

BY-LAWS OF
LANCELOT SHORES IMPROVEMENT ASSOCIATION, INC.



ARTICLE I

NAME

The name of the Corporation is LANCELOT SHORES IMPROVEMENT ASSOCIATION, INC. by certificate of revival and order of the Strafford County Superior Court Case No. 219-2017-DV-00090 on March 29, 2019, Lancelot Shores Improvement Association, was founded in 1968 as a duly formed New Hampshire non-profit corporation pursuant to Chapter 292 of the Revised Statutes Annotated in the State of New Hampshire as evidenced by filing through the New Hampshire Secretary of State and duly recorded Articles of Agreement of Lancelot Shores Improvement Association dated September 11, 1968 and recorded on October 31, 1995 at the Strafford County Registry of Deeds at Book 1830, Page 244. Lancelot Shores Improvement Association and Lancelot Shores Improvement Association, Inc., are the same nonprofit corporation, which was formerly known as a Voluntary Association, and last revived on 2/18/2015, are one and the same entity.

ARTICLE II

PRINCIPAL OFFICE AND FISCAL YEAR

1. Principal Office

The principal office of the Association shall be located in Farmington, New Hampshire or at another location in the State of New Hampshire as the Board of Directors may determine.

2. Fiscal Year

The fiscal year of the Association shall commence on January 1, and shall end on December 31.

ARTICLE III

PURPOSE

The Corporation is organized for community and recreational purposes for the benefit of members who own property in the Lancelot Shores Improvement Association, Inc., in Farmington, New Hampshire, which shall include maintaining roads, beach areas, mail house, and any other LSIA property that are owned, or leased, or to which the Corporation is otherwise entitled. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer, director, member or other private person. Upon the dissolution of the Corporation, its assets shall be distributed to a New Hampshire nonprofit corporation whose purposes are the same or substantially similar to the Corporation's purposes.

Said Superior Court did decree that the three Woodridge Farm (a.k.a. Woodbridge Farm) lot owners are duly bound by all actions and assessments by the Lancelot Shores Improvement Association, Inc., As well as all lots depicted in the plans of "Lake Shores at Camelot" or Lancelot Shores by Great Northern Land Corporation.

ARTICLE IV

MEMBERSHIP

1. Eligibility

All present and future owners of any lot in the Development are entitled to be a Member in the Association, with such voting rights as set forth in Article VI, Section 4, below. Members are required to pay Association Assessments to the Association as set forth in Article X, below.

Membership

To become a Member of the Association a Lot Owner is requested to sign a Membership Agreement that provides that such Lot Owner (a) shall comply with these Bylaws, and rules, regulations, resolutions and other governing documents of the Association, (b) shall pay all Association Assessments made to the Member by the Association being a fair share of all expenses, (c) that the Lot Owner has read and understands the Association Bylaws, and (d) has paid the assessment. Upon completion of the foregoing requirements, the Lot Owner shall thereby become a Member of the Association.

A Non-Member Lot Owner that is current in paying Assessments may become a Member by signing a Membership Agreement.

2. Termination

Membership in the Association shall terminate when a Member ceases to be a Lot Owner or fails to pay Association Assessments in accordance with Article X. A Lot Owner who is a Member may also choose to become a Non-Member, but must continue to pay all Assessments.

3. Assignment

A Lot Owner who is a Member in good standing of the Association may assign his or her voting rights to the tenant occupying his or her Lot or residential unit in the Development. The Lot Owner of the residence or Lot shall remain responsible for payment of all Association Assessments.

ARTICLE V

AMENDED BY-LAWS

By vote of the Board of Directors on December 30, 2019 the previous By-Laws of Lancelot Shores Improvement Association, Inc. dated September 11, 1968 and recorded on October 31, 1985 at the Stafford County Registry of Deeds at Book 1830, Page 24 as amended May 25, 1991 and recorded an Amendment by By-Laws dated May 25, 1991 and recorded at the Stafford County Registry of Deeds at Book 1830, Page 250 are revoked and amended by this comprehensive new set of By-Laws as authorized by the said Superior Court Order by the authority granted in the original Article of Incorporation.

ARTICLE VI

MEETINGS OF MEMBERS

1. Annual Meetings

There are two meetings (to be held annually), one in the Spring and the other in late Summer for all documented members in good standing. All meetings shall be held at a suitable place, date and time as determined by the Board of Directors. No quorum is required.

2. Special Meetings

A Special Meeting of the members shall be (held as) determined by the Board of Directors or by 40% of the membership.

3. Notice of Meetings

It shall be the duty of the Board to notify the members of any meeting at least 14 days before such meeting.

4. Voting

Member

A Member must have paid in full all due Association Assessments to have voting rights. Each Member owning a Lot recognized by the Town of Farmington shall be entitled to one (1) full vote per Lot. All matter of business shall be conducted by majority vote of attending members and proxies.

Non-Member

Non-Member Lot Owner residents, even if paying Assessments, are not entitled to a vote, or to participate in Member meetings.

5. Proxies

At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member. No proxy shall be valid after three (3) months from the date of its execution.

6. Voting by Mail

When action is to be taken by the Members of the Association such action may be by written ballot or referendum through the mail in such manner as the Board of Directors shall determine.

7. Order of Business

The order of business at the Annual Meeting of the Members shall at the discretion of the presiding officer, include, but not be limited to:

- I. Take Attendance
- II. Evidence of notice of meeting or waiver of notice
- III. Reading of minutes of preceding meeting
- IV. Reports of officers
- V. Reports of committees if applicable
- VI. Election of additional Directors, if so determined
- VII. Old Business
- VIII. New business
- IX. Other matters

ARTICLE VII

BOARD OF DIRECTORS

1. Number and Qualification

The Board of Directors shall be comprised of not less than five (5) persons. The President, Vice President, Treasurer, Secretary, and alternate members at large, shall be Directors by virtue of those offices held. All Directors, except the Secretary who may or may not be a member, must be Members in good standing, and shall have paid all amounts due to the Association. The Members may elect additional Directors, not to exceed two (2), who shall be Members in good standing and who have paid all amounts due to the Association.

2. Powers and Duties

The affairs of the Association shall be managed by the Board of Directors, which shall have and may exercise all the powers of the Association except those powers reserved to the Members by law, by the Articles of Agreement of the Association, and by these Bylaws.

3. Other Duties

In addition to those duties conferred by the Articles of Agreement, these By-Laws, or by the Members, the Board of Directors shall be responsible for the following matters, among others:

- (a) Care, upkeep, and the selection of and management of maintenance activities and contracts for all property owned or leased by the Association including roadways, leased roads, and rights of way.
- (b) Collection of all assessments from the Members and Non-Members.
- (c) Ensuring that bond requirements are met for all road maintenance and any other special projects that may be undertaken by the Association.
- (d) Employment, retention, payment to, and dismissal of the personnel necessary for the accomplishment of the purposes of the Association.
- (e) The retention, payment to, and dismissal of attorneys, certified public accountants, and other service providers as determined appropriate.

4. Election and Term of Office

Directors who serve by reason of their position as an Officer, shall serve as a Director for the term of such office and until their successors are elected and qualified. The term of other Directors shall be one (1) year from the date of election, and until their successors are elected and qualified. There shall be no limitation on the number of terms that a Director may serve.

5. Vacancies

Vacancies in the Board of Directors shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected as a Director shall serve for a term determined by the Board of Directors and until a successor is elected and qualified.

6. Removal of Directors

At any meeting of the Board of Directors, any one or more of the Directors may be removed with or without cause by a two-thirds of all votes of Directors entitled to be cast, and a successor may, but need not, be elected to fill the vacancy thus created.

7. Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, but at least two such meetings shall be held during each fiscal year. Minutes of the meetings shall be taken. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, email, or telephone in advance.

8. Special Meetings

Special meetings of the Board of Directors may be called by the President to each Director, given personally or by mail, email, or telephone, stating the place, time, date, and purpose of the meeting. Special meetings of the Board of Directors shall be called by in like manner and on like notice on the written request of at least one-third of the Directors.

9. Waiver of Notice

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director of the place, date, and time thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

10. Quorum

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

11. Fidelity Bonds

The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE VIII

OFFICERS

1. Designation

The principal officers of the Association shall be President, Vice President, Treasurer, Clerk, and alternate members at large, all of whom shall be elected by the Board of Directors, and reported to the Members. The Board of Directors may also appoint a Financial Secretary, a Correspondence Secretary, and such other officers as in their judgment may be appropriate. The Principal Officers shall be Ex-Officio members of the Board of Directors of the Association.

2. Election of Officers, Term and Filling of Vacancies

The Officers of the Association shall be elected annually, as needed, by the Board of Directors, and reported to the annual meeting of the Members.

The term of each Officer shall be one (1) year, and until their successors are elected and qualified. There shall be no limitation on the number of terms that an Officer may serve.

Vacancies in any office may be filled by the Board of Directors for such term as the Board may determine.

3. Removal of Officers

Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

4. President

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association, and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the president of an association, including but not limited to the power to appoint committees, with the approval of the Board, from among the members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

5. Vice President

The Vice President shall assume the duties of the President when the President is not available. The Board of Directors or the President may assign specific duties to the Vice President.

6. Secretary

The Secretary of the Corporation shall have the duties, powers and responsibilities as provided by the applicable laws of the State of New Hampshire, and such other duties as the Board of Directors may from time to time determine. The Secretary shall keep the minutes of all meetings of the Board of Directors, and shall keep the minutes of all Members meetings of the Association. The Secretary, or designee, shall be responsible for such electronic documents, records and papers of the Association as the Board of Directors may direct, and shall, in general, perform all the duties incident to the office of Secretary including sending notices of Board of Directors and Members meetings.

7. Treasurer

The Treasurer shall be responsible for all Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books and records belonging to the Association. The Treasurer shall be responsible for sending out the annual Assessment, annual Association Assessment statements, the deposit of all moneys and other valuable effects in the name, and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer, and the President, may each individually sign all checks or other documents for the withdrawal or disbursement of funds of the Association. The functions of the Treasurer may be delegated, subject to the direction and supervision of the Treasurer, to an Accounting Firm approved by the Board of Directors. In such case, it is the duty of the Treasurer to audit the activities of the Accounting Firm and to approve any disbursements and other actions by the Accounting Firm.

ARTICLE IX

OTHER COMMITTEES

The Board of Directors may appoint such other committees, in addition to those committees established in the Bylaws, as it may deem advisable. Each such committee shall have such powers and authority as specified by the Board of Directors.

ARTICLE X

ASSOCIATION ASSESSMENTS

1. Annual Association Assessments

All Members and Non-Members are required to pay to the Association the annual Association Assessment for their reasonable share of maintenance and administrative expenses for roads as decreed by said Court order and NH RSA 231:81-a., and all special assessments. The annual Association Assessments shall be recommended by the Treasurer and approved by the Board of Directors. The Association Assessments shall be reported to the Members at the beginning of the fiscal year.

2. Payment of Association Assessments

Payment of the Annual Association Assessments for Members and Non-Members is due on or before February 1st from mailing or other delivery of the Annual Association Assessment statement. Installment payments can be approved and arranged through the Board.

3. Failure to Pay Association Assessments

Member and Non-Member

The March 2019 Court Order authorizes the Association to collect payment of all unpaid Assessments. Any unpaid Assessments will be forwarded to the appropriate channels for collection as provided by law. The Association shall have the right to record a notice of claim, it shall have the right to commence an action against the Member or Non-Member for the collection of the unpaid assessments in any court of competent jurisdiction in accordance with the provisions of NH RSA 231:81-a. Any delinquent Assessment may result in loss of mail house privileges.

Member

A Member shall not be considered a Member in good standing, for purposes of voting, and shall be placed on the inactive Member list. Such inactive Member shall not be reinstated until such person has paid all outstanding Assessments in full. Until such reinstatement, such inactive Member shall have no rights of any kind arising out of the membership in the Association.

4. Special Assessments

Special Assessments may be levied by the Board of Directors on Members and Non-Members if special needs arise as determined by the Board of Directors for the reasonable costs of road maintenance and improvement

ARTICLE XI

BYLAWS COMMITTEE AND AMENDMENTS TO THE BYLAWS

1. Bylaws Committee

A Bylaws Committee is hereby established to review the Bylaws of the Association as directed by the Board of Directors, and to make recommendations for amendments. The Bylaws Committee shall consist of at least three (3) members appointed by the Board of Directors, at least one of whom shall be a Director.

2. Procedure for Amendments

The Bylaws Committee shall report to the Board of Directors any recommendation for amendments to the Bylaws. The Board of Directors shall review the recommendation of the Bylaws Committee, and determine the recommendations for amendments to be submitted to the Members for a vote at the next Members meeting. Members may also present proposed amendments at the Members meeting. These Bylaws may be amended at any time by the Members by a vote of a majority of the Members at any Members meeting.

ARTICLE XII

RULES AND REGULATIONS

The Board of Directors shall adopt such rules and regulations as may be necessary or appropriate for the accomplishment of the purposes of the Association. All residence and guest must abide by the Federal, State, and local rules and ordinances.

ARTICLE XIII EXECUTION OF DOCUMENTS

Except as these Bylaws or the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President or by the Treasurer.

ARTICLE XIII

NO PERSONAL LIABILITY

The Members, Directors, and Officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Association may proceed to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Association.

ARTICLE XIV

GRIEVANCE PROCEDURES

Any grievance/concern with Lancelot Shores Improvement Association should be notified in writing. This can be sent to 300 Lancelot Shores, Farmington, NH 03835 or by e-mail at info@lancelotshores.com. Any grievance/concern shall be handled by the Board of Directors in a timely manner.