less than fourteen (14) nor more than thirty (30) days after mailing of the budget. Notice of said meeting shall accompany the budget. Unless at that meeting a majority of all property owners reject the budget, the budget is ratified whether or not a quorum is present. In the event the proposed budget is rejected, the periodic budget last ratified by the members shall be continued until such time as the members ratify a subsequent budget proposed by the Board of Directors. On or before the first day of the first month and of each succeeding month of the year covered by the annual budget, each member shall pay, as his or her respective monthly assessment for the common expenses or his or her proportionate share of the common expenses for such year as shown by the annual budget. Such proportionate share for each member shall be in accordance with his or her respective ownership interest in the common areas and facilities. No member shall be relieved of his or her obligation to pay his or her assessments for common expenses by abandoning or not using his or her property or the common areas and facilities.

Section 3. Statements. Within ninety (90) days after the end of each year covered by an annual budget, or as soon thereafter as shall be practicable, the Treasurer shall cease to be furnished to each member a statement for such year so ended showing the receipts and expenditures and such other information as he or she may deem desirable.

Section 4. Separate Accounts. The Treasurer shall cease to be kept a separate account of each member showing his or her respective assessments charged to and paid by such member and the status of his or her account from time to time.

Section 5. Additional Assessments. In the event that during the course of any year it shall appear to the Treasurer that the monthly assessments determined in accordance with the estimated annual budget for such year are insufficient or inadequate to cover the estimated common expenses for the remainder of such year, then the Board of Directors shall prepare and approve a supplemental budget covering the estimated deficiency for the remainder of such year and shall cause the same to be presented to the members for ratification in the same manner as the budget. Upon ratification of the supplemental budget a supplemental assessment shall be made to each member for his or her proportionate share of such supplemental budget.

Section 6. Common Expenses. It shall be the duty of every member to pay his or her

proportionate share of the common expenses. In the same ratio as his or her percentage of ownership in the common areas and facilities.

Section 7. Budget Expenses. The President and/or Treasurer subject to Board direction, shall have the authority to enter into contracts on behalf of the corporation for work and expenses provided in the budget and to make payment therefor from the funds of the corporation.

ARTICLE VII

Amendment

Section 1. Amendment of By-Laws. These By-Laws may be amended or modified from time to time by action or approval of seventy-five (75) percent of the members, except that no amendment may violate the provisions of Maine Revised Statutes, Title 33, Chapter 31.

End Bylaws