

**A Pocono Country Place Property Owners Association**  
**BYLAWS**  
v.50 04/29/2009

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**Adopted by the APCPPOA, Inc. B.O.D. 9/12/2009**

## ARTICLE I - NAME AND ADDRESS

### Section 1 – Name

The name of the corporation is A Pocono Country Place Property Owner’s Association, Inc. (“APCPPOA”, or “Association”).

### Section 2 – Address

The principal office of the corporation and its registered office are at #1 Country Place Drive, Tobyhanna, Pennsylvania 18466, Coolbaugh Township, Monroe County, Pennsylvania.

## ARTICLE II - PURPOSES

### Section 1 - Purposes

The purposes of the Association are (a) to maintain A Pocono Country Place as a private, single-family residential Community; (b) to preserve and enhance the interests of the Members of the Community; (c) to regulate, operate, maintain and replace the roads and other common facilities; (d) to preserve and enhance the natural environment; (e) to provide for capital replacement of and improvements to the common facilities; (f) to provide limited private security service for the Community; (g) to enforce the Declaration of covenants, Bylaws and Rules and Regulations of the Community; (h) to levy common expense assessments and other charges; (i) to collect and expend monies for the Community; and (j) to take other actions required to carry out these purposes in compliance with the Governing Documents of the Community.

## ARTICLE III – DEFINITIONS

- 1- Amendment: the process by which these Bylaws are legally changed.
- 2- Association: A Pocono Country Place Property Owners Association, Inc. (“APCPPOA”), a Pennsylvania nonprofit corporation.
- 3- Association Media Outlets – All existing and future Association approved communication resources, e.g., website, newsletter, cable channel, etc.
- 4- Audit: a formal examination of the Association’s financial records conducted by a Certified Public Accountant in accordance with generally accepted accounting principles and applicable audit standards.
- 5- Ballot: a written document supplied by APCPPOA by which a Member may vote on specific items stated in the document. Ballots may be mailed or voted in person. A mailed ballot may also constitute a Directed Proxy of a Voting Member given to the Judge of Elections.
- 6- Board: the Board of Directors of the Association, who are responsible for general oversight and strategy for the Community and the Association.
- 7- Budget: a projected listing of income and expenses of the Association for a fiscal year together with supporting schedules as approved by the Board of Directors and administered by the Community Manager. The Budget includes an Operating Budget, which covers annual operating income and operating expenses, and a Capital Budget, which covers creation of capital reserves and payment of capital expenses for assets that have a useful life of more than three (3) years.
- 8- Building Code: non-structural standards regulating all Community dwellings, structures, additions and landscaping as adopted by APCPPOA, including APCPPOA maintenance codes. Structures and other improvements in the Community must comply with all applicable local, state and federal building codes and related standards.
- 9- Chairperson: person appointed or elected to head a Standing or *Ad Hoc* Committee.
- 10- Common Facility: any real estate or improvement in the Community owned or controlled by the Association, which is regulated by the Association, and which is intended for use by Members and registered guests of the Community. Common Facilities include but are not limited to roads, walkways, bodies of water, common lots, easements, clubhouses and other structures and equipment, as well as any other facility or equipment constructed, purchased or leased by the Association for the use of the Members. A Common Facility is sometimes referred to as a Recreational Facility.
- 11- Community: the existing community of private single-family residences known as A Pocono Country Place (“APCP”) as shown on the recorded subdivision plans for APCP; and any other property that may be annexed into APCP in the future in compliance with state law. The APCP is also a *Planned Community*, as defined in the *Pennsylvania Uniform Planned Community Act*, 68 Pa. C.S.A. § 5101, *etc.* (the UPCA), but was in existence before the effective date of the UPCA.
- 12- Community Manager: the individual or company hired by the Association as the chief operating officer of the Association and the Community, who is responsible for daily operations of the Community and for carrying out and enforcing the policies of the Association.

- 13- Debt Service: the total of all payments due in a fiscal year for interest, principal and fees on all monies borrowed by the Association.
- 14- Declaration: the "Declaration of Restrictive Covenants" of the Developer and Grantor, APCP Incorporated, as recorded in the Offices of the Recorder of Deeds in and for Monroe County, Pennsylvania, as it may be amended or restated from time to time. The Declaration is sometimes referred to as the Restrictive Covenants.
- 15- Development: the Community, A Pocono Country Place ("APCP").
- 16- Director: any person elected or appointed to the Board of the Association (APCPPOA).
- 17- Directed Proxy: a ballot *in absentia* provided by the Association that allows a Member in Good Standing to be counted towards a quorum of attendance and to cast a vote on a specified issue. No other proxies are permitted.
- 18- Fiscal Year: a calendar year, January 1<sup>st</sup> to December 31<sup>st</sup>.
- 19- Governing Documents: the legal documents governing the Association and the Community, including the Declaration, Articles of Incorporation, Bylaws and Rules and Regulations.
- 20- Guest: a Unit owner's or a properly registered tenant's invitee who has a valid pass from the Association and who must comply with the Governing Documents of the Association.
- 21- Judge of Elections: an independent accounting firm appointed by the Board with authority as established by State statute 15-Sec. 5762(3).
- 22- Legal Counsel: attorney(s) licensed to practice law in the Commonwealth of Pennsylvania hired by the Board to represent the Association and to advise the Board on all Association legal matters.
- 23- Liaison: a person appointed by the Board to facilitate communications with another person or group.
- 24- Lot: a Unit, meaning a single parcel of land within the Community.
- 25- Member: a person who owns a Lot in the Community in fee simple. This term includes the designated legal agent of a corporation, partnership, trust or other company owning a Unit in the Community.
- 26- Member in Good Standing: a Member who is up to date on all financial obligations due to the Association on all Units owned by that Member and who is also in compliance with all other requirements of the Governing Documents of the Association. In the event payment of a Member's financial obligation or other violation is under APCPPOA internal administrative appeal the Member shall continue to be deemed in Good Standing.
- 27- Owner: any person or entity holding legal title to, or undivided interest in, any Lot in the Community
- 28- Policies: written procedures, principles and other standards contained in the formal directives passed by resolution of the Board of Directors and which must be complied with by staff, Committees, Members, officers and other persons, and which address, among other things, the operation and management of the Community and the Association as well as the use of Community's Common Facilities.
- 29- Recreational Facility: a Common Facility intended to be used for recreation.
- 30- Reorganization: the initial meeting of the Board of the Association held after completion of annual Board elections at which the new officers of the corporation are elected, the auditor selected and the schedule of Board meetings is approved, among other things.
- 31- Restrictive Covenants: the Declaration.
- 32- Rules and Regulations: the code of Rules and Regulations adopted by the Board of Directors, which address legal standards, conduct, costs, charges, procedures, and other matters that must be complied with by all Unit owners and tenants, and by their respective family members, guests, invitees and others.
- 33- Sanction: formal written disciplinary action or fine.
- 34- Tenant: person(s) leasing a residence on a Lot pursuant to a current valid written lease, which must be filed by the Unit owner with the Association and who must comply with all APCPPOA regulations and local ordinances. The filed lease shall be accompanied by a copy of the current *Coolbaugh Township Tenant Registration Form* filed with the Township.
- 35- Unit: any numbered Lot or plot of land shown upon a recorded subdivision map for the Community and intended for separate ownership by a Member; the word *Unit* specifically excludes all Common Facilities, which are owned by the Association.

## **ARTICLE IV - MEMBERSHIP**

### Section 1 - Classes of Membership

#### **A. Member**

Any person who is an Owner of a Unit located in the Community shall be a Member of the Association.

#### **B. Voting Member**

A Unit owner who is a Member in Good Standing shall also be a Voting Member. If two or more persons are co-owners of a Unit or a Unit is owned by a corporation, trust, partnership or other entity, the owner(s) may give notice in writing to the Association of one person who is to be the Voting Member for the Unit. This designation may be amended at any time by written notice. If no such notice is given, then any vote cast or consent delivered by a Unit Owner who is a Member in Good Standing shall be presumed valid and the person presumed to be the Voting Member.

**C. Associate Member**

Family members who reside full time in the same household as the Voting Member shall be considered Associate Members.

**Section 2 - Rights and Privileges of Membership**

**A. Member** - The rights of Members shall include:

1. The right of access to the Unit(s) owned by that Member over roads owned by the Association; this right may not be revoked except by court order for proper cause.

**B. Member In Good Standing** – In addition to the rights of Members, Members In Good Standing shall have the following privileges, which are automatically deemed revoked only if the Member is no longer in Good Standing:

1. The privilege to serve on the Board of Directors or Committee of the Association, if so elected or appointed.
2. The privilege to use Recreational Facilities of the Association.
3. The privilege to assign the Unit owner's use and enjoyment of the Community Recreational Facilities to any approved, registered Tenant.
4. The privilege to attend, observe and to participate in meetings of the Association.

**C. Associate Member** – An Associate Member has the same right of access and the same privileges to use Common Facilities, attend and participate in Association meetings, and serve on all Committees as the Member with whom the Associate Member legally resides.

**D. Voting Member**

1. A Voting Member has the additional privilege of casting one (1) vote for each Unit owned by the Member in Association elections or in all other matters that require a vote of the Association's Members.
2. A Voting Member may sign a petition only once regardless of number of units owned.

**Section 3 - Obligations of Membership**

- A. To comply at all times with the Governing Documents of the Community.
- B. To be responsible for like compliance by family members, guests, tenants and invitees.
- C. To pay all dues, assessments, fines and other special fees levied by the Association in a timely manner.
- D. To be responsible for all damages and other violations including any and all costs, expenses, or attorney fees incurred by the Association as a result thereof, attributable to the Member, his/her immediate family, his/her guests, tenants and invitees.
- E. No members may be exempt from their share expenses by waiver of the use of enjoyment of the Community Facilities of the Association or by abandonment of the property owned.

**Section 4- Unit Transfers and Termination of Membership**

- A. When a person no longer owns any Unit in the Community, the person's Membership in the Association will automatically terminate. All such persons will remain personally liable, however, for all unpaid Association assessments and other charges that accrued to the Unit during the Member's ownership.
- B. All outstanding assessments and other charges due from an Owner to the Association shall become due and payable when the Owner transfers title to the Unit and shall be listed by the Association on the resale certificate. The outstanding balance shall be secured by a lien on the Unit until such balance has been paid in full, as defined under the Governing Documents and under state law.
- C. Whenever an Owner's Membership terminates, whether caused by death, foreclosure, sale of a Unit or otherwise, no amount whatsoever shall be due from the Association to that person or his, her or its respective executors, administrators, heirs, successors or assigns, either as a *pro rata* share of the assets of the Association or as repayment of any assessment paid to the Association. Whenever title to a Unit is transferred, by law, the deed automatically conveys with it all of the Owner's rights to use the Common Facilities.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 1 - Number, Term and Qualifications**

The Board of Directors shall consist of nine (9) Members in Good Standing of the Association who are at least 21 years of age, who reside within the development and have been elected or appointed in compliance with these Bylaws.

- A. A Director's term shall be three (3) years and shall start at the time of the Annual Meeting following the election and end at the start of the Annual Meeting in the year his/her term expires. Terms of Directors shall be staggered so three (3) Directors are elected each year because of expiring terms.

- B. At any time that a Director or a candidate for election as a Director ceases to be a Member in Good Standing, that person's status as a Director or candidate for Director shall automatically terminate.
- C. In no event shall a Director be elected to serve for more than two (2) consecutive terms. At the end of the maximum number of terms, a Director may not seek re-election for a period of one (1) year. If a Director resigns, that Director shall be ineligible to serve on the Board for a time equal to the period of three (3) years.
- D. Directors shall serve without compensation.
- E. Members of the same household shall not serve on the Board at the same time.

### Section 2 - Conflict of Interest

- A. Every contract or agreement between the Association and one of its Directors, officers, employees or any other entity shall (1) be voidable at the discretion of the Association and (2) shall not be enforceable by the Director, officer, employee or other party involved. Further, such Director, officer or employee shall be deemed to have vacated office if involved in any such contract or other agreement.
- B. Neither Directors, officers nor any members of their immediate families or any other member of their household, shall hold any compensated employment service, including but not limited to, contracted or subcontracted work of any sort with the Association during the time the Director is serving in their term of office nor for one (1) year after expiration of service on the Board of Directors. As an exception to this rule, family members of a Director may be hired for seasonal summer positions but in each instance only if approved by a majority vote of the Board of Directors in which the interested Director abstains.

### Section 3 - Authority and Duties

In performance of its duties as the governing body of the Association and the Community, the Board shall have the responsibility, authority and duty to operate the Association for the benefit of its members, according to the Community's Governing Documents and state law. The authority of the Board of Directors shall include but is not limited to:

- A. Sue or defend the Association for collection of fees or enforcement of the governing documents.
- B. Levy charges for dues and maintenance and such other fees as may be required.
- C. Adopt Operating and Capital Budgets, subject to restrictions in the Governing Documents.
- D. Borrow money, issue or incur obligations and secure any of its obligations by mortgage and/or pledge or a security interest in all or any part of the Association property and assets, wherever situated, provided the debt service shall not exceed five percent (5%) of the annual Operating Budget, unless authorized to do so by a majority vote of the membership at a special meeting at which a quorum is attained.
- E. Collect delinquent assessments, judgments, fines, and other charges due the Association and, as permitted by law or the Governing Documents, to execute, foreclose or levy against any property and the owners. The Association may also abate nuisances. A claim of the Association shall be the right to collect all costs and expenses related to it, including but not limited to court costs and attorney fees, whether by suit or otherwise. The Association may proceed by injunction or action at law or both as the Board may deem to be necessary or appropriate.
- F. Have a corporate seal.
- G. Cause an annual audit of Association finances to be completed by a Certified Public Accountant, approved by the majority of the members of the Board of Directors, who shall make the annual audit available to the membership.
- H. Retain an independent Certified Public Accountant or accounting firm each year to serve as Judge of Elections for membership meetings and Board elections.
- I. Maintain reasonable insurance coverage for the Association and the Board. This may also include, if reasonably available, bonding of the Association officers, the Community Manager and the Association Comptroller. In lieu of bonding, the Board may use fidelity insurance coverage or similar insurance endorsements.
- J. Purchase, receive, lease as lessee, take by gift or bequest, or otherwise to own, use and otherwise deal with any real or personal property, or an interest therein, situated in or out of the Commonwealth, which may become necessary or proper for the purposes of the Association.
- K. Purchase, take by gift or bequest, or otherwise acquire and hold shares, bonds, securities or other evidences of debt of any other person or Corporation, and to exercise all rights and privileges of such ownership, subject to any limitations imposed by law.
- L. Develop operational policies and systems to review and audit the financial performance of the Association. New or revised policies shall not be introduced and approved at the same meeting.
- M. Adopt, publish, amend and terminate, as needed from time to time, Community Rules and Regulations, the purposes of which include but are not limited to (1) implementing the standards found in the other Governing Documents and (2) use of and conduct on the Common Facilities by Members and their guests, tenants and

others. Any addition and other change to the Rules and Regulations shall be published and available to the membership within thirty (30) days of the date of adoption and at least sixty (60) days prior to the effective date.

- N. Establish *ad hoc* Committees and define their duties.
- O. Fix the time and place of all meetings of the membership and to publish notice in a timely manner.
- P. Enter into a contract for and oversee the work of a Community Manager.
- Q. Retain professional services including but not limited to legal counsel, engineers, technicians and Certified Public Accountants. Said retained professionals shall not have any vested financial interest in the Association or development either direct or indirect.
- R. Establish procedures, guidelines and specifications and solicit bids for goods and services needed by the Community. Contracts of less than \$50,000 may be made after soliciting multiple competitive quotations. Contracts projected for \$50,000 or more shall require the additional process of an RFP (Request for Proposal) process that includes confidential sealed bidding. All bids shall be opened at an open Board Meeting, which members can attend.
- S. Approval of all capital expenditures, with approval by the Board of Directors to be done in an open meeting.
- T. Expend capital funds for the regular replacement, repair and restoration of all existing and base line facilities and equipment. For non-replacement capital expenditures exceeding three (3%) percent of the current year's billed dues, the Board shall obtain an affirmative vote of a majority of members present at the Annual Meeting or at a special meeting called for such purposes at which a quorum is attained.

#### Section 4 - Regular Meetings - Board

All meetings of the Board of Directors shall be open to Association Members, who may observe only in a civil manner, and who may participate only when and if asked by the Board. There shall be a period for member comment on agenda items at all regular meetings. The guidelines for participation shall be established by Board Policy. The Board may further choose to conduct special meetings at which members may address the Board on a wide range of topics. In the event of a rescheduled Board meeting, the Board Members and the membership shall receive at least seven (7) days notice of the new meeting date.

#### Section 5 - Reorganization Meeting

The annual Reorganization Meeting of the Board shall be held in public on the same day after adjournment of the Annual Membership Meeting. At that meeting, the Board shall:

- A. Elect Association Officers, who shall serve a term of one (1) year.
- B. Establish the dates, times and places for all regular Board meetings for the year. The Secretary shall cause this schedule to be published to the Members.

#### Section 6 - Executive Sessions of the Board

At the conclusion of all other business at a regular meeting of the Board, the Board may vote to meet in a closed Executive Session, and may discuss matters deemed by law to be confidential, privileged or of a similar nature, such as but not limited to personnel matters. Executive Sessions may also be used to discuss pending litigation or confidential contract awards and bid specification issues. The Board must first announce in public session the reason for the Executive Session prior to entering into it, and if public action is to be taken as a result of the Executive Session, the Board shall reconvene in open session to propose, vote on and record such resolution.

#### Section 7 - Special Meetings of the Board

Special meetings of the Board of Directors may be called by the President or when requested in writing by three (3) members of the Board of Directors. Special Meetings require at least five (5) days notice to each Director unless waived by all the Directors. Notice shall be given in a manner allowed by state law, including notice given personally, by mail, by telephone, email or facsimile. The notice shall state the time, place and specific purpose of the meeting. There shall be a period for member comment on agenda items at all special meetings. The guidelines for participation shall be established by Board Policy.

#### Section 8 - Location of Meetings

All meetings of the Board of Directors shall be held in community-owned facilities within the Community. Exception to this would be when the anticipated attendance is expected to exceed the legal occupancy of all Association-owned buildings. When attendance at any meeting unexpectedly exceeds building capacity the Board shall adjourn the meeting to a new location to be held within seven (7) days with notice issued via all available Association media outlets.

## **ARTICLE VI - MEMBER VOTING/ELECTIONS**

### Section 1- Voting Member

A Voting Member shall be entitled to cast one (1) vote for each owned Unit in all Association matters on which a membership vote is required by the Governing Documents of the Association, including elections.

### Section 2 – Voting Members - Designation Form

The Association shall make a Voting Member Designation Form available to owners of Units that have two (2) or more co-owners. The form shall be used to designate which owner of record or which officer, trustee, partner, member or other official of the owner of record shall be designated as the Voting Member for a co-owned Unit to vote and otherwise participate in Association governance. The co-owners may complete, have notarized, and return the form, which shall then be kept on file by the Association. The designated person shall remain the Voting Member of record until such time as the Unit is transferred or until a new completed form is filed by the co-owners changing the designee. If no such form is on file with the Association, however, a vote cast by just one co-owner of a Unit shall be deemed a valid vote of a Voting Member. If two or more co-owners cast simultaneous votes for a co-owned Unit, then all such votes shall be deemed invalid.

### Section 3 - Number of Votes

A Member in Good Standing shall be entitled to cast one (1) vote for each Unit for which the Member is deemed the Voting Member.

### Section 4 – Judge of Elections

The Judge of Elections shall be an independent Certified Public Accountant appointed by the Board of Directors with the authority to conduct and supervise all elections and membership votes as provided in these Bylaws. The Judge of Elections shall:

- A. Determine the legal number of members of record for each election or ballot.
- B. Determine the number of votes required for a quorum.
- C. Validate the authenticity of petitions, ballots and member signatures.
- D. Collect, count and tabulate all Directed Proxy votes.
- E. Collect, tabulate and preserve all ballots cast in elections for Board members.
- F. Hear and rule on all ballot/election related challenges or protests and issue a timely written finding.
- G. Be the final Association arbitrator in all matters related to ballots/elections.

### Section 5 – Elections For Board of Directors

The Association shall conduct an annual election to fill vacancies on the Board of Directors.

- A. Candidate packets containing information pertinent to those who decide to run for the Board of Directors shall be available by March 1<sup>st</sup> of each year. Completed nominating forms for candidates must be submitted no later than April 1<sup>st</sup>.
- B. Candidates shall submit the nominating forms authorized by the Board of Directors. Each nominating form shall be verified for accuracy of information by the Judge of Elections with the assistance of the Community Manager.
- C. There shall be no restrictions on reasonable method, time, place or location of distributing campaign literature except that it shall only be done personally by the candidate.
- D. A completed Voluntary Disclosure Form designed by the Election Committee and approved by the Board, containing a common set of questions, shall be required of all candidates and published prior to the election in all available Association media outlets.
- E. Any Member in Good Standing may challenge a candidacy and such challenges shall be sent directly to the Judge of Elections whose decision shall be final.
- F. Order of placement on the election ballots shall be by lottery at the regular April Open Board Meeting.
- G. Candidates must attend all meetings scheduled by the Election Committee unless excused by the Election Committee for good reason.
- H. All votes in the elections of Members to the Board of Directors shall be cast only by written ballot, which shall be returned directly to the Judge of Elections, who shall be responsible for counting and preserving all ballots.
- I. Ballots shall be sent to each Member in Good Standing as determined on the record date. These ballots shall be prepared and mailed by the Judge of Elections and shall include a security envelope for the return ballot.
- J. After the completion of balloting and at the start of the Annual Meeting, the Judge of Elections shall deliver the election results in a sealed envelope to the Chairperson of the Election Committee to be opened and read before the membership at the start of the Annual Meeting. The candidates receiving the largest number of votes, for the existing vacancies, shall be deemed to have been elected and shall be seated at this time.
- K. The counted ballots will stay in the possession of the Judge of Election for a period of one (1) year.

- L. A challenge to the election results may be made by any Member in Good Standing and shall be submitted to the Judge of Elections in writing within ten (10) days following the Annual Meeting. The Judge of Election shall issue a written decision within ten (10) days either dismissing such challenge or validating it.
- M. If in any annual election the number of candidates running for election to the Board equals the number of vacancies on the Board, the Secretary of the Association shall be authorized to cast a unanimous ballot in favor of each nominee. In that circumstance, official Election Ballots shall not have to be mailed to the membership and the Judge of Elections shall be relieved of further duties. At the Annual Meeting the Secretary shall design and conduct a lottery and candidates shall be allotted terms on the basis of the lottery.

#### Section 6 - Board Vacancies

In the event a candidate fails to be seated after election, the candidate with the next highest number of votes shall be seated. All other vacancies on the Board of Directors shall be filled by appointment decided by a majority vote of the remaining Directors. The Board must fill the vacancy within sixty (60) days. The Board may not appoint anyone who has served on the Board within the last twelve (12) months to a vacancy. The person appointed shall serve until the next scheduled election. In that election the remainder of time left in the unexpired term, if any, shall be filled by regular election. In the event of unexpired term(s) the new Directors' term length shall be determined by the elected candidate's total votes received in descending order. Before making any appointment, the Board shall notify the Community in a reasonable manner using all available Association media outlets that such a vacancy exists and request names of qualified Voting Members who are interested in filling the open seat. The Board may also conduct interviews and request resumes from qualified candidates before making any appointment. Such appointments shall be made in open session. If a vacancy occurs within ninety (90) days of the Annual Meeting then the Board shall not appoint anyone to the open seat.

#### Section 7 – Removal of Directors

- A. Directors may be removed from office individually or as an entire Board only in the ways permitted in the Pennsylvania Nonprofit Corporation Law 5726 and in compliance with the decisions of Pennsylvania's Courts.
- B. Members of the Board of Directors of this Association serve at the pleasure of the membership and may be removed from office by a two-thirds (2/3) majority vote at a Special Meeting of the members called for that express purpose and at which a quorum is present either in person or by proxy. The Board shall fill the newly vacant seat(s) in accordance with the terms of these Bylaws but may not reappoint to the vacancy any Director who at anytime had been removed from office by the membership.
- C. The Board of Directors shall declare vacant the office of a Director if he/she is declared of unsound mind by an order of the court, is convicted of a felony while in office, fails to accept office, or by failure to attend in person three (3) consecutive regular meetings of the Board of Directors or six (6) in a twelve (12) month period.
- D. If the recall process does not result in the Director's removal, no further recall petition may be filed against the same Director for that same incident.

#### Section 8 – Use of Proxy Votes By Members

- A. The Secretary shall make readily available an approved form which may be used by Members in Good Standing to direct their proxy vote for purposes of voting on Bylaws amendments and/or for establishing a quorum and voting on properly constituted motions at Annual and Special Meetings of the members. Proxy voting is not permitted, however, in regular elections for members of the Board of Directors. Directed Proxy ballots when fully executed and directed shall count as the member's legal vote.
- B. Restrictions to proxy voting shall include:
  1. A Directed Proxy must be submitted to the Judge of Elections at least ten (10) business days prior to a meeting or ballot deadline, whichever comes first.
  2. The Directed Proxy must be specific and clearly state the actual language of any motion for which it is to be cast.
  3. The Directed Proxy must have been executed by a Member in Good Standing.
  4. A Directed Proxy must be dated and must include the Member's full name, signature, lot and section number.
  5. Any Directed Proxy that is disqualified by the Judge of Elections shall be made available for examination by any Member In Good Standing at the meeting location at least one (1) hour before the actual meeting.
  6. A Directed Proxy is limited only to the specific motion thereon and may not be cast for amended motions.
  7. A Directed Proxy shall remain valid if the vote or meeting is adjourned to a later date.
  8. Proxies shall be voted by the Secretary as directed by the Judge of Elections.

## **ARTICLE VII - OFFICERS**

### Section 1 - Officers

The officers of the Association shall be the President, Vice President, Secretary, and Treasurer. All nominees for office and all elected officers must be eligible to be insured for fidelity by the Association or they cannot serve in that capacity.

### Section 2- Election and Removal of Officers

The officers of the Association shall be elected annually by the Board of Directors from among its members at the Annual Reorganization Meeting of the Board. Officers may be removed from office by the affirmative vote of the majority of the full Board of Directors taken at an open meeting. A replacement may be elected at the same meeting or the next regularly scheduled meeting of the Board.

### Section 3 - President

The President is the Chief Volunteer Officer (CVO) of the Association. The President shall:

- A. Preside at all meetings of the Association and the Board of Directors.
- B. Have all the powers vested in the office by state laws.
- C. Nominate, Board affirmation required, a Board Member Liaison to serve on each Standing or *ad hoc* Committee of the Association.
- D. Be an *ex officio* member of all Committees and shall not be the chairperson or liaison to any Committee.

### Section 6 - Vice President

The Vice President shall act in the place of the President whenever the President shall be absent or unable to act.

### Section 7 - Secretary

The Secretary shall:

- A. Be responsible for causing a permanent record to be made of the official proceedings at all meetings of the Board and the Association, and maintaining those records.
- B. Assure proper preparation of the records, submission for approval and safe storage of all approved minutes of the Board or the Association.
- C. Maintain records of all minutes and reports submitted by Committees of the Association.
- D. Be responsible for assuring that, upon reasonable prior written request, the Administrative staff of the Association makes available in satisfactory form all Association minutes and records of a non-confidential nature that are required by law to be made available for examination by Members in Good Standing in the Association offices during regular business hours.
- E. Cause an executive summary to be prepared of all approved minutes of the Board for publication using all available Association media outlets.
- F. Have charge of such other books and records of the Association as the Board may direct or the laws of the Commonwealth of Pennsylvania shall require.
- G. Be empowered to sign and seal all such reports or documents as reasonably and legally required for the conduct of the business of the Association.

### Section 8 - Treasurer

The Treasurer shall be responsible for assuring proper care and accounting of all Association funds and investments and maintaining proper financial records, as well as assuring the following:

- A. Preparation and submission of an Annual Budget.
- B. Submission of records required for conduct of an annual audit.
- C. Submission of records required for conduct of any special audits.
- D. Preparation and maintenance of all Annual Auditor's Reports, IRS Form 990s, and monthly financial statements of the Association, all of which shall be kept at the offices of the Association.
- E. Preparation of summary reports of Association finances to be published in all available Association media outlets.
- F. Proper collection of all common expense assessment and other charges, including delinquent accounts.
- G. Compliance with applicable law governing the finances of the Association.

## **ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or other proceeding, including actions by or in the right of the Association, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer or Committee Member of the Association, or is or was serving while a Director, Officer or Committee Member of the Association, against expenses (including attorney's fees), judgments, fines, excise taxes

and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding the full extent permissible under Pennsylvania law. This right of indemnification is conditioned on the fact that the person to be indemnified has acted in good faith, and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Association, and provided further that the person shall not be finally adjudged in such action, suit, or proceeding, to be liable for gross negligence, willful misconduct or violation of a criminal statute. The forgoing rights shall not be exclusive of other rights to which the person may be entitled, and shall also benefit the indemnified party's heirs, executors and administrators. All liability, loss or damage, cost and expenses incurred or suffered by the Association by reason of, or ensuing out of, or in connection with the forgoing indemnification provisions, shall be treated by the Association as common expense.

## **ARTICLE IX - MEETINGS OF ASSOCIATION/MEMBERS**

### **Section 1- Annual Meeting**

The Annual Meeting of the Association shall be held on the last Saturday in June of each year. Notice of the Annual Meeting of the Association shall be given to the Members at least twenty-five (25) days before the date of the Meeting. Notice shall also be published using all available Association media outlets.

- A. Notice given by mail or publication in the Newsletter shall be deemed to have been given to the Member when deposited in the U.S. Mail.
- B. Review and accept the Annual audited Financial Report of the Association for the prior year.

### **Section 2 - Special Meetings**

- A. A Special Meeting of the Members may be called by the President or by majority vote of the Board of Directors.
- B. A Special Meeting of the Members shall also be called upon receipt by the Secretary of the Association of a written petition to meet for a clearly stated purpose that is signed by two hundred (200) of the Voting Members of the Association. To be a valid petition, the document must contain original signatures and the printed name, lot, and section number of the Voting Member(s) requesting the meeting. The officers may not place unreasonable restrictions on the gathering of petition signatures on Association common property or at Association events.
- C. The Secretary of the Association shall cause such a petition be reviewed to determine whether it is valid and a Special Meeting called. If so, notice of the Special Meeting shall be given at least twenty-five (25) days before the date of the Meeting. Notice shall be given in the same manner as notice for a regular meeting of the Members.
- D. A petition shall set forth the specific purpose of the Special Meeting and shall include actual wording of any motion to be voted on. No other business shall be transacted at a Special Meeting except the matters stated in the notice.

### **Section 3 – Quorum**

The presence in person or by Directed Proxy at any Annual or Special Meeting of the Members of the Association of at least twenty percent (20%) of the Association's Voting Members shall constitute a quorum for the conduct of business.

### **Section 4 – Conduct of the Meeting**

Conduct of all meetings shall be governed by the "Modern Rules of Order" (latest edition) published by the Pennsylvania Bar Institute, 5080 Ritter Road, Mechanicsburg, PA 17055 (800) 932-4637 [www.pbi.org](http://www.pbi.org).

### **Section 5 – Record Date**

The record date used to determine which Members are in Good Standing and which Voting Members are entitled to vote at a meeting of Members, or to cast any other vote, shall be on the date that falls forty-five (45) days before the scheduled meeting.

### **Section 6 – Location of Meetings**

All meetings of the membership shall be held in community-owned facilities within the Community. Exception to this would be when the anticipated attendance is expected to exceed the legal occupancy of all Association- owned buildings. When attendance at any meeting unexpectedly exceeds building capacity, the Board shall adjourn the meeting to a new location to be held within seven (7) days with notice issued using all available Association media outlets.

## **ARTICLE X - COMMITTEES**

### Section 1 - Standing Committees

The Standing Committees of the Association shall be the Budget Finance & Audit, Building and Architecture, Community Information, Election, Environmental, Recreation, and Rules Enforcement. The role of Committees is to provide information and recommendations to the Board of Directors. The Board of Directors shall publish the names of the Committees and vacancies thereon. The Secretary shall assure that the Community Information Committee publishes this information.

### Section 2 – Membership and General Responsibility of Standing Committees

- A. Standing Committees shall consist of at least five (5) Members in Good Standing, with no more than two (2) members of the Board of Directors, who shall serve at the pleasure of the Board. Appointments shall be made by a Board of Directors' majority vote after soliciting member interest. Members in Good Standing, and members of their household who reside with them, may submit notice of interest to the Association requesting to serve on a Committee. Committee members shall be appointed within one (1) month after the Board Reorganization Meeting. First priority should be given to persons who have professional and/or related experience relevant to the Committee. Additional appointments may be made as needed.
- B. With the exception of the Budget, Finance and Audit Committee, which shall be chaired by the Treasurer of the Association, and Rules Enforcement, which may be chaired by a Board member, a chairperson for each Committee shall be elected by the voting members appointed to that Committee. Each Committee shall provide that information to the Secretary of the Association.
- C. Each Committee shall keep accurate minutes of their proceedings and the minutes shall be submitted to the Secretary of the Association for dissemination to the members of the Board of Directors and for review by Membership at the Administration building.
- D. A member of the Board of Directors other than the President shall serve as a liaison and non-voting member of each Standing Committee. The liaison appointments shall be made by the Board at the first Open Board meeting following the annual meeting and posted in all available Association media outlets.
- E. The Committee may extend an invitation to other persons to assist the committee as a resource on a non-voting basis.

### Section 3 – Budget, Finance and Audit Committee

- A. Shall meet as necessary with the Association Comptroller and Community Manager to develop and review a proposed budget for the Association, including an operating budget and a capital budget.
- B. Shall regularly review the Association's financial documents, accounts and reports and advise the Board of Directors of its findings and recommendations.
- C. Shall review the Annual Audit Report prepared by the Certified Public Accountant retained by the Association and advise the Board of Directors of its findings and recommendations.
- D. Shall make other recommendations to the Board of Directors and advise the Board on Association financial matters.
- E. Shall receive copies of and review the ledger of Association disbursements on a regular basis.

### Section 4 - Building and Architecture Committee

- A. Shall endeavor to assure that qualified persons inspect the community's culverts, and inspect repairs of road cuts as well as other capital projects on the Community's Common Facilities.
- B. Shall maintain, review and update a comprehensive inventory of all buildings, roads and Recreational Facilities in the Community and make recommendations to the Board of Directors on maintenance, replacement or repair.
- C. Shall review and report on any proposed plans for new buildings, roads and amenities for the Association.
- D. Shall periodically review the B&A Rules and Regulation and the Restrictive Covenants and may make recommendations to the Board of Directors regarding possible changes to the Rules and Regulations and the community-wide standards for property maintenance of Units by Members.

### Section 5 - Community Information Committee

- A. Shall be responsible for promoting and enhancing effective, business-like Association communications within the Community by overseeing the operation of all available Association media outlets.
- B. Will work closely with the Community Manager and the Manager's delegate to centralize and coordinate the flow of timely, useful and consistent information using multiple forms of media.
- C. May form various subcommittees and recruit Community volunteers to assist the Committee as it oversees the mix of media used by the Association.
- D. Shall be responsible for validating the accuracy of all information before it can be released and may recommend guidelines for the types of information, format and media to be utilized.

### Section 6 - Election Committee

- A. Shall not include any members of the Board of Directors candidates for election to the Board nor any members of their family or household.
- B. Shall meet with the Judge of Elections prior to the start of elections each year to advise and to review the process.
- C. Shall publicize the election process in all available Association media outlets to the Members of the Community and shall recommend establishment of guidelines to the Board that facilitate filing of petitions and resumes by qualified candidates.
- D. Shall schedule and host "Meet the Candidates" town meetings, and edit for publication candidate resumes and position papers in all available Association media outlets. Any such situations that do not result in mutually agreed resolution shall be submitted to the Judge of Elections for binding arbitration.

### Section 7 - Environmental Committee

- A. Shall endeavor to assure that a qualified person routinely monitors, analyzes and reports to the Board of Directors on the status of the natural environment within the development. The Committee's work shall encompass but not be limited to the lakes, wetlands, natural vegetation, pest control, aesthetics, use of herbicides, forest, planting or removal of trees, landscaping located in the Community amenities and other Common Facilities.
- B. Shall endeavor to assure that a qualified person review site plans for new construction on units within the community and assist and make recommendations on lot clearing, footprint, planting, erosion and drainage control, and/or site restoration before the Association employee may issue an APCPPOA building permit. Pertaining to such recommendations, if a disagreement arises, they may be enforced by Board action.
- C. Shall endeavor to assure that qualified persons review the environmental aspects of construction and site plans for proposed new Community buildings and amenities.
- D. May from time to time make recommendations to the Board of Directors for additions to the Rules and Regulations, which shall promulgate better environmental protection practices within the Community.
- E. Shall actively promote good environmental stewardship by Members and by the Association, and may run Community environmental events from time to time as will contribute to this objective, as well as actively developing programs of education and environmental awareness for the Community.

### Section 8 - Recreation Committee

- A. Shall endeavor to gauge the interest in various Community recreation, programs and events.
- B. May formulate recommendations to the Board of Directors for guidelines and rules for the use of the Association's amenities by Community residents and various groups. The Committee may assist the Board of Directors in an advisory manner in the scheduling, improvement and operations of the pools, lake beaches, tennis courts, and athletic fields and may make recommendations for optimum usage.

### Section 9 - Rules Enforcement Committee

- A. Shall hold hearings and decide all appeals of fines, citations and other enforcement actions brought by the Association.

### Section 10 - Ad Hoc Committees

*Ad Hoc* Committees, their purpose, composition and duration, may be established by the Board in its discretion. The Board liaison to each *Ad Hoc* committee shall be appointed by the President and approved by the Board. Committees may be composed of Members in Good Standing and other Community volunteers who desire to participate. Each *Ad Hoc* Committee shall have a temporary mission only as established by the Board and shall disband when the Committee has provided the assistance to the Board of Directors for which it was created.

## **ARTICLE XI – BYLAW AMENDMENTS**

- A. A Bylaw amendment may be proposed to the membership for vote at the Annual Meeting only (1) if two-thirds (2/3) of the members of the Board of Directors vote in favor of the amendment or (2) if a petition proposing the amendment is signed by a minimum of two hundred (200) Members in Good Standing, showing the lot and section number of the member's property. The member's petition shall contain the full text of the proposed amendment and a statement explaining the need for the amendment. The petition must be filed with the Secretary of the Association at least one hundred and fifty (150) days before the date of the Annual Meeting of the Association.
- B. A properly proposed amendment and the rationale for it shall be mailed to the membership with notice of the Annual Meeting and shall also be published in all available Association media outlets. Written statements in

support or in opposition to the proposed amendment of one hundred (100) words or less may be presented by a Member in Good Standing to the Association and if presented timely shall be published in all available Association media outlets.

- C. Passage of a Bylaw amendment requires the affirmative vote of two-thirds (2/3) of all votes cast in person or by Directed Proxy on the issue at the Annual Meeting providing the total number of votes cast meets or exceeds the quorum requirement.

## **ARTICLE XII - ENFORCEMENT OF GOVERNING DOCUMENTS, ETC.**

### **Section 1 – Compliance and Sanctions**

Every Member, and all other persons present in the Community, at the request or consent of a Member, shall comply with all of the standards and requirements found in the Governing Documents of the Community. Failure to comply shall be grounds for the Association to file legal and equitable actions in Court to enforce the Governing Documents and the law to recover sums for damages or to seek injunctive relief, or both. In addition, any Member shall automatically lose all privileges of Membership for the period that the Member remains not in Good Standing, and all persons present in the Community, at the request or consent of that Member, shall likewise lose those privileges which otherwise would apply.

### **Section 2 - Additional Sanctions and Procedures**

- A. The Board may impose reasonable fine(s) as determined from time to time by the Board of Directors for any violation, and for each repeated or continuous willful breach, of the Governing Documents.
- B. The Member, tenant or other person notified of a violation (referred to collectively in this Section as the Member) may, within twenty (20) days, appeal in writing or request a hearing before the Rules Enforcement Committee.
- C. Failure by residents to request a hearing before the Committee or to participate in a scheduled hearing shall preclude the Member from taking any further appeal of that matter.
- D. After such an appeal hearing the Rules Enforcement Committee or its designee shall notify the violator of its decision on the appeal. Failure of the person to appear at a scheduled appeal hearing will result in an automatic decision in favor of the Association and forfeiture of any further appeal rights.
- E. If within thirty (30) days after the mailing of notice to the Member, the Member fails to pay the fine(s), fails to appeal the fine(s) to the Rules Enforcement Committee, or loses the appeal, the fine(s) shall automatically be deemed delinquent assessments and shall constitute a lien under applicable law on the Unit(s) owned by the Member. Member in Good Standing status shall cease until such fines are paid.
- F. The Member shall be responsible for all costs incurred by the Association to enforce the Governing Documents including but not limited to attorney fees and court costs permitted by law and the Governing Documents.
- G. A hearing before the Board of Directors by a member to appeal a decision of the Rules Enforcement Committee must be held within sixty (60) days of the filing of an appeal with the Secretary of the Association providing there is new and pertinent information.
- H. Provided that all other legal obligations owed to the Association are met, the Member who has timely filed an appeal and appears at the appeal hearing shall remain in Good Standing until the Member is mailed written notification of the final determination of the appeal. Fines must be paid within thirty (30) days of mailing of notification denying an appeal. Failure of a Member to pay timely shall automatically result in the Member being deemed not in Good Standing.

## **ARTICLE XIII - MISCELLANEOUS**

### **Section 1 - Inspection of Documents**

The Association shall comply with applicable law regarding Members' requests to inspect records of the Association. To that end, the Association shall maintain at its principal office the original or a copy of the current version of each of the following documents, as amended, which shall be open to inspection by Members in Good Standing at all reasonable times during regular office hours. Further, all such documents may also be copied at a reasonable cost to the Member and made available in a reasonable time period to be determined by the Community Manager. The Association may require completion of a written request form that specifies a proper purpose of the inspection, which may not violate applicable law. The documents shall include the following:

1. Articles of Incorporation
2. Declaration/Restrictive Covenants
3. Bylaws
4. Minutes of the Meetings of the Association membership.
5. Minutes of the open meetings of the Board of Directors

6. The membership roster of the Association with mailing addresses.
7. Minutes submitted by Standing Committees
8. Original petitions calling for Bylaw amendment or a special meeting.
9. Periodic financial reports, including the full text of the most recent audited annual report of the Association. Payroll records are excepted by law

#### Section 2 - Membership Roster

As noted, the Association shall keep in its principal office the original or a copy of the current Association Membership Roster which shall be open to inspection by the Members in Good Standing at all reasonable times during office hours. The membership roster indicating only name and address of principal owner and membership status may be requested for purchase for appropriate non-commercial purposes by any Member in Good Standing and shall be provided in digital format at a reasonable cost determined by the Board of Directors.