

WERD Bylaws, as amended and approved on June 29, 2013 and including Amendments approved on June 27, 2015

WILDEWOOD ESTATES ROAD DISTRICT  
BYLAWS

ARTICLE 1-NAME AND LOCATION

The name of this association is Wildewood Estates Road District ("WERD"), located in the town of Rome in the state of Maine.

ARTICLE 2-PURPOSE

WERD is a statutory road association governed by the state of Maine Private Way Law, Title 23, Maine Revised Statutes Annotated Sections 3101-3104. The road association has a year-to-year existence with a statutory requirement to renew its functions at the Annual WERD Meeting of property owners. Consistent with Maine Law, it has the authority, through its Executive Committee (EC), to make dues assessments, approved at the annual meeting as part of the budget as well as to maintain, repair and improve accepted roads such that they are safe and passable for all residents 12 months a year.

ARTICLE 3-ORGANIZATION

The roads maintained by WERD are shown on a plan of reconstruction of Belgrade Lakes Colony for Wildewood Estates, dated September 22, 1986, and recorded in Kennebec Registry in Plan File E88-2000. Such roads were released on November 4, 1996, from Wildewood Estates for Belgrade Lakes Colony (Harold Stevens, developer) to Belgrade Lakes Colony Association [5260:110].

WERD exists to maintain and improve approximately three and one half (3 ½) miles of approved roads within its boundaries, owned in common by the property owners. In addition, WERD exists to plan for and ensure adequate funding by annual assessments of property owners at rates approved at the annual meeting. Annual meetings are conducted for property owners to renew WERD according to Maine statutes, to elect officers and other representatives to serve on the WERD Executive Committee ("EC") and approve an operating budget for the new fiscal year.

ARTICLE 4-MEMBERSHIP

WERD members shall be defined as and limited to an owner-of-record of land, with or without a dwelling on that land, located in the town of Rome, Maine and as shown in the town of Rome Survey Plan Map #15, lots 001-306 and section II lots 001-030.

An "owner-of-record of land" shall include:

- Owners of land only.
- Owners of land, with a habitable dwelling on that land, where habitable dwelling is defined as a dwelling with power, water/ plumbing and duly-approved septic system.

The holder or owner of a loan, security interest, mortgage, lien et al on any land or dwelling located in Wildewood Estates shall not be a duly constituted WERD member.

## ARTICLE 5-ASSESSMENT OF DUES

Annually, funding of WERD is a two-tiered system based on the type of property owned (with dwelling and without). Prior to the annual meeting, the EC develops a recommended budget for the upcoming year. In that process, the EC develops a recommended assessment charge for property owners which is presented for approval at the annual meeting.

The budget is presented for approval by members at the annual meeting. Assessment of dues shall be based upon 2 classes as follows:

- Class A: Property owners whose property includes a single, habitable dwelling and one or more lots of land, whether contiguous or not.
- Class B: Property owners whose property includes one or more lots of land, whether contiguous or not.

Note- Owners shall be assessed on the highest valued property.

Assessment of dues notices shall be sent to all members no later than September 1 of each year And shall be payable no later than October 31 of each year, after which date late fees shall be assessed. Small Claims Court action may be taken against delinquent owners no sooner than January 31. Collection against property will follow when and if applicable as determined by the Executive Committee and Maine Law. Notice of assessments owed may be recorded at the Kennebec Registry of Deeds.

WERD shall have the power to enforce and collect all assessments of dues, including actions at law and equity. Members in default of their dues shall be liable for all costs of collection and reasonable attorney's fees. Late fees and all other actions taken by the association to collect those fees shall constitute a burden upon the members' property and shall run with the land.

## ARTICLE 6-MEMBER MEETINGS AND VOTING

The EC shall convene an Annual Meeting of property owners as well as any other special meeting that might be deemed necessary by the EC. A notarized call to meeting order, signed by 3 property owners (not members of the EC), must be posted 30 days prior to the meeting. Such notice will be posted on the Wildewood Estates Bulletin Board and 2 other public locations in the town of Rome or within a 5 mile radius of the town of Rome.

A written notice, postmarked at least 30 days prior to the meeting date, shall be sent to all property owners. Said written notice must include but is not necessarily limited to:

- A warrant detailing the specific items to be voted upon by members at scheduled meeting
- A proxy ballot
- A list of delinquent property owners, with amounts owed
- A detailed budget for the upcoming year.
- A report detailing expenditures vs. budget for the year just completed.

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After all Warrant Items have been discussed and resolved, "New Business" can be introduced and discussed but those items are advisory in nature for the new Board.

The Annual Meeting shall be held in the town of Rome at a location that can comfortably accommodate all WERD members. The meeting shall be held on the last Saturday in June at 10:00AM.

Standing warrant items will always include but not be limited to:

- Proposed Moderator and use of the Maine Moderator Guide
- A vote to continue the existence of WERD, as required by Maine law
- Reports from the Chairperson, the Treasurer and other EC as required
- Budget for the ensuing year, including road improvement as well as maintenance plans
- Election of Executive Committee members as defined in Article 7

Any WERD member may request a warrant article by presenting the request in writing to the Chairperson of the Executive Committee, no later than March 30<sup>th</sup> of any given year. The Executive Committee shall review and vote on all such requests. The Chairperson is responsible to notify the requestor of the EC's decision. If approved, the requestor is responsible to prepare and present the warrant article at the Meeting prior to a vote being taken. Those items not approved by the EC to be on the warrant will be reported as a single warrant item for the membership to review at the next Annual Meeting.

#### *Voting Procedure*

Voting is accomplished either in person or by proxy. In the annual mailing announcing the meeting and the Warrant, there will be a proxy form which a property owner who cannot attend the annual meeting but wishes to participate, may execute and submit by date certain to the Chairman EC prior to the meeting designating the individual authorized to execute his/her proxy.

Members will be required to sign in and will be provided with handheld signs to use for voting purposes. Each Class A and each Class B property (as defined in Article 5) shall have a single vote, independent of the number of documented owners. The Executive Committee shall have the authority and the discretion to record votes by property owner and lot number(s) and/or to require paper votes, if deemed necessary and appropriate.

Lot owners/members shall be limited to one vote for all lots owned. When a lot is owned jointly or in common by more than one individual or legal entity, only one vote may be cast on behalf of all of that lot's owners. When more than one lot is owned by any members who are record owners of an interest in one or more lots with other members with the same or different ownership combinations and/or owners related by marriage, all such lots shall be combined and only one vote cast for the said combined lots. The ownership of a security interest only in any lot, such as a mortgage, does not create any ownership interest for voting purposes.

Articles on the warrant, as well as amendments directly related to the warrant items, as determined by the Moderator, shall pass by a simple majority (>50%) of the combined property owners present and voting and by validated proxy. Absentee voting shall be permitted by proxy. A sample proxy

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ballot to be used for all member meetings is attached as Appendix A.

#### *Member-Initiated Special Meeting*

Any member may call a Special Meeting. If the special meeting is being called by a member, the following process must be adhered to in order for any results to be valid:

- The call-to-meeting must be signed by 10 property owners in good standing.
- A notarized call-to-meeting must be sent in writing to all WERD members
- The written call-to-meeting must be postmarked no later than 30 days prior to the scheduled meeting date.
- Written call-to-meeting must include a full listing of all warrant items to be voted upon
- Voting shall adhere to Voting Procedure defined in Article 6.
- All votes taken at member-initiated meetings along with minutes must be provided to the Executive Committee.
- Meeting time and venue must be comfortable enough to accommodate all WERD members
- All expenses incurred for a Special Meeting called by a non-EC member shall be the sole responsibility of the member who initiated the Special Meeting.

#### ARTICLE 7-EXECUTIVE COMMITTEE

The Executive Committee (EC) shall consist of seven (7) persons who are property owners as follows: Road Commissioner, Clerk, Treasurer and 4 Assessors. One assessor shall be elected by the EC as Chairperson. A minimum of two (2) of the Executive Committee members must be legal, year-round residents of Wildewood Estates.

Executive Committee members are elected each year at the Annual Meeting of WERD. Immediately after the Annual Meeting, the new EC shall schedule a meeting and the first order of business shall be to elect a chairperson. Outgoing EC members are expected to attend this meeting as well to transfer association knowledge, pending actions, WERD files and historical records.

The EC shall have the power and duties necessary to administer the affairs of WERD on behalf of the property owners/members and with respect to all roads in Wildewood Estates. The EC shall do all such acts and things, except as by law or by this document may not be delegated to the EC by the property owners/members.

The Executive Committee (EC) is responsible for:

- Establishing short-and long-term plans for the maintenance and improvement of roads
- Developing and proposing an annual budget and dues assessment to support those plans
- Collection and fiduciary oversight of all funds/monies associated with the discharge of these responsibilities
- Manage the business affairs of WERD for maintenance and improvement of the road system.

### *Specific Duties and Responsibilities*

Chairperson: The Chairperson is responsible for directing the business of the EC in accordance with the Bylaws, Maine Statutes and in accordance with the results of the general membership meeting. The Chair calls all meetings of the EC, develops agendas, receives reports and generally oversees the business and governance of the WERD during the year.

Road Commissioner: shall with assessors, determine what repairs and maintenance are needed for the maintenance and improvement of the roads and make recommendations to the EC; cause such repairs and maintenance to be executed as agreed by the EC. In concert with the assessors, prepare and present short and long term plans to the Executive Committee for review, discussion and approval by the EC. Provide report to property owners on these plans at the annual meeting. The road commissioner should be a resident of Wildewood Estates.

In the event of an emergency situation which causes a safety issue within the road complex, the Commissioner is authorized to take appropriate action to restore the road to suitable condition without prior approval of the Executive Committee. Once the emergency repairs are made, consult with the EC about required permanent repairs.

Clerk: Record proceedings at Annual and other special meetings, if called by the EC, as well as all Executive Committee meetings; this includes summary descriptions of what transpired as well as recording the outcomes of all votes taken. Maintain all records of WERD and perform other duties as determined by the EC. Draft and present potential member communications to EC and distribute such communications to property owners. Working with Treasurer and independent financial professional, obtain and maintain current list of members from the town of Rome tax lists. Provide report to members at Annual Meeting and other meetings as needed. The registered agent will be elected by the Executive Committee from one of its committee members, who is a Maine resident. The agent must register with the Secretary of the State of Maine.

Treasurer: Working in conjunction with an independent, outside financial professional: insure that all WERD financial records are maintained; manage the checking and bank accounts; pay all approved expenses and financial obligations incurred by the EC in the execution of its responsibilities on behalf of the property owners/members; reconcile accounts on a monthly basis. Working with the assessors, direct and manage the collection of unpaid assessments according to M.R.S.A. 23 Section 3102, including small claims court activity, recording of assessments owed at the Kennebec Registry of Deeds and all collection processes necessary.

Assessors: Responsible as part of the Executive Committee, for determining the assessment policy to be employed by the District. Work with Road Commissioner in developing short and long term plans for road maintenance and improvements; make recommendations to the Commissioner and/or Executive Committee on maintenance and repair of roadways; create standards and quality expectations for contractors, obtain bids and/or work estimates, if deemed necessary, and supervise/approve the work.

### *Performance and Vacancies*

Executive Committee members are expected to perform all duties as described in these bylaws, including attending and participating in all meetings called by the Chairperson. Two consecutive

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unexcused absences from meetings shall be cause for dismissal. Board members not performing their responsibilities as described may be removed from office by a majority vote of the EC members. Any vacancy on the Executive Committee shall be filled by a majority vote of the remaining EC members and shall be valid for the remainder of that term for said position.

### *Meetings*

EC shall meet at least quarterly. Written notice and/or email notice of such meetings taking place, stating date, place and time shall be given to Executive Committee members at least ten (10) days in advance of each meeting. More meetings may be called, if deemed necessary.

The seven (7) members shall vote on Road District business. A majority of the seven (7) members (four (4) members) shall constitute a quorum. In the interest of efficiency, less than 4 members may still conduct non-binding business at a duly-called meeting, subject to quorum vote at a later date/time. Proxy voting does not apply to EC meetings.

Should a property owner/member want to attend and/or speak an EC meeting, he/she shall contact the Chairperson and request same. Attendance is a courtesy and the member will not have any voting privileges on EC actions. For the privacy and confidentiality of members, the Chairperson has the authority to define any meeting or portion thereof as in Executive Session, where Executive Session shall mean only elected members of the EC in attendance.

The Executive Committee may conduct a meeting by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Votes may be taken in this manner.

### ARTICLE 8-FINANCIAL OVERSIGHT

The WERD Executive Committee, as authorized by property owners, is responsible for the overall financial stewardship of all funds received, all debts paid and all accounts under management by the Road District. The EC is charged to operate within the budget approved by property owners at the Annual Meeting for the fiscal year of their terms. With reasonable latitude, the EC may apply funds allocated for one purpose but not needed, to another expense category requiring additional funds if required.

The EC shall establish and maintain an Emergency Fund. The amount of that Fund shall be included in the budget each year and approved as part of the budget by property owners. The Emergency Fund will be used to defray expenses incurred for unplanned and unforeseen repairs of the road. Should the Fund not be used, it will simply roll over to the next fiscal year.

The EC shall engage an independent outside financial professional to perform specific duties as directed by the EC to assist in the overall management of fiscal matters. These duties will include but are not limited to:

- Prepare and mail annual dues assessment invoices to property owners in the amount approved at the Annual Meeting

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- Receive, record and deposit into the WERD checking account all proceeds from members' assessments
- Prepare and mail reminders for assessed dues not received on time
- Prepare and provide a summary of delinquent property owners to EC
- Take action, as prescribed by the EC, to initiate and maintain collections activity for past due assessments per M.R.S.A. Sections 3101-3104
- Receive invoices from all suppliers and service providers performing work for WERD and notify Treasurer and other duly authorized signatory to pay such
- Compile and maintain financial records, including all receipts and disbursements to and from WERD accounts
- Execute monthly checkbook reconciliation
- Provide monthly financial reports to the EC as requested or required
- Assist the Treasurer in compiling annual financial statements to be presented at the Annual Meeting, including monies received versus invoiced, delinquencies collected and outstanding, actual spending against budget and proposed budget for the next fiscal year.
- Prepare and file all required financial forms to the State of Maine, Internal Revenue Service and appropriate tax documents for service providers. (Form 1099)

In addition, the EC's financial stewardship shall include the following requirements:

- Treasurer has signature authority for all checks along with one other member of the Executive Committee. Checks in excess of \$1,000.00 must be signed by both duly authorized EC members
- An independent audit of financial records and statements shall be performed at a minimum every three (3) years.
- The fiscal year of WERD shall be July 1 through June 30 of each year.

#### ARTICLE 9-INSURANCE

The EC is required to carry adequate insurance to cover liability.

The Executive Committee will, on behalf of WERD, authorize the purchase and maintenance of insurance on behalf of any person who is or was an officer, employee, agent or member of WERD or is or was serving at the request of the EC in any such capacity against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, but insurance shall only cover a member to the extent the member purports to act on behalf of WERD.

#### ARTICLE 10-INDEMNIFICATION

The Wildewood Estate Road District shall, to the extent legally permissible, have the power to indemnify persons against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding.

Elected Executive Committee members shall not be liable to property owners/members for any error in judgment, negligence or otherwise, except for their own willful misconduct or bad faith. The

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property owners/members shall indemnify and hold harmless the Executive Committee in total and each of the officers and assessors individually against all contractual liability to others made by the EC on behalf of the property owners/members, unless such contracts were made in bad faith or are contrary to the provisions of these bylaws. It is intended that members of the Executive Committee shall have no personal liability with respect to any contract made by any or all of them on behalf of property owners/members.

Property owners who initiate actions against WERD and/or the EC shall be responsible for all expenses incurred related to that action. Should WERD or the EC prevail, the EC has the authority to seek reimbursement from said property owner for WERD expenses incurred to defend against and/or respond to such actions including reasonable attorney's fees.

#### ARTICLE 11-BYLAWS

These bylaws may be amended by a 2/3 (two thirds) majority of members in voting either in person or by proxy at annual or special meeting of owners.

Amendments may be proposed for consideration to any elected officer by any member at any time. Once the EC has reviewed the proposed amendment request, a decision must be provided to the proposer. If the proposed amendment of the bylaws is rejected by the EC, the proposer may request a time to appeal his/her request in person to the Executive Committee and request a reversal of the previously-communicated denial. If the EC votes in favor of the proposed amendment, it shall be scheduled for a vote on the Warrant of the next scheduled Annual Meeting of members.

All WERD members are subject to these bylaws.

It is the responsibility of the Executive Committee to record new and amended bylaws with the Kennebec County Registry of Deeds.

End of Bylaws

(Appendix A next page)

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**Required Format for Proxy Ballot**  
Wildewood Estates Road District (WERD)

Annual or Special Meeting Proxy Ballot  
[EC member: enter meeting date here]

I certify that I am a member, as defined in Article 4 of the Wildewood Estates Bylaws, and am therefore eligible to vote on the public warrant items.

I hereby grant my proxy vote to:

Name of proxy \_\_\_\_\_

Address \_\_\_\_\_ Lot# \_\_\_\_\_

For the sole purpose of casting my vote(s) on all matters published on the Warrant to be voted upon at the [enter date of meeting here]:

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Members who are designated as proxies can only cast proxy votes if they are members as defined in Article 4 of the Wildewood Estates Road District Bylaws.

The execution of this proxy does not rescind your right to vote in person. However, each aggregated property shall have only one (1) vote, as defined in Article 6 of the WERD Bylaws.

Property Owner/Member Name \_\_\_\_\_

Address \_\_\_\_\_ Lot# \_\_\_\_\_

Signature \_\_\_\_\_

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Below is for EC members to validate:

Member Named Above

Confirmed Owner of record

Proxy Named Above

Note: If the above is NOT checked, it shall render said property owner and/or proxy named above as ineligible to vote at the designated meeting.

EC Signature \_\_\_\_\_