

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.

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, as may be amended from time to time. 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]. It is defined as sections 15 and 15II in the town of Rome, ME tax maps, as may be amended from time to time.

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 et seq, as amended. 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.

WERD functions consistently with Maine State Law and these published bylaws to make annual dues assessments of property owners and to repair and improve accepted roads with the goal of ensuring safe passage for property owners 12-months a year.

ARTICLE 3 - ORGANIZATION

WERD exists to maintain and improve approximately three and one half (3 ½) miles of approved roads within its boundaries, owned by the property owners of Belgrade Lakes Colony Association. WERD will ensure adequate funding by annual assessments of property owners at rates approved at the annual meeting.

WERD is governed by an Executive Committee that is elected annually by the property owners and consists of seven persons who are property owners as follows: one Road Commissioner, one Clerk, one Treasurer, and four Assessors. One Assessor is elected by the Executive Committee as Chairperson. A minimum of two of the Executive Committee members must be legal, year-round residents of Wildewood Estates. The WERD fiscal year is 1 July to 30 June.

ARTICLE 4 - MEMBERSHIP

WERD members shall be defined as, and limited to, an "Owner-of-Record", 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 15II lots 001-030.

An "Owner-of-Record" (also referred to herein as "property owner") shall be consistent with the current year Town of Rome tax assessments, and include:

- Owners of land only, or
- Owners with land and dwelling.

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

WERD Members in Good Standing are members who have no outstanding debt owed to WERD.

ARTICLE 5 - DUES ASSESSMENT

Annual member dues are the primary source of income for WERD. Prior to the annual meeting, the WERD Executive Committee develops a recommended budget for the upcoming year that includes the annual dues assessment. Dues assessment is a two-tiered system based on the property owned and includes properties with or without a dwelling consistent with the assessment by the town of Rome, ME. The budget and dues assessment are presented for approval at the annual meeting.

Class A are those properties with land and dwellings. Owners of one or more Class A properties will be assessed an annual fee for each Class A property owned. Class A properties with more than one habitable dwelling on a single property (aka Accessory Dwelling Units as defined by Town of Rome, ME ordinance) will be assessed as a Class A property for each dwelling on their property.

Class B are those properties that have no dwellings. Class B property owners will be assessed a single annual fee regardless of the number of Class B properties owned. Class B property owners who also own Class A properties shall not be assessed for their Class B properties.

Assessment of dues notices shall be sent to all members no later than September 1st of each year and shall be payable no later than October 31st of that year. Dues not received by October 31st shall be assessed a late fee as voted on by membership at the annual meeting. Legal action shall be taken against delinquent owners no sooner than January 31st of the following calendar year, to include but not be limited to liens on that property being filed at the Kennebec County 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

Meetings for WERD members fall into two categories, the Annual Meeting, and Special Meetings. The Annual Meeting is called by the Executive Committee and shall be held in accordance with Article 6.1. Special Meetings may be called by the Executive Committee or any member in good standing. Special Meetings called by the Executive Committee must adhere to the process described in Article 6.1 with the exception of the absolute dates identified in that article. Special Meetings called by WERD members must be held in accordance with Article 6.2. Voting at all meetings must adhere to Article 6.3.

6.1 Annual Meetings

Annual meetings are conducted for property owners to renew WERD according to Maine statutes, to elect an Executive Committee, and approve an operating budget for the new fiscal year.

The Executive Committee shall convene an Annual Meeting of property owners as well as any other Special Meeting that might be deemed necessary. A notarized call to meeting order, signed by three property owners that are not members of the WERD Executive Committee must be posted 30-days prior to the meeting. Such notice will be posted on the front entrance to Wildewood Estates and two other public locations in the town of Rome or within a 5-mile radius of the town of Rome.

A written notice shall be sent to all property owners that is postmarked at least 30-days prior to the meeting date. At a minimum it shall include:

- A warrant detailing the location of the meeting and specific items to be voted upon by members at the 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, and
- Information pertinent to the warrant articles (e.g. modifications to the bylaws)

Standing warrant items shall 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 state law
- Reports from the Chairperson, the Treasurer, the Road Commissioner, and other WERD Executive Committee members as needed,
- Budget for the ensuing year,
- Planned road improvement and maintenance plans, and
- Election of Executive Committee members as defined in Article 7

After all Warrant Items have been discussed and resolved, "New Business" can be introduced and discussed. All new business items are advisory in nature and are not binding.

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.

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 30th 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 Executive Committee's decision. If approved, the requestor is responsible to prepare and present the warrant article at the Annual Meeting prior to a vote being taken. Those items not approved by the Executive Committee to be on the warrant will be reported as a single warrant item for the membership to review at the next Annual Meeting.

6.2 Special Meetings

The Executive Committee may deem it necessary to call a Special Meeting of the WERD members. If such an occurrence, the Executive Committee shall follow the same process as the Annual Meeting as described in Article 6.1 with the exception of the absolute dates identified in that article.

Any member may also call a Special Meeting and must adhere to the following process to ensure validity of any results:

- The call-to-meeting must be signed by a minimum of ten property owners in good standing,
- A notarized call-to-meeting must be sent in writing to all WERD members by the member(s) requesting the meeting,
- The written call-to-meeting must be postmarked no later than 30-days prior to the scheduled meeting date,
- The 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 6.3,
- All votes taken at member-initiated Special Meetings along with minutes must be provided to the WERD Executive Committee,
- Meeting time and venue must be comfortable enough to accommodate all WERD members,
- All expenses incurred for a Special Meeting shall be the sole responsibility of the member who initiated the Special Meeting.

6.3 Voting Procedure

Voting is performed either in person at the Annual Meeting or by absentee as a proxy ballot, which will be provided in the annual meeting announcement and warrant. A sample proxy ballot is attached as Appendix A. The proxy ballot must be received by the Executive Committee Chairman prior to the meeting and must designate the person authorized to execute the proxy.

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. Prior to the commencement of the annual meeting, members will be required to sign-in and will be provided with handheld signs to use for voting purposes.

- Each owner of a property shall have a single vote. When a property 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 property's owners.
- Property owners/members shall be limited to a single vote regardless of total number of properties owned.
- The ownership of a security interest only in any property, 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 by validated proxy.

ARTICLE 7 - EXECUTIVE COMMITTEE

7.1 Executive Committee Composition

The WERD Executive Committee shall consist of seven persons who are property owners as follows: one Road Commissioner, one Clerk, one Treasurer, and four Assessors. One Assessor is elected by the Executive Committee as Chairperson. A minimum of two of the Executive Committee members must be legal, year-round residents of Wildewood Estates.

Executive Committee members are elected each year at the WERD Annual Meeting. Immediately after the Annual Meeting, the new Executive Committee shall schedule a meeting to elect a chairperson. Outgoing Executive Committee members are welcome to attend this meeting to affect a smooth transition, including: transfer of knowledge, pending actions, WERD files, and historical records.

The registered agent will also be elected by the Executive Committee from one of its committee members, who is a Maine resident. The agent is responsible to register WERD with the Secretary of the State of Maine as required.

7.2 Executive Committee Responsibilities

The Executive Committee 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 as enumerated in these bylaws.

The Executive Committee 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.

7.3 Specific Duties and Responsibilities of Executive Committee Members

Chairperson: The Chairperson is responsible for directing the business of the Executive Committee in accordance with the WERD Bylaws, Maine Statutes, and in accordance with the results of Annual or Special membership meetings.

The Chairperson (or designee) calls all meetings of the Executive Committee, develops agendas, receives reports, and generally oversees the business and governance of the WERD during the fiscal year.

Road Commissioner: The Road Commissioner, along with assessors, shall determine what maintenance and repairs are required for the upkeep and improvement of the roads. This includes but is not limited to:

Wildewood Estates Road District (WERD) Bylaws as amended May 2026.

- Prepare and present short- and long-term plans to the Executive Committee for review, discussion, and approval,
- Oversee the execution of such plans,
- Approval of all contracted work performed,
- Provide a report to the WERD membership on such plans at the annual meeting, and
- The Road Commissioner shall be a year-round resident of Wildewood Estates

In the event of an emergency situation that causes a safety issue within the road complex, the Road Commissioner is authorized to take appropriate action to restore the road to suitable condition without prior approval of the Executive Committee. Once the emergency action is complete, the Road Commissioner shall consult with the Executive Committee regarding required permanent repairs.

Clerk: The Clerk acts as the primary record keeper for WERD. These responsibilities shall include, but are not limited to:

- Record the proceedings at the Annual Meeting, Special Meetings, and all Executive Committee meetings. Records shall include as a minimum a summary description of pertinent topics and the outcome of all votes taken,
- Maintain all WERD records and facilitating member communications,
- Provide a report to members at the Annual Meeting and other meetings as needed.

Treasurer: The Treasurer is responsible for managing the budget and reconciliation of all WERD funds. The Treasurer shall work with an independent financial professional in the conduct of assigned responsibilities. These duties shall include, but are not limited to:

- Maintain a current list of members based on Rome tax records and changes in property ownership as filed in the Kennebec County Registry of Deeds,
- Annual invoicing of WERD membership based on the dues voted-in at the Annual Meeting,
- Reconciliation of dues collected to dues owed and the invoicing of late fees based on an amount voted on at the annual meeting,
- Direct and manage the collection of unpaid assessments according to Maine Revised Statutes Annotated (M.R.S.A.) 23 Section 3102, including small claims court activity, recording of assessments owed at the Kennebec County Registry of Deeds and all collection processes necessary,
- Pay all approved expenses and financial obligations incurred by the Executive Committee in the execution of its responsibilities on behalf of the members,
- Manage all bank accounts and reconcile accounts on a monthly basis,
- File all required financial forms to the State of Maine Internal Revenue Service and appropriate tax documents for service providers,
- Provide a report at the Annual Meeting, Special Meetings, Executive Committee Meetings, or by request from the Executive Committee

Assessors: The Assessors are members of the Executive Committee that work closely with the Road Commissioner in the development and execution of short- and long-term plans for road maintenance and improvement. These duties include, but are not limited to making recommendations on priorities and execution approaches, creating standards and quality controls for contractors, obtaining bids and estimates for planned work, contracting for work, and supervision of work performed.

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

7.5 Meetings

Executive Committee members shall meet at least quarterly. Written or electronic notice of such meetings, including place, date, and time shall be given to Executive Committee members at least ten days in advance of each meeting. At each meeting, a quorum of Executive Committee members votes on pertinent matters, including but not limited to road maintenance and improvement, association business operations, and financial topics. Four of the seven Executive Committee members shall constitute a quorum. In the interest of efficiency, less than four members may conduct non-binding business at a duly called meeting. Proxy voting does not apply to Executive Committee meetings.

WERD members may request to attend and/or speak at an Executive Committee meeting by request to the Chairperson. Attendance is a courtesy and the member shall not have voting privileges on Executive committee business. For the privacy and confidentiality of members, the Chairperson has the authority to define any meeting or portion thereof as an "Executive Session", where only members of the Executive Committee shall be in attendance.

The Executive Committee may utilize electronic means to conduct meetings as long as all meeting participants can hear each other. 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 Wildewood Estates Road District. The Executive Committee 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 Executive Committee shall be granted authority to apply funds allocated for one purpose, but not needed, to another expense category requiring additional funds, if required.

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

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

Wildewood Estates Road District (WERD) Bylaws as amended May 2026.

- Prepare and mail annual dues assessment invoices to property owners in the amount approved at the Annual Meeting to include past due balances,
- Receive, record, and deposit into the WERD banking account proceeds received from members assessments,
- Prepare and mail invoices for assessed dues not received on time, to include late fees,
- Prepare and provide a summary of delinquent property owners to the Treasurer
- Take action as prescribed by the Treasurer to initiate and maintain collections activity for past due assessments per M.R.S.A. Sections 3101-3104,
- Provide financial reports to the Treasurer on a monthly basis or as requested,
- Assist the Treasurer in compiling annual financial statements to be presented at the Annual Meeting, including monies received versus invoiced, and delinquencies collected and outstanding,
- Prepare all required financial forms to the State of Maine Internal Revenue Service and appropriate tax documents for service providers.

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

- The Treasurer has signature authority for all bank accounts, including the writing of checks, along with one other member of the Executive Committee. The Treasurer has authority to sign any check totaling less than \$10,000 without another signature. Checks in excess of \$10,000.00 must be signed by both duly authorized Executive Committee members
- An independent audit of financial records and statements shall be performed at a minimum of every three years.
- The WERD fiscal year shall be 1 July to 30 June of each year.

ARTICLE 9 - INSURANCE

The Executive Committee will purchase and maintain Directors and Officers insurance on behalf of any person who is currently serving on the WERD Executive Committee. The WERD Executive Committee will also purchase liability insurance to protect WERD as an association. WERD does not provide insurance coverage for any individual WERD member or their property within Wildewood Estates. WERD does not provide insurance coverage for any contactor hired by the WERD Executive Committee or by WERD members.

ARTICLE 10 - INDEMNIFICATION

The Wildewood Estate Road District shall, to the extent legally permissible, have the power to indemnify persons against expenses (including attorney's 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 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 Executive Committee shall be responsible for all expenses incurred related to that action. Should WERD or the Executive Committee prevail, the Executive Committee 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 two thirds majority of members in voting either in person or by proxy at the Annual or Special Meeting of owners.

Changes or amendments to the bylaws may be proposed for consideration to any Executive Committee member by any WERD member at any time. Once the Executive Committee has reviewed the proposed amendment request, a decision whether to proceed must be provided to the proposer within 30-days.

If the proposal is rejected by the Executive Committee, the proposer may request a time to appeal the request in-person to the Executive Committee. The requestor may also call for a Special Meeting to address the proposed change or amendment.

If the Executive Committee 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)

Appendix A: 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]:

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_____

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.

Executive Committee Member Signature_____