

**BY-LAWS
OF
COLONEL TUFTON BOROUGH ESTATES ASSOCIATION**

ARTICLE I

Definitions

Section 1. "Association" means the Colonel Tufton Borough Estates Association.

Section 2. "Articles" means the Articles of Association of Colonel Tufton Borough Estates Association.

Section 3. "Restrictions" means the Protective Restrictive Covenants of Colonel Tufton Borough Estates Association, recorded at Carroll County Registry of Deeds on September 23, 1971 at Plan Book 20, Page 52.

Section 4. "Building Lot" means any numbered lot shown on a "Subdivision Plan of Colonel Tufton Borough, N.H.", recorded at the Carroll County Registry of Deeds.

Section 5. "Common Property" means all land of Colonel Tufton Borough Estates Association, excluding lot interests.

Section 6. "Owner" means any person or entity owning a lot at Colonel Tufton Borough Estates Association, excluding, however, holders of a security interest in a lot.

ARTICLE II

Name, Principal Office and Purposes

The name, principal office and purposes of the Association shall all be as set forth in the Articles of Agreement as from time to time amended.

ARTICLE III

Membership, Voting Rights and Property Rights

Section 1. Membership. Every owner shall be a member of the Association. Members are required to pay annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner and becomes a lien upon the property against which such assessments are made as provided by the restrictions and herein. The membership rights of any owner may be suspended by the action of the Board of Directors of the Association during the period when the assessments remain unpaid. If the Board has adopted rules and regulations governing the use of the common

property, it may, in its discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

Section 2. Voting Rights. At any meeting of the Association, the record owners shall be entitled to cast one vote for each lot that they own. Any owner may attend and vote at such meeting in person or by proxy. All proxies must be in writing, signed by the lot owner and filed with the Secretary. The class of possible proxy holders is restricted to members, in good standing, of the Association and no member may vote more than one proxy. Where there is more than one record owner of the same lot, all such persons shall be members of the Association and any or all of such persons may attend any such meeting, but it shall be necessary for said persons to act unanimously in order to cast the vote to which they are entitled. Where only one of such persons attend any such meeting, he or she may vote for himself or herself and as agent for any absent owner of the lot without proxy designation. Where none of such persons attends such meeting, any designation of proxy must be signed by all such persons.

Section 3. Property Rights in the Recreational and Common Lands. Every owner shall have an easement of use and enjoyment, in common with others, in and to the common lands and roads, and such easement shall be appurtenant to and shall pass with the title to every lot, which easements shall be subject to the following:

- (a) Liens and encumbrances presently of record;
- (b) The rights of the Association, as provided in its Articles and By-Laws, to suspend the exercise of said easement by any owner for any period during which the assessment remains unpaid, and for any period not to exceed thirty (30) days for any infraction of its rules and regulations adopted pursuant thereto; and
- (c) The rights of other owners of lots located at Colonel Tufton Borough Estates Association, Inc., to similar easements.

Section 4. Covenant for Maintenance Assessments.

(a) Obligation for Assessments. Each owner of a lot by acceptance of a deed therefore, whether or not it shall be so expressed in any such deed, shall be deemed to covenant and agree to pay to the Association annual and special assessments to be fixed and collected from time to time as hereinafter provided. The annual and special assessments, together with such interest thereon and costs of collection thereof as hereinafter provided, shall be a charge and continuing lien upon the property against which each such assessment is made and shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due.

(b) Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the pleasure, recreation and social welfare of the residents of the property, including, without limitation, the

improvement, operation and maintenance of, and the payment of taxes and insurance on, the common property, and the acquisition of labor, equipment, materials, management and supervision of the common property.

(c) Annual Assessments. For each year beginning August 1st, and until further action by the Association, the annual assessment shall be \$1,000.00 per lot, subject to the provisions of subsection 4(e) hereinafter set forth,

(d) Special Assessments. In addition to the annual assessments authorized hereinabove, the Association may levy in any fiscal year a special assessment, applicable to that year only, for the purpose of defraying, in whole or in part, an operating loss or the cost of any construction or unexpected repair or replacement upon the common property, or for any other purpose related to the common property, provided that any such assessment shall have the assent of a majority of the votes of owners who are voting in person or by proxy at a meeting duly called for this purpose, or at an annual meeting, written notice of which shall have been sent to all owners at least ten (10) days in advance thereof and shall have set forth the proposal to make such a special assessment. A member who owns more than one lot shall pay a special assessment for each such lot.

(e) Change in Amount of Annual Assessments. The Association may change the amount of the assessments fixed hereinabove prospectively, provided that any such change shall have the assent of a majority of the votes of owners who are voting in person or by proxy, at a meeting duly called for this purpose, or at an annual meeting, written notice of either of which shall have been sent to all owners at least ten (10) days in advance thereof and shall have set forth the proposal to make such a change.

(f) Quorum for Any Action Authorized Under Subsections (d) and (e). The quorum required for any action authorized by subsections (d) and (e) hereof shall be the presence at the meeting of owners or of proxies, entitled to cast fifty percent (50%) of all the votes of the entire membership.

(g) Due Dates of Annual Assessments. The annual assessments shall become due and payable biannually on August 1st and February 1st, both due twenty-one (21) days thereafter. The due date of any special assessment shall be fixed in the resolution authorizing such assessment.

(h) Effect of Non-Payment of Assessments. All dues, assessments, and special assessments which are not paid within twenty-one (21) days from its due date shall bear interest at the rate of twelve percent (12%) per annum beginning with the due date, said interest rate to survive the filing of any action at law or in equity to collect all such amounts which are due and payable. The obligation to pay any delinquent dues, assessments, or special assessments shall remain the personal obligation of the owner of the property who incurred them and should title to the property pass to a new or different owner, the new owner shall be jointly

responsible for payment. The Association, acting through its Board of Directors, may bring an action against the owner personally obligated to pay the dues and assessments and/or may bring an action against the owner of the property which may include a request for an attachment on the property. The Association, acting through its Board of Directors, shall comply with the provisions of the New Hampshire Revised States Annotated in obtaining an attachment on the property which currently requires a court order prior to recording any such attachment. Regardless of whether an action is instituted for delinquent dues and assessments, the Association is entitled to recover its reasonable attorney's fees and costs of collection incurred in pursuing payment.

(i) Subordination of the Lien. The lien of the assessments provided for herein shall be subordinate to the lien of any first mortgage now or hereafter placed upon the properties.

Section 5. Rules and Regulations. The Board of Directors is authorized to adopt from time-to-time rules and regulations for the use and operation of the common property which shall be posted in a conspicuous place on the common property, and owners shall be required to conduct themselves, and to see that their lessees, renters and guests conduct themselves, in accordance with said rules and regulations.

ARTICLE IV

Board of Directors

Section 1. Number. The management and control of the affairs of the Association shall be vested in and exercised by a Board of Directors consisting of five (5) members. Directors shall be elected upon the organization of the Association by the incorporators, and thereafter by the members at each annual meeting of the Association.

Section 2. Term. Each Director shall hold office until the next annual meeting of the Association after their respective elections and until their successors are elected and qualified. In the case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors, by an affirmative vote of a majority thereof, shall, within thirty (30) days, elect a successor to hold office for the unexpired portion of the term and until a successor shall be elected.

Section 3. Qualification. Only members of the Association shall be eligible to serve as Directors except that where a corporation is a member, any officer and any stockholder of such corporate member shall be eligible to serve as Director. A person may succeed himself as Director.

Section 4. Meetings. Meetings of the Board of Directors shall be held at such places and at such times as the Board may by vote from time to time determine, and if so determined, no notice thereof need be given. Special meetings of the Board of Directors will be held at any time or place whenever called by the President, Treasurer, two or

more Directors, or the Clerk, upon written notice being sent to each Director at least five (5) days prior to the date of the meeting, or at any time without notice provided all the Directors are present and those not present have waived notice thereof. The Board of Directors may conduct both scheduled and special board meetings as hybrid meetings.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the same may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members present shall decide any questions brought before such meeting.

Section 6. Powers and Duties. The Board of Directors shall have the following powers and duties:

- (a) To call special meetings of the Association whenever it seems necessary, and it shall call a meeting at any time upon written request of one-fourth of the voting membership.
- (b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.
- (c) To establish, levy and assess, and collect the assessments or charges referred to in Article III.
- (d) To maintain, alter, repair and otherwise care for the common property.
- (e) To adopt and enforce rules and regulations governing the use of the common property and the personal conduct of the members and their guests thereon.
- (f) To cause to be kept a complete record of all its acts and the corporate affairs and to present a statement thereof to the members at the annual meeting of the Association.
- (g) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those specifically otherwise conferred by these By-Laws, the articles, the restrictions, or by law.

ARTICLE V

Officers

Section 1. Designation. The officers shall be a President, Vice President, Treasurer, and Secretary, and such other officers as the Board of Directors may from time to time

determine. The President, Vice President, and Treasurer shall be members of the Board of Directors. The Secretary need not be a member of the Board or a member of the Association.

Section 2. Election. The officers shall be chosen by the incorporators at the organization meetings of the Association, and thereafter by majority vote of the Directors after the annual meeting.

Section 3. Term. All officers shall hold office for a term of one year and until their successors are elected at the annual meeting of the Association.

Section 4. Vacancies. In case any office of the Association becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall, within thirty (30) days, elect a successor to serve until the next meeting, annual or special, of the members.

Section 5. President. The President shall preside at all meetings of the Board of Directors and of the Association and shall perform such other duties as may be required by the Board of Directors and the Association from time to time.

Section 6. Vice President. At the request of the President, or in the event of absence or ~~his~~ disability, the Vice President shall perform the duties and possess and exercise the powers of the President.

Section 7. Treasurer. The Treasurer shall have the custody of all of the funds, property and securities of the corporation. When necessary or proper, may endorse on behalf of the Association for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the members may designate. The Treasurer shall sign all receipts and vouchers, sign all checks of the Association, as well as promissory notes issued by the Association. The Treasurer shall enter regularly on the books of the Association full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Association and shall exhibit such books at all reasonable times to any member. The Treasurer shall, in general, perform all the duties incident to the office to include at the end of each calendar quarter a report to all Association members detailing all expenditures paid on the behalf of the Association.

Section 8. Secretary. The Secretary of the corporation shall be present at and record the proceedings of meetings of stockholders and perform all other duties commonly incident to the office. The Secretary shall be present and record the proceedings of the meetings of the Board of Directors and perform such other duties as the Board of Directors may, from time to time, designate.

Section 9. Authority. The Board of Directors may authorize any officer or officers, or any employee in conjunction with one or more officers, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument or to

sign checks, drafts or other orders for payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be confined to specific instances; and unless specifically authorized by the Board of Directors, no officer or Director, except the Treasurer, shall have the power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it financially liable for any purpose or in any amount. The Treasurer shall have the authority without such specific authorization.

Section 10. Funds. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Treasurer may select and for the purpose of such deposit the Treasurer and other officer and/or officers to whom such power is expressly delegated by the Board of Directors may endorse, sign and deliver checks, drafts and other orders for the payment of money to the order of the Association.

ARTICLE VI

Indemnification of Officers

Each Director and officer of the Association (and their respective heirs, executors and administrators) shall be indemnified by the corporation against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon him in connection with any action, suit, or proceeding to which he may be made a party or with which he shall be threatened, by reasons of his being, or having been, a Director or officer of the Association, except with respect to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct as such proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Association is advised by counsel that such Director or officer is not liable for willful misconduct as a Director or officer. The foregoing right of indemnification shall be in addition to any rights to which any Director or officer may otherwise be entitled.

ARTICLE VII

Meetings of Members

Section 1. Annual Meeting. The regular annual meeting of the members shall be held on the Saturday prior to Memorial Day in May of each year, at the hour of ten o'clock a.m., or at such other time (not more than ten (10) days before or after such date) as may be designated by written notice of the Board delivered to the members not less than ten (10) days prior to the revised date for said meeting. The annual meetings will be conducted as in-person meetings only.

Section 2. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, by the majority of the members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of

all of the votes of the entire membership. These special meetings will be conducted as hybrid meetings with both in-person and online attendance options.

Section 3. Notice of Meeting. Notice of special meetings shall be given to the members by the Secretary. Such notice shall be delivered to the members or shall be sent through the mail, postage thereon fully prepaid to the member's address appearing on the books of the Association, such delivery or mailing to occur at least ten (10) days prior to such special meeting and such notice to set forth in general the nature of the business to be transacted. No notice of the annual meeting shall be required unless the nature of the business to be transacted, under the terms hereof or of the restrictions, requires such notice.

At the option of the Board of Directors, any notices required for special or annual meetings may be sent by an electronic communication and shall be deemed delivered to the recipient member if an electronic receipt is obtained or if delivery confirmation is obtained by any other means.

Section 4. Quorum. Unless otherwise provided in these By-Laws, the articles, the restrictions, or by law, the presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifty percent (50%) of the votes of the entire membership shall constitute a quorum for any action.

Section 5. Voting. At all meetings of the Association, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary and signed by the lot owner. The class of possible proxy holders is restricted to members, in good standing, of the Association and no member may vote more than one proxy. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the lot owner or other interest in the property.

Amended through and including actions taken at the May 27, 2023 Annual Meeting of the Association.