

**BY-LAWS
OF
HEIDELBERG BEACH ASSOCIATION**

**I
Membership**

Any individual, or individuals who have contracted to acquire or through inheritance acquire a lease or other contract right to use and occupy any sub lot in Heidelberg Beach Subdivision for residence purposes, and who is/are elected by vote of not less than two-thirds of the whole Board of Trustees, shall thereupon become a member of the corporation. An orientation process for all new members will bring an understanding of the history, mission, rules and regulations of the Heidelberg Beach community and will set the tone for membership expectations and community involvement.

Any member who ceases to hold a lease or other contract right to use and occupy any sub lot in said Subdivision shall thereupon be disqualified for membership and his/her membership shall then terminate. Any member who defaults in the performance of any of the obligations imposed upon him/her by these By-Laws, by reasonable rules and regulations adopted by the members of the corporation for its government and the use of lands in said Subdivision, or of the lease of other contract under which such member occupies such land, or whose actions tend to injure the corporation or its members as such, may be expelled by a vote of not less than three-fourths of the members of the corporation at a meeting called and held for such purpose, but such member shall be notified of any such a proposed action and afforded any opportunity of appearing and being heard at such meeting.

**II
Trustees**

The Board of Trustees shall consist of twelve voting members and up to two non-voting members, as provided below, who shall be members of the corporation. Voting members shall serve for terms of three years each. Seven voting members shall constitute a Quorum.

All voting trustees can only be elected to two consecutive terms of three years each. After one year's absence, a former voting trustee would be eligible to serve for another two terms. Only one member from each cottage may serve on the board at a time. The President will have the power to appoint members, with the approval of the Board of Trustees, to fill any vacancies on the Board.

The persons performing the Treasurer and Real Estate duties may or may not be voting board members. Each of these positions will be appointed annually by the Board of Trustees. If these persons are not voting members of the Board of Trustees, they shall be appointed to the Board of Trustees as non-voting members. Both the persons serving the Real Estate and the Treasurer duties will be limited to nine consecutive years, unless an adequate replacement cannot be found.

The Trustees shall have general supervision over the business and affairs of the corporation, and such additional authority as may be vested in them by law, by the Articles and By-Laws, and by the members of the corporation.

There shall be an Executive Committee of the Board of Trustees, consisting of seven voting members. Usually, this will be the President, Vice President, Treasurer and Secretary along with three additional members of the Board elected by the Board. If the Treasurer is a non-voting member, then four additional members of the Board will be elected by the Board. Four members shall constitute a quorum. The Executive Committee shall have all of the authority of the Board of Trustees between meetings of the Board.

The Board of Trustees shall have the power to make assessments from time to time against the members to provide funds for the operation of the corporation; to provide reasonable reserves for future disbursements and expenses; to cover taxes and assessments allocable to various sub lots; to cover the cost of improvements made to or for the benefit of sub lots leased or contracted to members and to other lands of the corporation; to cover the cost of utility and other services furnished or made available to members. Such assessments may be made on such basis as the Board of Trustees shall deem equitable. Failure of a member to pay any assessment within the time specified by the Board of Trustees shall constitute a default of such member under provisions of Article I of the By-Laws.

III Officers

The officers of the corporation shall be a President, a Vice President, a Secretary a Treasurer, and a Real Estate Officer. The President, Vice President, and Secretary shall be elected by and from the Board of Trustees, and shall serve for a term of one year and until their successors are elected. The Treasurer and the Real Estate Officer will be appointed annually by the Board of Trustees as described above. Each officer shall perform those duties usually incident to the offices. The Treasurer may be required by the Board of Trustees to furnish bond.

IV Meetings

An annual meeting of the members shall be held on the third Saturday of July in each year, at 2:00 o'clock P.M. at Heidelberg Beach, or at such other time during the month of July or August in each year as the Board of Trustees may determine. At such meeting, Trustees shall be elected, officers and committees shall report, and such other business shall be transacted as may be brought before the meeting.

Special meetings of the members may be called at the direction of the Board of Trustees, the President or the Vice President, or persons holding twenty-five percent or more of the voting power of the members.

A meeting of the Board of Trustees shall be held immediately following the annual meeting of the members, and at such other times as the Board may determine.

Notice of the date, time, and place of all meetings of the members, including notice of the purpose of special meetings, shall be given to all members not less than 10 or more than 60 days before such meeting. Notice of the date, time, and place of all meetings of the Board of

Trustees, except the annual meeting, shall be given to all Trustees not less than 5 days before each meeting, unless waived.

Notice of meetings (Annual or Board) may be given electronically to those who are on the Association's email list. Written notice to those members that need it must be postmarked by the deadlines noted in the prior paragraph.

The Annual Meeting, or other special meetings of the full membership, must be held in person.

Board Meetings may be held in person, or by conference voice or video call.

V Voting

At all meetings of the members, each sub lot represents one vote (fractional lots have corresponding fractional votes). The single vote (or fractional vote) for each sub lot should be cast by joint agreement of those who have the right to occupy that sub lot, either under lease or other contract.

A quorum shall consist of a majority of sub lots being represented. (There are currently 98 sub lots. A majority—quorum—would therefore be 50 sub lots being represented.)

At all meetings of the members, to ensure anonymity and an accurate per lot vote, only printed ballots are allowed. Ballots can only be voted by the member or their proxy. If a motion is made during the meeting to take an official vote that was not planned for, a new meeting will be called so that new ballots can be printed for that vote.

VI Committees

All committees, except the Executive Committee, shall be appointed by the President, subject to the approval of the Board of Trustees.

VII Restrictions on Holdings

No member or combination of husband and wife as members may hold leases of contract rights to occupy more than five sub lots in said Subdivision.

VIII Trustee Indemnification

Each member of the Board of Trustees (and his or her heirs, executors, administrators and assigns) shall be indemnified by the members of the Heidelberg Beach Association against reasonable costs and expenses incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reasons of his or her being, or having been a Trustee of the Heidelberg Beach Association. Indemnification may not apply in relation to any actions in which a Trustee has been adjudged, by at least two-thirds of

the members of the Board of Trustees, as being liable because of negligence or misconduct, which shall be deemed to include willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of Trustee.

IX Changes to Association Documents

The By-Laws, General Rules and Regulations, and Building Rules and Regulations may be changed at any meeting of the members. The proposed changes to these Association documents must be communicated not less than 21 days ahead of the meeting. The proposed changes must pass by a two-thirds majority of the ballots cast to go into effect.

The communication of the proposed changes may be given electronically to those who are on the Association's email list. Written notice to those members that need it must be postmarked by the deadline noted in the prior paragraph.