

BYLAWS OF THE ORRIN ROAD ASSOCIATION

The name of the Association shall be Orrin Road Association, and said Association shall be located in Mariaville, Maine, and is formed as a Statutory Road Association under Maine Law. Roads served include documented 5.2 miles: Orrin Road, Trout Brook Rd, Tinker Hill Rd, Eldridge Drive, West Branch Road, Haslam Road, North Union River Road and South Union River Road.

The following provisions shall constitute the Bylaws of this Association, established hereby, to wit:

Section 1. Composition, Powers and Duties of the Board of Directors.

- A. 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 acts and things except as by law or by this document may not be delegated to the Board of Directors 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 Mariaville, Maine known as Orrin Road (hereinafter called the Common Element).
- B. The Board of Directors shall be composed of 3 voting Directors and 1 non-voting Officer. The Officers shall be a Secretary, Treasurer, Road Commissioner, and Community Liaison (non-voting). 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 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 Common elements.
 - 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 Board of Directors 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 Common Element.
 - 9. Posting the road to ensure the safety of property owners and their guests.
- C. The role of Road Commissioner must be filled by a full-time resident and if absent for a prolonged period must assign another present Board member to be point of contact during their absence.

Section 2. Expenses, Profits and Funds.

- A. Each property owner shall be liable for expenses of the Association to the fee set by majority vote at the proceeding Annual meeting. The Board of Directors 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.
- B. At least thirty (30) days prior to each annual anniversary of the adoption date of these Bylaws, the Board of Directors 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 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. A minimum of 50% of said assessment shall be paid to the Association no later than thirty (30) days following invoice date, and the remaining 50% of said assessment shall be paid to the Association no later than sixty (60) days after invoice date. Assessments not paid in full within sixty (60) days of invoice date will be delinquent. In the event of default by any property owner in paying the annual assessment, such

charge shall begin accruing interest at the rate of 8% and shall be collected pursuant to Maine law, but only after a majority vote of the Board of Directors.

- C. 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 attending property owners in favor of the same, such statements shall be payable and take effect as aforesaid.
- D. The Board of Directors shall expend funds only for Association expenses.

Section 3. Insurance.

- A. 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 Officers, Directors and of all the property owners, naming this Association as the insured. This policy shall protect the Officers, Directors 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.
- B. Any liability policy shall, unless the same is not obtainable, provide: that such policy may not be canceled, terminated or substantially modified without at least thirty (30) days notice to the Association; for waiver of subrogation as to any claims against the Association, the Officers, Directors, agents, employees, the property owners and their respective employees, agents and guests; or waivers of any defense based upon the conduct of any insured; and 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 Board of Directors pursuant to the provisions of this Section 3 shall be an Association expense.
- D. The members of the Board of Directors 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 and 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 4. Rebuilding and Restoration; Improvements.

- A. The Association shall maintain a Reserve Fund for the purpose of emergency repairs to the Common Element. The amount to be added each year shall be set into the budget and voted on at the Annual Meeting.
- B. In the event of any emergency casualty loss to the Common Element, the Board of Directors shall proceed, without notice to the property owners, with the necessary repairs, rebuilding, or restoration if the course of action requires funds less than 50% of the funds held as Reserve Fund. An emergency will be, but will not be limited to, untoward events causing the road to be unsafe or impassable for an unacceptable time period. The Board of Directors will declare an emergency and decide upon a course of action. When the course of action requires funds in excess of 50% of the Reserve Fund, the Board will poll Members via telephone or e-mail and must obtain confirmation from a majority of the members for approval.
- C. A vote by the majority of the property owners present at any meeting of the Association properly called under these Bylaws may agree to make an improvement to the Common Elements and assess the cost thereof to all property owners as a common expense.

Section 5. Meetings.

- A. The Board of Directors 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 Board of Directors 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 member of the Board of Directors. One half (1/2) of the number of members of the Board of Directors shall constitute a quorum at all meetings, and such meetings shall be conducted in accordance with Roberts Rules.
- B. That commencing with the calendar year 2025, there shall be an annual meeting of the property owners on the second Saturday in September in each year, at such reasonable place and time as designated by the Board of Directors by written notice given to the property owners at least thirty (30) days prior to the date so designated. A second meeting of the property owners on the second Saturday in April in each year, at such reasonable place and time as designated by the Board of Directors. Special meetings of the property owners may be called by the Board of Directors 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 Board of Directors to the property owners at least thirty (30) days prior to the date so designated. The Board of Directors shall appoint a person to act as moderator for the annual meeting of property owners. At the annual meeting of the property owners, the Board of Directors shall submit written reports of the management and finances of the Association. At any meeting at which the Board of Directors 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. Correspondence, complaints and assessments made to the Board of Directors and discussed at a meeting of the board, shall be made known to the Association including action taken.
- D. At the annual meeting to vote for a continued Association, the property owners shall have one vote for each property household, and a majority of the property owners present at such a meeting shall prevail. Property owners must be in good standing with the Association as of the date of the vote. They shall vote for officers and directors. These individuals must be property owners within the Association area and shall all be considered members of the Board of Directors.
 - 1. The duties of the Road Commissioner shall be: the management of the Association as approved by the property owners at the annual meeting, and shall include and be within the guidelines of these Bylaws, and to determine what repairs and maintenance are needed for upkeep of the Common Element, and to make recommendations to the property owners, and to perform such maintenance and repairs as the property owners or the Board of Directors directs and/or as authorized by 23 M.R.S.A. Sections 3101 to 3106, and to collect unpaid assessments on behalf of the association as set forth in Section 3103. The Road Commissioner must be a full-time resident in the Association.
 - 2. 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, or by the Board of Directors.
 - 3. 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, or by the Board of Directors.
 - 4. The duties of the Community Liaison Officer shall be to assist the Road Commissioner in his duties, act as liaison to the property owners, co-ordinate volunteer events, share knowledge with new property owners, and to stand in for any member of the Board of Directors during prolonged absence or unavailability. The Community Liaison Officer is a non-voting role on the board, unless acting as stand-in for an absent Director.
 - 5. Any vacancy of any of the positions of the Board of Directors shall be filled by a vote of the remaining members of said committee, and this (these) appointment(s) shall be valid for the remainder of the term for said position. Should all positions of the Board of Directors be vacated simultaneously, an emergency meeting of the property owners must be called to vote on terminating the Association or to elect a new Board of Directors.
- E. The property owners must vote on an upcoming budget and fee assessment for the following fiscal year at the annual meeting. The property owners may vote on any other matter of the Association

including but not limited to: (1) the level of maintenance requested, (2) the level of repairs to be made, and (3) any capital improvements made to the roadways.

- F. Committee pursue bids from contractors no contract will be assigned or approved until voted on by members of association at the annual general meeting following the approval of the budget

Section 6. Notices to Property Owners.

- A. Every notice to any property owner required under the provisions hereof, or which may be deemed by the Board of Directors 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 Board of Directors 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. Property owners may waive method of notice from postal mail to email.

Section 7. Inspection of Books; Reports to Property Owners.

- A. Books, accounts and records of the Association shall be open to inspection to any one or more of the members of the Board of Directors, or any property owner(s) at all reasonable times. The Board of Directors at the annual meeting shall submit to property owners a report of the operations of the Board of Directors for the previous fiscal year, which shall include financial statements in such summary form and in such detail as the Board of Directors deem proper. 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 Board of Directors, 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. Complete quarterly (September, December, March, June) updated financial reports shall be made available to any property owner on request.

Section 8. Checks, Notes, Drafts and Other Instruments.

- A. Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the names of the Board of Directors or of the association may be signed by any one of two (2) members of the Board of Directors, or by any person or persons (who may be one of the Board of Directors) to whom such power may at any time or from time to time be designated by not less than a majority of the Board of Directors.

Section 9. Fiscal Year.

- A. The fiscal year of the Association shall be from the First (1) July through the Thirtieth (30) June of the succeeding year.

Section 10. Proxy and/or Absentee Voting.

- A. The Board of Directors shall establish proxy and/or absentee voting for any forthcoming Association meeting and shall establish parameters for said proxy and/or absentee voting, including but not limited to, appointment of voting member for any property, method of proxy and/or absentee voting, and time frame for said proxy and/or absentee vote. In any event, the proxy and/or absentee vote shall be held to the same standards as stated within these bylaws.