

BY-LAWS

OF THE

HIGGINS BEACH ASSOCIATION

SCARBOROUGH, MAINE

AUGUST 1977

REVISED AUGUST 2004

PHYSICAL ADDRESS

***49 GREENWOOD AVENUE
HIGGINS BEACH
SCARBOROUGH ME. 04074***

MAILING ADDRESS

***PO BOX 262
SCARBOROUGH ME 04070-0262***

Note all revisions / changes in red and italicized

Table of Contents

Article I	- General	Page 3
Article II	- Definition	3
Article IV	- Membership	3
Article III	- Objectives	3
Article V	- Meetings of Membership	4
Article VI	- Notices	4
Article VII	- Quorum	4
Article VIII	- Election of Directors	4
Article IX	- Duties of Directors	4
Article X	- Meetings of Directors	5
Article XI	- Election of Officers	5
Article XII	- Duties of Officers	5
Article XIII	- Committees	6
Article XIV	- Nominating Committee	6
Article XV	- Budget	6
Article XVI	- Parliamentary Authority	6
Article XVII	- Amendments	6
Changes/Revisions August 2004		7
Statement of Purpose		8
Letter of Authentication		9

Article I General

The name of this corporation is THE HIGGINS BEACH ASSOCIATION and it is hereinafter referred to as the "ASSOCIATION". The corporation was organized on September 10, 1948 under Chapter 50 of the Maine Revised Statutes of 1944 and is located in the Town of Scarborough, Maine. The Certificate of Organization of the corporation, which was recorded in Cumberland County Registry of Deeds, in Book 74, Page 55, is hereby made a part of these By-Laws. The purpose of the Association and the powers of the Directors and Members of the Association in all matters concerning the conduct and regulation of the business of the Association shall be governed by the provisions of the By-Laws.

Article II Definition

1. For purposes of these By-Laws, Higgins Beach *is the area shown on the Scarborough, ME Assessors maps numbered U001, U002 and R100 marked For Assessing Purposes Only and dated April 1, 2003.*
2. For certain considerations all property owners within the above-described area are entitled to membership in the Higgins Beach Association.

Article III Objectives

1. To sponsor activities designed to: a) promote the protection of and to preserve the general environment and character of Higgins Beach and the Higgins Beach community; b) to promote the health, welfare, civic, social, and recreational betterment of the residents of Higgins Beach.
2. To do any and all other things specifically authorized by Chapter 81, Title 13, Revised Statutes of 1964 of the State of Maine as amended, and all acts mandatory thereof and additional thereto.
3. To do any and all other things not expressly prohibited by the Statutes of the Laws of Maine, and the United States of America, in the proper conduct of said Association. These articles shall not include the right to purchase and sell alcoholic beverages.

Article IV Membership

A membership in the Association shall be defined as a person or persons who are the owners of property within the confines of Higgins Beach and who, for certain considerations, are in good standing within said Association. A "member in good standing" is defined as a member of the Association who has evidenced his interest in the Association by having discharged all current obligations of membership including payment of annual dues as established below. Each membership is entitled to one and only one vote at any and all meetings of the Association, when present in person. In the event that one person, directly or indirectly, owns more than one property, the voting power of such person shall be limited to one vote. Except for voting privileges *and clubhouse use*, tenants and guests of members shall be entitled to all of the privileges accorded and available to members themselves. The reasonable determination, in good faith, by the Board of Directors with respect to voting and / or membership shall be conclusive on all persons.

Article V Meetings of Membership

The annual meeting of the Members shall be held on the last Friday of August in each year and at such time and place as shall be designated in the notice thereof. The organizational meeting of the Members shall be no earlier than the last week of June nor later than the first week of July, the notice and date of which will be determined and announced by the Board of Directors.

Special Meetings of the Members of the Association shall be held whenever called by the President, two or more members of the Board of Directors, or whenever 10 members of the Association shall make application therefore to the Secretary - stating time, place, and purpose of the meeting applied for. The agenda of any such meeting shall be limited to the legitimate business as stated in the notice of meeting and no other business shall be transacted except that for which the meeting was called.

Article VI Notices

Notices of all meetings of the Members, stating the time, place and in the case of special meetings, the purpose, shall be issued by the Secretary to each member by circulated flyer or by mail at least ten (10) days prior to the date of the meeting. Additionally, notice of meetings to be held during the summer months shall be posted at the clubhouse.

Article VII Quorum

Twenty-five (25) Members who are entitled to vote under the provisions of Article IV of these By-Laws shall constitute a quorum, but a less number may adjourn any meeting and the meeting may be held as adjourned without any further notice.

Article VIII Election of Directors

The Board of Directors shall number nine (9), all of whom shall be members in good standing of the Association. Each year three (3) members of the Board of Directors shall be elected by ballot */vote* at the annual meeting of the membership of the Association and shall hold office for three (3) years or until other members are elected in their stead. Candidacies for the Board of Directors shall be accepted by the Nominating Committee until and including the fourteenth (14) day prior to the general meeting of the membership in accordance with the provisions of Article XIV of these By-Laws.

In the event of a vacancy on the Board of Directors, the Directors themselves shall elect a successor from the General Membership and said Director shall serve until the next annual meeting of the Association at which time the un-expired portion of the term may be filled by ballot */vote of the membership*.

Any Director of the Association may be removed by vote of at least two-thirds of the total membership of the Association.

Article IX Duties of Directors

Management of the Association is, and shall be vested in the Board of Directors. At their discretion and by vote, the Directors may authorize the President, Vice President, Secretary, Treasurer, and appointed Committee Chairmen separately, or together, to act as the True representative or representatives of the Association in any and all matters which the Directors shall deem proper and wise for the benefit of the Association. It is hereby specified that any such representation so authorized and voted by the Directors will be limited to specific occasions and / or specific issues. Any and all public statements concerning the Higgins Beach Association, its policies, activities, functions and long and short range planning considerations will be authorized only by the Board of Directors of the Association.

Article X Meetings of Directors

Meetings of the Board of Directors may be held at any time or place whenever called by the president or two or more Directors - sufficient notice thereof being given by the officer calling the meeting to each Director. In any case, it shall be deemed sufficient notice to a Director, to send notice either by first class mail at least ninety-six hours or *by* telephone at least twenty-four hours before a meeting, addressed to said Director at his usual or last known residence or business address. Six Directors shall constitute a quorum for the transaction of business, but *a* less number may adjourn any meeting from time to time, and the meeting may be held as adjourned without any further notice. When a quorum is present at any meeting a majority of the members in attendance thereat shall decide any question brought before each meeting.

Article XI Election of Officers

All officers shall be elected by the Board of Directors at a meeting of said board, to be held immediately following election of the Directors at the annual meeting of the Association. All officers shall serve for a one year term or until their successors shall have been elected and qualified in their stead. A President and Vice President shall be elected from the members of the Board of Directors, a Secretary and a Treasurer shall be elected from either the Board or from the General Membership; if elected from the General Membership, neither incumbent shall have voting privileges. Furthermore and notwithstanding, the Board of Directors, at their discretion, may appoint an Acting Secretary and an Acting Treasurer. Any officer may be removed from office by a majority vote of the Board.

Article XII Duties of Officers

President and Vice President (a) The President shall be the principal officer of the Association and shall preside at all meetings of the Board of Directors and the Association. The President shall be responsible for assuring that the lines of direction as given by both the General Membership and actions of the Board of Directors are carried into effect and for reporting to the Membership and to the Board as to the conduct and management of the Association. The Vice President shall perform the duties of the President in the event of the President's absence or disability and shall also assist the President in such duties, as the President shall assign.

Secretary (b) The Secretary shall be responsible for issuing and assuring timely and effectual distribution of written notices, when required, of all meetings of the Association and the Board of Directors and shall ensure that the minutes, motions, and resolves of such meetings are properly recorded and safeguarded. The Secretary shall be responsible for the custody of the corporate books, records, and files and shall perform such other duties as are incident to this office including transcription and distribution of any amendments, alterations, additions, or repeal of these By-Laws.

Treasurer (c) The Treasurer shall be responsible for the receipt and custody of Association funds and for the disbursement thereof as authorized by the Board of Directors; for seeing that accurate

accounts are maintained and for preparing and issuing financial statements and reports. The Treasurer shall be, ex-officio, a member of any budget or finance committee authorized by the Directors.

Article XIII Committees

The Board of Directors may at any time and for any reason elect a committee or a committee chairman for the purpose of forming, organizing, and working on matters that the Directors deem too specialized or too detailed for their complete attention. In any case, committees thus formed shall have no other powers nor assume any other responsibilities additional to those granted by the Directors for the specific task at hand. The President of the Association, or in his absence the Vice President, shall be, ex-officio, members of all committees except the Nominating Committee. Members of all and any such committees thus formed may be removed at any time without cause and any such committees may be dissolved at any time by the Board of Directors of the Association.

Article XIV Nominating Committee

Chairman: The Chairman of the Nominating Committee shall be elected by the Board of Directors from the General Membership at the meeting of the Board held immediately following the annual meeting. The Chairman shall serve until the next annual meeting or until replaced by the Board.

Membership: The Chairman shall select a Committee from the General Membership. The Committee shall number not less than four (4). Each member shall serve until the next annual meeting or until replaced by the Chairman or by the Membership.

Duties: The Nominating Committee shall secure and publish a list of candidates of at least sufficient number to fill the expiring and any vacant positions on the Board of Directors. The list of candidates shall be published and circulated at least ten (10) days prior to the annual meeting of the Association. The Nominating Committee Chairman shall submit a progress report detailing any difficulty in obtaining candidates for nomination to the Board of Directors at least six (6) weeks prior to the annual meeting

Article XV Budget

The Association shall collect annual dues from the General Membership. The rate of annual dues shall be determined on a yearly basis by the Board of Directors. The Association shall develop and abide by an annual budget. The budget of estimated income and expenditure shall be available to the membership at least ten (10) days prior to the annual meeting.

Article XVI Parliamentary Authority

Roberts Rules of Order - Revised, is the parliamentary authority to be employed at the discretion of presiding officers and committee chairmen for the purposes of governing meetings of the Association, the Board of Directors, and all committees and sub-committees of the Association. A copy of Roberts Rules of Order - Revised shall be held by the Secretary.

Article XVII Amendments

These By-Laws may be amended or added to, altered or repealed at the annual meeting of the members of the Association by vote of three-quarters of the members present, provided that notice of the proposed amendments, alterations, or repeal is given in the notice of said duly called meeting.

Changes/Revisions August 2004

1) Cover Page

Added Physical and Mailing addresses

Added – Note all revisions / changes in red and italicized

2) Article II Definition

Reworded area defined as Higgins Beach to reflect the current maps on file at the Scarborough Assessors office. No change in area from the previous by-laws.

3) Article III Objectives

Corrected paragraph numbering

4) Article IV Membership

Added “and clubhouse use” to sentence in first paragraph to clarify tenant and guest privileges.

5) Article VI Notices

Removed last portion of last sentence “and in at least one commercial establishment at Higgins Beach”

6) Article VIII Election of Directors

Added “/vote” to sentences on balloting to reflect the use of voting by a show of hands as has been the practice. Added “of the membership” to the last sentence of the second paragraph. This addition does not mean a vote by written ballot is eliminated. Written ballot on an issue at question may be used at the discretion of the Board of Directors.

7) Article X Meetings of Directors

Removed meeting notification “by telegram” and requirement that Directors provide “Written acknowledgment of receipt of notice of meeting”

Statement of Purpose

“.....To promote the protection of

and to preserve the general environment and

character of Higgins Beach and the Higgins Beach

Community

“.....To promote the

Health,

Welfare,

Civic,

Social and recreational

Betterment of the residents of Higgins Beach “

Your By-Laws are structured to

Accomplish this, use them!!

HIGGINS BEACH ASSOCIATION

P O BOX 262
SCARBOROUGH ME 04070-0262

August 28, 2004

It is certified that the By-Laws of the Higgins Beach Association have been amended as of August 27, 2004. The Articles, as amended, have been adopted by the General Membership of the Association at the Annual Meeting of the Association held on August 27, 2004. These amended By-Laws are hereby made a part of the Corporate Record of the Association and are declared effective as of this date.




John Veltri President



Charlie Callahan Vice President



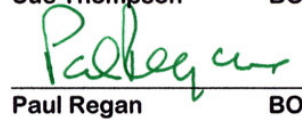
Phil Conley Treasurer



Lisa Jesmain Secretary



Sue Thompson BOD Member



Paul Regan BOD Member




Bill Cousins BOD Member



Barbara O'Brien BOD Member




NOTARY PUBLIC
MY COMM EXP 02-22-09