

HAMPTON BEACH PROPERTIES OWNERS'

ASSOCIATION INC BYLAWS

Approved at the AGM on July 8th, 2023

ARTICLE ONE - MEMBERSHIP

- 1.01** Membership in the Association shall consist of all the lot owners of the Hampton Beach Properties Subdivision.
- 1.02** All payments made to any member of the Association for services provided must be approved by the Board of Directors and disclosed at the next Annual General Meeting (AGM).
- 1.03** Membership in the Association shall cease when the member ceases to be a lot owner in the Hampton Beach Properties Subdivision.

ARTICLE 2 - ORGANIZATION

- 2.01** The fiscal year of the Association shall be from May 1st of each year to April 30th of the following year.
- 2.02** An auditor or auditors shall be appointed at the AGM to examine and report upon the finances of the Association for each fiscal year to the AGM.
- 2.03** The corporate seal of the Association, an impression of which shall be made in the margin hereof, shall consist of a circular press imprinting the words "Hampton Beach Property Owners Association Inc" "Incorporated 2002".
- 2.04** The bank account of the Association shall be kept at such bank, trust company or credit union as the Directors may from time to time determine.

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ARTICLE 3 - BOARD OF DIRECTORS

- 3.01** The affairs of the Association shall be managed by a Board of Directors whose minimum number shall be three (3). All Directors of the Association shall be members of the Association and over the age of 18 years.
- 3.02** At the first annual meeting of the Association, the members shall elect a Board of at least three (3) Directors and thereafter the Board shall be elected annually. Directors are eligible for re-election.
- 3.03** The majority of the Board of Directors shall constitute a quorum.
- 3.04** Should any vacancy occur in the Board of Directors from death or retirement, or through any cause, the remaining Directors shall have the power to fill such vacancy by a majority vote for the balance of the current year.
- 3.05** The Board of Directors shall have power
- (a) To call special meetings of the members whenever it deems necessary and shall call a special meeting at any time upon written request of five (5) or more members who are in good standing. Good standing is defined as a member who is in compliance with the covenants and by-laws of the Association and has paid all principal, interest and other amounts due to the Association, such amount(s) being irrevocably deposited to and are good funds in the association's bank account prior to any notice of a regular or special meeting being sent out to the members.
 - (b) To make capital expenditures under \$1,000. All capital expenditures over \$1000 to a maximum of \$25,000 must be approved-by the Board. Members must be notified within 72 hours of approval, including justification for the expense.

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- (c) To establish, levy, assess and collect the dues or charges referred to herein.
- (d) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to be members.

ARTICLE 4 – DIRECTORS MEETING

- 4.01** A regular meeting of the Board of Directors shall be held at such times and at such places as the Board of Directors may from time to time determine.
- 4.02** Special meetings of the Board of Directors shall be held when called by an Officer of the Association or by two (2) Directors after nor less than three (3) days written notice to each Director.
- 4.03** A Director may participate in any meeting of Directors by video communication and a director so participating is deemed to be present at the meeting. Video communication is defined as a conference in which participants in different locations are able to communicate with each other in sound and vision.
- 4.04** The transaction of any business at any meeting of the Board of Directors, or the Officers, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present in person or by video communication.

ARTICLE 5 – OFFICERS

- 5.01** The officers shall be President, Vice President and Secretary, Treasurer and such other Officers as the Board of Directors may decide. If there are less than four Directors, any Director may hold more than one office or title.
- 5.02** All officers shall be chosen by a majority vote of the Directors.

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- 5.03** All officers shall hold office for a term of one (1) year or until their successors are appointed and they shall be eligible for re-election. The officers may be removed from office before the expiration of their term of office by a motion passed by two-thirds of the Board in a special meeting.
- 5.04** The President, or Vice-President in the absence of the President, shall preside at all meetings, shall see that all orders and resolutions of the Board of Directors are carried out and shall, together with the Treasurer or Secretary as the case may be, sign all notes, cheques, leases, mortgages, deeds, and other written instrumen
- 5.05** The Secretary shall:
- (a) Keep correct minutes of the meetings held, conduct the correspondence of the Association and carry out the instructions of the Directors
 - (b) The Secretary shall also keep the Association's corporate seal, records, including a roll of all members together with their addresses, and shall certify all and any records or documents of the Association as required.
- 5.06** The Treasurer or their appointee shall:
- (a) Receive all monies, pay all accounts by cheque or electronic funds transfer passed by the Directors and in general attend to the financial affairs of the Association. The Treasurer with the signature or written approval of one other director shall have the power to draw, accept or endorse bills of exchange, promissory notes, cheques or orders for the payment of money on behalf of the Association.
 - (b) Keep proper books of account and cause an annual audit of the Association books to be made by the auditor or auditors at the completion of each financial year. The Treasurer or their appointee shall prepare an annual budget and annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

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ARTICLE 6 – MEMBERSHIP

- 6.01** The AGM shall be held each year during the month of July on the Saturday following July 3rd.
- 6.02** Notification of the AGM shall be given in writing to the members at least fourteen (14) days prior to the meeting, but non-receipt of such notice by any member shall not invalidate the proceedings at any meeting.

Notification of the AGM must include;

- ◆ Date and time of the meeting.
- ◆ Agenda
- ◆ Proposed minutes from previous AGM.
- ◆ Any proposed changes to the existing by-laws or covenants.
- ◆ The audited financial statement and proposed budget for next year.
- ◆ Any resolution(s) brought forward by a member at least (14) days prior to the AGM. The resolution must be in writing.
- ◆ Only members in good standing as defined in section 3.06 (a) shall be entitled to attend the AGM and vote either in person, by written proxy (the proxy holder must be a member) or by video communication.

- 6.03** The business of the AGM shall be:

- (a) To confirm the minutes of the last AGM,
- (b) to approve the accounts, duly audited, for the preceding year,
- (c) to consider and deal with any resolutions, of which due notice shall have been given,
- (d) to elect the Directors of the Association,
- (e) to appoint an auditor or auditors who shall retire annually but be eligible for re-election,
- (f) to consider any other business.

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- 6.04** At all members meetings, each lot is entitled to two (2) votes. If a lot is owned by more than one person, the lot owners are responsible to determine how their two votes are cast. Votes may be cast in person, by written proxy (the proxy holder must be a member) or by video communication.
- 6.05** The quorum at all members meetings, unless otherwise specified, is seven (7) members, either in person, by written proxy, or by means of video communication and who are entitled to vote.
- 6.06** The President, or in his or her absence, the vice-President, Secretary, or Treasurer, shall preside as chair at every general meeting. If no director is in attendance, a chair will be selected from those in attendance. The chair of the meeting shall have no vote except in the case of an equality of votes, when he/she/they shall have a casting vote. Except as otherwise provided herein, all questions shall be decided by a simple majority of the votes cast.
- 6.07** A Special General Meeting may be held at any time by the President or the Directors and shall be held by the Directors if requisitioned in writing by five (5) or more members in good standing as defined in 3.06 (a). Every such requisition and the notice shall specify the business for which the meeting shall have been called and no other business shall be transacted at such meeting. Notification to members of a Special General Meeting shall be as for the Annual General Meeting.

Notification to members of a Special General Meeting must include;

- ◆ Date, time, location and a meeting link to attend by video communication
- ◆ Agenda
- ◆ Description of proposed resolution and or business being discussed

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ARTICLE 7 – LOT LEVIES

- 7.01** The Association shall levy such charges upon the membership as are necessary in order to fulfill the objects and purposes of the Association, in particular but without limiting the generality of the foregoing, to pay for any of its own administrative expenses and the maintenance and improvement of subdivision roads, common areas and water systems.
- 7.02** Annual levies are due and payable each year, 30 days end of month following billing. The annual levy is subject to revision as approved by the membership upon motion at an AGM. A vote to revise the annual levy requires a majority of members present at the AGM or voting by proxy.
- 7.03** In an emergency or unanticipated circumstances, the Directors may levy a special charge over and above the annual levy to cover unanticipated expenses. A vote to levy a special charge requires unanimity of the Directors present pursuant to section 4.03 at a Directors Meeting.

The board shall have the right to assess a one-time charge against the lot owner for road damage, beyond normal wear and tear, caused by heavy vehicles (i.e. construction) accessing their property. This charge reflects the cost to the Association to restore the road to previous, generally prevailing, road conditions.

- 7.04** Generally, the levy will be computed by dividing the anticipated financial requirements of the Association for the upcoming fiscal year by the total number of lots in the subdivision. For lots 18-20 and 33-39, the water levy shall be waived by the Association.
- 7.05** Any levies which remain unpaid after the expiry of a one-month period from their due date shall be a debt of the member to the Association. The Association is entitled to recover these unpaid levies by means of legal process and is entitled to charge interest the monthly rate of 1% for an annual compound rate of 12.68% on all amounts not paid on or before their due date

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ARTICLE 8 – CONTRACTS

8.01 Contracts, deeds and other instruments and documents on behalf of the Association shall be executed by and two (2) of the President, Vice-President, Secretary, and Treasurer, or as may otherwise be prescribed by resolution of the Board of Directors.

ARTICLE 9 – BORROWING

9.01 The membership of the Association may from time to time:

- (a) borrow money on the credit of the Association in such amounts and upon such terms as may be deemed necessary by the Board of Directors.

- (b) Hypothecate, mortgage, charge or pledge all or any of the real and personal property, undertaking and rights of the Association to secure any money borrowed or other liability of the Association.

ARTICLE 10 – REPEAL AND AMENDMENT OF BYLAWS

10.01 The Association has the power to repeal or amend any of these bylaws by a resolution passed by two thirds majority vote of the members present and entitled to vote at any general or special meeting, provided that twenty-one (21) days' notice of such amendment or repeal has been given or notice mailed to each member.

ARTICLE 11 – SEASONAL ACCESS

11.01 Owners have a legal right to access their property at any time. Notwithstanding an owner's right of access, the Association will not plow, sand, salt or otherwise maintain the roads from the first snow in the Fall (in one year) until after the Spring thaw (the following year) when roads are dry and firm (Road Closure Period). Owners accessing their property during the Road Closure Period do so at their own cost and risk. The Homeowners Association may seek cost recovery from any Owner(s) for damage pursuant to this section.

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ARTICLE 12 – DISSOLUTION

- 12.01** The Association may be dissolved only with the assent given in writing and signing by the members entitled to cast two-thirds of the votes. Written notice of a proposal to dissolve setting forth the reasons therefor and the disposition to be made of the assets, which shall be consistent with Article 6.02 hereof, shall be mailed to every member at least sixty (60) days in advance of any action taken.
- 12.02** Upon dissolution of the Association, the assets, both real and personal, of the Association, shall be applied first in payment of any debts of the Association and then distributed to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. Failing such distribution, such assets shall be granted, conveyed and assigned to any charitable organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association, as determined by the Board of Directors.