

By-Laws of the
Fortunes Rocks Association

ARTICLE I

SECTION I: Name. The name of this corporation shall be The Fortunes Rocks Association.

SECTION 2: Location. Historically, the focus of the Fortunes Rocks Association has been the area immediately surrounding the Association Club House in Fortunes Rocks; however, in recent years it has been expanded to include residential areas immediately adjacent to the Fortune's Rocks area. For the purpose of accepting members into the Association at this time, the area shall be defined generally to include the residences starting at the intersection of Bridge Street and Old Pool Road, running South on the East side of Rt. 9 to Granite Point Road, thence East on Granite Point Road, including both sides of said road to the Atlantic Ocean, then North, to include Mile Stretch and the Village of Biddeford Pool, returning to starting point to include both sides of Bridge Street.

ARTICLE II

SECTION 1: Membership: So long as the number of members does not exceed 115 new members, who are property owners in the Fortunes Rocks Area as defined in Article I, Section 2 above, shall be accepted upon application and payment of dues. If necessary, a waiting list with the date of the accepted application may be maintained by the Secretary. It is the Association's desire to extend the opportunity for membership to grown children of past or present members if such children own property in the vicinity of the membership area. All applications shall be forwarded to the Secretary for processing which shall be done at the convenience of the Association. It is the responsibility of the Membership Committee to verify that the prospective member is a property owner in the area defined in Article I, Section 2. Any member who no longer owns property in the Fortunes Rocks Area may continue their membership so long as they pay the annual dues and other applicable assessments.

The categories of membership are as follows:

1. Social-Single/Double-This is a yearly membership fee as set by the Association;
2. Patron-This is a Social member who makes a voluntary contribution above the membership fee which must be done annually to remain in this category;
3. Tennis-This is a Social membership fee as set by the Association plus dues set for the use of the tennis courts. Tennis members must agree to abide by all rules of the Tennis Committee.

SECTION 2: For the purpose of voting, each membership regardless of classification is entitled to one (1) vote. For the purpose of voting, there shall be one membership per property, therefore each property shall be entitled to one vote, regardless of the number of owners.

SECTION 3: A membership shall be for one (1) year starting on June 1st of each year, but shall automatically renew for the following year upon the payment of dues and other applicable assessments so long as the members is in good standing for that year. Annual dues shall be payable by June 15, according to the rate for each classification of membership as determined by the Board of Directors.

SECTION 4: All existing members may continue their membership (regardless of property location or ownership status) so long as they pay the annual dues and other applicable assessments. However, any member who is not in good standing as defined by a failure to pay dues or having committed a known violation of the Association's rules may lose their membership as set forth in Section 5 and may re-apply for reinstatement in the year following notice of the violation and loss of membership status.

SECTION 5: In addition, upon a vote of two thirds (2/3) of the total number of Board of Directors and Officers, a membership may be revoked or revised as may be in the best interest of the Association.

ARTICLE III: DIRECTORS

SECTION 1: General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of the State of Maine, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors do not need to be residents of the State of Maine. No Director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or these bylaws.

SECTION 2: Number. The Board of Directors shall consist of not less than three (3) or more than nine (9) individuals. The seat shall be held by the four (4) officers and five (5) at large members. All Directors shall serve until their terms shall expire or until their successors are elected or appointed. All Directors shall have equal and full voting responsibilities as members of the Board of Directors. No decrease in the number of Directors shall have the affect of shortening the term of office of any incumbent Director. A newly-created seat on the Board of Directors shall be filled in the same manner as a vacancy on the Board of Directors.

SECTION 3: Notice. Notice of the annual meeting of the membership shall be given at least fourteen (14) days, but not more than forty (40) days, prior thereto by a writing delivered personally, mailed or emailed to each member including a notice on the FRA website. Notice of any special meetings of the Board of Directors shall be given at least three (3) days, but not more than forty (40) days, prior thereto by a writing delivered personally or mailed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail as so addressed with postage prepaid.

SECTION 4: Election. At the annual meeting of the membership in August, the Board of Directors shall be elected. Annually, nominating committee is established of three members who do not need to be an elected Director, the Board of Directors shall, with the notice of its annual meeting, submit a slate of nominees for the purpose of electing the new Directors. Any Director may nominate for election to the Board of Directors a person who is not listed on such slate of nominees by written notice to the President or the Secretary received at least five (5) days before the annual meeting of the Board. Each Member shall have one vote for each Board so member to be elected and may cast all or less than all of such votes for the individuals listed on the slate of nominees (including any so added by a Director), but may cast no more than one vote for any one individual. The terms of office of the directors shall be staggered terms of two (2) years respectively.

SECTION 5: Resignation. Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it

effective.

SECTION 6: Removal. A Director may be removed at any time by a majority vote of the Directors then in office.

SECTION 7: Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by election by the Board of Directors until the next annual meeting. A Director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his predecessor in office, unless that Director sooner resigns or is removed.

SECTION 8: Directors shall provide advice and counsel to the President and other officers and when requested by the President, provides support and leadership in the various activities of the Fortune's Rocks Association.

SECTION 9: If a Director consents in writing, and so provides an appropriate address to the Secretary, any notice of any annual or special meeting may be sent to that Director by facsimile or electronic computer transmission. If sent by either method, such notice shall be deemed to be delivered when the notice is transmitted to the address so provided. Notice by either method may be used to provide notice of meetings until such time as the consent is withdrawn in writing by that Director and notice of withdrawal provided to the Secretary.

SECTION 10: The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

ARTICLE IV

SECTION 1: Officers: The Officers of the Association shall be President, Vice-President, Treasurer, and Secretary, plus five directors elected from the general membership. The named four (4) officers plus the five (5) directors shall form the Board of Directors which shall be the executive body of the corporation and hold all powers not inconsistent with these by-laws

SECTION 2: Election: President, Vice-President, Treasurer and Secretary shall be elected annually at the annual meeting of the members in August. The terms of office for these officers will be one (1) year.

SECTION 3: Removal. Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

SECTION 4: Resignation. Any officer may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract of which the officer is a party.

ARTICLE V

SECTION 1: Duties of officers: President: The President shall be the chief executive officer of the corporation and preside at all meetings of the membership and Board of Directors.

SECTION 2: Vice-President: In the absence or disability of the President, the Vice-President shall fulfill his/her functions.

SECTION 3: Treasurer: The Treasurer shall hold all monies of the Association keep its financial records and books, have the power to sign all checks on behalf of the Association, and report to the annual meeting and to the directors as to all financial matters, as required.

SECTION 4: Secretary: The Secretary shall keep records of all meetings of the Membership and the Directors, and shall carry on all correspondence on behalf of the Association.

ARTICLE VI MEETINGS

SECTION 1: Meetings of the Association: The annual meeting of the Association shall be held each year during the month of August on the fourth Saturday at the Club House.

SECTION 2: Special Meetings: Special meetings may be called at any time upon vote of five of the nine directors or upon request of twenty percent (20%) of the members in writing. At such a special meeting only such business as specified in the notice of the meeting shall be transacted. Notice of all special meetings shall be given in writing to be mailed at least seven (7) numerical days prior to the date of such meeting. In an effort to promote greater member participation at the start of each new season, a June meeting for the Membership is encouraged, subject to the guidelines outlined previously in this section.

SECTION 3. Quorum: Members meetings: At all meetings of the Membership, 11 of the members shall constitute a quorum. Board of Directors: At all meetings of the Board of Directors, 5 members shall constitute a quorum.

SECTION 4: Manner of Acting. The act of a majority of the members or Directors present at a meeting duly held at which a quorum is present shall be the act of the members or the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation of these Bylaws.

SECTION 5: Informal Action. Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting if consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 6: Participation in Meetings by Means of Conference Telephone. Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

SECTION 7: Presumption of Assent. A member who is present at a meeting at which action on any

matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII: Committees: The President shall have the right annually to appoint a nominating committee, which has historically included the past presidents, and any other necessary committees.

ARTICLE VIII: Amendments: These by-laws may be amended at any annual or special meeting of the Association, provided notice of such a proposed amendment is included in the notice of the Meeting by 2/3 majority of the members present and able to vote.

ARTICLE IX

Document execution: The President shall have the power to execute all contracts, deeds, mortgages, or any other documents on behalf of the Association, except checks, which are to be executed by the Treasurer. In the absence or disability of the President, the Vice-President shall have this power.

ARTICLE X

SECTION 1: Dissolution and Prohibition of Private Gain: In the event of dissolution of the Association, all its transferable assets shall become the property of the Maine Audubon Society. If said Audubon Society is not then in existence, such distribution shall be to any other organization chosen by the Board of Directors, provided always that such distributee qualifies as a tax exempt organization under Section 501 (c) 3 of the Internal Revenue Code, as amended.

SECTION 2: No officers, directors, or members shall be compensated in any way for services to the Association. Out of pocket expenses incurred in its behalf may be reimbursed.

ARTICLE XII

SECTION 1: USE OF CLUBHOUSE AND FACILITIES:

Any member in good standing may request the use of the clubhouse and/or facilities. The request must be approved by the Board of Directors, Officers and Property Committee by majority vote. The following conditions must be met and agreed to by the member.

- 1) The use may be allowed from June 15 through September 15, and must not conflict with the use of the clubhouse/tennis court by other members with the express permission of the Board.
- 2) The use will be for one day only, and hours must be specified.
- 3) Number of guests must be specified.
- 4) A release of liability and indemnification must be signed.
- 5) Consumption of alcohol must be expressly limited to adults of drinking age.
- 6) Cleanup of the clubhouse and facilities before and after the event is the responsibility of the member and must be done in a reasonable amount of time, preferably the same day.
- 7) Standard parking regulations are to be followed.
- 8) No beach right of way shall be granted by the Association. Permission for use must be granted by the beach owner.
- 9) Damage to FRA property/contents is the responsibility of the member.

- 10) Use of the tennis court must be separately approved by the tennis committee.
- 11) No tents or temporary structures may be erected on the grounds without specific approval.
- 12) A permit fee will be required in an amount set by the Board of Directors annually.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31 of each year.

ARTICLE XIV: INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer or director of the Corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XV: INTERESTED DIRECTORS AND OFFICERS

No transaction in which a director or officer has a personal or adverse interest (as that term is defined in the Maine Business Nonprofit Corporation Act) shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which approves such transaction, or because his or her vote is counted, if the material facts as to his or her interest and as to the transaction are disclosed or are known to the Board of Directors or the committee, and are noted in the minutes.

Adopted 8/27/11, rev. and readopted 8/22/13