



BY-LAWS OF THE SHERWOOD FOREST SHORES ASSOCIATION, REVISION 09/2022
22 CANTERBURY SHORE DRIVE, CANTERBURY, NEW HAMPSHIRE 03224

ARTICLE #1

NAME

SECTION 1: The name of this organization shall be Sherwood Forest Shores Association, and its principal office and place of business shall be in Sherwood Forest Shores Subdivision, Town of Canterbury, State of New Hampshire.

SECTION 2: Sherwood Forest Shores Association is governed by its current members by man or majority vote.

ARTICLE #2

PURPOSE

SECTION 1: The general nature of the object and purpose of this organization shall be to form a social, debating and literary society for the promotion, development, study exchange and presentation of subject matters pertinent to good government and citizenship, civic improvement, and betterment, the general welfare of the citizens, the maintenance, preservation and protection of the property, property rights, values, and problems incident to the development and maintenance of high residential standards with reference to Sherwood Forest Shores Association, a subdivision of Canterbury, New Hampshire.

ARTICLE #3

MEMBERSHIP

SECTION 1: The Owner(s) of each lot in the Sherwood Forest Shores Association subdivision (as identified on Plan #1975 and Plan #1989 recorded in the Merrimack County Registry of Deeds on April 14, 1965 and June 1, 1965, respectively) shall be a Member of the Association and shall pay a fee of TWO HUNDRED dollars (\$200.00) per lot on an annual basis. This fee shall be due and payable to the Association, first half by March 31st and second half by September 30th of each year. The purpose of this fee is to pay for:

- (a) The maintenance, repairs, and replacement of real and personal property owned or managed by the Association;
- (b) Any taxes or assessments levied by a municipal, state, or federal entity upon the Association or the Association's property;
- (c) Insurance, as deemed necessary and proper by the Board of Directors for the protection of Association members and the Directors and Officers of the Association;
- (d) The hiring of contractors or professionals as necessary to further the purposes of the Association;
- (e) Any other lawful purpose permitted under the Act (RSA 292) and deemed necessary by the Board of Directors.

Each Lot subject to these By-Laws shall be entitled to one (1) vote at any Association meeting to be cast by the designated individual for the Owner(s) of that lot.

This fee may be increased at any annual meeting of the Association by a two-thirds vote of members attending the meeting and upon recommendation by the Board of Directors.

SECTION 2: Membership in the Association may be transferred only as an incident to the transfer of title to a Lot. New Owners shall automatically become members of the Association.

ARTICLE #4 **OFFICERS**

SECTION 1: The Association shall be governed by a Board of Directors composed of five (5) members of the Association, duly elected at the Annual Meeting. Directors shall serve for a term of three (3) years. A Director may be removed at any time, with or without cause, by the vote of at least three (3) of the other Directors or a vote of two-thirds (2/3) of the members at any duly called meeting. Directors shall be an Owner, family member of an Owner, or duly authorized representative of an Owner that is an entity (e.g. a corporation, LLC, partnership, trust, or other entity).

The Board of Directors elected at the first meeting of the Corporation shall be elected for staggered terms, one-third of the Directors shall be elected for a term of three years, one-third of the Directors shall be elected for a term of two years, and one-third of the Directors shall be elected for a term of one year. Thereafter, Directors shall be elected for three-year terms.

Upon election of the Board of Directors, at the next meeting of the Board of Directors, the Directors shall elect the Officers of the Corporation.

Any Member of the Association in good standing may nominate an individual, including themselves, for the Board of Directors. Such nomination shall be seconded by another Member of the Association.

The Board of Directors shall have five (5) voting members who are not of the same immediate family or related by blood or marriage.

SECTION 2: When all nominations have been received, and for any nomination that has been seconded, any Member of the Association may then speak for or against any such nomination. The Board of Directors may limit the time available for speaking but shall permit any Member who wishes to speak for or against a member to speak once on each nomination. The speaking time may be waived or modified by the Board of Directors if they believe it is in the best interest of the Association to do so. At the end of the period for comment by the Membership, the Association shall vote by secret ballot with the person receiving the highest number of votes being duly elected to the Board of Directors. In years when two Directors are up for election, the two people receiving the highest number of votes shall be duly elected to the Board of Directors. In cases of a tie, the current Board of Directors shall, in an open voice vote, break the tie by voting for one of the members.

Upon conclusion of the Annual Meeting, the term of the new Director(s) shall immediately begin and the term of the outgoing Director(s) shall immediately end.

SECTION 3: The unexpired term of any director or officer who resigns or dies may be filled by the board of directors until the next annual meeting. The outgoing president shall become an honorary member of the board of directors for the period of one (1) year.

SECTION 4: The following are pre-allocated funds:

- (a) Per Bylaw Rev 01/2012: Board of Directors is authorized to use up to THREE HUNDRED dollars (\$300.00) per month to be used for any reasonable expense incurred in processing association business.
- (b) Per SFSA minutes 09/2021: Board of Directors is authorized to use up to ONE THOUSAND, FIVE HUNDRED dollars (\$1500.00) annually without a vote (whether in lump amount or spread out) for emergency situations (determined and decided on by the Board of Directors).
- (c) Per SFSA minutes 05/2022: Board of Directors or the Road Committee is authorized to use up to FIVE THOUSAND dollars (\$5000) annually for use of either man-hours and/or materials. Reimbursement for any work is to be no more than FIFTY dollars (\$50) per hour. Work to be done must only be minor road repair (e.g. pot holes, dragging or laying of new material). Major work to only be done by licensed/insured contractors that has been voted on (e.g. drainage, rebuild, significant repairs).
- (d) All other purchases must be voted on to have funds allocated. Receipts are subject to review at the next meeting.

ARTICLE #5

DUTIES OF OFFICERS

SECTION 1: There shall be four (4) Officers of the Corporation. These shall be the President, the Vice President, the Treasurer, and the Secretary. These Officers may be members of the Board of Directors but are not required to be. The duties of the Officers are as set forth in the following four (4) Sections. Officers who are not Directors shall not be permitted to vote at Board of Directors meetings.

SECTION 2: The president shall preside at all meetings, shall have appointive powers as to committees, etc. and shall act as Chairman of the Board of Directors.

SECTION 3: The Vice-President shall preside in the absence of the president.

SECTION 4: The Secretary shall keep all records of the Association and Board of Directors' meetings and have charge of all correspondence of the Association.

SECTION 5: The Treasurer shall receive all monies and dues when properly presented, will pay all just bills contracted by the Association. The treasurer keeps records of all receipts and transactions. The treasurer's accounts shall be audited annually by the Board of Directors. They shall be the treasurer of all committees and shall have custody of all funds pertaining to such committees.

ARTICLE #6

MEETINGS

SECTION 1: The annual meeting of the Association shall be at 11:00 AM on the Sunday immediately following Labor Day in September at the Firehouse located at 22 Canterbury Shore Drive. Other reasonable places, time, or date may be designated by written notice of the President or a majority of the Board of Directors.

There shall be no other meetings of the Association unless called by the Board of Directors or upon one-third (1/3) of all members requesting that a meeting be held. The Board of Directors shall be obligated to meet at least six (6) times over the course of a year, according to a schedule to be published at the Annual Meeting. Meetings of the Board of Directors shall be open to the membership and the membership may be permitted to speak at meetings of the Board of Directors, but the purpose of the meetings of the Board of Directors shall be to conduct Association business and votes of the Association may only occur at a Board of Directors meeting upon sufficient notice to the entire membership. The Board of Directors may meet more frequently, if it determines that it is in the best interest of the Association to do so.

Special meetings of the owners may be called at any time for the purpose of considering matters which, by the term of these By-Laws require the approval of the owners, or for any other reasonable purpose. Said meeting shall be called by the President or by a majority of the Board of Directors upon at least ten (10) days written notice prior to the date of said meeting.

SECTION 2: The Secretary shall duly notice the Annual meeting of the Association in accordance with these By-Laws. Notice of the Annual Meeting of the Association shall be sent no later than ten (10) days before the scheduled date of the meeting. The meeting schedule for the Board of Directors shall be distributed at the Annual Meeting. The meeting schedule shall be posted on the Bulletin Board outside the Firehouse.

All notices of all members' meetings shall state the time and place thereof and the objects or purposes for which the meeting is called. Any such notice shall be deemed waived by any owner who expressly waives the same in writing or who is present in person or by proxy at any such meeting.

SECTION 3: Meetings may be held via telephone, video conferencing (e.g. WebEx, Zoom, Microsoft Teams, FaceTime, etc.) or other similar device or tool so long as all Members are able to communicate contemporaneously.

SECTION 4: At any duly-noticed or special meeting of the Association, the presence in person at the beginning of such meeting of owners holding title to at least *fifteen (15)* lots, shall constitute a quorum, but less than a quorum may transact business if owners holding title to at least *forty (40)* lots not present at the meeting subsequently assent to the decisions made at said meeting by signing a copy of the Minutes thereof to be filed with the records of the Association. When a quorum is present, unless otherwise provided in these By-Laws, a majority of the owner's total voting power present in person or by proxy shall decide any business brought before the meeting, including By-Law amendments.

At Board meetings, the presence of at least three members of the Board at the start of the meeting shall constitute a quorum.

SECTION 5: At any meeting of the Association, Owners in good standing who have paid their dues shall be entitled to cast one vote for each Lot owned. Any owner may attend and vote at

such meetings in person or by proxy or via teleconference/web-conference system if such teleconference or web-conference system is established by the Board of Directors.

Since a Lot owner may be more than one person, if only one of such person is present at a meeting of the Association, that person shall be entitled to cast the votes appertaining to the Lots owned by those people or entities. But if more than one of such persons is present, the vote appertaining to that Lot shall be cast only in accordance with agreement of a majority in interest of the Lot owners, and such consent shall be conclusively presumed if any one of them purports to cast the votes appertaining to that Lot without protest being made forthwith by any of the others to the person presiding over the meeting. Since a person need not be a natural person, the word "person" shall be deemed for the purposes of this paragraph to include, without limitation, any natural person having authority to execute deeds on behalf of any person, excluding natural persons, which is, either alone or in conjunction with another person or persons, a lot owner.

The votes appertaining to any Lot may be cast pursuant to a proxy or proxies duly executed by or on behalf of the Lot owner, or, in cases where the Lot owner is more than one person, by or on behalf of all such persons. A person may not cast undirected proxies representing more than 20 Lots. The proxy or proxies shall list the name of the person who is to vote. No such proxy shall be revocable except by actual notice to the person presiding over the meeting, by the Lot owner or by any of such persons, that it be revoked. Any proxy shall be void if it is not dated or if it purports to be revocable without the required notice. The proxy of any person shall be void if not signed by a person having authority, at the time of the execution thereof, to execute deeds on behalf of that person. Any proxy shall terminate automatically upon the adjournment of the first meeting held on or after the date of that proxy. The Board of Directors shall deliver to the Lot owners, together with their notice of meeting and agenda, proxy forms bearing a control number which the board of directors shall correlate to the list of all Lot owners then entitled to vote. At the noticed meeting, the board of directors shall recover all proxies and compare them to the control list maintained for that purpose. Any proxies which are on a form other than that provided by the Board of Directors or which do not correlate with the control list maintained by the Board of Directors shall be disregarded for purposes of determining whether a quorum was present at the meeting and for purposes of casting any vote at that meeting.

The Board of Directors shall retain all proxies delivered to it and all independent written confirmation of any such proxies for inspection by the Lot owners for a period of not less than 3 years from the date of the association meeting.

SECTION 6: Voting Without a Meeting. The Association may conduct a vote without a meeting. When this occurs, the Board of Directors shall:

- (a) Notify the Lot owners via first class mail, or if the Lot owner has so designated, electronic mail. It is the responsibility of the Lot Owner to ensure that he receives electronic mail from the Association or its agents when an e-mail address is so designated. In the event that a designated e-mail address has ceased working, the Board of Directors, at its sole discretion, may send notice via first class mail. The Association shall have no liability for email addresses that cease functioning;
- (b) Ensure the ballot shall:
 - a. Sets forth each proposed action and provides an opportunity to vote for or against the proposed action;

- b. Indicate the number of responses necessary to meet quorum requirements;
 - c. State the percentage of votes necessary to approve the action, other than election of Directors;
 - d. Specify the time and date by which the ballot must be delivered to the Association to be counted, which shall not be fewer than ten (10) days from the date the Association delivers the ballot;
 - e. Identify the time, date, and manner by which Lot owners who wish to deliver information regarding the proposed action, may do so. Any such information shall be sent to the Board of Directors for distribution to the Members to ensure that the Board of Directors is able to account for information so sent. Nothing in this paragraph shall be understood to permit the Board of Directors to withhold, modify, or edit any timely information so provided.
- (c) Upon delivery of any ballot in accordance with this section, the death or disability of the voting member, or the attempted revocation of the vote by the Member, shall not revoke a vote received by the Association.
- (d) Approval by ballot under this Section shall only be valid if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.

All ballots cast in an Association vote under this Section, shall be counted using a tally sheet for the vote. The ballots and tally sheets shall be made available for examination and recount, by request of any owner participating in the vote, immediately following the announcement of the results of the vote taken. During any requested examination and recount, one or more members of the Board of Directors and at least one additional Lot owner shall be present. The ballots shall be examined and tallied to verify the count and announced result was correct.

SECTION 7: Except where otherwise specified in these By-Laws or required by the Statute, a majority vote of those attending the meeting, shall suffice to approve any action being voted upon.

ARTICLE #7

AMENDMENTS

SECTION 1: Any of the By-Laws may be amended by two thirds vote cast at any meeting, provided the call for said meeting shall have set forth fully proposed amendment.

ARTICLE #8

RULES OF ORDER

SECTION 1: Association meetings shall be governed by "Robert's Rules of Order" unless otherwise provided in the By-Laws of the Association.

ARTICLE #9

EXISTENCE

SECTION 1: The Association shall be a perpetual existence.

ARTICLE #10

ROADS AND RIGHT OF WAYS

SECTION 1: Sherwood Forest Shores Association owns the roadways and the right of ways in the Sherwood Forest Community located in Canterbury, New Hampshire.

SECTION 2: In May of 2007, regulations for driveways connecting to the roadways and / or "right of ways" were voted on and passed requiring all new driveways to obtain a permit by the

Association before installation. A deposit of FIVE HUNDRED dollars (\$500.00) is required at time of application of which FOUR HUNDRED dollars (\$400.00) will be refunded when the driveway is completed to Association requirements. The ONE HUNDRED dollars (\$100.00) will be added to the road repairs fund.

SECTION 3: Speed limits on all Association roads are 10 mph and 15 mph where posted, 15 mph where not posted.

SECTION 4: There will be no overnight parking of any kind on Association roads unless given prior permission by the board of directors. If within violation, you'll be given a 7 day notice to move said item off the roads. If not done by 7th day, said item will be towed at the registered owner's expense.

SECTION 5: The association will require the following -

- (a) That applicant be a member of the Association and be in good standing.
- (b) A comprehensive plan of construction must be submitted with driveway application including: pipes, materials to be used, and construction equipment that will be traveling on and working on the roads.
- (c) Water drainage will not be obstructed or altered without Association approval.
- (d) Drainage pipes will be made of corrugated poly with a minimum inside diameter of 8 inches (eight). Different applications will require larger pipes.
- (e) Proper maintenance of pipes installed for a purpose of driveway or drainage will be the responsibility of the current property owner.
- (f) Installation of pipes will require inspection by the Association (subject to Association requirements for installation.)
- (g) Materials used for road repairs must meet association Requirements.
- (h) Permanent structures and / or fixtures shall not be constructed on roads, drainage ditches or "right of ways" without approval from the Association.
- (i) Damage from construction equipment travel or usage of the roads, drainage ditches or "right of ways" will require proper repairs to be done at time of damage.
- (j) Overnight parking of equipment on roadways is prohibited.
- (k) The property owner will assume all responsibility for damages to roads, drainage and "right of ways" done by them or their contractors.
- (l) At no time will a person or persons usage of these roads be allowed to endanger other members or guests.
- (m) The current property owner shall be responsible for pipe(s) functioning properly and will be responsible for damages to roads, drainage ditches and "right of ways" caused by improperly functioning pipes.

REVISION NOTES

- 09/2022: Annual dues raised from \$100 to \$200, with due dates per article 3, section 1.
- 05/2022: Amendment changes and added verbiage made from 01/2012 revision were voted and passed during SFSA minutes of 05/2022. This revision was submitted to the Merrimack County Registry of Deeds 08/2022. All other prior revisions are obsolete.
- 01/2012: This revision was updated from using the previous set of bylaws and submitted to the Merrimack County Registry of Deeds
- All other revisions are hard copies not submitted to the Merrimack County Registry of Deeds.