

# **BY-LAWS OF PENN FOREST STREAMS PROPERTY OWNERS ASSOCIATION, INC.**

## **1. ARTICLE I - PURPOSE**

**1.1.** Penn Forest Streams Property Owners Association, Inc. (hereafter known as “Association”),

**1.2.** A Pennsylvania non-profit corporation is formed to maintain and advance the social and civic interests of the property owners at Penn Forest Streams, Penn Forest Township, Carbon County, Pennsylvania.

## **2. ARTICLE II – MEMBERSHIP**

### **2.1. Qualifications**

2.1.1. Each member must be the owner, by Deed or agreement of sale, individually or jointly, of one or more real estate lots within the boundaries of Penn Forest Streams Development.

### **2.2. Loss of Membership**

2.2.1. A member is ineligible to participate in membership meetings, vote at any membership meetings, use any facilities owned or operated by the association, or to use, or otherwise benefit from any of the privileges of membership in this association if they are found to be in violation of the Rules and Regulations of the association, or is delinquent in payment of dues, or other obligations to the association.

2.2.1.1. In terms of delinquent members, the “Board of Directors” reserve the right to negotiate and execute settlements and payment plans with members enabling a delinquent member to earn the status of “good standing” so long as all payments to the association are executed as agreed meeting all terms, conditions and stipulations provided for by contract terms.

### **2.3. Dues**

2.3.1. Each member shall pay to the association the amount of dues and other assessments which shall be applied on a per lot basis, on or before April 1<sup>st</sup> of each calendar year, as designated by the Board of Directors. Any special assessment is due within 30 days of receipt. No increase in annual dues or assessments shall exceed twenty-five (\$25.00) dollars each in one calendar year. Any increase beyond this amount must be submitted to the General Membership for approval.

2.3.2. All delinquent amounts owed for any dues, citations and/or assessments over 30 days will result in a delinquent finance charge of 1.25% per month. A one-time \$10 late fee will also be assessed after 14 days of the due date in which payment was not received.

2.3.3. All persons purchasing property at Penn Forest Streams during the year and, therefore, becoming a member of this association shall pay dues for the year of purchase as prorated on a monthly basis.

2.3.4. In the case of non-payment of dues or assessments within the period specified above the Board of Directors or designated agent of the association shall notify the delinquent member that unless the amount due is paid in full, the member’s voting and participation rights will be automatically suspended, and that legal action will be taken to obtain payment.

### **2.4. Voting Rights**

2.4.1. Active members in good standing shall have the right at every membership meeting to one (1) vote for each lot owned. In the case of joint ownership, the joint owners shall be entitled collectively to one (1) vote.

### **2.5. Duration of Membership**

2.5.1. Membership in the Association shall be coextensive in time with the member’s ownership of his lot and shall terminate upon cessation of such ownership.

2.5.2. Membership in the Association is not otherwise transferable or assignable.

### **3. ARTICLE III - MEETING OF MEMBERS**

#### **3.1. Annual Meetings**

3.1.1 The annual meeting of the membership shall take place during the first 6 months of the fiscal year and at such time and place as designated by the board of directors.

#### **3.2. Special Meetings**

3.2.1. Special meetings of the membership may be called at any time by the President, six (6) or more members of the Board of Directors, or 25% of members in good standing. At any time, upon written request of any person or persons who has called a special meeting it shall be the duty of the Secretary to fix the time, date and place of the meeting. The meeting shall be held not less than ten (10) days, nor more than sixty (60) days after the receipt of the request. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

#### **3.3. Notice of Annual Meeting**

3.3.1. The date, time, place, and purpose of the annual meeting will be contained in a written notice to all members at least thirty (30) days before the meeting date.

#### **3.4. Quorum**

3.4.1. A meeting of the members shall be not organized for the transaction of business unless a quorum is present. For the purposes of interpreting these by-laws, a member shall be considered 'present' if he/she/they are physically present in-person or present by proxy. At least ten (10) per cent of all members eligible to vote at such a meeting shall constitute a quorum.

3.4.2. If a quorum is not present, no business shall be transacted except to adjourn to a future time.

3.4.3. If a quorum is present as defined in Article III, 4-A , the members at the meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

#### **3.5. Challenge of Member**

3.5.1. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote.

#### **3.6. Majority Vote**

3.6.1. All business of the members at any meeting of the membership shall be conducted by a majority vote of the members in good standing voting in person or by proxy as defined in Article III 4-A.

### **4. ARTICLE IV - BOARD OF DIRECTORS**

#### **4.1. Number**

4.1.1. The Board of Directors shall consist of twelve (12) directors, all of whom shall be voting members in good standing, consisting of four (4) officers and eight (8) other directors. Notwithstanding the requirement for twelve (12) directors, in the event the Board President is not able to find members interested in acting as interim-replacement board members as set forth in section 6(A) of these By-laws, the Board may function with a minimum of five (5) directors provided there are four (4) Executive Positions represented. If ever the Board falls below this minimum level of five (5) members, only pre-approved operational expenses may continue. The Board President or next highest officer shall call an emergency general meeting to discuss and elect the necessary Board members

## 4.2. Term

- 4.2.1. Directors shall be elected at each annual meeting to serve for a maximum term of three (3) years. Each elected and/or appointed Board Member will take an Oath or Affirmation of Office.
- 4.2.2. "I \_\_\_\_\_ do swear or affirm that I will carry out the function of (position/ Board Director) to the best of my abilities and that I will abide by the PFS Rules and Regulations, mandated Deed Restrictions, PFS By-Laws, Title 68 and all applicable laws of the Commonwealth of Pennsylvania and the Constitution of the United States. (Either so help me God or I do so affirm).
- 4.2.3. (The PFS Secretary will administer the Oath; an option would be the Attorney for the Association).

## 4.3. Procedure for Nomination

- 4.3.1. No director shall be elected at any membership meeting unless they shall have been nominated in one (1) of the two (2) following ways:
  - 4.3.1.1. **By the Nominating Committee**
    - 4.3.1.1.1. At least four (4) weeks prior to the date of each annual meeting, the board of directors shall either nominate candidates for the office of Director or appoint a nominating committee, which shall make such nominations. The nominations shall be set forth in the notice of the annual meeting.
  - 4.3.1.2. **By the Members**
    - 4.3.1.2.1. Additional nominations for directors may be made from the floor at the annual meeting.

## 4.4. Powers

- 4.4.1. The board of directors shall have the power to institute rules and regulations governing the conduct and activities on the property and facilities that the association owns, operates or controls.
- 4.4.2. The board of directors shall have all powers and authorities expressly conveyed by these by-laws.
  - 4.4.2.1. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of directors may exercise all powers of the corporation and do all such lawful acts and things as are not by statute, articles, or by these by-laws directed or required to be exercised or done by the members.

## 4.5. Meetings

- 4.5.1. Regular meetings of the board shall be held at such times and place as a majority of the directors may from time to time appoint or as may be designated in the notice calling the meeting.
- 4.5.2. The President, upon written request of a majority of the then- existing current Board of Directors, shall call a meeting of the Board of Directors at any time.
- 4.5.3. A meeting of the Board shall not be organized for the transaction of business unless a quorum is present. The Board of Directors, in its discretion, may permit attendance of Board members: (a) in person, and/or (b) by telephone, and/or (c) by video conference, of a majority of the then-existing Board of Directors members shall comprise a quorum. Any change in the permitted manner of attendance shall require a majority vote of the Board of Directors and shall not be effective for 30 days from written notice being issued to all then-existing Board members.
- 4.5.4. *All business of the Board of Directors shall be conducted by a majority vote of the meeting quorum of Directors present (per 4.5.3). The President and all officers are voting members in conducting all business.*

#### **4.6. Vacancies**

- 4.6.1. When a “vacancy” occurs on the Board of Directors, the position shall be filled at the discretion of the President, subject to approval of the Board of Directors by appointment at the next regular monthly meeting. This ensures PFS POA can perform business as usual by maintaining proper board representation (in accordance with ARTICLE IV – BOARD OF DIRECTORS, 1 – Number)
  - 4.6.1.1. The person appointed shall:
    - 4.6.1.1.1. Meet all requirements set forth for the Board Membership and
    - 4.6.1.1.2. Will serve until the next annual meeting where the position will then be open to election of a proper term at the next Annual Meeting of the membership.
- 4.6.2. The Board may declare a position vacant under the following circumstance:
  - 4.6.2.1. When a board member submits resignation in writing to the President; or
  - 4.6.2.2. When a board member fails to attend two (2) consecutive board meetings for an unexcused reason; or
    - 4.6.2.2.1. A board member may request to be excused from up to two (2) scheduled board meetings annually (April 1st – March 31). for the following reasons: illness, hospitalization, or death in the family, or other good cause as determined by the Board in its sole discretion
  - 4.6.2.3. When a Board member is removed from office for “just cause” (in accordance with ARTICLE IV – BOARD OF DIRECTORS, 7 – Removal from Office).
  - 4.6.2.4. The board member must make an absentee request in writing to the President of the Board while providing a reason.
  - 4.6.2.5. In the absence of the President, the absentee request will be submitted to the Executive Officers.

#### **4.7. Removal from Office**

- 4.7.1. In accordance with Pennsylvania title 68, only the members of the community in good standing, have the authority to remove a member of the board by two-thirds vote. This can occur at ANY meeting of the members where a quorum is present. (*see PFS by-laws ARTICLE III – MEETING OF MEMBERS*).
  - 4.7.1.1. When there is: (a) just cause for removal, AND (b) a meeting of the members is called (*in accordance with the by-laws ARTICLE III - MEETING OF THE MEMBERS,*), AND (c) a quorum is present at the meeting of the members, AND (d) the members present, vote to remove the member of the board by two-thirds vote in accordance with Pennsylvania title 68 and applicable state laws.
    - 4.7.1.1.2. Just cause Removal includes, but is not limited to, the following:
      - 4.7.1.1.2.1. Failure to comply with the “PFS POA Board of Directors Code of Conduct”
      - 4.7.1.1.2.2. Misconduct
      - 4.7.1.1.2.3. Negligence
      - 4.7.1.1.2.4. Criminal behavior and/or failure to abide by local, state, and federal laws and regulations.
      - 4.7.1.1.2.5. Repeated failure to abide by the PFS POA by-laws, rules and regulations, and established policies or procedures

#### **4.8. PFS POA Board of Directors Code of Conduct**

- 4.8.1. All members of the PFS POA board of directors serve at the pleasure of the Penn Forest Streams property owners. In order to anchor the members of the board to the spirit and principles of the community, each board member is required to (a) sign the “PFS POA Board of Directors Code of Conduct” (referred to as “The Code” hereafter) and (b) adhere to the “The Code” at all times. In addition, members of the board are required to sign a Nondisclosure Agreement (ND Agreement) and an Acknowledgement of Receipt for Employee Handbook. Failure to adhere to the “The Code”, ND Agreement and/or policies outlined in the Employee Handbook will be governed by the

PFS discipline policies and/or procedures and/or the PFS by-laws for “Removal from Office”.

These documents will:

- 4.8.1.1. Be stored as part of the PFS operational manual;
- 4.8.1.2. Require board approval for:
  - 4.8.1.2.1. initial implementation of the code of conduct
  - 4.8.1.2.2. changes to the code of conduct
- 4.8.1.3. Serve as the fundamental principles that:
  - 4.8.1.3.1. Govern key policies
  - 4.8.1.3.2. Govern key procedures
  - 4.8.1.3.3. Govern the overall conduct of PFS POA board members.

## **5. ARTICLE V - OFFICERS**

### **5.1. Election**

- 5.1.1. The Executive Officers of the Board will be elected by the membership at the annual meeting. The Executive Officer positions are President, Vice President, Secretary and Treasurer. Only members in good standing may run for Executive Officer positions. Members interested in serving in an Executive Officer position must declare their interest by delivering to the office a written statement stating their desire to run for the position of Executive Officer and indicating the position they seek President, Vice President, Secretary or Treasurer. The written notice must be submitted to the office no later than May 15<sup>th</sup> or a later date designated by the board and communicated to the members. In the alternative, interested Members in good standing may declare their interest in serving as an Executive Officer position from the floor at the annual meeting and he or she shall be placed on the ballot. The Executive Officers elected at the annual meeting of the corporation shall hold an organizational meeting to take place within thirty (30) days after the election of the board and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. In the event there are no interested candidates for a position, the Board may appoint any member in good standing to serve in the vacant position until the next annual meeting. The President and Secretary shall be the legal age of twenty-one (21) or older. The Treasurer may be a corporation, or a person of the legal age of twenty-one (21) or older.

### **5.2. President**

- 5.2.1. The president shall be the chief executive officer of the corporation and shall have general supervision over the business, and operations of the corporation, subject however, to the control of the board of directors. The president shall have the power to prepare, certify, sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, contracts, declaration amendments, or other instruments authorized by the board of directors, except in cases where the board of directors, or by such laws or statutes as may control, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of the president, and such other duties as from time to time may be assigned by the board of directors.

### **5.3. Vice President**

- 5.3.1. In the absence of the president, the vice-president shall perform same duties as president.

### **5.4. Secretary**

- 5.4.1. The secretary or an assistant secretary shall attend all meetings of the property owners and of the board of directors and shall record all votes of the property owners and of the directors and the minutes of the meetings of the property owners and of the board of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the

corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors or the president.

### **5.5. Treasurer**

5.5.1. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president.

### **5.6. Bonding**

5.6.1. Any officer or agent of the corporation whose duties require him/her to collect or disburse the funds of the corporation shall be bonded. Subsequent to review of related costs for bonding. If insurance coverage is equal to or greater than the Bonding coverage the insurance coverage may substitute for the Bonding requirement.

### **5.7. Vacancies**

5.7.1. If the office of any officer becomes vacant for any reason, the board of directors may choose a successor who shall hold office for the unexpired term of the officer being replaced.

## **6. ARTICLE VI - TRANSACTION OF BUSINESS**

### **6.1. Incidental Profit**

6.1.1. Whenever the lawful activities of the corporation involve among other things the charging of fees or process for its services or products, it shall have the right to receive such income, and in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.

### **6.2. Expenditures**

6.2.1. Two (2) Executive Officers of the Board of Directors shall approve the signing of all checks, authorize all electronic payments, and/or demands for money and notes of the corporation.

### **6.3. Real Property**

6.3.1. No real property owned or hereafter acquired by the association shall hereafter be mortgaged, sold, transferred, or otherwise encumbered without the affirmative vote of a majority of the members in good standing, voting in person at any annual or special meeting called for the purpose of acting thereon.

### **6.4. Employment**

6.4.1. An officer or any member of the board of directors who has a voting interest on the board of directors shall be prohibited from serving and functioning in the capacity of a compensated employee. In essence a board of director cannot fill two positions at one time, either he or she resign and be an employee, or discontinue his/her employment and fulfill his or her position as a member of the board of directors.

- 6.4.2. Prior to hiring new employees or upon creation of a new position it shall be the presidents or his/her representative's duty to make public offering for the vacant position prior to the addition of new personnel.
- 6.4.3. All eligible persons including residents and owners in good standing of PFSSPOA and their families may apply for employment, and if, employed may work in any capacity within the Association (organization).

## **7. ARTICLE VII - OPEN MEETING SUNSHINE PROVISION**

### **7.1. Meetings**

- 7.1.1. Property Owners in good standing may attend all meetings of the Board of Directors and any committee established by the Board to witness the deliberation, policy formulation and decision making that is vital to the enhancement and proper functioning of the PFSSPOA as a democratic organization. Property Owners in good standing may respectfully address the Board at such meetings with issues of concern. The Board of Directors will determine a prearranged time within a meeting for public comment and set reasonable time limits.

### **7.2. Executive Session**

- 7.2.1. The Board of Directors may hold an executive session for one or more of the following reasons:
- 7.2.2. To discuss confidential matters regarding employment
- 7.2.3. To consult with the Association attorney or other professional advisor regarding information or strategy in connection with litigation or with issues on which identifiable litigation complaints are expected to be filed.
- 7.2.4. To consider the purchase or lease of real property
- 7.2.5. To reorganize the Board of Directors following the election of new Directors
- 7.2.6. No other business of any kind may be conducted within an executive session.

### **7.3. Committees**

- 7.3.1. Property Owners in Good Standing are encouraged to take a productive and active part in committees established by the Board.

### **7.4. Meeting Notice**

- 7.4.1. The Board of Directors will notify the Association members of the scheduled Board meetings for the calendar year not less than 1 week prior to the first scheduled meeting.
- 7.4.2. The Board of Directors will give notice of each special, rescheduled, or committee meeting not less than 24 hours prior to commencement of said meeting.
- 7.4.3. Public notice is not required in the case of an emergency meeting.
- 7.4.4. The method of meeting notification is by means such as the email, website, newsletter, and bulletin boards, as reasonably timely and available.

### **7.5. Definitions**

- 7.5.1. **"Deliberation."** The discussion of PFSSPOA business held for the purpose of making a decision.
- 7.5.2. **"Emergency meeting."** A meeting called for the purpose of dealing with a real or potential emergency involving a clear and present danger to life or property.
- 7.5.3. **"Executive session."** A meeting from which the members are excluded although the Board of Directors may admit those persons necessary to carry out the purpose of the meeting.
- 7.5.4. **"Litigation."** Any pending proposed or current action or matter subject to appeal before a court of law or administrative adjudicative body, the decision of which may be appealed to a court of law.
- 7.5.5. **"Meeting."** Any prearranged gathering of the Board of Directors or established committee held for the purpose of deliberating PFSSPOA business or taking of official action.

## **8. ARTICLE VIII - AMENDMENTS TO THE BY-LAWS**

**8.1.** These by-laws may be amended from time to time, within the limitation prescribed by law, at a meeting of the general membership at which a quorum is present providing notice of proposed changes in the by-laws are contained in the announcement of such meeting. At such meeting, *Proposed Changes to the By-laws may not be edited by the membership or Board with an exception for grammar and or clarity. A by-law change that has multiple clauses may be voted on as a whole, or by individual clause.* By-laws may be amended by the affirmative vote of two thirds (2/3) of the members present and are entitled to vote and are in good standing.

## **9. ARTICLE X - Change Log**

**9.1.** Adopted July 18, 1987

**9.2.** Amended July 1990; July 1992; July 1993; July 1994; July 1995; July 2002; July 2005; July 2006; July 2007; July 19, 2008; July 21, 2012; July 18,2015; July 15, 2017; July 2018; October 2018 (format only); July 2019; July 2021, July 2022, July 2023

Note: For a specific log of changes to the by-laws please refer to the “Annual Meeting” agenda’s and/or minutes.