Commission to Study the Need to Codify or Recodify Laws Regarding Residential Community Ownership Associations by Adopting the Uniform Common Interest Ownership Act
Resolve 2025, chapter 167
Thursday, Nov. 12, 2026 at 10 a.m.
Room 206 (HED Committee Room)
Burton M. Cross State Office Building, Augusta, ME

Agenda: Meeting #4

10:00 am — **Welcome**
Chairs, Senator Chip Curry & Representative Marc Malon

10:05 a.m. — **Review of Commission's duties/report discussion**
Resolve 2025, ch. 167
Lynne Westphal and Steve Langlin, Legislative Analyst, Office of Policy and Legal Analysts

Discussion of possible recommendations
Commission members

12:00 p.m. — **Lunch**

1:00 p.m. — **Continued discussion of possible recommendations**
Commission members

4:00 pm — **Adjourn**

Next meeting: 10 a.m. Thursday, Nov. 18 (in person)

The meeting will be livestreamed either on the Legislature's webpage or on YouTube:

- https://legislature.maine.gov/Audio/#206
- https://www.youtube.com/mainestatelegislature

COMMISSION MEMBERS COMMENTS ON UCIOA
for 11.12.26 discussion of possible recommendations

Article 1, General Provisions

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
1-103	***Definitions***	
	The MCA states that the definitions apply to the act and also to the declaration and bylaws of a CIC. The UCIOA omits this language. May result in ambiguity in declarations and bylaws that use terms that are not defined in the declaration or bylaws.	Keep the language from the MCA
	Neither the MCA nor the UCIOA defines "good faith" which is a term used in the statute in §1-113	"good faith" only defined twice in MRS*
1-105(a)	***Separate Titles and Taxation: Cooperatives***	
	This section states that a unit owner's interest in a unit in a cooperative is personal property unless otherwise stated in the declaration; it is governed by Article 9 of the Uniform Commercial Code. The UCC does not have the same level of protection for owners as under real estate law (i.e. sale of unit for unpaid debt with only 10-day notice and reduced judicial oversight of process). Also, Title 13, ch. 85 currently governs co-ops	If the Act covers co-ops, this is a significant issue that needs further investigation and discussion
1-106	***Applicability of Local Ordinances, Regulations and Building Codes***	
	The MCA includes language referencing "home rule." The UCIOA does not include similar language, likely because many states do not have home rule.	Retain reference to home rule
1-108	***Supplemental General Principles of Law Applicable***	
	The sentence from the MCA is not included in the UCIOA; member (JC) comments that it is unnecessary as it refers old law	Not needed
1-111	***Severability***	
	This section is unnecessary because Maine has a general severability statute in Title 1, §71(8)	Not needed
MCA §1-115	***Legal Investments***	
	This section is not in the UCIOA; member (JC) comments that this is not needed as this type of financing no longer occurs	Not needed
1-115	***Adjustments to Dollar Amounts***	
	very wordy provision; some discussion about whether an automatic increase should be included	Leave automatic increase; Consider rewriting provision for brevity*

COMMISSION MEMBERS COMMENTS ON UCIOA
for 11.12.26 discussion of possible recommendations

Article 1, General Provisions

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
1-117	***Mandatory and Default Rules*** Seems to say you can change everything (sub-§; a) except you can't change anything (sub-§b)	Leave as is unless specific provisions in sub-§b are objectionable
1-203	***Exceptions for Small and Limited Expense Liability Planned Communities*** This will exempt a significant number of planned communities in the state	Consider amending to narrow exclusion
1-210	***Other Exempt Covenants*** Does this impact road associations? Some road associations are set up as HOA; there is also a law on road associations in Title 23, chapter 305, subchapter 2	Consider further how road associations should be addressed, if at all

Article 2, Creation, Alteration and Termination of Common Interest Communities

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
2-105	***Contents of Declaration***	
	Sub-§a – addition of "most contain" addresses significant SJC decision that current law does not require developers to specify a time frame for development in the declaration therefore using UCIOA language would change requirement on developers; flexibility for developers verses protection/certainty for unit owners	Further discussion needed If flexibility is desired, which ¶ needs to be amended.
2-108(b)	***Limited Common Elements***	
	MCA only allows allocation of a common element to limited common element by amendment to the declaration); UCIOA allows for allocation, with notice, opportunity to object and 67% vote (not by units allocated to declarant); concern that this will be abused; alternatives suggested: keep at 67% but add quorum requirement; exclude votes of declarant;	Further discussion needed
2-112	***Relocation of Unit Boundaries***	
	New subsections (b) and (c) add language about relocation of one unit boundary by amendment with 67% vote of units not owned by declarant w/o quorum requirement (as opposed to (a) which applies to relocation of boundary between 2 adjoining units; member (SS) stated current law requires unanimous consent; alternatives suggested: keep 67% and no declarant but add quorum requirement	Further discussion needed
2-114	***Building Encroachments***	
	MCA is Alternative A in the UCIOA	Alternative A
2-117	***Amendment of Declaration***	
	sub-§d – certain amendments need unanimous consent; Comment (RS) on sub-§d (which is largely unchanged) that 100% vote is required for a change in allocated interest which does not give much leeway for developers who set allocated interest; proposed to lower to 80%	Further discussion needed
	sub-§f - may provide for control of short-term rentals however court cases hold that this is a use restriction which can not be applied retroactively;	Further discussion needed
	Sub-§f - another concern is the last sentence which seems to suggest a new use restriction may not be applied to prevent the continuation of an action that was allowed in the past but not allowed by an amendment	Further discussion needed

Article 2, Creation, Alteration and Termination of Common Interest Communities

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
2-118	***Termination of Common Interest Community***	
	Potential conflicts with Maine Nonprofit Corporation Act* See also §3-103(b)(3) below	Further discussion needed
2-119	***Rights of Secured Lenders***	
	Deletes provisions from MCA (sub-§§b, c & d) that give certain rights to mortgage holders; Comment (JC) this type of mortgage holder not used for many years and loans typically sold as an invested	Not needed
2-121	***Merger or Consolidation of Common Interest Community***	
	Deleted sub-§d. Comment (SS & JC) language not needed because Title 13-B will apply unless expressly excluded; Comment (AC) likes this provision	Not needed
2-123	***Master Planned Communities***	
	Reduces requirements on very large developments (500+ units + 500+ acres). Is this too big for Maine? Comment (RS) that most large communities in Maine are set up as HOAs and not master planned communities; large communities often built in stages	Need to decide what # is appropriate and rational for the # recommended

COMMISSION MEMBERS COMMENTS ON UCIOA
for 11.12.26 discussion of possible recommendations

Article 3, Management of the Common Interest Community

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
3-102	***Powers and Duties of Unit Owners' Association***	
	Sub-§a, ¶19, sub-¶c – comment (RS), this provision prevents an association from prohibiting a unit owner who fails to pay assessment from serving on the board	Delete sub-§19, ¶c
3-103	***Executive Board Members and Officers***	
	Sub-§b, ¶1 - discussion on appropriateness on ability to amend by-laws – what are the protections for unit owners?	Further discussion needed
	Sub-§b, ¶3 - questions raised why it is necessary to limit executive boards ability to amend bylaws; also does this conflict with a provisions in the Nonprofit Corp Act; see also §2-118 above	See discussion for §2-118 above*
	Sub-§f - discussion of requirement there be at least 3 board members; many condos are 2 units; but if only 2 members, what happens in a tie vote	Amend sub-§f to allow 2 members if 2-unit condo (but what about tie vote)
3-104	***Special Declarant Rights***	
	Comment that language does not require transferee accept the transfer – concerning because transferee may be liable	Does definition of "involuntary transfer" eliminate these concerns?
	Question (TE) does involuntary transfer to municipalities result in liability transfer	
3-105	***Termination of Contracts and Leases***	
	Discussion on whether the 2 year time frame was appropriate; it tracks with board terms	
3-108	***Meetings***	
	Discussion that board may go into an executive sessions without notice this will occur; language requires votes occur in public and not in executive session	
3-109	***Quorum***	
	Discussion whether "persons entitle to cast 20% of the votes" is too low a standard to start a meeting; often very low attendance at meetings	Further discussion needed
	comment (JC) that Nonprofit Corp Act states that if a mtg does not have a quorum, the people or chair may adjourn and restart the meeting within 30 days (without new notice requirement)	
3-110	***Voting; Proxies; Ballots***	

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Article 3, Management of the Common Interest Community

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
	Sub-§i - Discussion (SS) that this subsection states that if a unit has one vote but more than 1 owner, and more than 1 owner votes, then no votes count.	Allow multiple owners to vote in 1 vote unit and accept majority vote (if there is one)*
3-115	***Assessments***	
	sub-§3, ¶1, allows an assessment against unit owner for damage or loss to common elements from willful misconduct of "guest or invitee"; does this clearly include tenants or lessees?	Add "tenant" or "lessee" or both
MCA 3-115-A	***Options Escrow of Assessments***	
	Deleted provision on optional escrow of 6 mons of assessments; added by PL 2009, ch. 332 (LD 961)	Further discussion needed
3-116	***Lien for Sums Due Association; Enforcement***	
	sub-§b creates "super lien" for overdue assessments / fines;	
	sub-§c allows gives super lien for 6 mons of unpaid assessments / year and attorney's fees or costs; secondary mortgage market allows for super lien for 6 mons (not multiple years) and does not allow for attorney's fees or costs	Limit lien to 6 mons total, not 6 mons / year; removed recovery of attorney fees + costs
	sub-§f reduces lien for unpaid assessment from 6 years (MCA) to 3 years	Keep at 6 yrs.
	sub-§j – eviction process for unpaid assessments (at least 3 mons); UCIOA comments state this was originally for co-ops only	Clarify this is for co-ops only? Or if co-ops not part of law, remove
	sub-§k, ¶3 – foreclosure on co-op is governed by UCC, Art 9 which is much shorter	Clarify that co-op foreclosure under this act is governed by real estate law; or if co-ops aren't part of the law, remove
3-118	***Association Records***	
	Sub-§b, ¶2 - shortens time to view and copy records from 10 days to 5 days	Keep at 10 days
3-120	***Rules***	
	sub-§a, ¶2 – does not clearly require board to consider owners' comments or give notice to owners of right to comment	Add comment period and include in notice
	How are owners able to override board action of rules? Able to call a special meeting but no specific language on right to override	Allow owners to repeal with super majority vote

Article 3, Management of the Common Interest Community

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
	sub-§d – flags and candidate / referendum signs; MCA amended 6 years ago after much negotiation	- Allow CIC to decide; - Keep flags per federal law; - Use current MCA language - Something in-between
3-121	***Notice to Unit Owners*** Notice provisions is flexible;	- Established course of dealing, then email is acceptable - Leave as is - Alternative language*
3-122	***Removal of Officers and Directors*** Nonprofit Corporation Act has provisions on removal of directors (Title 13-B, §704) and officers (§711) Directors "with or without" cause by 2/3 vote of "members entitled to vote;" Officers – by board "whenever in their judgment the best interests of the corporation will be served" by "persons authorized to elect or appoint"*	- require 2/3 vote of (all or present) - reason needed to remove?
3-123	***Adoption of Budgets; Special Assessments*** Same vote requirement as MCA (majority of all unit owners vote to reject, whether or not a quorum is present)	No further action?
3-125	***Emergency Powers*** sub-§f – power to make special assessment (2/3 vote of board) vs. MCA §1603-103(g) which limits emergency special assessment to 2 mons of common charges	Limit emergency special assessment to 2 mons of common charges

Article 4, Protection of Purchasers

UCIOA Sec #	*Member Comments*	*Recommendations Mentioned*
4-103	***Public Offering Statement: General Provisions*** See notes on §4-108 below	 Amend if changes to §4-108
4-108	***Purchaser's Right to Cancel*** sub-§a - POS must be provided "before conveyance and not later than date of any contract of sale" - Purchaser may cancel before conveyance if no POS more than 15 days before execution sub-§c – penalty for failure to provide POS if property conveyed	- - Delete penalty; or reduce amount (e.g. $1,000 or actual damages + attorney's fee / costs)
4-112	***Conversion Buildings*** Should deleted MCA sub-§f be retained or amended?	 Further discussion needed
4-118 or 4-119	***Labeling or Promotional Materials*** ***Declarant's Obligation to Complete and Restore*** Common phrase in MLS is "similar to built" for homes built like model	 Add "similar to built"
4-120	In CICs with residential and nonresidential, this requirement conflicts with existing law Also, UCIOA comment on state purpose of section is not reflected in language of section (seller doesn't get $$ until buyer gets possession)	- incorporate UCIOA comment into recommendations

Article 5, Applicability and Transition

Options discussed

Act applies to:

- all new CICs created after a specific date (effective date or some future date);
- all CICs regardless of when created;
- all new CICs as of effective date + pre-existing as of some date in the future (inclusion date);
- all new as of effective date + allow pre-existing that vote to become subject to Act (by date certain?)
    - with certain provisions of Act applying to pre-existing who do not vote to be subject

Notes:

UCIOA applies the following sections to pre-existing CICs that do not vote to become subject to Act:

(1) Section 1-105 (separate title and taxation);

(2) Section 1-106 (applicability of local ordinances, regulations and building codes);

(3) Section 1-107 (eminent domain);

(4) Section 1-206 (amendments to governing instruments);

(5) Section 2-102 (unit boundaries);

(6) Section 2-103 (construction and validity of declaration and bylaws);

(7) Section 2-104 (description of units);

(8) Section 2-117(h) (amendment to declaration creating special declarant rights) and (i) (amendment to declaration and consent of holder of security interest);

(9) Section 2-121 (merger or consolidation of CICs);

(10) Section 2-124 (termination following catastrophe);

(11) Section 3-102(a)(1) through (6) and (11) through (16) (powers of an association);

(12) Section 3-103 (executive board members and officers);

(13) Section 3-111 (tort and contract liability; tolling of statute of limitations);

(14) Section 3-116 (liens for sums due; enforcement);

(15) Section 3-118 (association records);

(16) Section 3-124 (litigation involving declarant);

17) Section 4-109 (resale of units);

(18) Section 4-117 (effect of violations on rights of action; attorney's fees); and

(19) Section 1-103 (definitions) to the extent necessary to construe the sections listed in paragraphs (1) through (18).

More General Comments
exclude cooperatives in the Act*
votes "allocated to units" vs. vote "of unit owners" If voting power attaches to unit, language says "allocated to units; If voting power attaches to owners, language says "vote of unit owners"

* additional materials on this item are attached

§6113. Mortgage servicer duty of good faith

1. Definitions. As used in this section, unless the context otherwise indicates, the following terms have the following meanings.

A. "Good faith" means honesty in fact and the observance of reasonable commercial standards of fair dealing. [PL 2019, c. 363, §1 (NEW).]

B. [PL 2021, c. 203, §1 (RP).]

B-1. Except as provided in subsection 5, "mortgage servicer" means a person responsible for servicing an obligation, including a person that holds or owns an obligation or originates a mortgage loan if the person also services the obligation. [PL 2021, c. 203, §1 (NEW).]

C. "Obligation" means a debt or other duty or liability of an obligor secured by a mortgage of the type described in section 6111, subsection 1 and includes a mortgage deed even if the debt secured by the mortgage deed has been discharged in bankruptcy. [PL 2021, c. 203, §1 (AMD).]

D. "Obligor" means a person that:

(1) Owes payment or performance of an obligation;

(2) Has provided property other than the mortgaged property to secure payment of the obligation;

(3) Has granted a mortgage interest with respect to the mortgaged property; or

(4) Is otherwise accountable in whole or in part for payment of the obligation. [PL 2019, c. 363, §1 (NEW).]

E. [PL 2021, c. 203, §1 (RP).]

F. "Servicing" means any one or more of the following:

(1) Receiving a periodic payment from an obligor under the terms of an obligation, including an amount received for an escrow account;

(2) Making or advancing payments to the owner of an obligation on account of an amount due from the obligor under a mortgage servicing loan document or a servicing contract;

(3) Making a payment to the obligor under a home equity conversion mortgage or reverse mortgage;

(4) Evaluating the obligor for loss mitigation or communicating with the obligor with respect to loss mitigation;

(5) Collecting funds from a homeowner for deposit into an escrow account and making payments out of an escrow account; and

(6) Taking any other action with respect to an obligation that affects the obligor's payment or performance of the obligation or that relates to the enforcement of the rights of the loan owner arising under the obligation. [PL 2021, c. 203, §1 (AMD).]

[PL 2021, c. 203, §1 (AMD).]

2. Duty of good faith. A mortgage servicer shall act in good faith toward an obligor in the servicing of an obligation secured by a mortgage and in any foreclosure action relating to such an obligation.

[PL 2019, c. 363, §1 (NEW).]

3. Effect of violation during foreclosure. If during a foreclosure action a mortgage servicer controlling or managing the action on its own behalf or on behalf of the owner of the obligation subject to foreclosure is shown to have committed a violation of its duty of good faith under subsection 2, the

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State of Maine Judicial Branch



COURT ALERTS IN EFFECT. See Active Alerts

Legal Glossary

This simplified glossary is provided for informational purposes only. It contains abbreviated definitions of common legal terms that you may encounter in a court case or legal dispute. The information does not constitute legal advice and may not be relied upon for reliability or accuracy.

A

Abuse: In a protection from abuse case, attempting to cause or causing physical injury or offensive contact, including sexual assault; attempting to place, or placing, another in fear of bodily injury through threatening, harassing or tormenting behavior; compelling a person by force, threat of force or intimidation to do something that the person has a right or privilege to abstain from doing; knowingly restricting substantially the movements of another person without that person's consent; communicating to a person a threat to commit, or to cause to be committed, a crime of violence dangerous to human life; repeatedly, and without reasonable cause, following the plaintiff or being at or in the vicinity of the plaintiff's home, school, business, or work; knowingly, and with the intent to harass, torment or threaten, disseminating a private, sexually explicit image of the plaintiff or another person without consent; or engaging in sex trafficking or aggravated sex trafficking.

Adult: An individual who is eighteen (18) years of age or older, or an emancipated minor.

Affidavit: A written statement made voluntarily and signed under oath by the person making the statement. The oath must state the affiant (the individual signing) affirms, under penalty of perjury, that the facts contained in the affidavit are true.

Aggravated sex trafficking: Compelling an individual to enter into, engage in, or remain in prostitution through force, threat of force, coercion, or fraud; promoting prostitution of an individual under the age of 18; or promoting prostitution of an individual who suffers from a mental disability, as further defined in Title 17-A of the Maine Revised Statutes, Section 852.

Allegation(s): Statements or claims made in a complaint and other court documents, not yet proven.

Answer: Generally, a response to an initial filing in a court case. In some types of cases, a written answer is not required. The summons served on the defendant with the initial filing indicates whether a written answer is required and when it is due.

Appeal: A written request to another (appellate) court to review, change or reverse a decision of a trial court.

Appellate court: A court, which reviews trial court cases on questions of law.

Assignee: The person to whom a property right is transferred.

Frivolous: A finding by a judge that the allegations in the complaint or other documents lack any basis in fact and were intended to harass, embarrass or delay.

G

Good faith: Honest intent to fulfill a promise, or to act without taking unfair advantage of another person.

Grand jury: A jury that reviews evidence submitted by the prosecutor and determines whether a person should be charged with a crime.

Guardian: An individual who has the legal authority and duty to care for the interests of another. A parent is usually a guardian of his or her child or children. A guardian can also be an individual who is legally appointed on behalf of a child or incapacitated person.

H

Harassment: Under the protection laws, three (3) or more acts of intimidation, confrontation, actual or threatened physical force by the defendant, made with the intention of causing fear, intimidation or damage to personal property, and which do in fact cause fear, intimidation or damage to personal property; or a single act or course of conduct constituting a serious criminal act; or violating or interfering with the plaintiff's constitutional or civil rights.

Hardship letter: In a foreclosure or mortgage loan context, a letter from a homeowner-borrower explaining what happened to cause the default and whether the homeowner has the ability to pay currently.

Hearing: A court proceeding before a judge similar to a trial.

I

Impaneled: A jury, which has been chosen and sworn in a particular case.

Incapacitated person: An adult who is impaired by reason of mental illness, mental deficiency, physical illness or disability to the extent that he or she lacks sufficient understanding or capacity to make or communicate responsible decisions concerning themselves, or to the extent that he or she cannot effectively manage his or her own property.

Indictment: The formal charge by a grand jury against an individual or entity.

Indirect contact: Any effort by the defendant to contact the plaintiff through other people, including having others give the plaintiff letters or images, or forward emails, texts, or social media messages to the plaintiff.

Individual(s): A natural person; a human being as distinguished from an entity.

Information: The formal charge filed by the prosecutor when a defendant has waived the right to have the defendant's case submitted to the grand jury.

Interest: The cost of borrowing money, calculated as a percentage of the principal that has to be paid in addition to the principal itself.

SUGGESTED ALTERNATIVE TEXT – Stephen Sepinuck

Section 1-115, Adjustment of Dollar Amounts

(a) In this section, "index" means the Consumer Price Index for All Urban Consumers (Current Series), reported by the United States Department of Labor, Bureau of Labor Statistics, or its successor or, if discontinued, an equivalent index reported by a federal authority. If no such index is reported, the term means the substitute index chosen by [insert appropriate state agency]

(b) On March 1, [2030], and on each third anniversary thereafter, the dollar amount specified in Section 1-203 will automatically increase or decrease to the then existing dollar amount times the percentage change in the index for the immediately preceding three calendar years, rounded to the nearest hundred dollars.

(c) Before February 1, [2030], and before February 1 of each succeeding three-year period, the [insert appropriate state agency] shall publish the adjusted dollar amount.

§1101. Voluntary dissolution

1. Manner of dissolution. A corporation may dissolve and wind up its activities in the following manner.

A. If there are members entitled to vote thereon, the board of directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice, stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this Act for the giving of notice of meetings of members. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. [PL 1977, c. 525, §13 (NEW).]

B. If there are no members, or no members entitled to vote thereon, the dissolution of the corporation shall be authorized at a meeting of the board of directors upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office. [PL 1977, c. 525, §13 (NEW).]

C. If all the members entitled to vote by the articles of incorporation authorize the dissolution of the corporation by written consent, upon the execution of such written consent, a statement of intent to dissolve shall be executed and delivered for filing, as provided by sections 104 and 106 and shall set forth the name of the corporation, the names and respective addresses of its officers and directors, a copy of the written consent signed by all the members of the corporation, and a statement that such written consent has been signed by all members of the corporation entitled to vote. Voluntary dissolution pursuant to this section does not require any vote or action of the directors. [PL 1977, c. 525, §13 (NEW).]

[PL 1977, c. 525, §13 (NEW).]

2. Cessation of activities; notice. Upon the adoption of such resolution by the members, or by the board of directors if there are no members, or no members entitled to vote thereon, the corporation shall cease to conduct its activities except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the corporation, and shall proceed to collect its assets and apply and distribute them as provided in this Act. [PL 1977, c. 525, §13 (NEW).]

3. Provision for prescribing dissolution. The articles of incorporation of any corporation may contain a provision prescribing for approval of any resolution to dissolve the corporation a vote greater than, but in no event less than, that prescribed by subsection 1.
[PL 1977, c. 525, §13 (NEW).]

4. Statement of intent. Upon the adoption of such resolution, a statement of intent to dissolve shall be executed and delivered for filing, as provided by sections 104 and 106, and shall set forth:

(1) The name of the corporation;

(2) The names and respective addresses of its officers and directors;

(3) A copy of the resolution adopted by the members or directors authorizing the dissolution of the corporation;

(4) The number of members entitled to vote; and

(5) The number of members voted for and against the resolution, respectively.

[PL 1977, c. 525, §13 (NEW).]

5. Cessation of activities. Upon the filing by the Secretary of State of a statement of intent to dissolve, the corporation shall cease to carry on its activities, except insofar as may be necessary or appropriate for the winding up thereof, but its corporate existence shall continue until the filing date of the articles of dissolution, or until a decree dissolving the corporation has been entered by a court of competent jurisdiction.

[PL 1977, c. 525, §13 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW).

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§601. Bylaws

The initial bylaws of a corporation shall be adopted by its incorporators or its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the activities of a corporation not inconsistent with law or the articles of incorporation. [PL 1979, c. 127, §100 (AMD).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §100 (AMD).

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SECTION 3-110. VOTING; PROXIES; BALLOTS.

* * *

(i) If a unit is owned by more than one person and:

(1) only one owner casts a vote, that vote must be counted as casting all votes allocated to the unit by the declaration; ~~and~~

(2) more than one owner casts a vote for the unit and all the votes are the same, the votes must be counted as casting the votes allocated to the unit by the declaration; and

(3) more than one owner casts a vote for the unit and the owners cast votes that differ, no vote from any owner of the unit may be counted unless the declaration provides a manner for allocating votes cast by multiple owners of a unit.

SUGGESTED ALTERNATIVE TEXT – Stephen Sepinuck

Section 3-121. NOTICE TO UNIT OWNERS.

(a) An association shall deliver any notice required to be given by the association under this [act] to any mailing or electronic mail address a unit owner designates. Otherwise, and except as provided in subsection (b), the association may deliver notices by:

(1) hand delivery to each unit owner;

(2) Hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of each unit;

(3) electronic means, if the unit owner has given the association an electronic address; or

(4) any other method reasonably calculated to provide notice to the unit owner.

(b) An association may not require a unit owner to provide an electronic address for notices.

(c) The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken at or without a meeting.

[Note, add § 3-121 to the list of mandatory rules in § 1-117(b)]

§704. Removal of directors

1. Removal for cause. At a special meeting of members called expressly for that purpose, the entire board of directors or any individual director may be removed, with or without cause, by a vote of the members as provided in this section.
[PL 1977, c. 525, §13 (NEW).]

2. Vote of 2/3 of membership required for removal. Subject to the limitation in subsection 4, if the corporation does not have a board of directors so classified that different classes of members elect different directors, such removal may be accomplished by the affirmative vote of 2/3 of the members entitled to vote for directors. The articles of incorporation may provide that such removal be accomplished by a lesser vote, but in no case by a vote of less than a majority of members voting on the proposed removal.
[PL 1977, c. 525, §13 (NEW).]

3. Articles of incorporation may provide removal by lesser vote. Subject to the limitation in subsection 4, if the directors are so classified that different classes of members elect different directors, a director may be removed only by the affirmative vote of 2/3 of the members of that class that elected the director. The articles of incorporation may provide that such removal may be accomplished by a lesser vote of the members of that class, but in no case by a vote of less than a majority of the members of that class voting on the proposed removal.
[PL 2001, c. 550, Pt. C, §11 (AMD); PL 2001, c. 550, Pt. C, §29 (AFF).]

4. All directors removed at meeting. If any or all directors are removed at such meeting of the members, new directors may be elected at the same meeting without express notice being given of such election.
[PL 1977, c. 525, §13 (NEW).]

5. Action in court for removal from office.
[PL 2001, c. 550, Pt. C, §12 (RP); PL 2001, c. 550, Pt. C, §29 (AFF).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §101 (AMD). PL 2001, c. 550, §§C11,12 (AMD). PL 2001, c. 550, §C29 (AFF).

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§711. Removal of officers

1. Removal. Any officer elected or appointed as provided in the articles of incorporation or bylaws may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.
[PL 1977, c. 525, §13 (NEW).]

2. Contract rights not created by appointment. Election or appointment of an officer or agent shall not of itself create contract rights.
[PL 1977, c. 525, §13 (NEW).]

3. Vacancy. Any vacancy, however occurring, in any office may be filled by the directors, unless the articles of incorporation shall have specifically reserved such power to the members.
[PL 1977, c. 525, §13 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW).

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Including cooperatives

SUGGESTED ADDITIONAL TEXT - Stephen Sepunick

Amendments to UCC Article 9 to Accommodate Security Interests in an Interest in a Cooperative [based on NY law, with omissions and modifications]

§ 9-102. Definitions and Index of Definitions

(a) Article 9 definitions. In this article:

* * *

(27C) "Cooperative addendum" means a record that satisfies Section 9-502(e).

(27D) "Cooperative interest" means an ownership interest in a cooperative organization, which interest, when created, is coupled with possessory rights of a proprietary nature in identified physical space belonging to the cooperative organization. A subsequent termination of the possessory rights shall not cause an ownership interest to cease being a cooperative interest.

(27E) "Cooperative organization" means an organization which has as its principal asset an interest in real property in this state and in which organization all ownership interests are cooperative interests.

(27F) "Cooperative organization security interest" means a security interest which is in a cooperative interest, is in favor of the cooperative organization, is created by the cooperative record, and secures only obligations incident to ownership of that cooperative interest.[1]

(27G) "Cooperative record" means those records which, as a whole, evidence cooperative interests and define the mutual rights and obligations of the owners of the cooperative interests and the cooperative organization.

(27H) "Cooperative unit" means the physical space associated with a cooperative interest.

§ 9-308. When Security Interest or Agricultural Lien Is Perfected; Continuity of Perfection

* * *

(h) Cooperative organization security interest. A cooperative organization security interest becomes perfected when the cooperative interest first comes into existence and remains perfected so long as the cooperative interest exists.

[1]Consider whether an amendment to § 9-203 is also required.

* * *

(f) Additional pre-disposition notice for cooperative interests.

(1) In addition to such other notification as may be required pursuant to subsection (b) of this section and section 9-613 of this article, a secured party whose collateral consists of a residential cooperative interest used by the debtor and whose security interest in such collateral secures an obligation incurred in connection with financing or refinancing of the acquisition of such cooperative interest and who proposes to dispose of such collateral after a default with respect to such obligation, shall send to the debtor, not less than ninety days prior to the date of the disposition of the cooperative interest, an additional pre-disposition notice as provided herein.

[followed by form notifications]

§ 9-620. Acceptance of Collateral in Full or Partial Satisfaction of Obligation; Compulsory Disposition of Collateral

* * *

(c) Debtor's consent. For purposes of this section:

(1) a debtor consents to an acceptance of collateral in partial satisfaction of the obligation it secures only if the debtor agrees to the terms of the acceptance in a record authenticated after default; and

(2) except as provided in subsection (h), a debtor consents to an acceptance of collateral in full satisfaction of the obligation it secures only if * * *

* * *

(h) Special provisions for cooperative interests. A debtor consents to an acceptance of a cooperative interest in full satisfaction of the obligation it secures only if the debtor agrees to the terms of the proposal in a record authenticated after default.