

By-Laws of the Woodledge Village Community Association
(A Nonprofit Corporation)

Article I – Name

1. The name of the corporation shall be Woodledge Village Community Association.

Article II – Offices

1. The registered office of the Corporation shall be at Woodledge Village, P.O. Box 376, Hawley, PA 18428.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

Article III – Corporate Seal

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, “Corporate Seal, Pennsylvania”.

Article IV – Members

1. **General.** Each owner of a residential dwelling or lot within the Woodledge Village Community shall be a member of the Association. For purposes of these By-Laws, Woodledge Village shall be comprised of all lots which appear on any plan of lots of Woodledge Village including all plans of lots of Woodledge Village currently existing as well as all future plans of lots for Woodledge Village evidencing development within the Community.
2. **Suspension or Termination of Membership.** The membership privileges of any member may be suspended or terminated for cause, by affirmative vote of two-thirds of all of the members of the Board of Directors, after an appropriate hearing. Furthermore, the Board may, by a majority vote of those present at any duly convened meeting, terminate or suspend the membership privileges of any member who shall be in default on the payment of any dues and assessments as imposed by Woodledge Village Community Association.

Article V – Meetings of Members

1. Regular Meetings.

An annual meeting of the members shall be held during July of each year on a date to be specified each year by the President of the Association, when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months of July 1st of the year in question, any member may call such meeting.

2. Special Meetings.

Special meetings of the members may be called at any time by the President or the Board of Directors, and must be called by either the President or the Board of Directors after receipt of a written request from twenty members to call such a meeting for a specific purpose. At any time, upon written request of any person who has called the special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

3. Place of Meetings.

Meetings of the members shall be at Woodledge Village Pike County, Pennsylvania, or at such other place as may from time to time be fixed by the Board of Directors.

4. Notice of Meetings.

Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary or other authorized person, to each member of record entitled to vote at the meeting, at least fifteen days prior to the date named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary or other authorized person shall neglect or refuse to give notice of a meeting, the person or persons calling the meeting, may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

5. Quorum.

A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person, or by proxy, of members entitled to cast at least 10% of the votes which all members are entitled to cast shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation, and except for any meeting at which a change of dues and assessments is to be voted upon, in which event the presence in person or by proxy of members entitled to cast at least 66 2/3% of the votes which all eligible members are entitled to cast shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum is not present, those present may, except as otherwise provided by a statute, adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, either in person, or by proxy, although less than a quorum shall nevertheless constitute a quorum for the purpose of electing Directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matters set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter is given to each member of record entitled to vote at such second adjourned meeting at least ten days prior to the date stated for the second adjourned meeting.

6. Voting

At all meetings of members each member owning a lot shall be entitled to one vote for each such lot. If any lot is owned by more than one member, all owners of that lot shall be entitled to cast a proportionate share of the one regular or special meeting of the Association. 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 my vote. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections of Directors need not be by ballot except upon demand made by a member at the election and before the voting begins. Only members whose dues or assessments, both annual and special, are current at the time of the meeting shall be eligible to vote or participate in the discussion of any question or matter call for a vote at a particular meeting. For the purpose of determining those members who are not permitted to vote, the names of such members shall be presented to the President by the Treasurer as shown by the Treasurer's records on the date of each meeting.

7. Action by Members

Except as otherwise required by law or by these By-Laws, the acts at a duly organized meeting of members present (either in person or by proxy) entitled to cast at least a majority of the vote of quorum shall be the acts of all members, unless a greater number of votes is required by statute or the Declaration of Restrictive Covenants applicable to Woodledge Village.

8. Voting by Proxy

Voting by members of the Corporation shall be either in person or by proxy. The presence of or vote or other action at a meeting of members, or the expression of consent or dissent to corporate action in writing, by proxy of member pursuant to this provision shall constitute the presence of, or vote or action by, or written consent or dissent of such member. Every proxy shall be executed in writing by the member or by his duly authorized attorney-in-fact and filed with Secretary of the Association. The proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Association.

9. Order of Business at General Meetings

The order of business at all general meetings shall be as follows:

- a) Ascertainment of quorum
- b) Minutes of previous meeting
- c) Reports of Officers
- d) Reports of Committees
- e) Unfinished business
- f) Fixing number of Directors to be elected
- g) Nomination of Directors
- h) Election of Directors
- i) Other new business
- j) Adjournment

Article V – Directors

1. Number and Term

The business and affairs of the Association shall be managed by its Board of Directors. The number of directors shall be established by the members of the Association at the annual meeting of the membership. The Board shall consist of a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary of the Association and such other members of the Association elected at the Annual meeting. Directors elected shall take office immediately upon their election and shall serve until their successors are elected and take office. A person may hold more than one office.

2. Qualification

Each Director shall be a member of the Association and a natural person of full age, provided, however, that a non-member can qualify to be a Director if that non-member's spouse is the owner of an improved property within the community and is a member in good standing. In the case of joint ownership of a property, not more than one of said joint owners can be an officer and/or a Director during the same period. In order to qualify as a Director, the member of the Association must have all dues and assessments applicable to all property owned by such person in the community paid current.

3. Powers of the Board of Directors

The powers of the Board of Directors shall include, but shall not be limited to, the following:

- a) To exercise general supervision of the affairs of the Association.
- b) To fill interim vacancies in the Board of Directors or in any offices of the Association which may occur between annual meetings of members?
- c) To define and fix the duties and responsibilities of the officers to the extent not otherwise done in these By-Laws, and if in its judgment wise, to require any officers to execute and deliver surety bonds at the expense of the Association.
- d) To insure the present and future residential living conditions relating to the health, safety, public morals, convenience, comfort and beauty on lots within the community.
- e) To regulate, inspect, administer, approve structures and obtain compliance generally with the restrictions and conditions as to the use of said lots and of related facilities, including roads, bridges, and rights of way and parking areas.
- f) To promote, the welfare, social and recreational interests of the members by providing for the administration, maintenance and management of such bodies of water, beach facilities, waterfront, lands, trails, parks, recreational areas, docks, piers, buildings and facilities in connection therewith as may come into the control and management of the Association for community purposes.
- g) To regulate and control recreational and related facilities and equipment in furtherance of the general plan of the community.
- h) To secure financing and to levy and assess special fees and dues for the use of recreational facilities or other projects of the Association where necessary and proper deemed for its purposes.

In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by members.

4. The meetings of the Board of Directors

May be held at such place or places as the majority of the Board may determine or as designated in the notice calling the meeting. The Board of Directors shall meet when called by the President or by and three Directors. Written or personal notice of every meeting of the board of Directors shall be given to each Director at least three days prior to the day stated for the meeting.

5. Quorum

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in the office and shall be filed with the Secretary of the Corporation. For matters related to items previously discussed by the Board of Directors, a Director may participate in the final discussion and vote by telephone. In such instances the Director shall be deemed present for purposes of determining a quorum.

6. Compensation

The Board of Directors shall have the authority to fix the compensation of Directors for their services as such.

7. Declaration of Vacancy

The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of a felony, or if he fails to pay all dues and assessments current, or it within sixty days after notice of his election, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements or qualification as the By-Laws may specify.

8. Voting

All Directors who are members in good standing shall be entitled to vote at all regular and special meetings of the Board. Voting may be done in person or for items previously discussed by the Board at a meeting where the Director was present, voting may be done in writing or by telephone.

Article VII – Officers

1. Executive Officers

The Officers of the Association shall consist of a President, Vice President, Treasurer, Recording Secretary, and a Corresponding Secretary who shall be elected by the Board of Directors of the Association and shall take office immediately upon their election and shall hold office until their successors are elected and take Office. Other officers and assistant officers may be appointed by the Board of Directors and shall serve at the pleasure of the Board. The officers shall have such authority and shall perform such duties as are provided by these By-Laws and as shall from time to time be prescribed by the Board of Directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Qualification

Each officer shall be a member of the Association and a natural person of full age; provided, however, that a non-member can qualify to be an officer if that non-member's spouse is the owner of a property within Woodledge Village Community, and is a member in good standing. In the case of joint ownership of property, not more than one owner can be an officer and/or Director during the same period.

3. President

The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the members and Directors; shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association. The President shall execute all documents requiring a seal, under the seal of the Association. The President shall be ex-officio, a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. Vice President

The Vice President shall act in all cases for and, as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

5. Recording Secretary

The Recording Secretary shall attend all meetings of the Members and the Board of Directors and act as clerk thereof and shall record all votes and minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Recording Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The Recording Secretary shall keep in safe custody the corporate seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it.

6. Corresponding Secretary

The Corresponding Secretary shall attend all sessions of the Board of Directors and all meetings of the Members and shall handle all correspondence. The Corresponding Secretary shall, when required, perform a like service for all standing committees, and shall perform such other duties as may be prescribed by the Board of Directors or President.

7. Treasurer

The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the monies of the Association. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the Financial condition of the Association.

Article VIII – Vacancies and Removal

1. Officer Vacancy

If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may chose a successor or successors, who shall hold office until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

2. Director Vacancy

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is selected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

3. Removal of Directors

The entire Board of Directors, or any officer, or any individual Director, may be removed from office without assigning any cause by the vote of members entitled to case at least 66 2/3% of the votes which all members present would be entitled to cast at any annual or other regular election of the officers and/or Directors. In case the Board or any officer or any one or more Directors are so removed, new Directors and/or officers may be elected at the same meeting.

Article IX – Dues

1. Membership Dues

In addition to the general and special assessments designated in the Restrictive Covenants of Woodledge Village the Association may assess membership dues to the members for the purpose of providing services and conducting functions which are not provided for in the general or special assessments. The purpose, amount, and manner of collecting such dues shall be designated by the Association at such times as the dues are established.

Article X – Books and Records

1. Maintenance

The Association shall keep an accurate record of the proceedings of the members and the Directors, and the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association, and an original or duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Association in this commonwealth, or at its principal place of business wherever situated.

2. Right to Inspect

Every member shall, upon written demand under oath stating the purpose therefore, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and Directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or agent to so act on behalf of the member. The demand under oath shall be directed to the Association at its registered office in this commonwealth or at its principal place of business wherever situated.

Article XI – Membership Certificates

1. General

Membership in the Association may be evidenced by certificates or membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the Association is a non-profit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, and shall bear the corporate seal.

Article XII – Annual Report

1. Annual Report

The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- a) The assets and liabilities, including the trust funds, if any, of the Association as of the end of the fiscal year immediately proceeding the date of the report.
- b) The principal changes in assets and liabilities including trust funds, if any, during the year immediately proceeding the date of the report.
- c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate date with respect to each trust fund, if any, held by or for the Association.
- d) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund, if any, held by or for the Association.
- e) The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such numbers during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

2. Filing of Report

The report referred to in Paragraph 1 hereof shall be filed with the minutes of the meeting of members.

Article XIII – Notices

1. Manner of Giving Notice

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Association, or, in the case of Directors, supplied by him to the Association for the purpose of notice. If a notice is sent by mail or by telegram it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or go the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken, unless otherwise provided in these By-Laws.

Whenever Waiver of Notice is required to be given under the provisions of a statute or the Articles or By-Laws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute or these By-Laws, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article XIV – Miscellaneous Provisions

1. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July.

Article XV

Limitation on Personal Liability of Directors Duty of Directors

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his/her duty as a member of any committee of the Board upon which he may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements or other financial data, in each case prepared or presented by and of the following:

One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

Counsel, Public Accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert confidence of such person.

A committee of the Board, upon which he/she does not serve, duly designed in accordance with the law, as to matters within his/her designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question which would cause his/her reliance to be unwarranted.

Consideration of Factors: In discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors may, in considering the best interest of the Corporation, consider the effects of any action upon employees, upon supplies and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Subsection (A).

Presumption: Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Limitation on Liability: A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or failure to take action, unless:

The Director has breached or failed to perform the duties of his/her office under Subsection (a) hereof; and
The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
The provisions of this section related to limitation on liability shall not apply to:
The responsibility or liability of a Director pursuant to any criminal statute; or
The liability of a Director for the payment of taxes pursuant to local, state or federal law.

Article XVI **Indemnification of Officers, Directors and Employees**

Indemnification in Direct Action: The Corporation is authorized to indemnify any director, officer, or employee, or any former director, officer, or employee, or their heirs and assigns of any such director, officer, or employee who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the Corporation) by reason of the fact that such person is or was a Director or Officer, or Employee of the Corporation or was serving at the request of the Corporation or a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless the act or failure to act giving rise to the claim is determined by a court to have constituted willful misconduct or recklessness.

Indemnification in Derivative Action: The Corporation is authorized to indemnify any director, officer, or employee or any former director, officer or employee, or the heirs and assigns of such directors, officer, or employee, who was a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that such person is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, against amount paid for judgements or settlement and all expenses (including attorney' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of, or serving as a witness in, such action of suit unless the act or failure to act giving rise to the claim is determined by a court to have constituted willful misconduct or recklessness.

Payment of expenses: Expenses incurred by any director, officer, employee, agent or former director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the Corporation.

Non-Exclusivity of Rights: The indemnification and advancement of expenses provided by this Article XVI shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under an any other By-Law, agreement, vote of shareholders , or directors, or otherwise, both as to action in his/her official capacity while serving as a director, officer and/or employee, and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer and /or employee and shall insure to the benefit of the heirs and personal representatives of such a person.

Article XVII – Amendments

Section 1. These By Laws may be amended by a majority vote of the members present at a regular or special meeting of the Association, provided notice of the purpose of the proposed amendment has been stated in the call of the meeting.

Re Typed May 4, 2017