

By-laws of the Chocorua Ski and Beach Club Association

BY-LAWS OF THE CHOCORUA SKI AND BEACH CLUB ASSOCIATION

ARTICLE 1

Section 1:

Every person or entity who holds an equitable interest or an undivided equitable interest in any lot whether as a land contract vendee or fee holder being subject to these covenants and to assessment by the Association, shall be a member of the Association provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2:

The rights of membership are subject to the payment of Annual and Special Assessments. These rights shall be suspended by action of the Board during the period when these Assessments remain unpaid. Upon payment of said assessments, these rights and privileges shall be automatically restored. Membership rights and privileges are subject to conduct of each member in accord with those reasonable standards determined from time to time by the Board of Directors and the Annual Meeting.

Section 3:

Each member in good standing shall be entitled to the use and enjoyment of the common properties and facilities.

ARTICLE 2

VOTING RIGHTS

Section 1:

The Association shall have one class of voting membership. The voting members shall be all those members who hold the interest required for membership in Section 1 of Article 1, above. When more than one person holds such interests in any lot in said properties, all such persons shall be members and the vote of each such lot shall be exercised, as among themselves determined, there being no recognition of fractional votes. When more than one lot is owned by the same voting member, that member shall be restricted to the vote of one lot, as if all lots of the member has been combined as one lot.

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ARTICLE 3

POWERS AND DUTIES

The Association and its designated agents shall have the following supervisory powers & duties.

Section 1:

To keep and maintain common properties in a clean and orderly condition. The Association shall have the authority to collect for damages or expenses incurred by members or their guests.

Section 2:

To exercise such control and maintenance over the roads and pedestrian ways as it may deem necessary or desirable.

Section 3:

To do all things necessary, or incidental, for the protection of plant and wildlife in the common properties.

Section 4:

To provide for the erection or maintenance of gateways, entrances or other ornamental features as now existing or hereafter to be erected or created.

Section 5:

To build, and/or maintain, recreational facilities.

Section 6:

To enforce, either in its own name, or in the name of any real estate owner or owners, as may be necessary, all covenants and restrictions which may have been, are not, or may hereafter be imposed upon any of the real estate in the Association, or any additions thereto. The expenses and costs of the proceedings shall be paid out of the general funds of the Association.

Section 7:

The Association shall not sponsor or engage in any social, athletic, or sporting activities unless budgeted, voted upon and authorized by the Annual Meeting. This prohibition shall not preclude private individuals or groups from undertaking the above activities.

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ARTICLE 4

MEMBERSHIP MEETINGS

Section 1:

Annuals Meetings: The Regular Annual Meeting of the Association shall be held on or about the second Saturday of September in Tamworth, New Hampshire at such time and place as the Board of Directors shall determine.

Section 2:

Thirty (30) days' notice of the Annual Meeting shall be given to each member by mail, addressed to his/her last known address as recorded in the Association.

Section 3:

If, for any reason, the Annual Meeting shall not be held on the day designated for a lack of a quorum or otherwise, such meeting may be called and held as a special meeting and proceedings may be held as an Annual Meeting, provided, however, that the notice of such meeting shall be the same as required for the Annual Meeting, not less than thirty (30) days' notice.

Section 4:

The notice shall set out in reasonable detail the business to be brought before the meeting and each meeting shall be limited to the items set out in the notice in order that those casting absentee ballots may be permitted to express their desires. Members present may make suggestions covering items which they feel should be brought before the membership. If any such suggestions are approved by proper resolution of those members present, it shall be the duty of the Secretary to present such resolution to the members for consideration at the next regular and special membership meeting such suggestions or requests as may be properly presented in writing and endorsed by twenty-five (25) or more members in good standing, providing such requests are received at least sixty (60) days prior to the meeting date.

Section 5:

A special meeting of the Association may be called by the President or the Board of Directors, and shall be called by the President whenever requested in writing by twenty-five (25) or more members in good standing. Such requests shall clearly state the purpose for which the meeting is to be called. The Board of Directors may authorize a submission of additional matters shall be set forth in the notice.

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Section 6:

At least thirty (30) days' notice of any special meeting shall be given to each member by mail at the last known address as recorded with the Association.

Section 7:

The order of business at the Annual Meeting shall be as follows:

- a) Opening Remarks of the President
- b) Roll Call of the Board of Directors
- c) Reading of the Minutes of the Previous Annual Meeting
- d) Reports of the Officers
- e) Reports of the Committees
- f) Unfinished Business

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- g) Election of Directors
- h) New Business

Section 8:

It shall be the duty of the Secretary to prepare a list of the members entitled to vote at each Annual Meeting. All members voting, whether by absentee ballot or in person shall be checked in by the administrative assistant, or individuals designated by the Board of Directors. Members may cast their vote by absentee ballot or in person at the Annual Meetings. A member must be in good standing, his/her dues and other assessments must be paid in full in order for him/her to vote and/or participate in the Annual Meeting.

Voting shall be by majority of absentee ballots and by voters at the Annual Meetings. The presence of twenty-five (25) voters, either by absentee ballots or in person at the Annual Meetings shall constitute a quorum. **(Amended 2015, eliminating Sections 8, 9,10,11,12 and creating a new Section 8 and 13 and 14 re-numbered)**

Section 9 (Formally 13):

At the Annual Meeting, a volunteer(s) shall be selected from the floor by the President to assist in the vote counting.

Section 10 (Formally 14):

Wherever applicable and not inconsistent with these By-laws, "Robert's Rules of Order Revised" shall govern parliamentary procedures.

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ARTICLE 5

DUTIES OF THE BOARD OF DIRECTORS

Section 1:

The Board of Directors shall have a general power to carry on the affairs of the Association, as expressed by the membership of the previous Annual Meeting.

Section 2:

All Directors shall serve until their successors are elected.

Section 3:

The Directors shall fill all vacancies created by death or resignation as follows:

- a) These vacancies shall be filled according to the voting order of, and limited to, the previous Annual Meeting.
- b) If the Board falls below its quorum, a special meeting of the Association shall be held for the election of Board members to return the Board to its full complement.

Section 4:

Members of the Association may nominate members as candidates for Directors. Such nominations shall be in writing, signed by the members making them and shall be placed in the hands of the Secretary on or before sixty (60) days prior to the date of the election.

In nominating Board members, nominations may be placed from the floor at the Annual Meeting.

Only one individual from each residence/lot may be eligible to hold a position on the Board of Directors at any one time. **(Amended in 2015)**

Section 5:

The Board of Directors shall immediately after the Annual Meeting select a President, one or more Vice-Presidents, a Secretary and a Treasurer. All officers of the Association shall be elected members of the Board of Directors.

Section 6:

The Board of Directors shall have the power to appoint such other officers & agents and to hire such employees as may be necessary for the carrying out of the purposes of the Association.

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Section 7:

Any officer or agent may be removed and replaced by the Board of Directors.

Section 8:

A quorum of seven (7) members, or greater than 50% of the Board, is necessary for the transaction of any business, with the exception of the Annual Meeting.

Section 9:

The Board of Directors may appoint or authorize the President to appoint such committees as the Board deems necessary to carry on the affairs of this Association, and it shall define the powers and duties thereof. The committees so appointed shall hold office during the pleasure of the Board of Directors.

Section 10:

At each Annual Meeting, four (4) Directors shall be elected to terms of three years.

Section 11:

The Board of Directors shall appoint an Architectural Committee pursuant Section 4 of the building code.

Section 12:

Other committees may be established as the Board deems necessary. The committee chair shall designate a member to keep and record accurate minutes.

Section 13:

None of the Directors or officers shall receive any salary or other compensation for duties rendered to the Association in that they are elected or appointed in the capacity as a Director or officer.

Section 14:

The officers and members of the Board shall not be held liable to the members of the Association for any mistakes of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The members shall indemnify and hold harmless each of the officers and members of the Board against all contractual liability to others arising out of contracts made in behalf of the Association, unless any such contracts shall have been made in bad faith or contrary to the provisions of the By-Laws. It is intended that the officers and the Board shall have no personal liability, other than as members, with respect to any contract made in bad faith or contrary to the provisions of the By-Laws.

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Section 15:

The Board of Directors meets monthly on the second Saturday of the month from March through November in Tamworth. Please call any of the Board members for exact time, date and location. This information can also be found on the Association Bulletin Board.

Section 16:

The Board of Directors shall appoint an Audit Committee comprised of three (3) individuals, of which at least two (2) are members of the Association. No member of the current Board of Directors shall be appointed to this Committee. The Committee shall review the books and accounts of the Association, as represented by the **Treasurer reports**, after September 30th, in October, at the end of the fiscal year when all bank statements have been received. The Audit Committee shall issue a report on the accuracy of the books and accounts as represented by the **Treasurer reports** and present it to the Board of Directors not later than November 15th of same year. The report will then be furnished to the Association Members by e-mail, regular mail and be posted on the Association web site. Any other action resulting from the annual Audit Committee report will be at the discretion of the Board of Directors or the Association membership. **(Amended 2009)**

ARTICLE 6

OFFICERS

Section 1: PRESIDENT

The President shall have the general and active management of the business of the Association and shall see that all orders and resolutions of the Annual Meeting of the Association and the Board are carried into effect. He/she shall preside over all meetings of the Board of Directors and the Annual Meeting. He/she shall have authority to sign checks and shall, if requested by the Board, be bonded. The fee for any bond shall be paid from funds of the Association. He/she shall sign all legal documents authorized for his/her signature by the Board of Directors. He/she shall appoint a chair for all standing committees. He/she shall be an ex-officio member of all committees.

Section 2: VICE-PRESIDENT

The Vice-President shall act in the place of the President in his/her absence. He/she shall be an ex-officio member of all committees. He/she shall also perform such other duties as may be delegated by the president.

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Section 3: SECRETARY

The Secretary shall keep the minutes of all meetings of the Association and of the Directors, and shall preserve in the books of the Association true minutes of all proceedings of all such meetings. He/she shall give all notices required by statute, bylaw or resolution. He/she shall keep a record of the names and addresses of all members of the Association, the property owned by each, and of all transfers of membership.

Section 4: TREASURER

The Treasurer shall have custody and keep accounts of all money, corporate funds and By-laws of the Chocorua Ski and Beach Club Association securities of the Association, and shall keep in books belonging to the Association, full and accurate accounts of all receipts and disbursements for each fiscal year October 1 to September 30. He/she shall deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The President and the Treasurer jointly shall disburse the funds of the Association as may be ordered by the Board and the membership at the previous Annual Meeting. Taking proper voucher for such disbursements, he/she shall render to the President and Directors, at regular meetings of the Board, and whenever requested by them, an account of all his/her transactions as Treasurer and of the financial condition of the Association. He/she and the Budget Committee shall prepare and present a proposed budget for the next fiscal year to the Board and to the Annual Meeting for consideration. He/she shall deliver to the President of the Association, and shall keep in force, a bond in form, amount and with surety or securities satisfactory to the Board, conditioned for faithful performance of the duties of his/her office, and for the safekeeping of all papers, books, vouchers, money and property of whatever kind in his/her possession or under his/her control belonging to the Association. The fees for any such bond shall be paid from funds of the Association. He/she shall send to the lot owners all notices as to amounts due to the Association for dues and assessments. He/she shall advise the Board as to all delinquencies and shall keep the Board informed regarding the properties of the Association and any required insurance thereon. He/she shall perform such other duties as are delegated by the Board of Directors.

The Treasurer shall remain within the line items budgeted by the Annual Meeting. Costs beyond these budgeted items during the year shall be paid from the Miscellaneous and Inflation Account. **(Amended 1990)**

ARTICLE 7

RESPONSIBILITIES OF MEMBERS

Section 1:

The use or habitation of Camping/Travel Trailer Vehicles is prohibited in the Association. The storage of such vehicles shall be in an unobtrusive location on the owner's property.

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Section 2:

No noxious or offensive activity shall be carried on upon any portion of the Association, nor shall anything be done thereon that may be or become a nuisance or annoyance to the neighborhood. No exterior lighting shall be directed outside of the boundaries of an owner's lot.

Section 3:

Owners of multiple adjoining lots choosing to combine said lots for the purpose of paying one (1) assessment must do so by May 1st of the current year in order for combining (paying one (1) assessment for those lots combined) to take effect for the next By-laws of the Chocorua Ski and Beach Club Association fiscal year which starts October 1st. The purpose of this amendment is to give the Board of Directors ample time to plan a budget and determine the appropriate assessment based on the number of lots within the Association.

ARTICLE 8

AMENDMENTS

Section 1:

These Bylaws may be amended either by the majority vote of the membership present at an Annual Meeting or Special Meeting called for that purpose.

Section 2:

The budget item established and capped during previous annual meetings which is called Catastrophic Fund shall be available to any natural disaster that materially affects the safety, **and** normal access of the association members and renamed Catastrophic Emergency Fund. This fund shall only be used by a **majority vote of the Board of Directors.** (Amended 2017)

Section 3:

Any infraction of the By-Laws and/or easements and restrictions shall result in a letter to the owner detailing the infraction. Notification shall be by Certified Mail. If the infraction is not brought into compliance within thirty (30) days, or a hearing before the Board has not been requested to explain the circumstances the Board may be forced to take further action. (Amended 2013)