

OLDE MILLBROOK ASSOCIATION

BYLAWS

ARTICLE I

Definitions

Section 1. "Association" shall mean and refer to the Olde Millbrook Association, a nonprofit corporation organized and existing under the laws of the State of Maine.

Section 2. "The Properties" shall mean and refer to that real property described and shown on subdivision plans entitled Olde Millbrook, Section 1, Scarborough, Maine dated April 1969 Sheets 1 of 2 and 2 of 2, recorded in the Cumberland County Registry of Deeds in Plan Book 83, Pages 37 and 39 respectively, and also on those entitled Olde Millbrook, Section 2, Scarborough, Maine dated February, 1971, recorded in the Cumberland County Registry of Deeds in Plan Book 87, Pages 21, 23, 25, 27, 29, 31, 33, 35 and 37, and also on those entitled Revision of Olde Millbrook, Scarborough, Maine, made for Jordan and Hammond, Inc., South Portland, Maine by Robert P. Titcomb, Inc., dated January 1976 and recorded in the Cumberland County Registry of Deeds in Plan Book 113, Pages 3 through 14 inclusive, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean and refer to parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto, and any other properties owned and maintained by the Association for the common benefit and enjoyment of the residents within The Properties.

Section 4. "Declaration of Covenants and Restrictions" shall, before January 1, 1990, mean that instrument dated June 15, 1970, executed by Jordan and Hammond, Inc., to be recorded in the Cumberland County Registry of Deeds, and which has been accepted by this Association and placed on file. On and after January 1, 1990, the term shall mean that instrument dated May 10, 1988, recorded in the Cumberland County Registry of Deeds in Book 8354, Page 233 and which has been accepted by this Association and placed on file.

ARTICLE II

Location

Section 1. The principal office of the Association shall be located at Scarborough, Maine.

ARTICLE III

Membership

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. The rights and membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by ARTICLE V of the Declaration of Covenants and Restrictions to which The Properties are subject dated May 10, 1988, recorded in the Cumberland County Registry of Deeds. The provisions of said ARTICLE V of the Declaration are hereby made a part of these Bylaws by reference.

Section 3. The membership rights of any person whose interest in The Properties is subject to assessments under ARTICLE III, Section 2, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when assessments remain unpaid, but upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities, and the personal conduct of any person thereon, as provided in ARTICLE IX, Section 1, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV

Voting Rights

Section 1. Members shall be all those owners as defined in Section 1 of ARTICLE III. Members shall be entitled to one vote for each Lot or Living Unit in which they hold the interests required for membership by Section 1 of ARTICLE III. When more than one person holds such interest or interests in any Lot or Living Unit all such persons shall be members, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit.

Section 1. Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided by ARTICLE IV, Declaration of Covenants applicable to The Properties.

Section 2. Any member may extend his rights of enjoyment in the Common Properties and Facilities to the members of his family who reside upon The Properties and to any of his tenants who reside thereon. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under ARTICLE III, Section 3, to the same extent as those of the member.

ARTICLE VI

Association Purposes and Powers

Section 1. The Association has been organized for the following purposes:

To promote the health, safety, welfare of the residents within Olde Millbrook, Winnock's Neck, Scarborough, Maine and to establish and maintain social, educational, recreational, and area improvement programs for said premises and such additions thereto as may hereafter be brought within the jurisdiction of this corporation, hereafter referred to as "The Properties", and for this purpose to:

(a) own, acquire, build, operate, and maintain recreational parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereinafter referred to as "the common properties and facilities"; (b) provide exterior maintenance for these Common Properties within the Properties; (c) maintain unkempt lands or trees; (d) supplement municipal services; (e) fix assessments (or charges) to be levied against The Properties; (f) enforce any and all covenants, restrictions, and agreements applicable to The Properties; (g) pay taxes, if any, on the common properties and facilities; and, (h) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

Section 2. Additions to The Properties may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent of two-thirds of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

Section 3. Subject to the provisions of the recorded covenants and restrictions applicable to The Properties and to the extent permitted by Law, the corporation may participate in consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VII

Board of Directors

Section 1. The affairs of the Corporation shall be managed by a Board of nine (9) directors who need not be members of the Corporation. The members at each annual meeting shall elect three (3) Directors for the term of three (3) years.

Section 2. Vacancies in the Board of Directors shall be filled by the Nominating Committee subject to the majority approval of the Board of Directors, any such appointed Director to hold office until his successor is elected by the Members, who shall make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE VIII

Election of Directors; Nominating Committee

Section 1. The Nominating Committee shall present nominations for election to the Board of Directors. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to The Properties. The names receiving the largest number of votes shall be elected.

Section 2. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association.

Sections 3. The Nominating Committee shall consist of the Vice President, who shall serve as chair of the committee and members, not to exceed five, who shall register their interest at the annual meeting for the upcoming year.

Section 4. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among member or non-members, as the Committee in its discretion shall determine.

Section 5. The Board of Directors shall request the Nominating Committee to designate its nominees to the membership in advance of the annual meeting in accordance with Article XIII, Section 3. The Board of Directors shall have the authority to make such rules and regulations as it shall deem necessary for the conduct of all elections.

ARTICLE IX

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power:

(a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments or charges referred to in ARTICLE III, Section 2.

(d) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association except those reserved to a meeting of the members or to the members by the Covenants.

(f) In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs since 1990 and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in ARTICLE XIII, Section 2.

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) As more fully provided in ARTICLE V of the Declaration of Covenants applicable to The Properties:

(1) To fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and, at the time;

(2) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

(3) To send written notice of each assessment to every owner subject thereto. To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

(d) To supervise the annual audit and/or review of (at the discretion of the Board) by a C.P.A. the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in ARTICLE XI, Section 8.

(e) To formulate and to convey to each chairperson of each committee defined in ARTICLE XII, a detailed description of the duties of that committee.

ARTICLE X

Directors Meeting

Section 1. A regular meeting of the Board of Directors shall be held on the first Wednesday of each month at 7:30 o'clock P.M. provided that the Board of Directors may choose to waive any meetings and may change the day and hour of holding any such meeting at its discretion.

Section 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than three (3) days notice to each Director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice of a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI

Officers

Section 1. The Officers shall be a President, Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors. There shall also be a Registered Agent as required by Maine statutes, who need not be a member of the Board of Directors.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office during the pleasure of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written instruments. The President may also sign checks.

Section 5. The Vice-President shall perform all the duties of the President in his absence.

Section 6. The Secretary shall be the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members (see ARTICLE XIII, Section 3).

Section 7. The Treasurer and or said designatee shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such notes shall also be signed by the President or the Vice-President.

Section 8. The Treasurer and or said designatee shall keep proper books of account and cause an annual audit and/or review of the Association books to be made by a certified public accountant at the completion of each fiscal year.

ARTICLE XII

Committees

Section 1. The Standing Committees of the Association shall be:

The Nominating Committee

The Playground Committee

The Tennis Committee

The Pool Committee

The Maintenance Committee

The Architectural Committee

The Publicity Committee

The Hospitality Committee

Unless otherwise provided herein, each Committee shall consist of a Chairperson and two or more members, and shall include at least one member of the Board of Directors for Board contact, (who shall not be the chairperson) and, in addition, may be completely composed of members of the Board of Directors. The committee member who is the Board contact shall monthly obtain from the Chair of the committee a report to be presented to the Board at its monthly meeting. The Committees other than the Nominating Committee shall be appointed by the Board of Directors following each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced. The Board of Directors may appoint such other committees as it deems necessary.

Section 2. The Nominations Committee shall have the duties and functions described in ARTICLE VIII.

Section 3. The Playground Committee shall advise the Board of Directors on all matters pertaining to the playground program and activities of the Association and shall perform such other functions as the board, in its discretion, determines.

Section 4. The Tennis Committee shall advise the Board of Directors on all matters pertaining to the tennis program and activities of the Association and shall perform such other functions as the board, in its discretion, determines.

Section 5. The Pool Committee shall advise the Board of Directors on all matters pertaining to the pool program and activities of the Association and shall perform such other functions as the board, in its discretion, determines.

Section 6. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and Facilities of the Association, including the fences enclosing the swimming pools, tennis courts, barn, and cemetery but not including the areas enclosed by such fences, and shall perform such other functions as the Board, in its discretion, determines.

Section 7. The Architectural Control Committee shall have the duties and functions described in ARTICLE VI, Declaration of Covenants and Restrictions applicable to The Properties. When permits are issued by this committee according to such provisions, those permits shall expire ninety days from the date of their issuance. The committee shall keep and maintain uniform written records of every application made for permits, and of all committee action on such permits. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 8. The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association.

Section 9. The Hospitality Committee shall welcome all new members of the Association. Welcoming gatherings shall be held when they are deemed necessary to acquaint the new members with the neighborhood.

Section 10. With the exception of the Nominations Committee and the Architectural Control Committee (but then only as to those functions that are governed by ARTICLE VI, Declaration of Covenants and Restrictions applicable to The Properties), each Committee shall have power to appoint a subcommittee from among its members, and may delegate to any such committee any of its powers, duties and functions.

Section 11. It shall be the duty of each Committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other Committee, Director or Officer of the Association as is further concerned with the matter presented.

Section 12. The Social Committee shall plan events other than those covered in Section 9.

Section 13. It shall be the duty of each committee to present to the Board of Directors at each annual meeting, suggested revisions to the detailed description of committee duties annually presented to the committees by the Board of Directors as provided in ARTICLE IX, Section 2 (e) above.

ARTICLE XIII

Meeting of Members

Section 1. The association will hold an annual meeting in the month of October provided the Board may change the date at its discretion. A notice of said meeting will be published one month prior to it being held.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice-President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

Section 3. Notice of any meeting shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifteen percent (15) of the votes authorized by Article IV herein shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties shall require a quorum as therein provided.

ARTICLE XIV

Proxies

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in The Properties.

ARTICLE XV

Books and Papers

Section 1. The books, records, and papers of the Association shall be subject to the inspection of any members by appointment.

ARTICLE XVI

Corporate Seal

Section 1. The Association may have a seal in circular form having within its circumference the words Olde Millbrook Association and such other words, figures and design as the Directors may from time to time determine.

ARTICLE XVII

Amendments

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further than any matter stated herein to be or which is in fact governed by the Covenants and Restrictions applicable to The Properties may not be amended except as provided in such Covenants and Restrictions.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and Restrictions applicable to The Properties referred to in Section 1 of these Bylaws, the Covenants and Restrictions shall control.