BY-LAWS

OF

WRIGHTER LAKE ASSOCIATION

As Amended July 14, 2018

And as amended May 31st, 2020

Article I - PURPOSE

The purpose of the Association is to preserve and protect Wrighter Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Wrighter Lake, as a private recreational facility for all lake property owners, their guests and for future generations.

Article II - STATUS AND LIMITATIONS

To carry out the program of the Association and to make effective representations on behalf of its members, the Association shall be organized as a non-profit, non-stock unincorporated organization. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III - MEMBERSHIP

Section 1 - ELIGIBILITY: There shall be only one class of membership within the Association - Active. Active members must be the property owners at Wrighter Lake or an adult (25+ years old) family member of the property owner. Membership in the Association shall be open to any individual or family single-family dwelling owner that subscribes to the purposes of the Association and

1. Owns lakefront property on Wrighter Lake or
2. Owns property accessed by privately owned lake roads around Wrighter Lake including South Shore Drive, East Shore Drive, Locust Lane, Carroll Road or Diamond Cove.

If a property owner has more than one property, the property owner may have more than 1 membership provided the additional property meets the criteria above and there is a dwelling on each additional property. Each   
property shall have only 1 membership.

The Board of Directors of the Association shall issue to each active member a certificate of membership. The certificate of membership and the rights and privileges of the active member shall not be assignable.

Section 2 - DUES: The annual dues shall be payable by all members each year and shall be paid to the Treasurer by April 30th. The membership year shall run from January 1st through December 31st. Any member whose dues remain unpaid by December 31st shall automatically cease to be a member of the Association.

Article IV - VOTING

Section 1 - VOTING: Each member with a certificate of current paid membership shall have only one (1) vote at the meeting of the members. Only one (1) individual may represent a family and that individual may cast one (1) vote on any question called to a vote.

Section 2 - CASTING BALLOTS: Active members of the Association in good standing shall be entitled to vote in-person, on-line, or by proxy. All votes shall be counted by a show of hands unless otherwise specified by the presiding officer.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of the Lake on the second Saturday of the month of July. If circumstances warrant, the annual meeting may be held electronically. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include:  
  
 - Reading of minutes of immediate prior meeting for information and approval   
 - Introduction of Directors and Officers  
 - Reports of Officers  
 - Reports of Committees  
 - Approval of Directors  
 - Old Business  
 - New Business  
 - Open Discussion.

Section 2 - SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President or by a majority vote of the Board of Directors.

Section 3 - NOTIFICATION: Every annual or special meeting must be preceded by notice to members and members from the preceding year who have not yet renewed their membership. Notification shall be by ~~hand delivery,~~ electronic mail (e-mail), or by Wrighter Lake website posting. The notice shall summarize any proposed changes in the by-laws and shall include a description of the matter or matters for which the meeting was called.

Section 4 - QUORUM: At all meetings of the Association, either regular or special, twenty one (21) members in good standing attending the meeting shall constitute a quorum. Additionally, a Quorum for a Board of Directors meeting will be the majority of a least seven (7) members of the Board of Directors attending a given board meeting.

Section 5 - PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association and of the Board of Directors unless required otherwise by these by-laws.

Article VI - BOARD OF DIRECTORS

Section 1 – AUTHORITY/MANAGEMENT OF ASSOCIATION: Subject to directives of annual and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Association. The Board of Directors shall have general charge and management of the affairs, funds and property of the Association. The Board shall have full power and it shall be the Board’s duty to carry out the purposes of the Association according to its By-Laws.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, and Treasurer. The total number of directors is twelve (12).

Recommended Board of Directors Qualifications:  
  
 - Available for the majority of Board of Director Meetings and the Annual Meeting  
 - Available to perform duties of a member of the Board of Directors.

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. These candidates will be presented to the lake association members and a show of hands or electronic votewill determine the acceptance of that candidate as a member of the Board of Directors.

Section 4 - TERMS LIMITS: Term Limits shall apply to Officers and Board Members.

BOARD MEMBER TERM LIMITS

1. Directors Term Length shall be four years with a maximum of two consecutive terms.
2. If the Board of Directors is at a minimum of ten members and no candidate is available the Board may extend the term of one Director until a candidate is presented.
3. Any former Director can be re-elected to the Board of Directors after an absence of two years.
4. The Vice-President shall have the responsibility to maintain a record of the tenure of each Director.

OFFICER TERM LIMITS

1. An officer Term Length shall be four years with a maximum of two consecutive terms.
2. When an Officer has completed his/her service in a particular office
   1. He/she can immediately serve as an Officer in a different office
   2. Or He/she must wait at least one year to serve again in the same office
3. A person must serve as a Director for one year before he/she may serve as an Officer.
4. Officer Terms shall be staggered so not all Officers are changed in the same year
5. Term Limits shall be implemented by changing Officers over the next 4 years as follows:
   1. Year 1 – Vice President
   2. Year 2 – President
   3. Year 3 – Secretary
   4. Year 4 - Treasurer
6. The Vice-President shall have the responsibility to maintain a record of the tenure of each Officer.

Section 5 - BOARD MEETINGS: The Board shall meet annually at a minimum. Generally, meetings are held at the beginning and end of the summer season. Additional meetings may take place electronically or telephonically. Decisions shall be made by majority vote of the directors present, with the President voting only to break ties.

Section 6 - VACANCIES: Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office, although less than a quorum but at least four.

Section 7 - COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business. Any expenses that are not part of the approved annual budget need board approval prior to expenditure.

Article VII - OFFICERS

Section 1 - PRESIDENT: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association. The President can call special meetings of the members and the Board of Directors.

Section 2 - VICE PRESIDENT: The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall carry out other assignments at the request of the President.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as any archives. The Secretary shall record and post the minutes of member meetings and Board meetings on the Wrighter Lake website. The Secretary shall maintain a current record of the names and addresses of members and shall send out notices of membership meetings and Board meetings.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association. The Treasurer shall have charge for all receipts and moneys of the Association, deposit them in the name of the Association in a Bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors. The Treasurer shall keep regular accounts of receipts and disbursements, submit records when requested, and give an itemized statement at regular meetings of the Association. The Treasurer or the President shall sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts, and the same shall be honored on the President’s or Treasurer's signature alone. The Treasurer shall keep accurate account and collect all application fees, dues and charges due for members.

Expenditures exceeding $1,500.00 must be approved by a majority of the voting members of the Association attending an official meeting of the membership.

In the absence of both the President and the Vise-President, the Treasurer shall preside and assume the duties of President.

Article VIII - COMMITTEES

Section 1 - COMMITTEES: The Board of Directors may appoint committees as are deemed necessary to support the efforts of the Association. A current Board member will be a member of all committees to ensure compliance with all Wrighter Lake Association expectations.

Article IX - MISCELLANEOUS PROVISIONS

Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Pennsylvania law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a yearly basis from January 1st through December 31st.

Section 3 - ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations may be deposited in investment accounts or certificates as authorized by the Board of Directors.

Article X - ADOPTION AND AMENDMENTS

These by-laws and any amendments thereto, may be altered or added at any annual or special meeting of the Association by the majority of members present and entitled to vote. Proposed amendments to the by-laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

Article XI – RULES AND REGULATIONS

Section 1 – USAGE OF ASSOCIATION PROPERTY OR FACILITIES. No person, except a member of the Association, the family of such member and guests of such member shall use any of the properties or facilities owned or leased or contracted for by the Association for any purpose whatsoever.

Section 2 – ADDITIONAL RULES AND REGULATIONS. The Board of Directors may establish and encourage any and all additional rules and regulations deemed advisable and necessary.

Section 3 – ABIDANCE OF RULES. Each and every member of the Association, the member’s family and guests, and or occupants of any property at any time owned by him or her and situated at Wrighter Lake are encouraged to abide by these By-Laws, Rules and Regulations.

Article XII - DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two- thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Pennsylvania law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting