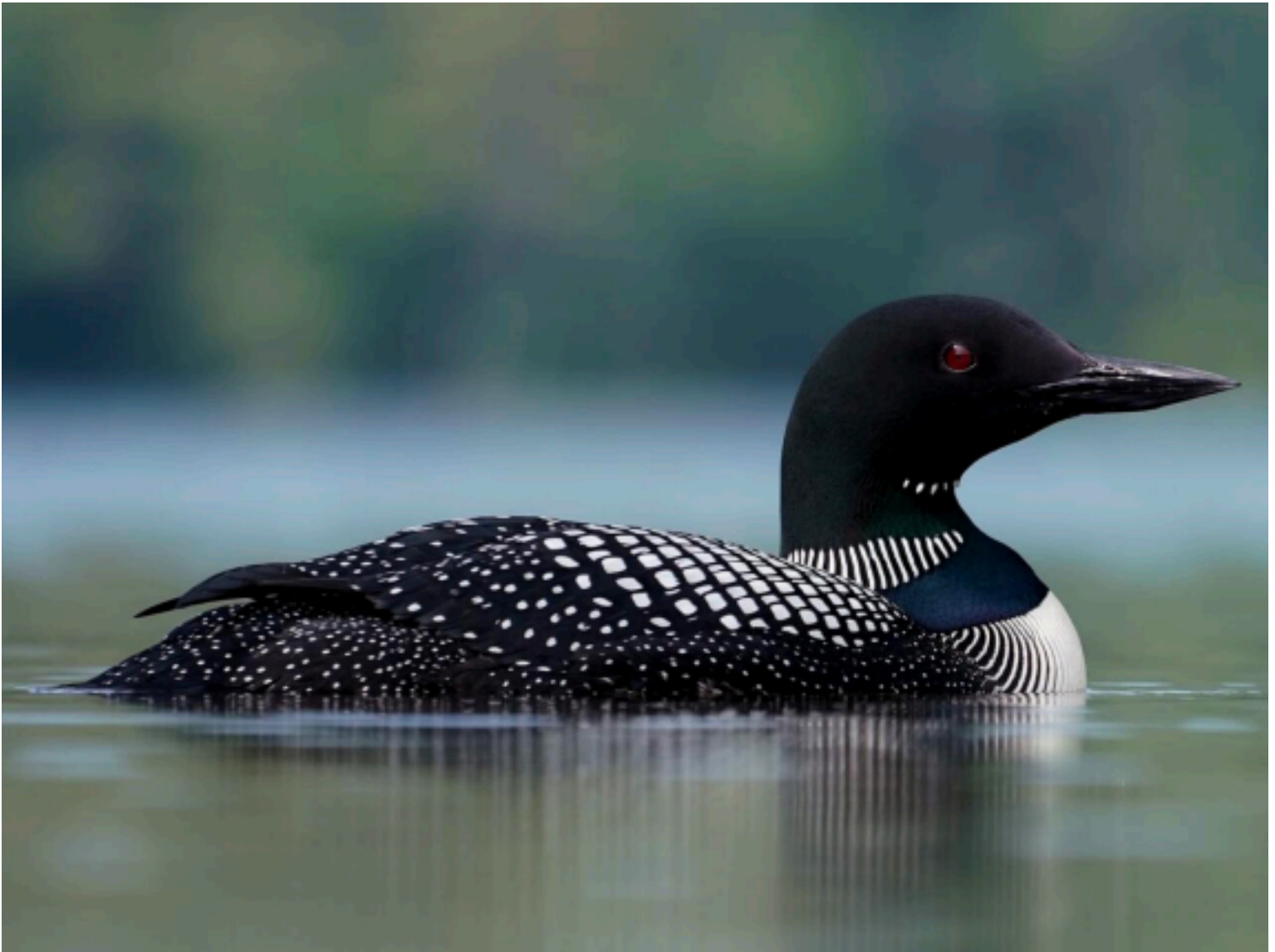


**By-Laws of
Sunrise Lake Lands Association
Middleton, NH**



ARTICLE I - NAME

This association shall be called the Sunrise Lake Lands Association.

ARTICLE II - PURPOSE

- To maintain and improve any properties it may acquire for the mutual benefit and use of all its members.
- To devise, formulate and publish rules and regulations governing the use of beaches, docks, roadways and any other properties it may acquire.
- To promote good will and understanding between its members and the residents of the Town of Middleton.

ARTICLE III - LOCATION OFFICES

The principal office of the association shall be located in the Town of Middleton, New Hampshire county of Strafford, The association may have such other offices, either within or outside of the State of New Hampshire, as the Board of Directors may determine or as the affairs of the association may require from time to time.

ARTICLE IV - MEMBERS

Section 1 - Eligibility for Membership

Individuals having title to realty at (Sunrise Lake Lands) and the husbands or wives of these individuals, and also their immediate family.

Section 2 - Application and Acceptance for Membership

Any individual meeting the requirements outlined in Section 1 and desirous of becoming a member of this association may do so by tendering annual dues and special assessments to the treasurer of the association.

Section 3 - Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4 - Termination of Membership

The Board of Directors, by affirmation vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in an Article of these by-laws.

Membership shall also be terminated for refusal to abide by these by-laws, and for failure to follow rules, agreed upon, on SLLA properties.

Section 5 - Resignation / Reinstatement

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6 - Renters

Renters who wish to become seasonal members of the association may apply for limited membership under the following conditions:

- Must apply before the spring meeting. Membership term is limited to 1 year from the date fees are received. Fees will be due upon acceptance into the association.
- Having their application accepted and reviewed by a counsel composed of the officers, be submitted by the counsel at the spring meeting for acceptance by 2/3's of the voting members present at that meeting.
- Criteria for accepting renters into the association, includes, but not limited to: Renting an eligible property within the boundaries of the Sunrise Lake Lands. Be in good standing with other members within the association.
- Renters have no voting rights. If a renter's membership is terminated, all fees and dues shall be forfeited.

ARTICLE V - MEETINGS

Section 1 - Meetings

There will be two meetings of the members held in Middleton, the Saturday before Memorial Day and the Saturday before Labor Day. The nomination election of officers and directors will be held at the Saturday before Labor Day meeting.

Section 2 - Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or not less than one-tenth of the members having voting rights.

Section 3 - Notice of Meetings

Written, printed or emailed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail or email to each member entitled to vote at such meeting. Not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute, or by these bylaws the purpose or purposes for which the meeting is called shall be stated in the notice if mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the association, with postage thereon prepaid.

Section 4 - Informal Action

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if there is consent in writing, setting forth the action so taken, shall be signed by seventy—five percent of the members entitled to vote with respect to the subject matter thereof. (Absentee votes will be honored). They must be received before the opening of the meeting on matters concerning the bylaws.

Section 5 - Quorum

Two-thirds (2/3) voting members present at the meeting shall constitute a quorum.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - General Powers

The affairs of the association shall be managed by its officers and the Board of Directors. They must be current voting members of the association.

Section 2 - Number, Tenure & Qualifications

The number of directors shall be five {5}. Each director shall hold office until his successor shall have been elected, two members to be elected annually to a two (2) year term and one (1) member to a one (1) year term.

Section 3 - Regular Meeting

A regular meeting of the officers and the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as the meeting of the members. They may provide by resolution the time and place, either within or without the state of New Hampshire for the holding of additional meetings of the Directors without other notice of such resolution.

Section 4 - Meeting

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within Middleton, NH as the place for holding any special meeting of the Board called by them.

Section 5 - Notice

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously there to by written notice delivered personally or sent by mail or by email to each Director at their address as shown by the records of the association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the association, with postage thereon prepaid, Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required

by law or by these bylaws.

Section 6 - Quorum

A majority of the officers and Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board is present at said meeting a majority of the Board present may adjourn the meeting from time to time without further notice.

Section 7 - Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8 - Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A Director elected for the unexpired term of their predecessor in office.

ARTICLE VII - OFFICERS

Section 1

The officers of the association shall be President, Vice President, Treasurer, and a Secretary and such other officers as may be elected in accordance with the provisions of this article.

Section 2 - Election and Term of Office

The President is elected for a term of two years. Other officers of the association shall be elected annually by the members qualified to vote at the August meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the members. Each officer shall hold office until their successor shall have been duly elected.

Section 3 - Removal

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed

Section 4 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 - President

The President shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs of the association. The President shall preside at all meetings of the members, and the Board of Directors. They may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of Directors or by these by-laws or by statute to some other officer or agent of the association; and in general the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6 - Vice President

In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President, any Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors

Section 7 - Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety of sureties as the Board of Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the association, receive and give receipts for money due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of an Article of these by—laws: and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors. The Treasurer will also have prepared an annual report so that any member may have access or gain copy to, if requested. The Board of Directors shall bond the Treasurer.

Section 8 - Secretary

The Secretary shall keep minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all the notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the association records, keep a register of the post office address, email address and phone numbers of each member which shall be furnished to the Secretary by such member, and in general perform all duties as from time to time may be assigned to them by the President or by the Board of Directors. The Secretary shall also mail and receive literature to members of the association.

Article VIII - Committees

Section 1 - Committees

The Board of Directors, by resolution adopted by a majority of the Board of Directors in office, may designate one or more committees, each of which shall consist of two or more members appointed by the President, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on them by law.

Section 2 - Term of Office

Each member of a committee shall continue as such until the next August meeting of the members of the association and until their successor is appointed, unless the committee shall be sooner terminated, or, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3 - Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 4 - Vacancies

vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5 - Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6 - Rules

Each committee may adopt rules for its own government not inconsistent by these by- laws or with rules adopted by the Board of Directors.

ARTICLE IX - CONTRACT, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts

The Board of Directors may authorize any officers, agent or agents of the association, in addition to the officers authorized by these by-laws, to enter into contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confirmed to specific instances.

Section 2 - Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the association.

Section 3 - Deposits

All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 - Gift

The Board of Directors may accept on behalf of the association, contributions, gifts, bequest, or device for the general purposes or for any special purpose of the association.

ARTICLE X - FISCAL YEAR

The fiscal year of the association shall begin on the first day of June and end on the last day of May in each year.

ARTICLE XI - DUES AND ASSESSMENTS

Section 1 - Annual Dues

The Board of Directors may determine from time to time the amount of the initiation fee, if any, and annual dues payable to the association by members.

Section 2 - Payment of Dues

Dues shall be payable in advance on the first day of June in each fiscal year.

Section 3 - Default and Termination of Membership

When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period of which such dues became payable, his membership may there upon be terminated by the Board of Directors in the manner provided in an Article of these by-laws.

Section 4 - Assessments

At the direction of the Officers and the Board of Directors, assessments shall be levied by the Treasurer against the members of the association in anticipation of or in payment of expenditures necessary to accomplish those projects undertaken by the members and approved by the affirmative vote of two thirds of the members present at any duly called meeting attended by a quorum of the members authorized to vote. If a loan is procured for work to be done, the time limit shall be of no more than three years the amount limit to be voted on by two-thirds of the voting members.

ARTICLE XII - AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new by-laws may be adopted by a majority. Of the members present at any regular meeting, or at any special meeting if at least sixty days written notice is given of intention to alter, amend, or repeal, or to adopt new by-laws at such meeting.

ARTICLE XIII - DISSOLUTION OF ASSOCIATION

Upon dissolution of the association, remaining assets shall be distributed to the local government for a public purpose.