

on website
8/14

BY-LAWS
Of
PINE RIVER ASSOCIATION, INC

ARTICLE I
NAME

The name of the Corporation is PINE RIVER ASSOCIATION, INC.

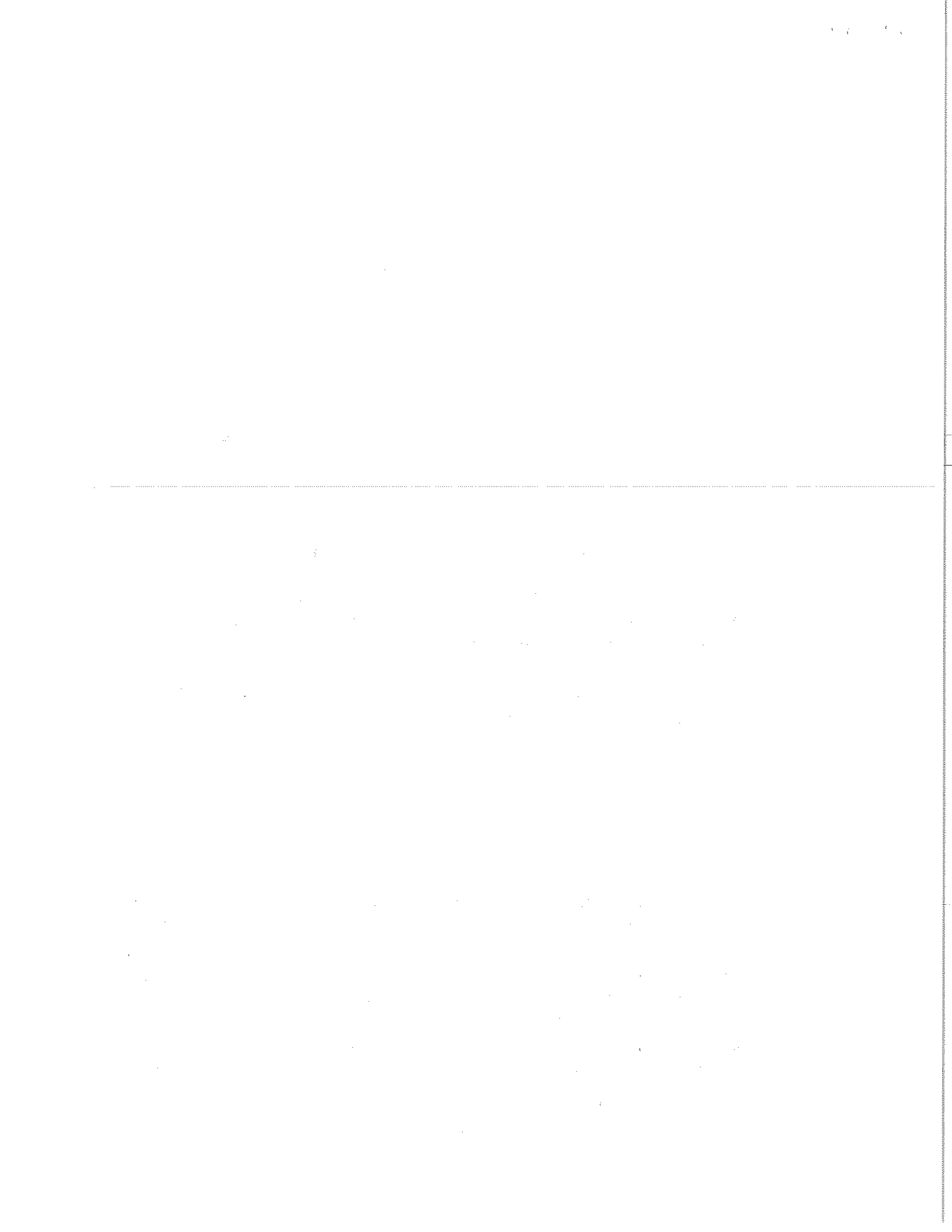
ARTICLE II
PRINCIPAL OFFICE AND FISCAL YEAR

1. **Principal Office.** The principal office of the Association shall be located in Wakefield, New Hampshire, or at another location in the State of New Hampshire as the Board of Directors may determine.
2. **Fiscal Year.** The fiscal year of the Association shall commence on September 1, and shall end on August 31.

ARTICLE III
PURPOSE

The Corporation is organized for community, social and recreational purposes, for the benefit of members who own property in the Pine River Development in Wakefield, New Hampshire, which shall include maintaining roads and beach areas, that are owned, or leased, or to which the Corporation is otherwise entitled. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer, director, member or other private person.”

Upon the dissolution of the Corporation, its assets shall be distributed to a New Hampshire nonprofit corporation whose purposes are the same or substantially similar to the Corporation’s purposes.”



ARTICLE IV

STATUS OF ALL DEVELOPMENT LOT OWNERS

The Carroll County, New Hampshire, Superior Court in the case of Broderick et. al v. Pine River Association et. al, Case No. 212-2009 – CV-506, held in its Order on October 17, 2013 (“October 17, 2013 Order”), that all lot owners in the Development (“Lot Owners”), except those without road access to their Lots, must pay the Association their fair and reasonable share allocation of the assessment of the cost of the maintenance, repair, plowing, improvement, administration, maintenance and capital improvement reserves, and related expenses of the Association Roads (“Road Assessment”). The Road Assessment shall be made by the Association Board of Directors both as to Members of the Association, and to non-members of the Association, but not to those Lot Owners of Lots without road access.

All Members are requested to sign a Membership Agreement that requires Members to pay all Association Assessments (which includes the Road Assessments), among other matters.

All Non-Members of the Association required to pay Road Assessments are requested to sign a Non-Member Agreement but are not bound by these Bylaws, and have no voting rights or other rights or benefits in the Association. The Non-Member Agreement shall provide that (a) the Non-Member shall pay all Road Assessments, (b) the Non-Member Agreement shall be recorded and shall run with the land, and (c) any non-payment of Road Assessments shall be a lien on the applicable Non-Member’s Lot.

ARTICLE V

MEMBERSHIP

1. Eligibility. All present and future owners of a lot that contains a residential unit, or is an undeveloped lot in the Development are entitled to be a Member in the Association, with such voting rights as set forth in Article VI, Section 6, below. Members are required to pay Association Assessments to the Association as set forth in Article XI, below.

2. Membership. To become a Member of the Association a Lot Owner is requested to sign a Membership Agreement that provides that such Lot Owner (a) shall

comply with these Bylaws, and rules, regulations, resolutions and other governing documents of the Association, (b) shall pay all Association Assessments made to the Member by the Association which includes a Road Assessment being a fair share of all road expenses, (c) that the Lot Owner has read and understands the Association Bylaws, and (d) has paid the assessment. Upon completion of the foregoing requirements, the Lot Owner shall thereby become a Member of the Association.

A Non-Member Lot Owner that is current in paying Road Assessments, may become a Member by signing a Membership Agreement.

3. Termination. Membership in the Association shall terminate when a Member ceases to be a Lot Owner or fails to pay Association Assessments, in accordance with Article XI. A Lot Owner who is a Member may also choose to become a Non-Member, but must continue to pay all Road Assessments.

4. Assignment. A Lot Owner who is a Member in good standing of the Association, may assign his or her voting rights to the tenant occupying his or her Lot or residential unit in the Development. The Lot Owner of the residence or Lot shall remain responsible for payment of all Association Assessments.

ARTICLE VI

MEETINGS OF MEMBERS

1. Annual Meetings. An annual meeting of all Members of the Association shall be held on the first Saturday in September following Labor Day, each year, at a time and place determined by the Board of Directors for the transaction of such business as may come before the meeting. A Members meeting shall also be held in the spring on the Saturday of Memorial Day weekend. Non-Member Lot Owners who are current in paying Road Assessments, and Lot Owners of non-accessible Lots may, at the discretion of the Board of Directors, be invited to the Members meetings as guests. The Board of Directors may determine to hold an Annual Members meeting, and a Spring Members meeting, at a different date than as provided above.

2. Special Meetings. Special meetings of the Members shall be held as determined by the Board of Directors.

3. Place, Date, and Time of Meetings. Meetings of the Association shall be held at a suitable place, date and time as determined by the Board of Directors.

4. Notice of Meetings. It shall be the duty of the Secretary to mail or otherwise deliver a notice of each Members meeting, stating the purpose thereof as well as the place,

date, and time where it is to be held, to each Member at least fourteen (14) days, but not more than thirty-five (35) days, prior to such meeting.

5. **Quorum.** The presence at any Members meeting, in person or by proxy, of the Members holding twenty (20) of the votes entitled to be cast at such meeting shall be necessary and sufficient to constitute a quorum for the transaction of business.

6. **Voting.** A Member must have paid all due Association Assessments to have voting rights. Each Member owning a Lot with a residential unit shall be entitled to one (1) full vote. Each Member Lot Owner shall be entitled to one-half (1/2) vote for each undeveloped Lot owned for which Association Assessments are paid. Adjoining or additional Lots owned by the prime resident Owner, or a Lot Owner with adjoining or additional lots, are not eligible for additional ½ votes unless annual Association Assessments are being paid for each such these additional Lot.

Non-Member Lot Owner residents, and Non-Member Lot Owners of undeveloped Lots, even if paying Road Assessments, are not entitled to a vote, or to participate in Member meetings.

7. **Proxies.** At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member. No proxy shall be valid after three (3) months from the date of its execution.

8. **Voting by Mail.** When action is to be taken by the Members of the Association such action may be by written ballot or referendum through the mail in such manner as the Board of Directors shall determine.

9. **Order of Business.** The order of business at the Annual Meeting of the Members shall at the discretion of the presiding officer, include, but not be limited to:

- (a) Establish of a quorum.
- (b) Evidence of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of additional Directors, if so determined
- (g) Old Business
- (h) New business.
- (l) Other matters.

ARTICLE VII

BOARD OF DIRECTORS

1. Number and Qualification. The Board of Directors shall be comprised of not less than seven (7) persons. The President, Vice President, Treasurer, Clerk, Secretary, Road Agent, and immediate Past President, shall be Directors by virtue of those offices held. All Directors must be Members in good standing, and shall have paid all amounts due to the Association. The Members may elect additional Directors, not to exceed three (3), who shall be Members in good standing who have paid all amounts due to the Association.

2. Powers and Duties. The affairs of the Association shall be managed by the Board of Directors, which shall have and may exercise all the powers of the Association except those powers reserved to the Members by law, by the Articles of Agreement of the Association, and by these Bylaws.

3. Other Duties. In addition to those duties conferred by the Articles of Agreement, these By-Laws, or by the Members, the Board of Directors shall be responsible for the following matters, among others:

- (a) Care, upkeep, and the selection of and management of maintenance activities and contracts for all property owned or leased by the Association including roadways, leased roads, and rights of way.
- (b) Collection of all assessments from the Members and Non-Members.
- (c) Insuring that bond requirements are met for all road maintenance and any other special projects that may be undertaken by the Association.
- (d) Employment, retention, payment to, and dismissal of the personnel necessary for the accomplishment of the purposes of the Association.
- (e) The retention, payment to, and dismissal of attorneys, certified public accountants, and other service providers as determined appropriate.

4. Election and Term of Office. Directors who serve by reason of their position as an Officer, shall serve as a Director for the term of such office and until their successors are elected and qualified. The term of other Directors shall be three (3) years from the date of election, and until their successors are elected and qualified. There shall be no limitation on the number of terms that a Director may serve.

5. Vacancies. Vacancies in the Board of Directors shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected as a Director shall serve for a term determined by the Board of Directors and until a successor is elected and qualified.

6. Removal of Directors. At any meeting of the Board of Directors, any one or more of the Directors may be removed with or without cause by a two-thirds of all votes of

Directors entitled to be cast, and a successor may, but need not, be elected to fill the vacancy thus created.

7. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as it shall determine, but at least two such meetings shall be held during each fiscal year. Minutes of the meetings shall be taken. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, email, or telephone, at least seven (7) days prior to the date designated for such meeting.

8. **Special Meetings.** Special meetings of the Board of Directors may be called by the President on seven (7) days' notice to each Director, given personally or by mail, email, or telephone, which notice shall state the place, time, date, and purpose of the meeting. Special meetings of the Board of Directors shall be called by in like manner and on like notice on the written request of at least one-third of the Directors.

9. **Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director of the place, date, and time thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

10. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

11. **Fidelity Bonds.** The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE VIII

OFFICERS

1. **Designation.** The principal officers of the Association shall be President, Vice President, Treasurer, Clerk, Secretary, and Road Agent, all of whom shall be elected by the Board of Directors, and reported to the Members. The Board of Directors may also appoint a Financial Secretary, a Correspondence secretary, and such other officers as in their judgment may be appropriate. It is expected, but not required, that a nominee for the Vice President will agree to accept nomination for President following service as Vice President. The

Principal Officers shall be Ex-Officio members of the Board of Directors of the Association.

2. **Election of Officers, Term and Filling of Vacancies.** The Officers of the Association shall be elected annually, as needed, by the Board of Directors, and reported to the annual meeting of the Members.

The term of each Officer shall be three (3) years, and until their successors are elected and qualified. There shall be no limitation on the number of terms that an Officer may serve.

Vacancies in any office may be filled by the Board of Directors for such term as the Board may determine.

3. **Removal of Officers.** Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

4. **President.** The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association, and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the president of an association, including but not limited to the power to appoint committees, with the approval of the Board, from among the members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association. When the President's tenure is over, he or she shall become a member of the Board of Directors as 'Past President', replacing any 'Past President' if one exists.

5. **Vice President.** The Vice President shall assume the duties of the President when the President is not available. The Board of Directors or the President may assign specific duties to the Vice President.

6. **Clerk.** The Clerk of the Corporation shall have the duties, powers and responsibilities as provided by the applicable laws of the State of New Hampshire, and such other duties as the Board of Directors may from time to time determine.

7. **Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Directors, and shall keep the minutes of all Members meetings of the Association. The Secretary shall be responsible for such books, records and papers of the Association as the Board of Directors may direct, and shall, in general, perform all the duties incident to the office of Secretary including sending notices of Board of Directors and Members meetings.

8. **Treasurer.** The Treasurer shall be responsible for all Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books and records belonging to the Association. The Treasurer shall be responsible for

sending out the annual Road Assessment statements, annual Association Assessment statements, the deposit of all moneys and other valuable effects in the name, and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer, and the President, may each individually sign all checks or other documents for the withdrawal or disbursement of funds of the Association. The functions of the Treasurer may be delegated, subject to the direction and supervision of the Treasurer, to an Accounting Firm approved by the Board of Directors. In such case, it is the duty of the Treasurer to audit the activities of the Accounting Firm and to approve any disbursements and other actions by the Accounting Firm.

ARTICLE IX

OTHER COMMITTEES

The Board of Directors may appoint such other committees, in addition to those committees established in the Bylaws, as it may deem advisable. Each such committee shall have such powers and authority as specified by the Board of Directors.

ARTICLE X

ROAD ASSESSMENTS

1. Annual Road Assessments. The annual Road Assessments, as provided in Article IV above, shall be recommended by the Treasurer and approved by the Board of Directors. The Road Assessments shall be reported to the Members at the annual meeting of Members. There are three categories of Lots for purposes of the Road Assessment: (a) Lots with residences, (b) undeveloped Lots, both of which will be charged Road Assessments, and (c) Lots without road access for which there shall be no Road Assessment.

2. Payment of Road Assessments. Payment of the annual Road Assessments to Non-Members, is due 35 days from mailing or other delivery of the annual Road Assessment statement. Installment payments can be approved and arranged through Treasurer. For payments made in full prior to 35 days after the invoice date, or in advance, a deduction of 5% is earned, and credited to such Non-Member.

3. Failure to Pay Road Assessments. The October 2013 Order authorizes the Association to collect payment of all unpaid Road Assessments, and if a Non-Member has signed a Non-Member Agreement it establishes a lien on any Lot for which the Road Assessment is unpaid.

4. Assignment of Paid Road Assessments. In the event any Non-Member whose assessments are paid, during the year in which such assessments are paid, sells all of the Lots

owned, the purchaser of said Lots shall be credited with the amount paid attributable to the remainder of the Association's fiscal year.

5. **Remedies for Non Payment.** If the Road Assessment is not paid within sixty (60) days of the date of the statement for the Road Assessment, the Association may pursue all legal remedies to collect such Road Assessment as provided in the Non-Member Agreement including enforcement of the lien on Lots of the delinquent Non-Member, and as otherwise provided by law.

ARTICLE XI

ASSOCIATION ASSESSMENTS

1. **Annual Association Assessments.** All Members are required to pay to the Association the annual Association Assessment, and all special assessments. The annual Association Assessments shall be recommended by the Treasurer and approved by the Board of Directors. The Association Assessments shall be reported to the Members at the annual meeting.

There are two components to the Association Assessment. The first component is the Road Assessment as defined in Article X above.

The second component to the Association Assessment is an allocation to the Membership to provide funds to pay all expenses of the Association not included in the Road Assessment.

2. **Payment of Association Assessments.** Payment of the Annual Association Assessments to Members is due 35 days from mailing or other delivery of the Annual Association Assessment statement. Installment payments can be approved and arranged through Treasurer. For payments made in full prior to 35 days after the invoice date, or in advance, a deduction of 5% is earned, and credited to the Member.

3. **Special Assessments.** Special assessments may be levied by the Board of Directors on Members if special needs arise as determined by the Board of Directors.

4. **Assignment of Association Assessments.** In the event any Member whose Assessments are paid shall, during the year in which such assessments are paid, sells all of the Member's Lots such sale shall automatically terminate such Member's Membership in the Association. The purchaser of said Lots shall be credited with the amount paid attributable to the remainder of the Association's year.

5. **Remedies for Non-Payment.**

(a) When any Member shall be in default in the payment of Association

Assessments for a period of sixty (60) days from the date of the statement for such Assessment, such Member shall not be considered as a Member in good standing, for purposes of voting, and shall be removed from active membership and placed on the inactive Member list. Such inactive Member shall not be reinstated until such person has paid all outstanding Assessments in full. Until such reinstatement, such inactive Member shall have no rights of any kind arising out of the membership in the Association.

(b) In addition, if such failure to pay Assessments continues for sixty (60) days after written notice to the Member, the amount of all unpaid Assessments shall become a lien on that Member's Lot applicable to the unpaid assessment in favor of the Association, as provided in the Membership Agreement. The Association shall have the right to record a notice of claim of lien, and proceed thereon in accordance with the provisions of NH RSA 479-A:22 for the foreclosure and enforcement of liens, or if the Association shall not record a lien, it shall have the right to commence an in person action against the Member for the collection of the unpaid assessments in any court of competent jurisdiction in accordance with the provisions of NH RSA 511A.

ARTICLE XII

BYLAWS COMMITTEE AND AMENDMENTS TO THE BYLAWS

1. Bylaws Committee. A Bylaws Committee is hereby established to review the Bylaws of the Association at least once each year, and more often as directed by the Board of Directors, and to make recommendations for amendments. The Bylaws Committee shall consist of at least three (3) members appointed by the Board of Directors, at least one of whom shall be a Director.

2. Procedure for Amendments. The Bylaws Committee shall report to the Board Of Directors any recommendation for amendments to the Bylaws. The Board of Directors shall review the recommendation of the Bylaws Committee, and determine the recommendations for amendments to be submitted to the Members for a vote at the next Members meeting. Members may also present proposed amendments at the Members meeting. These Bylaws may be amended at any time by the Members by a vote of a majority of the Members at any Members meeting at which a quorum is present.

ARTICLE XIII

RULES AND REGULATIONS

The Board of Directors shall adopt such rules and regulations as may be necessary or appropriate for the accomplishment of the purposes of the Association.

ARTICLE XIV

EXECUTION OF DOCUMENTS

Except as these Bylaws or the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President or by the Treasurer.

ARTICLE XV

NO PERSONAL LIABILITY

The Members, Directors, and Officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Association may proceed to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Association.