**BYLAWS OF**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ROAD ASSOCIATION**

**ARTICLE I**

The name of the association shall be the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Road Association, which is organized as a statutory road association pursuant to Title 23, Maine Revised Statutes, Sections 3101 to 3104.

**ARTICLE II**

The purpose for which the association is organized is the repairing and maintaining the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ roads and storm water control facilities of the private ways shown on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Subdivision Plan entitled \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_recorded in Plan \_\_\_\_\_\_, Book \_\_\_\_\_\_, and Page \_\_\_\_\_\_ in the \_\_\_\_\_\_\_\_\_\_\_\_\_\_ County Registry of Deeds and as amended and located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Maine. Also shown on Tax Map #\_\_\_\_\_ as Lots # \_\_\_\_\_to \_\_\_\_\_ of the Town of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Maine.

**ARTICLE III**

The members of the association shall be limited to the owners, their heirs and assigns of the buildable lots benefited by the private ways as shown on said Plan.

The holder or owner of a security interest only, such as a mortgagee, shall not be qualified to be a Member.

**ARTICLE IV**

The corporation shall have year-to-year existence until revoked by a majority vote of the membership.

**ARTICLE V**

The affairs of the Association shall be managed by a Board elected at the membership annual meeting. Members shall elect a President, Vice President, Secretary and a Treasurer annually who shall serve as the Board between membership meetings and which shall act on such matters as delegated by the Members, and as authorized by 23 M.R.S.A. $3101 to 3104 and the duties of the officers as prescribed by these bylaws. Vacancies shall be filled, if for greater than five (5) months, by vote of the Members at a special meeting; if for less than five (5) months, by vote of the remaining Board.

**ARTICLE VI**

After the organizational meeting in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_, the Association shall hold an annual meeting in \_\_\_\_\_\_\_\_\_\_\_ of each year to elect Board Members and conduct business and shall hold other meetings as necessary.

**ARTICLE VII**

At all meetings and elections, the Members may cast only one vote for each buildable subdivision lot owned and all such lots owned by tenant in common or joint tenants may cast only one vote as a group for each lots owned. For any vote to be effective on any issue, there must be a vote in favor of the decision of simple majority of the Members present or voting by proxy or absentee ballot. Voting shall be by only those present or by written proxy from one member to another member who is present at the meeting. The proxy shall be either general or specific. Absentee voting is allowed by 23 M.R.S.A. $3101(4). Absentee ballots must be returned by regular mail or e-mail and be received by the authority issuing the Warrant for the meeting at least by the business day before the meeting.

There are \_\_\_\_\_\_ buildable lots benefited by the private ways whose owners are the Members. They are as shown on the \_\_\_\_\_\_\_\_\_\_\_ Subdivision Plan Lots # \_\_\_\_\_\_ to \_\_\_\_\_\_. Not buildable lots or lots not benefitted by the private ways are Lot \_\_\_\_\_\_ and \_\_\_\_\_\_\_. In the event any of the latter lots become buildable and/or benefitted by the private ways by the construction of driveway access, the owners shall become members subject to Association fee assessments.

**ARTICLE VIII**

The By-Laws of the Association may be amended, altered or rescinded only by two-thirds (2/3) of the Members at an annual meeting.

Amendments may be proposed by any Member.

**ARTICLE IX**

**Officers**

Section 1. Board. The Board of the Association shall be a President, Vice President, Secretary and Treasurer. They shall take office immediately after the adjournment of the meeting at which they are elected.

Section 2. The President. The Present shall be the chief executive officer of the Association and shall perform such other duties as from time-to-time may be assigned to him by the Members. The President shall be ex officio a Member of all committees. The President shall be Moderator of all membership meetings.

Section 3. The Vice President. The Vice President shall serve as President when the President is unable or unwilling to serve and/or perform the duties of President.

Section 4. The Secretary and Treasurer. The Secretary shall keep the minutes of the Members and Officers' meetings and the Treasurer shall have the custody of the receipts, disbursements, funds and securities of the Association. They shall perform al duties incident to the office of Secretary or Treasurer and shall perform such other duties as may from time-to-time be assigned to the Members or the President.

**ARTICLE X**

Section 1. Annual Meetings. There shall be an annual meeting of the Members of the Association on or about each \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at such time and place as may be designated in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Maine of each year. Notice for such meeting shall be given by the Board thirty (30) days in advance.

Section 2. Special Meetings. Special meetings of the Members shall be held whenever called by the President or by at least six (6) Members. Thirty (30) days notices shall be given to all Members.

Section 3. Notice of meetings shall be given as provided for in 23 M.R.S.A. $3101 (2 and 3).

Section 4. All membership meetings shall use the Meeting Rules of Procedure attached hereto.

**ARTICLE XI**

Section 1. Qualifications. Only persons qualified to be Members under Articles III and VII and 23 M.R.S.A. $3101 shall be Members.

Section 2. Members. A Member shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or facilities of the Association, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after Membership ceases.

**ARTICLE XII**

Section 1. The Association shall have the right and power to subject the property of its Members to an annual road maintenance fee pursuant to 23 M.R.S.A. 83101 to 3104.

Commencing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_, 20 \_\_\_\_\_ and on \_\_\_\_\_\_\_\_\_\_\_1 of each year thereafter, each Member shall pay in advance, the maintenance fee and such payments shall be used by the Association to create and continue a Maintenance Fund to be used by the Association as hereinafter stated. The Association may vote to access the maintenance fee in installments and to set the due date for such installments. The charges will be delinquent when not paid within thirty (30) days after they become due.

The annual maintenance fee may be adjusted from year-to-year by the Members as road maintenance needs may require.

Each Member's lot listed in Article VII with a residential structure located thereon or with a residential structure under construction thereon as of the date of the annual meeting, shall be assessed a full assessment. Each listed Member's lot that does not have a residential structure located thereon shall be assessed one half (1/2) of the assessment.

Special maintenance fee assessments for emergencies and/or budget deficits may be assessed on the Members in addition to the annual maintenance fee if authorized by the Members at special membership meetings.

Section 2. The maintenance fee shall be used for repairing and maintaining said road, including the drainage and storm water management facilities and the sight distances on the curves and intersections of the roads. It shall also be used for providing liability insurance coverage for the Association, its Members and Officers, the costs of consultants and operating costs of the Association.

**ARTICLE XIII**

The Association shall have the power and authority to enforce and collect said maintenance fees by any action including actions at law and equity, and including attachment of Members' property. Members who are in default of their fees shall also be liable to the Association of reasonable interest and late charges set in advance by the Association and for the Association's reasonable costs of collection, including but not limited to, attorney's fees and costs. The maintenance fees shall constitute a burden upon the land of the Members and shall run with the land.

**ARTICLE XIV**

**Insurance**

The Association shall maintain in full force and effect a general liability insurance policy for the benefit and protection of the Association, its officers and Members. It shall cover all land, common areas, facilities, equipment, and activities owned, operated and/or maintained by the Association as well as personal property and all acts performed by the Association. It shall have a face amount which shall be determined from time to time by the Membership. Costs of insurance shall be a part of the maintenance fee.

**ARTICLE XV**

**Indemnification of Officers and Members**

Each officer, member and employee of the Association shall be indemnified by the Association to the extent of insurance coverage against expenses, including attorneys' fees, judgments, fines and amount paid in settlement, actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by the reason of the fact that such person is or was an officer, member or employee of the Association, if such person acted in good faith and in a manner reasonably believed to be in the best interests of the Association, and with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of *nolo contendre*, or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which is reasonably believed to be in the best interests of the Association, and with respect to any criminal action or proceeding, that reasonable cause to believe that such person's conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by The Association in advance of the final disposition of such action, suit or proceeding as authorized by the Members in the manner provided by the applicable statutes of the State of Maine concerning indemnification by nonprofit corporations currently contained in 13-8 M.R.S.A. §714 and sub-§3 (or the corresponding provision of future Maine law) upon the receipt of an undertaking by or on behalf of the officer, member or employee to repay such amount, unless it shall be ultimately determined

that such person is entitled to be indemnified as provided herein.

In the event that such action or proceeding be by or in the right of The Association, The Association shall have the same power to indemnify and insure any such director, officer or employee, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such di court wherein the action or proceeding is tried shall specifically find that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

The indemnification provided by these bylaws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Maine.

As used in this provision, the terms "officer"; "member"; "employee" include the respective heirs, executors and administrators of persons holding such offices in The Association.