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BY-LAWS
OF
WILSON PONDS ASSOCIATION

Article I - Offices

The principal office of the Wilson Ponds Association, a non-profit corporation in the State of Maine, shall be located in the Town of Greenville, County of Piscataquis, State of Maine. The corporation may have such other offices, either within or without the State of incorporation, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article II - Purposes

The purposes of the corporation shall be the enhancement, preservation and maintenance of the private portion of the Outer Scammon Road, so-called, which commences at the Wilson Ponds private road sign and continues easterly to the Greenville town line.

Article III - Membership and Voting Rights

The corporation will have two classes of membership, the first being members with voting rights and the second being members without voting rights.

Section 1. Membership With Voting Rights. The owner of property that derives or may derive access to such property by virtue of the private portion of the Outer Scammon Road, so-called, may be a member of the corporation.

Each such member of the corporation in good standing shall be entitled to one vote as to any matter coming before the membership for vote. A member in good standing is current in all road maintenance fees and assessments.

In the event that property so benefited by the Outer Scammon Road, so-called, is owned of record by more than one individual, fractions of the one vote to which they are jointly entitled shall be apportioned among the record owners as they may decide.

As for property owners who are not a person but instead an entity then each such entity shall be entitled to one vote representing the property so owned by the entity.

Every fractional vote may be cast separately.

In no event shall the total of fractional interest exceed a single vote per voting member as defined above.

As to members with voting rights, assessment of annual dues shall be ~~made~~ a calendar

year basis.

The secretary of the Corporation shall maintain a list of the members defined herein as members with voting rights.

The furnishing of notice to the persons so designated and listed by the secretary as members with voting rights shall constitute notice to such members for the purpose of these By-Laws.

Section 2. Membership Without Voting Rights. A person or entity that does not derive access to property by virtue of the private portion of the Outer Scammon Road, so-called, but utilizes such road for commercial or recreational purposes may be a member of the corporation but shall have no voting rights.

Such member may be subject to assessments as imposed by the Board of Directors of the corporation for use of the road and especially use of same for commercial purposes.

Article IV - Meeting of Members

Section 1. Annual Meeting. The annual meeting of the membership, including both members with voting rights and those without such rights, shall be held during July or August at a convenient place in the Town of Greenville or on the shore of Upper or Lower Wilson Ponds where it extends beyond the Town of Greenville for the purpose of the election of directors and officers of the corporation and for the transaction of such other business as may come before the meeting.

If the annual meeting can not be held as designated above, then the Board of Directors shall establish a date for such meeting during some other month, with written notice to be given to all members.

Section 2. Special Meetings. Special meetings of the members may be called by the president of the corporation, the Board of Directors, or upon petition to the Board of Directors by not less than ten per cent (10%) of the membership entitled to vote.

The Board of Directors shall be responsible for designating the place of any annual meeting or of any special meeting called by the Board of Directors, or otherwise called under the authority of these by-laws.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the members with voting rights shall be delivered either personally or by mail to each such voting member not less than ten (10) or more than 120 days before the date of such meeting.

Notice to members without voting rights of such meetings shall be given in such manner as is convenient to the corporation.

In the case of a special meeting, or when required by the statute laws of the State of Maine, or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address of the member as appears on the records of the corporation, with postage thereon being pre-paid.

Any action required or permitted to be taken at a meeting of the members (as regards members with voting rights) under the Non-Profit Corporation Act of the State of Maine, the articles of the corporation, or these by-laws, other than the annual meeting, may be taken without a meeting upon the written consent of a majority of the membership with voting rights.

Section 4. Quorum. The persons or entities holding 15% of the votes which may be cast by members with voting rights at any meeting shall constitute a quorum of such members at such meeting.

If a quorum is not present at any meeting of the members (as regards members with voting rights), a majority of the vote present may recess the meeting from time to time in order to try to obtain a quorum.

If a quorum cannot be reached on the scheduled day, then such meeting shall be rescheduled as provided for in these By-Laws.

Section 5. Proxy. At any meeting of the membership, a person or entity entitled to vote may vote by proxy executed in writing by such person or entity or by his or her or its duly authorized attorney-in-fact. No proxy shall be valid subsequent to eleven (11) months from the date of its execution, unless otherwise provided for in the proxy. Proxy votes shall be counted for the purpose of determining the existence of a quorum. The proxy must be received by the secretary or, in the absence of the secretary, another officer designated by the Board of Directors at least one hour prior to the meeting.

Article V - Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall be comprised by the officers of the corporation, the most recent Past President of the corporation, together with no less than three (3) or more than five (5) Directors at large elected at the annual

meeting by the members with voting rights, or as stated in Section 4 (Vacancies) below.

The most recent Past President shall be a member of the Board of Directors for the purpose of advising the President and Board of Directors, and providing continuity and a source of information about past history and decision making rationale. Should the Past President be unwilling or unable to serve, his/her absence will not be considered a vacancy as defined in Article VI, Section 2.

Each Director shall continue in office for a term of three (3) years and shall be replaced at the termination of such term by the election process at the annual meeting of the membership by the members with voting rights.

The terms of the Directors shall be staggered over the three (3) year period and this shall be by a division into groups of Directors serving one (1), two (2) or three (3) years, which will mean that at least one position of Director shall terminate and require reelection each year.

Section 3. Removal of Directors. The Board of Directors may ask for the removal of any Director who is not performing the duties of his/her position. These may include, but are not limited to: consistent absences at regular Board meetings; non-participation on committees; non-compliance of Board policy; and general loss of interest in the Wilson Ponds Association. A two-thirds vote of the Board of Directors may remove a Director. The members with voting rights may request a special meeting using the process cited in Article IV, Section 2, to consider the removal of a Director who, in their judgment, is not acting in the best interests of the corporation.

Section 4. Vacancies. If a vacancy occurs on the Board of Directors because of death, physical or mental incompetency, resignation, or removal of any director, then the vacancy shall be filled by the selection of the membership (by those having voting rights) at an annual meeting of the membership or a special meeting of the membership called for that and/or other purposes. The Board of Directors may appoint a temporary replacement to fill the vacancy until an annual or special meeting of the membership.

Section 5. Meetings of the Board of Directors. An annual meeting of the Board of Directors shall be called by the President, Vice President, or the Board of Directors at a place and time determined by the Board of Directors.

Special meetings of the Board of Directors may be called by the President of the Corporation or at the request of any Director. The President of the Corporation or the Director calling a special meeting may fix the place and also the time for holding such special meeting with the stipulation, however, that the place will, in general, comply with the location requirements as established for meetings of the membership.

Notice of any special meeting may be given orally or in writing to each Director at any time prior to the special meeting.

The presence of a majority of the Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors and all decisions, except as stated in Section 3 (Removal of Directors), shall be by majority vote.

Article VI – Officers

Section 1. Number, Election and Term of Office and Removal. The officers of the corporation shall be President, Vice President, Treasurer, Clerk, and Secretary, each of whom shall be elected for a two (2) year term by the membership at an annual meeting of the members. Any officer elected by the members may be removed from office by the membership whenever in its judgment the best interest of the corporation would be served thereby, such removal to be made at a special meeting of the membership called for the purpose of consideration of such action.

Section 2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the members for the unexpired term of such vacant office at a special meeting of the membership called for that purpose or by election by the Board of Directors. Any officer elected by the Board of Directors to fill such a vacancy may serve only until the next special or annual meeting.

Section 3. President. The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall, in general, supervise all of the business and affairs of the corporation. The President shall, whenever present, preside at all meetings of the Directors. The President may sign, with the Clerk or any other proper officer of the corporation, thereunto authorized by the Board of Directors, certificates for membership in the corporation, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed. In addition, the President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President shall not hold the office for more than two (2) successive terms.

Section 4. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President may sign certificates for membership in the corporation and shall perform such other duties as from time to time may be assigned to the Vice President by the President or the Board of Directors.

Section 5. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give

receipt for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and (b) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors to the Treasurer.

The books and records kept by the Treasurer shall be subject to annual audit by a certified public accountant if such audit is requested by the Board of Directors.

Section 6. Secretary. The Secretary shall perform all duties usually expected of a secretary including, but not necessarily limited to, (a) taking the minutes of membership meetings and of the Board of Directors; (b) furnishing such minutes of meetings to the Clerk of the corporation for placement in the corporate record books as held and maintained by the Clerk; (c) assist the Clerk to see that all notices are duly given in accordance with the provisions of the By-Laws and as required by law; (d) having general charge of the membership records of the corporation; (e) and to perform all other and addition as may be set forth in these By-Laws.

Section 7. Clerk. The clerk shall perform all duties as required by the laws of the State of Maine for non-profit corporations.

The clerk will also be the Registered Agent for the corporation.

In addition, the Clerk shall (a) keep possession of the record books of the Corporation, (b) see that all notices are duly given in accordance with the provisions of the By-Laws as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized; (d) keep a register of the post office addresses of each Director which shall be furnished to the Clerk by such Director; (e) sign with the President or Vice President certificates for membership in the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) in general, perform all duties incident to the office of clerk and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 8. Combining Duties. The duties of Secretary and Treasurer may be combined and performed by one person. The Nominating Committee will recommend such combination to be approved by the Board of Directors and voted upon each year, as necessary, at the annual meeting by members with voting rights in good standing.

Article VII - Committees

The Board of Directors may designate committees to accomplish specific tasks or responsibilities on behalf of the corporation. All committees shall be controlled and overseen by

the Board of Directors and the Board of Directors may establish written rules pertaining to the governing of committees. There will be three standing committees: the Nominating Committee, the Road Committee, and the Lake Level Committee.

Article VIII - Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by either the President or the Treasurer of the corporation.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or their depositories as the Board of Directors may select.

Article IX - Fiscal Year

The fiscal year of the corporation shall be the same as the calendar year.

Article X - Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of Incorporation and the words "Corporate Seal".

Article XI - Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members at the annual meeting of the membership or at any special meeting of the membership called for such purpose by a two-thirds (2/3) vote of a quorum of the members with voting rights present.

Article XII - Dissolution

Dissolution of this corporation shall be in accordance with the laws of the State of Maine and shall for all purposes be accomplished in such a manner as to meet all requirements as imposed by the Internal Revenue Code for a non-profit corporation to have exempt status.

Subject to these requirements, it is a part of the corporate purpose that in the event of dissolution, any funds still remaining shall be distributed to other non-profit corporations or similar organizations.

Article XIII - Indemnification

Every director and officer of the corporation shall be held harmless by the corporation against any judgments entered against him or her by reason of his or her being a director or officer of the corporation.

Each officer or director shall be indemnified by the corporation against all reasonable costs, expenses and council fees paid in connection with any action, suit or proceeding in which the director or officer or his or her legal representative is a party.

The corporation is authorized to undertake the defense of a director or officer against whom a suit or proceeding is instituted at the corporation's expense.

The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled.

No director or officer, however, shall be held harmless or have a right to reimbursement with respect to matters as to which he or she has been adjudicated liable to the corporation for negligence or misconduct in the performance of his or her duties, or who was derelict in the performance of his or her duties as director or officer by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office.

The indemnification herein provided shall be in addition to, and not in restriction or limitation, of any other privilege or power which the corporation may otherwise have with respect to the indemnification or reimbursement of directors or officers.

Article XIV – Road Maintenance Fees and Assessments

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual road maintenance fees payable to the corporation by the members that derive or may derive access to their property by virtue of the private portion of the Outer Scammon Road, so-called.

Section 2. Assessments. Assessments **against members who derive access to their property** may be levied for paying the costs of protecting, preserving, care and maintenance of

the private portion of the Outer Scammon Road, so-called, such assessments to be determined and levied by the Board of Directors of the corporation with same being payable to the corporation.

Section 3. Assessments Levied Upon Other Parties. The Board of Directors of the corporation may determine and levy assessments against other parties that utilize the private portion of the Outer Scammon Road, so-called, for either recreational or commercial purposes. Any such assessments shall be payable to the corporation and collectable by the corporation.

Section 4. Payment of Road Maintenance Fees and Assessments. Road maintenance fees and assessments levied and assessed to members who derive or may derive access to their property by virtue of the private portion of the Outer Scammon Road, so-called, shall be paid no later than April 1 of each year.

Road maintenance fees and assessments of each such new member may be pro-rated.

Each such member shall be personally liable for such member's share of any road maintenance fees or assessments.

The procedure for collection of assessments levied against a party that uses the private portion of the Outer Scammon Road for recreational or commercial purposes, but does not derive or may not derive access to property by virtue of such road, shall be determined by the Board of Directors.

Article XV- Use of private portion of the Outer Scammon Road, so called .

Section 1. No owner of property who derives or may derive access to same by virtue of the private portion of the Outer Scammon Road, so called, may use such road for commercial purposes or permit anyone else to use the road for commercial purposes without prior permission of the Board of Directors.

Further, no such owner will use the road for purposes related to private construction be it residential or otherwise on such property owner's real estate (which by virtue of heavy equipment, trucks or otherwise would place a burden on the road) without permission of the Board of Directors.

These provisions do not apply, however, to emergency or service vehicles. A vehicle involved in any manner in construction type work, such as the placement or setting or utility poles, shall not be considered an emergency or service vehicle and shall be subject to the provisions of this Article.

Section 2. In considering a request for commercial or other use of the private portion of the Outer Scammon Road, so called, in accordance with Section 1 or this Article, the Board shall

consider the following: (a) The effects on such road, including the season of the year. (b) Provisions for financial responsibility to compensate for any damages to the road caused by the proposed use.

Section 3. All persons or parties using the private portion of the Outer Scammon Road, so called, under authority granted as regards Section 1 above shall be fully liable for repair and/or restoration of the damaged roadway or damaged drainage, or by mutual agreement with the Board of Directors shall make just compensation for damages so caused.

In the event of dispute concerning damages, the Board of Directors may take such action as appropriate to restore the road to a like condition as it existed prior to the commercial activity which caused the damage.

The Board of Directors also may require bond or deposit to insure such compliance.

Section 4. Each member that owns property abutting the private portion of the Outer Scammon Road, so called, and accordingly derives access by virtue of such road shall be responsible financially and otherwise for installation and maintenance of culvert or culverts at the entrance to such road from such member real estate. Such installation and maintenance shall be completed by such property owner within a reasonable period of time.

Section 5. Use of the private portion of the Outer Scammon Road and responsibilities for damaging such road by virtue of use by commercial or recreational users shall be determined by the Board of Directors and such Board of Directors shall also take all action as necessary in order to enforce compliance by users.

These By-Laws are adopted by the Board of Directors of THE WILSON PONDS ASSOCIATION, a non profit corporation, the 29th day of July 2006.

Signatures of Officers and Directors

Kay Y. Johnson
Franklin C. Moore
John H. Shively
Paul Parle
Ronald Johnson
Barbara Brown
Michael P. Pearson