

June 5, 2019

**SPALDING WEST SHORE ASSOCIATION
VISION; MISSION STATEMENT**

The Association's **vision** is to provide a safe and caring community for Members and their guests

- Foster mutual respect and harmonious social relationships within the Community
- Honor the history of the Community
- Be good stewards of the lakeshore environment
- Preserve the quality of life that cherished by all Members

To support the vision, it is the **mission** of the Association to:

- Provide direct democratic traditions of governance for the common good
- Encourage community volunteerism, both civic and social
- Promote strong communication among Association members
- Maintain and improve our community property
- Provide opportunities for shared enjoyment of our lakeside environment
- Encourage protection of our lakeside environment

SPALDING WEST SHORE ASSOCIATION BYLAWS

Recitals

A. The Spalding West Shore community (the "Community") was first established by Charles Spalding when he first leased out land in 1898; the first permanent camp structures were built between 1915 and 1920. Seasonal (summer) camps were erected on small lots, primarily used by day campers who lived in the greater Burlington area.

B. The Association was organized in the mid-1950's to represent the interests of the camp owners. In 1955, the Association acquired the lands comprising the Community from the Spalding estate and, in turn, conveyed lots to the then-camp owners, retaining in the name of the Association the internal roads in the Community as well as the water system and approximately 20 acres for common use.

C. The deeds from the Association to the camp owners include the following provisions:

There is hereby further conveyed a right -of- easement over designated rights-of-way for access or egress to the land extending from the high-water mark to the low-water mark, which is defined as the beach area.

The right to use the beach area for private bathing and boating, at the user's own risk, with other members of the grantor-association, providing however that no nuisance or offensive, noisy, or illegal behavior shall be done, or permitted upon the beach area.

The privacy of the camp owners of the beach area will be at all times respected.

Nothing but a single, private dwelling or residence, designed for occupancy by one family, shall be erected on any lot, nor shall said premises be used for other than residential purposes.

D. The Association was incorporated as a nonprofit corporation on June 23, 1989. As of the date hereof, there are 60 Lots. Each Owner of a Lot is a Member of the Association (but, regardless of the number of Members who own a Lot, the Lot has only one vote in the Association).

Terms and Provisions

Article I

APPLICABILITY; DEFINED TERMS

Section 1.01. Applicability.

These Bylaws provide for the governance of the Association, a Vermont nonprofit corporation.

Section 1.02. Compliance.

Every Member and all those entitled to occupy a Lot shall comply with these Bylaws.

Section 1.03. Definitions.

The following words and terms when used in these Bylaws (unless the context shall clearly indicate otherwise) shall have the following meanings:

Articles - the Articles of Incorporation of the Association, as amended from time to time

Association - the Spalding West Shore Association, Inc., a Vermont nonprofit corporation

Board of Trustees - the board of directors required by the Nonprofit Corporation Act and as described in Section 5.02

Community - the land and premises (a) conveyed to the Association pursuant to an administrator's deed, dated September 30, 1955, from Leon Latham, Administrator of the Estate of Charles E. Spalding, recorded in Volume 7, Page 197 of the Land Records of the Town of Colchester and (b) such other lands and premises as may be acquired from time to time by the Association

Executive Committee - a committee of the Board of Trustees as set forth in Section 5.03

Governing Documents - the Articles, these Bylaws and rules of the Association

Lot - a separate parcel of land in the Community on which there is a residence

Member - an Owner

Nonprofit Corporation Act - 11B V.S.A., as amended from time to time

Officer - as set forth in Section 5.04

Owner - the owner of a Lot

Roster - an alphabetical list of the names of each Member who is entitled to receive notice of Meetings which shall include the address of each Member entitled to vote and the number of votes that the Member is entitled to vote

Summer Assessment - the sum due from an Owner on account of the Owner's Lot, as based on the Association's annual budget

Trustee - a member of the Board of Trustees

Article II
NAME AND PURPOSES

Section 2.01. Name.

The name of the Association is the Spalding West Shore Association, Inc.

Spalding West Shore Association Bylaws

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Revision 1, Adopted July 4, 2019

Section 2.02. Use of Name.

No Member, committee or group of Members, other than those elected by the Members or appointed or authorized by the Board of Trustees or the Executive Committee, shall use in their name the name "Spalding West Shore Association, Inc." or any variant thereof, or the initials "SWSA" or any other names, words or phrases that would tend to or give the membership the impression that the Member, committee or group of members is speaking for or on behalf of the Association.

Section 2.03. Purposes.

The Association has the following purposes and objectives:

- (a) To promote the health and welfare of the residents in the Community;
- (b) to acquire, hold, manage, regulate, maintain and care for certain portions of the Community for the benefit of the Owners of the Lots in accordance with applicable law and the Governing Documents;
- (c) to set and collect Summer Assessments and other fees and charges as may be determined from time to time by the Board of Trustees;
- (d) to enforce the Governing Documents;
- (e) to provide voting rights concerning the administration of the Association affairs;
- (f) to represent the interests of the Owners as the Board of Trustees or the Executive Committee determines to be necessary before all federal, State or local agencies, boards and commissions involved with environmental, land use and other matters; and
- (g) any purpose which may be necessary to further the interest of the Association.

Article III**MEMBERSHIP AND COMMUNICATION****Section 3.01. Membership.**

(a) Each Owner shall be a Member of the Association. Membership shall be established by the recording in the Land Records of the Town of Colchester a deed evidencing record title of a Lot. Ownership of a Lot is the sole qualification for membership in the Association.

(b) If a Lot is owned by more than one person, all of them shall be Members of the Association but, for the purposes of the representation of the Lot or with regard to the affairs of the Association and the voting by the Members of the Association, that Lot shall be represented by and entitled to a single vote which shall be exercised and cast by an individual designated by those persons.

Section 3.02. Transfer of Membership.

The Association membership of each Owner shall be appurtenant to the Lot giving rise to the

membership, and shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon the transfer of title to the Lot and then only to the transferee of title to the Lot. An attempt to make a prohibited transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 3.03. Voting.

(a) Each Lot shall have one vote; a parcel on which there is no residence is not a Lot and shall not have a vote. A Member may vote at a Meeting in person or through a proxy. A proxy shall be filed with the Secretary of the Association prior to the commencement of the Meeting. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect, (i) unless revoked by the Member executing it before the vote cast pursuant to that proxy, by a writing delivered to the Association stating that the proxy is revoked, by delivery to the Association of a subsequent proxy executed by the Member, or by personal attendance and voting at the Meeting by the Member, or (ii) if written notice of the death or incapacity of the maker of the proxy is received by the Association before the vote pursuant to that proxy is counted. No proxy shall be valid after the expiration of the earlier of 11 months from the date of the proxy or such shorter term specified in the proxy.

Action by vote at a Meeting shall be evidenced by voice, show of hand, Australian ballot or other manifestation of intent as designated by the presiding officer.

(b) Except where a greater or smaller number is required or specified by these Bylaws or the Nonprofit Corporation Act, Owners of a majority of the Lots present in person or by proxy at a Meeting at which a quorum is present is required to adopt decisions at any Meeting of the Association.

Section 3.04. Communications.

The Board of Trustees shall establish a reasonable method for Members to communicate among themselves and with the Board of Trustees on matters concerning the Association and the Community.

Article IV

BUDGETS, APPROVALS AND ASSESSMENTS

Section 4.01. Budget; Summer Assessment.

(a) Prior to the commencement of each fiscal year, the Board of Trustees shall adopt a budget for the Association containing an estimate of

- (i) total revenues by source (for example, Summer Assessments, funds previously designated for reserves, insurance proceeds, contributions and other sources); and
- (ii) the total amount considered necessary to pay the cost of maintenance, management, operation, repair and replacement of the open and treed lands, roads and those parts of the Community as to which it is the responsibility of the Association to maintain, repair and replace, and the cost of wages, materials, insurance premiums, services, supplies and other expenses which will be required to be paid during the ensuing fiscal year for the administration, operation, maintenance and repair of the Community and the rendering to the Owners of all related services. The budget shall also include such reasonable amounts as the

Board of Trustees considers necessary to provide working capital, a general operating reserve and reserves for contingencies and replacements.

The budget shall constitute the basis for determining each Lot's assessment for the Summer Expenses of the Association.

(b) At each annual Meeting of the Association, the Members shall vote on the budget for Summer Expenses. Approval of the budget shall require approval of Lot Owners having a majority of the votes in the Association.

(c) Notwithstanding the foregoing, the Board of Trustees may, in its discretion, borrow in the name and on behalf of the Association, not more than \$1,000 in each fiscal year without prior approval from the Members. If borrowing in excess of \$1,000 is required, approval by the Members shall be required at the annual or a special Meeting.

Section 4.02. Special Assessment.

A special assessment shall require approval of Owners of Lots to which a majority of the votes in the Association are assigned at a Meeting of the Members.

Section 4.03. Arrearages.

A Member in arrears for the prior year's assessment shall be reported to the Executive Committee prior to the annual Meeting and may remain confidential.

Section 4.04. Expenses by Year-Around Occupants.

The Association shall not be responsible for snow plowing or other expenses incurred with respect to the Community on account of occupancy of Lots during the period between November 1 and March 31; Members who occupy their Lots during that period shall be, individually or collectively, solely responsible for the provision of services and the payment therefor.

Article V

TRUSTEES, EXECUTIVE COMMITTEE AND OFFICERS

Section 5.01. Business and Property.

The business affairs of the Association shall be managed by the Board of Trustees composed of 13 individuals, each of whom shall be an Owner; nine of the Trustees shall be "at large" Trustees and the other four shall be the President, the Vice President, the Secretary and the Treasurer. The immediate past-President shall be an *ex officio* member of the Board of Trustees. The Board of Trustees shall have all of the powers of the Association not delegated to the Owners by the Nonprofit Corporation Act.

Section 5.02. Board of Trustees.

A Trustee elected by the Members shall hold office for a term of three years and until his or her successor shall have been elected by the Association and qualified. A Trustee shall be limited to a maximum of two consecutive terms totaling six years. After an absence of one three-year term, a former Trustee may be reelected to the Board of Trustees.

The Board of Trustees shall establish and communicate a community safety code regarding land and water vehicle speeds, the use of the ball field/parking area and other matters affecting the Community or the Association; and shall review the code annually and make changes deemed necessary.

A vacancy on the Board of Trustees may be filled at any special or annual Meeting of the Members, and until it shall be so filled, the remaining Executive Committee and Trustees shall appoint an individual to fill the vacancy.

Section 5.03. Executive Committee of the Board.

(a) There shall be an Executive Committee. The members of the Executive Committee shall be the President, the Vice-President, the Secretary and the Treasurer, each of whom shall hold office for two years or until their successors are selected and qualified. The immediate past President of the Association shall be an *ex officio* member of the Executive Committee.

(b) The Executive Committee shall exercise the authority of the Board of Trustees except during meetings of the Board of Trustees.

(c) An individual may serve on the Executive Committee for no more than six consecutive years. An individual previously a member of the Executive Committee may be reelected after an absence of two years.

Section 5.04. Officers.

The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, each of whom shall be elected by the Members. The Board of Trustees may appoint an assistant treasurer, an assistant secretary and such other officers as in its judgment may be necessary.

In case of prolonged absence or permanent disability of an officer, the Board of Trustees may appoint an individual to perform the duties of the office. A Vacancy in an office may be filled by the Board of Trustees.

(a) *President.* The President shall:

- Preside at all meetings of the Members and the Board of Trustees
- Serve as chair of the Executive Committee
- Disclose to the Members at the time of execution and at the annual Meeting each contract, conveyance and other instrument made on behalf of the Association as has been authorized by the Members or these Bylaws Ensure that minutes, proposals, budgets and other documents required to be provided to the Members are timely delivered
- Ensure that the slate of proposed Executive Committee and Board of Trustee candidates are distributed with the agenda for the annual Meeting
- Arrange every three years for an audit of the Association's financial records kept by the Treasurer and distribute the audit report to the Executive Committee and the Board of Trustees upon completion

- Annually communicate with those residents of Marble Island Road with a deeded right-of-way over property of the Association.
- (b) *Vice President.* The Vice President shall:
- Exercise the powers and perform the duties of the President in his or her absence or during his or her inability to act
 - Be a signatory on record at all Association financial and banking institutions
 - Make or endorse checks for and on behalf of the Association in the absence or disability of the Treasurer at any time when it may be necessary
 - Have such powers and perform such duties as may from time to time be assigned to him or her by the President
- (c) *Secretary.* The Secretary or designated record keeper shall:
- Prepare (or cause to be prepared) the minutes of each annual or special meeting of the Association; and each regular or special meeting of the Board of Trustees and the Executive Committee
 - Distribute minutes by posting on the Association's website within 30 days following a Meeting of the Members, a meeting of the Board of Trustees and a meeting of the Executive Committee (except as set forth in Section 6.04)
 - Record all votes and proceedings of each meeting of the Members and the Board of Trustees and the Executive Committee
 - Deliver the notice for each Meeting as required by law or these Bylaws
 - Have the custody of the corporate records
 - Maintain the Roster and a record of the names of Member, the Member's place of residence, phone and email address if applicable
 - Provide (subject to the privacy requests of a member). open access of the Roster; and all records, and minutes, to the Members
 - Perform such other duties as may be required.
- (d) *Treasurer.* The Treasurer shall:
- Have care and custody of the funds, and financial books of the Association subject to the direction of the Board of Trustees
 - Have authority to endorse for deposit or collection all checks, drafts, notes and other evidence of indebtedness payable to the Association or its order
 - Arrange for the Vice President to be signatory on record at all Association financial and banking institutions
 - Sign checks drawn upon any bank account of the Association

- Keep accurate books of account which shall be the property of the Association, and keep a full and accurate account of all monies received and paid on account of the Association
- Collect all monies from time to time due and owed to the Association
- Keep and disburse the Association monies, pursuant to the contracts and obligations of the Association
- Have power to make, endorse, accept, for and in the name of and on behalf of the Association, all promissory notes, drafts and notes in the ordinary course of business
- Execute and deliver on behalf of the Association all instruments as may be ordered by the Executive Committee, Trustees or members
- Perform such other duties as the Executive Committee, Trustees or Members may require
- Render a statement of accounts whenever the Board of Trustees or Executive Committee require, and at least annually at the annual Meeting
- Perform all other necessary acts and duties in connection with the administration of the financial affairs of the Association, subject to the supervision of the Board of Trustees and Executive Committee

To the extent reasonably practical, the Association shall obtain fidelity insurance with respect to the responsibilities of the Treasurer.

Section 5.05. Execution of Documents, etc.

Except if authorized to be signed otherwise by these Bylaws or by the Board of Trustees or the Executive Committee, each deed, lease, transfer or contract in the name of the Association shall be signed by two individuals who are members of the Executive Committee.

Article VI
MEETINGS OF
MEMBERS, BOARD OF TRUSTEES, AND EXECUTIVE COMMITTEE

Section 6.01. Notice of Meeting.

(a) Notice of each annual, regular or special Meeting of the Members, Board of Trustees and Executive Committee shall be delivered to each Member by the Secretary not less than 10 days (for an annual Meeting) or three days (for a special Meeting) and not more than 60 days before the Meeting. The notice shall specify the place, date and time of the Meeting and shall include an agenda and describe those matters which action shall be considered at the Meeting. In the event of an emergency, the three-day period may be reduced.

(b) A notice shall be in writing and shall be deemed to have been duly given if delivered personally or if mailed (electronic if consented to by the Owner in the manner authorized, otherwise U.S. mail, postage prepaid) to the address which the Owner shall designate in writing and file with the Secretary or, if no such address is designated, at the address of the Lot of the Owner.

(c) If a Member, Trustee or member of the Executive Committee does not timely receive notice of a Meeting of the Members, the Board of Trustees or the Executive Committee, as appropriate, he or she may at any time, in writing, waive notice of the Meeting and the waiver shall be deemed equivalent to the giving of notice. Attendance by a Member, Trustee or member of the Executive Committee at a Meeting of the Members, Board of Trustees or Executive Committee shall constitute a waiver of notice by him or her of the time, place and purpose of the Meeting.

Section 6.02. Meetings of the Members.

(a) *Annual Meeting.*

The annual meeting of the Members of the Association shall:

- Be held on July 4th at a time and place designated by the Executive Committee
- Roberts Rules of Order will be followed
- Any exceptions or alterations must be subjected to the voice of the membership

At each annual Meeting, three "at large" Trustees shall be elected. Every other year the members of the Executive Committee shall be elected. The President shall, at least 14 days before the day of the election, appoint a Nominating Committee of three Members to select qualified candidates for election as Trustees or members of the Executive Committee.

At the Meeting, the presiding officer shall call for nominations of Trustees or members of the Executive Board, as appropriate, if any, from the floor; any individual so nominated to stand for election and who is willing to serve shall have his or her name added to the list of nominees for election.

Unless changed for good cause by the presiding officer, the order of business of an annual Meeting shall be:

1. Pledge of Allegiance
2. Remembrance of those Members who have passed
3. Introduction of new Members
4. Approval of minutes
5. Disclosure of contracts, conveyances and other instruments by the President that were authorized by the Members and report of activities of the Association Report from the Treasurer on the financial condition of the Association and the previous year's expenditures and current balances
6. Report by the Executive Committee regarding the auditor's report, whenever an audit of the Association's financial matters has been conducted
7. Reports of committees
8. Old Business
9. New Business
10. Discussion of projected revenues and expenditures and approval of the budget

11. The election of Trustees and members of the Executive Committee following the report of the Nominating Committee and any nominations from the floor

12. Unfinished business

13. Social or other type of announcements

14. Adjournment

(b) *Special Meetings.*

A special Meeting of the Members of the Association shall be called by the President, a majority of the members of the Executive Committee or a majority of the Trustees or by Owners of at least 10 percent of the Lots to be held on a date and time and at a place and time to be fixed by the Executive Committee.

(c) *Quorum.*

Except as otherwise provided in the Bylaws, the presence at the beginning of a Meeting of the Members of the Association in person or by proxy of Members of Lots to which 31 votes in the Association are assigned, including at least three members of the Executive Committee (one of whom shall be the President or the Vice President) shall constitute a quorum at the Meeting.

(d) *Action Without a Meeting.*

An action which may be taken at a special Meeting may be taken without a Meeting as follows:

- (i) a written ballot is delivered to each Member entitled to vote that provides an opportunity to specify approval or disapproval of each order of business proposed to be acted upon by the Members and a reasonable amount of time for the Member to return the ballot to the Association;
- (ii) the number of signed approvals required under these Bylaws for approval, each of which sets forth the action so taken, is received in writing;
- (iii) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a Meeting authorizing the action; and
- (iv) the number of approvals equals or exceeds the number of votes that would be required to approve at a Meeting at which the total votes cast was the same as the number of ballots cast.

A solicitation shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Trustees, shall state the percentage of approvals necessary to approve the action submitted. The solicitation must specify the time by which the ballot must be received in order to be counted and that a ballot received within the specified time will be cast in accordance with the choice(s) specified by the Member casting the ballot.

(e) *Exclusive Decisions by Owners.*

The Board of Trustees may not amend these Bylaws.

Section 6.03. Meetings of the Board of Trustees and Executive Committee**(a) Meetings.**

The Board of Trustees shall meet annually on the first Saturday in June at a time and place to be designated by the President or Executive Committee, and have other meetings as needed. The Executive Committee shall meet as needed on a date and at a time and place to be designated by the President or Executive Committee.

(b) Quorum

At each Meeting of the Board of Trustees, seven Trustees ((of whom three shall be members of the Executive Committee (one of whom shall be the President or Vice President))), shall constitute a quorum for the transaction of business and the votes of a majority of Trustees present at a Meeting at which a quorum is present shall constitute decisions of the Board of Trustees.

At each Meetings of the Executive Committee, three Trustees (one of whom shall be the President) shall constitute a quorum for the transaction of business, and the votes of a majority of the members present at a Meeting at which a quorum is present shall constitute the decision of the Executive Committee.

Section 6.04. Minutes of Meetings.

A copy of the written minutes of each Meeting of the Members shall be posted on the Association's website within 30 days after the adjournment of the Meeting, but a copy of the written minutes of the Meeting of the Board of Trustees which precedes the annual Meeting of the Members shall be posted on the Association's website within 14 days after the adjournment of the Meeting.

Article VII
LIABILITY

Section 7.01. Liability of the Board of Trustees, Executive Committee, Officers and Association.

(a) The Trustees and officers of the Association shall not be liable to the Association for a mistake of judgment, negligence of otherwise, except for their own individual willful misconduct or bad faith.

(b) The Association shall indemnify and hold harmless each Trustee and officer from and against all contractual liability to others arising out of contracts made by the Board of Trustees, the executive Committee or an officer on behalf of the Association unless the contract shall have been made in bad faith or contrary to the provisions of the Nonprofit Corporation Act, the Articles or these Bylaws.

Section 7.02. Liability of Owner.

If damage occurs or a loss is sustained in the Community on lands which the Association is obligated to maintain on account of the act or neglect of an Owner (or the Owner's guest), then the cost thereof shall be paid by the Owner.

Article VIII
MARBLE ISLAND ROAD RESIDENTS WITH SWSA ACCESS

Annually, the President will communicate with those residents of Marble Island Road with a deeded right-of-way over Association property.

Article IX
AMENDMENTS

Section 9.01 Generally.

These Bylaws may be revised and amended at a Meeting of the Members by vote of Owners of Lots present and voting having at least two-thirds of the votes in the Association, so long as notice of the revision or amendment in the Bylaws shall have been given to each Member at least seven days prior to the Meeting.

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SPALDING WEST SHORE ASSOCIATION, INC.**Certificate**

The undersigned certifies that he is the Secretary of Spalding West Shore Association, Inc. (the "Association"), a Vermont nonprofit corporation, and that, as such, he is authorized to execute this Certificate on behalf of the Association, and further certifies that the Bylaws attached hereto were duly adopted by vote of Owners of Lots having at least two-thirds of the votes in the Association of Lots who were present and voting at a meeting duly called and held on July 4, 2019.

WITNESS the seal of the Association and the signature of the undersigned this 12 day of January, 2020.

Marie Hayes
Secretary

Print Name: Marie Hayes

June 5, 2019

**SPALDING WEST SHORE ASSOCIATION
VISION; MISSION STATEMENT**

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- Foster mutual respect and harmonious social relationships within the Community
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- Maintain and improve our community property
- Provide opportunities for shared enjoyment of our lakeside environment
- Encourage protection of our lakeside environment