

Bylaws

Beddington Road Maintenance Association - BRMA Version 2 – May 27, 2017

ARTICLE I NAME AND MISSION STATEMENT OF THE STATUTORY ROAD ASSOCIATION

Section 1. NAME This road Association shall be known as Beddington Road Maintenance Association, hereinafter called the BRMA. The BRMA shall be located in **Beddington, Maine**. The BRMA is being formed as a Statutory Road Association under Maine Law, based on the “Private Ways” statute (23 M.R.S. §§ 3101-3106).

Section 2. FORMERLY KNOWN AS The BRMA will replace the former **Beddington Homeowner’s Association (“BHOA”)**, a road maintenance corporation located in Beddington, ME, incorporated in 1987 for the lot owners of the property developments “Pleasant River Lake – Southeast Shore Development”, “Pleasant River Lake Properties”, “Southwest Pond Development”, “Spruce Mountain Lake Development”, and the “Caliendo Property”, all created by Patten Corporation– Downeast of Bangor, ME.

Section 3. MISSION STATEMENT The main objective of the BRMA shall be to repair and maintain certain roads which provide access to the above referenced property developments in Beddington, Maine, most currently referred to as East Pleasant River Lake (“PRL”), Pleasant River Lake Properties (“PRLP”), Southwest Pond (“SWP”), Spruce Mountain Lake (“SML”), and the Caliendo Property. Also, additional developments, “Southwest Bluffs Development” (“SWB”) and “Berry Venture Realty Trust Development” (“BVRT”) and two private lots have been invited to join the BRMA. Other property owners, outside of the former BHOA, have been invited to participate as members of the BRMA, most notably recognized are the owners along the south and southeasterly side of Pleasant River Lake, Birch Point Circle and Sunrise Lane. Notwithstanding, in its sole discretion, the BRMA reserves all its rights, without limitation, under 23 M.R.S. §§ 3101-3106). M.R.S. §§ 3101-3106.

The specific roads to be maintained begin at and include East Pleasant River Lake Road, Otter Pond Road (easterly to and until Lots #PRLP 1 and #PRLP 8), Birch Point Circle, Sunrise Lane, SW Brook Lane, Spruce Mountain Lake Road, North East Bluff Lane, Penny Lane, Log Lane, SW Pond Road, Raymond Road, Buck Lane, Fawn Lane and Doe Lane, collectively hereinafter called BRMA roads. (Source: Town of Beddington Property Maps 6, 8, 9, 12 and 16) Specific roads not to be included as BRMA Roads are Forest Lane and Spruce Ridge Lane as these roads serve the sole purpose as driveways or former logging roads.

“Maintenance” includes, but is not limited to, grading and adding gravel and surface material; installing, cleaning and replacing culverts; creating and maintaining ditches, drains and other storm water management infrastructure; creating and maintaining sight distances on curves and at intersections; and cutting brush, trees and vegetation in the right-of-way.

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

ARTICLE II

COMPOSITION OF THE BRMA – BOARD OF DIRECTORS, ROAD COMMITTEE AND PROPERTY OWNERS

Section 1. BOARD OF DIRECTORS The Board of Directors shall also serve as the Officers of the BRMA. The term “Board of Directors” and “Officers” can be used interchangeably. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the BRMA and may do all such acts and deeds to achieve the BRMA mission statement except as limited by Maine Law or by this document.

Section 2. OFFICERS The officers of the BRMA shall consist of a President, optional Vice President, Secretary, and a Treasurer, elected as provided in Section 1 of ARTICLE V of these Bylaws.

Section 3. PRESIDENT AS COMMITTEE MEMBER The President shall be a member, ex officio, of all committees.

Section 4. QUALIFICATIONS The officers of the BRMA shall be members of the BRMA as elected at the Annual Meeting or any special meeting if deemed necessary, and are in good standing, as dictated by the BRMA Bylaws ARTICLE III, Section 2 MEMBERSHIP CLASSIFICATION – “In Good Standing”.

Section 5. ROAD COMMITTEE The road committee should consist of a minimum of two property owners, as described in Section 6, and the BRMA President who will assess the conditions of the BRMA roads, make recommendations for road repairs and maintenance and present their findings, along with an annual maintenance budget, to the Officers and BRMA members at the Annual Meeting. The “Gravel Road Maintenance Manual” and the BRMA Evaluation Sheet (found on the BRMA website) are tools available to this committee but the committee is not restricted to these Guidelines and Evaluation methods exclusively.

Section 6. PROPERTY OWNERS A property owner is defined as a person who, or entity that, owns property described as a “deeded lot” that is utilizing, accessing or benefitting from BRMA roads via a private way in Beddington, Maine. Each owner, or joint or common owner, of a lot located on BRMA roads shall qualify as a member of the BRMA.

ARTICLE III MEMBERSHIP

Section 1. MEMBERSHIP The membership of the BRMA shall be limited to property owners of all parcels located along the BRMA roads who benefit by utilizing the private roads, private ways and bridges maintained by BRMA. Property owners who were required to purchase multiple lots in order to combine these lots into a “buildable” lot, will be recognized as a single member of the BRMA and will be assessed only one road maintenance charge annually for this “buildable” lot. A buildable lot is established by the appropriate municipal and State ordinances, laws and regulations. A guidance source to the BRMA will be the Town of Beddington Property Maps 6, 8, 9, 12 and 16. Any property owner who has purchased multiple lots in which each lot is classified as a buildable lot, these owners shall have multiple membership, multiple votes and assessed multiple maintenance charges annually accordingly.

Section 2. MEMBERSHIP CLASSIFICATION – “In Good Standing” All members who are current in paying the Road Maintenance Charge, including all prior assessed Road Maintenance Charges, are

considered to be “in good standing” and are eligible to vote at any BRMA meeting. This status is determined by the BRMA Treasurer, at the time of the Annual Meeting. A member not “in good standing” will be allowed to vote at the annual meeting only if this member provides payment to the Treasurer for all delinquent fees, prior to the opening of the annual meeting minutes.

Section 3. ROAD MAINTENANCE CHARGE Each member shall pay in advance to the BRMA maintenance fund a “Road Maintenance Charge”, the amount of the charge to be determined at the Annual Meeting of the BRMA, by simple majority vote. The “Road Maintenance Charge” shall be used for the upkeep and maintenance of the BRMA roads and for duties and fees associated with running the BRMA, which may include liability insurance or real estate taxes on Common Lot properties. The maintenance fee will be delinquent when not paid within thirty (30) days after the due date stated on the invoice. This delinquency defaults the member from being classified “In good standing”.

Section 4. AMOUNT OF CHARGE The Road Maintenance Charge shall be established on a yearly basis at the annual meeting of the BRMA. A majority vote of the members present, in person or by proxy, at the annual meeting and are entitled to vote (members in good standing only) shall be required to increase or decrease the charge from the amount specified at the previous Annual Meeting. No further assessments may be made unless specifically approved by the BRMA at the annual meeting or at a special meeting of the BRMA called, pursuant to these Bylaws.

Section 5. DETERMINATION OF THE MAINTENANCE FEE The amount of the Road Maintenance Charge shall be voted on at each annual meeting, to be decided by a simple majority vote. These charges can be established based on various methods adopted by the BRMA. Recommended methods include, and are not limited to, a) Road Maintenance Committee Budgets plus a normal business activity budget b) a predetermined set fee based on prior history, c) a recommended fee based on future contractor recommendations or projects, d) average road maintenance costs and activities performed by the association based on the actual work performed by road name or e) various other methods to be discussed at the annual meeting.

Section 6. DEFAULT In the event of a default by any member in paying the Road Maintenance Charge to the BRMA, the member in default is considered not “in good standing” and shall be obligated to pay interest at the highest legal rate allowed by law on such common charges from the due date thereof as determined by the BRMA, together with all expenses, including reasonable attorney’s fees, incurred by the BRMA in any proceedings brought to collect any unpaid charges. The BRMA shall have a lien on the lot of any defaulting member to secure the payment of such charges, interest, expenses, costs, and fees, which lien may be enforced in any manner provided for the foreclosure of mortgages or liens under Maine Law, the “Private Ways” statute (23 M.R.S. §§ 3101-3106). Without abridging any rights and remedies of the BRMA at law, in their sole discretion, by agreement amongst a simple majority of themselves, the Officers may determine the enforcement of the provisions of Section 6 and negotiated resolutions to such defaults.

Section 7. MEMBERSHIP NONASSIGNABLE Membership and the rights and privileges of a member shall not be assignable.

Section 8. VOTE Each member “in good standing” shall have one vote per buildable, deeded lot at a meeting of the members; provided, however, if two or more members have or hold common or joint ownership to any lot along the BRMA roads, only one vote shall be cast for each buildable lot with common or joint ownership, but the owner of more than one buildable lot shall have one vote for each

buildable lot. The designation of any proxy shall be made in writing to the Secretary of the BRMA, and shall be revocable at any time by written notice to the Secretary.

ARTICLE IV MEETINGS

Section 1. ANNUAL MEETING OF MEMBERS The annual meeting of members of the BRMA shall be held in the month of May, preferably on the Memorial Day holiday weekend, or on a date to be determined by the officers. A warrant or similar written notice of the time and place of the holding of the annual meeting along with the planned meeting's agenda and specific items to be voted on must be mailed by means of the United States Postal Service to each member of the BRMA (at the address set forth in the municipal tax records) not less than thirty days before the date of the meeting. Additionally, members of the BRMA may also elect to be notified of the meeting electronically. All notifications of the annual meeting or important information regarding the BRMA will be posted on the BRMA website.

Section 2. SPECIAL MEETING OF THE BRMA Special meetings of the BRMA may be called by the President, or upon request of five members "in good standing" to the President made in writing. Notice of the meeting must be mailed by means of the United States Postal Service to each member of the BRMA (at the address set forth in the municipal tax records) not less than thirty days before the date of the meeting, and at such special meeting there shall only be considered such business as is specified in the notice or warrant of the meeting and items that are raised to be discussed at future annual meetings cannot be voted on or enacted. Additionally, members of the BRMA may also elect to be notified of the special meeting electronically. All notifications of the special meeting will be posted on the BRMA website.

Section 3. QUORUM FOR MEETING At all meetings of the BRMA, either regular or special, the presence of members in good standing, in person or by proxy, shall constitute a quorum.

Section 4. ORDER OF BUSINESS At all annual meetings of the BRMA, the order of business shall be as follows:

- A. Reading of minutes of the immediate prior meeting for information and approval
- B. Reports of Officers
- C. Reports of Committees
- D. Discussions and voting of the Meeting's Warrant including Unfinished Business
- E. New Business
- F. Voting on Continued Association Existence (Year-to-year)
- G. Reading of minutes of meeting just had, if requested.
- H. Approval of minutes of the meeting

Section 5. LOCATION Meetings of the BRMA shall be held at a suitable place convenient to the members and such place shall be specified in the notice of the meeting. The Beddington, ME Town Hall has been offered to the BRMA for any / all meetings, if available.

Section 6. RATIFICATION Members not present at a meeting may, within thirty days after the meeting, ratify any vote taken at the meeting by sending written notice to the President. Such written ratification shall have the same effect as if the members had been present and voting at the meeting.

Section 7. MOTIONS Motions brought before the annual meeting shall be accepted or rejected by a majority vote of the members present, including those members represented by proxy where applicable, except as required otherwise by the provisions of ARTICLE III, Section 4, AMOUNT OF CHARGE, and ARTICLE XII, Section 2, ADOPTION.

ARTICLE V TERMS OF OFFICERS

Section 1. ELECTIONS The terms of the officers of the BRMA shall be two years, and they shall be elected by plurality vote at the annual meeting of the BRMA. No member may serve more than two consecutive terms in any one office. The elected officials shall take office immediately after the adjournment of the meeting at which they were elected.

Section 2. VACANCIES If a vacancy occurs among the officers, the following defaults will be adopted:

- **President** The office of Vice President shall replace the current President's vacancy and assume all duties until the next annual meeting of the BRMA. Should the Vice President's office be vacant, the office of Treasurer shall replace the current President's vacancy.
- **Vice President (optional office)** The current President will assume all VP duties for the remainder of the officer's term.
- **Secretary** The office of Treasurer will assume all duties until the next annual meeting of the BRMA.
- **Treasurer** The office of Secretary will assume all duties until the next annual meeting of the BRMA.

Section 3. REMOVAL Any officer may be removed from office by the majority vote of members of the BRMA, at the annual meeting or special meeting of the members of the BRMA.

Section 4. NOMINATING Nominations of a member, in good standing, may be made by any members that are in good standing, of the BRMA at the election meeting.

ARTICLE VI DUTIES AND POWERS OF THE BRMA OFFICERS

Section 1. MANAGEMENT OF ASSOCIATION The officers of the BMRA, acting in the form of a Board of Directors, shall have general charge and management of the affairs, funds, and property of the BRMA. The Board of Directors shall have the duty and full power to carry out the purposes of the BRMA according to its Bylaws and Maine Law, based on the "Private Ways" statute (23 M.R.S. §§ 3101-3106) and any future revisions. The Board of Directors shall have authority to approve expenditures on behalf of the BRMA up to the total amount of the annual budget approved at the annual meeting.

Section 2. PRESIDENT The President shall preside at all meetings of the BRMA and shall appoint such committees as he/she or the BRMA shall consider expedient or necessary.

Section 3. VICE PRESIDENT (OPTIONAL OFFICE) In the absence of the President, the Vice President shall perform his/her duties. The Vice President shall also generally assist the President and exercise such other powers and perform such duties as shall be prescribed by the BRMA.

Section 4. SECRETARY The Secretary shall keep the minutes of all meetings of the BRMA and shall, if requested, read such minutes at the close of each meeting for approval; and shall mail out all warrants

and notices for meetings of the BRMA. He/She shall maintain a current listing of all property owners and addresses for members of the BRMA. He/She shall also maintain a current map of the BRMA roads, with names of the property owners listed. He/She shall perform such other duties as may be required of him/her by the Bylaws, the President, or the BRMA.

Section 5. TREASURER In the absence of both President and Vice President, the Treasurer shall preside and assume the duties of the President. The Treasurer shall have charge of all receipts and monies of the BRMA, deposit them in the name of the BRMA in a bank approved by the BRMA, and disburse funds as ordered or authorized by the BRMA. He/She shall keep regular accounts of his/her receipts and disbursements, submit his/her records when requested, and give an itemized statement at regular meetings of the BRMA. He/She, or the President or Vice President, may sign checks and withdrawal slips on behalf of the BRMA upon any and all of its bank accounts. He/She shall be authorized to expend funds on behalf of the BRMA up to \$50.00 without the express approval of two other officers of the BRMA. The Treasurer will present the financial status of the BRMA at each annual meeting. This will include the collection status of the annual maintenance fee, by property owner, to determine the population of "in good standing" members, at the time of the meeting.

Section 6. EXECUTION OF INSTRUMENTS The President and the Secretary or the Treasurer, shall, on being so directed by the BRMA, sign all leases, contracts, or other instruments in writing.

Section 7. COLLECTION OF DELINQUENT ANNUAL ROAD MAINTENANCE FEES The Board of Directors shall have the power to collect the Road Maintenance Charge which members are required to pay in accordance with the provisions of the "Private Ways" statute (23 M.R.S. §§ 3101-3106), Maine Law. The Board of Directors will exercise all rights allowed by the State of Maine to collect these fees on behalf of the BRMA. See Article III, Section 6. DEFAULT.

Section 8. SPECIAL MEETINGS OF THE OFFICERS / BOARD OF DIRECTORS ONLY The Officers, at their discretion, shall set times for special meetings as agreed by a majority of the Officers. There shall be no need for formal written notice of these meetings, but rather, it will be left to the President of the BRMA, who shall be the Chairman of the Board of Directors, to schedule meetings of the Officers when necessary.

ARTICLE VII COMPENSATION OF OFFICERS

Neither the officers nor members serving on committees shall receive any salary or compensation for services rendered to the BRMA. All acts are deemed voluntary.

ARTICLE VIII NOTICES

All notices to members shall be mailed to their addresses as set forth in the municipal tax records not less than thirty days before the date of the meeting, and such mailing shall constitute presumptive evidence of receipt thereof. Additional notification can be received via electronic transmission (e-mail,) on a voluntary basis, or as postings on the BRMA website.

**ARTICLE IX
LIABILITY OF OFFICERS**

Section 1. LIABILITY The officers of the BRMA shall not be liable to the members of the BRMA for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The members of the BRMA shall indemnify and hold harmless each of the officers against all contractual liability to others arising out of contracts made by the officers on behalf of the BRMA unless any such contract shall have been made in bad faith or contrary to the provisions of the of these Bylaws or Maine Law. It is intended that the officers shall have no personal liability with respect to any contract made by them on behalf of the BRMA. It is also intended that any liability of any member of the BRMA arising out of any contract made by said officers either individually, pursuant to authority provided hereunder, or acting as a group in the form of a Board of directors, or out of the aforesaid indemnity in favor of said officers, shall be limited to such proportion of the total liability there under as his membership bears to the entire membership in the BRMA.

Section 2. LIABILITY INSURANCE The BRMA retains the right to indemnify and insure the Board of Directors and Officers of the BRMA except that no indemnification shall be made with respect to any misconduct, misrepresentation or neglect made by said officer in the performance of his/her duties as an Officer of the BRMA. The insurance should cover all land, common areas, and assets maintained, owned and operated by the BRMA along with personal property and action undertaken on the behalf of the BRMA.

**ARTICLE X
BUSINESS RECORDS**

The financial, contractual and administrative business records of the BRMA shall at all times, during reasonable business hours, be subject to the inspection of any member.

**ARTICLE XI
PARLIAMENTARY RULES**

Roberts Rules of Order shall govern the conduct of the BRMA meetings when not in conflict with these Bylaws.

**ARTICLE XII
AMENDMENTS TO THE BRMA BYLAWS**

Section 1. PROPOSAL Amendments to these Bylaws may be proposed by 10% of members of the BRMA, whether meeting as members or by instrument/warrant in writing signed by them.

Section 2. ADOPTION Amendments to these Bylaws may be adopted only by two-thirds (2/3) vote of the members in good standing present at the annual or special meeting either in person, or by proxy, provided that notice of the proposed amendment is given in the warrant of the meeting.

Section 3. AMENDMENT BY AGREEMENT In the alternative to the procedure provided in Section 2 an amendment may be made by an agreement signed by two-thirds (2/3) of the members entitled to vote, in which case such amendment shall become effective when signed by such members.

**ARTICLE XIII
AMBIGUITY**

In the event that any of these Bylaws are determined to be ambiguous, then the provisions of Title 23 of the Maine Revised Statutes and Maine Law “Private Ways” statute (23 M.R.S. §§ 3101-3106) shall be used to resolve said ambiguity.

**ARTICLE XIV
ASSOCIATION’S LONGEVITY**

The BRMA shall have a year-to-year existence, voted on at each annual meeting, until members vote to revoke this entity.

Document Version History

Version	Description of Change
Original Version	Approved by members at Annual Meeting on May 23, 2015
Version 2	Changes approved by members at Annual Meeting on May 27, 2017. Changes include: <ul style="list-style-type: none">• Article IV, Section 1: from “not less than ten nor more than fifty days before the date of the meeting” to “not less than thirty days before the date of the meeting”• Article IV, Section 2: from “not less than ten nor more than fifty days before the date of the meeting” to “not less than thirty days before the date of the meeting”• Article VIII: from “not less than ten nor more than fifty days before the date of the meeting” to “not less than thirty days before the date of the meeting” Administrative changes: <ul style="list-style-type: none">• Modify title to include version and date• Add footer for clarity