



POCONO SPRINGS CIVIC ASSOCIATION

By-Laws

Revised & Ratified by the Board of Directors on September 27, 2025

Table of Contents

Article I.....	1
Article II - Name and Address	1
Article III - Members.....	1
Article IV – Dues and Assessments.....	2
Article V - Membership Meetings	3
Article VI - Eligibility for the Board of Directors	3
Article VII - Voting.....	4
Article VIII - Election Procedure.....	4
Article IX – Officers of the Board of Directors.....	6
Article X–Authority of the Board of Directors.....	7
Article XI–Meetings of the Board of Directors	8
Article XII–Ethical Behavior and Conflict of Interest	9
Article XIII - Indemnification	9
Article XIV–Amendments of Bylaws	9
Article XV–Association Financial Manual	9
Revision History	10

Pocono Springs Civic Assoc., Inc.
By-Laws, Revised September 2025

Article I

The Pocono Springs Civic Association (the “Association”) is a Pennsylvania nonprofit corporation that does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The principal purpose of the Association shall be the maintenance of roads and other common improvements and preservation and protection of the environmental resources and characteristics of the Pocono Springs Estates community, for the mutual and common use and enjoyment of such community, and especially to enhance and make more useful and enjoyable to common areas and common improvements within the Pocono Springs Estates community. All common areas or facilities owned and maintained by the Association shall be for the common use and enjoyment of the property owners of the Pocono Springs Estates community.

Article II - Name and Address

Section 1. The name of this corporation shall be, Pocono Springs Civic Association, Inc.

Section 2. The address of the corporation is 331 South Turnpike Road, Newfoundland, PA 18445.

Article III - Members

Section 1. Every owner of a plotted lot in Pocono Springs Estates is automatically a member of the Association by virtue of having signed an agreement of sale or by accepting a deed of conveyance regarding such a lot. Every member shall retain all rights of membership so long they shall continue to remain as an equitable, legal or record owner of such lot and remains a Member in Good Standing, as required in Article IV of these Bylaws.

Section 2. Persons not holding an interest in any original lot in said properties may become an Associate Member of the Association under terms and conditions prescribed by the Board. The following may qualify for Associate Membership:

- (a) The spouse or domestic partner of a member.
- (b) A person of at least 18 years of age who holds a Power of Attorney of a member.

Section 3. Associate Members shall have no vote or right of notice of any regular or special meetings of members. The privileges and duties of Associate Members shall be established from time to time by the Board by a Resolution and need not be the same as those of members. An Associate Member shall have the same principal residence as the member.

Article IV – Dues and Assessments

Section 1. Membership Dues and Fees

A) Membership dues and fees shall be fixed by the Board and vary reasonably between improved lots, and unimproved lots. The method and basis of determining the amount of the annual dues by unit type shall not be changed unless approved by a favorable vote by the Board of Directors.

B) The Board may approve a dues discount or a discount period for the collection of current year dues, fees, and assessments.

Section 2. Any account not paid in full on or before the close of business day, 4:00 PM on March 31st of any year for the current dues, charges, etc., billed, and payable to the Association shall be assessed a late fee as established by the Board of Directors. If the due date falls on a Sunday or, for any reason, the office is closed that day, the next business day date will apply.

Section 3. All accounts, which are not paid in full by the close of business day, 4:00 PM April 1st for the current year's dues, charges, etc., billed, and payable to the Association shall be assessed a twenty-dollar (\$20.00) delinquency charge.

A 1% charge shall be applied on May 1st and the first day of each month after that, so long as there is an outstanding delinquent balance.

If an account with no payment received and no written arrangements with the Association office is still delinquent on June 15th; the account will be assessed with a two hundred and fifty dollars (\$250.00) administration fee. Further, the Board of Directors is within its rights to use any and all collection procedures allowed by law in recovering the delinquent balance. All expenses for legal and collection services shall be added to the member's balance as law permits.

Section 4. A member shall be considered to be in Good Standing so long as they comply with all rules, regulations, restrictive covenants, and bylaws, including, but not limited to, the payment of dues, assessments, fines, and other charges on all lots (accounts) owned by the member to date. In addition, only members in good standing may receive badges, use the community's recreational facilities, vote in Association matters, hold office in the Association, or otherwise be entitled to membership privileges as determined by the Board of Directors. Additionally, Guests and Long-Term Tenants of Members in Good Standing shall also have amenity usage rights (but not the right to hold office, vote or attend meetings) accompanying that Lot. The amenity rights assigned to the tenant (s) are only for the term of the lease.

Section 5. The developer, Joseph Caputo, his wife, Aldo Caputo, their children, and grandchildren shall not be required to pay any dues or assessment on any of its lots in the development, Pocono Springs Estates unless a lot is improved with a structure used for habitation, in which case the aforementioned individuals shall thereafter pay dues and assessments on the same basis as a resident Member in Good Standing for each of said lots in Pocono Springs Estates.

Article V - Membership Meetings

Section 1. The annual meeting of the members of the Association shall be held on the last Saturday of September.

Section 2. The Board of directors shall have authority to call special meetings of the members of the Association at any time and place upon giving notice of the meeting by first class mail or any other lawful method, mailed at least ten (10) days prior thereto to members in good standing only.

Section 3. Business conducted at any special meeting shall be limited to that specified in the notice in writing mailed to members in good standing.

Section 4. A majority of the Board and at least twenty-five (25) members in good standing shall constitute a quorum at any membership meeting.

Section 5. Business at member meetings and all board meetings shall be conducted under the provisions of the bylaws and the general provisions of the current edition of Modern Rules of Order.

Article VI - Eligibility for the Board of Directors

Section 1. The Board of Directors shall consist of seven (7) members at least 21 years of age. Only members who have been in continuous good standing for the two (2) years prior to running for and taking office may serve on the Board. Directors must remain in good standing at all times they are in office.

Section 2. Directors shall be elected by the membership of the Association. They shall serve staggered 3-year terms, with two (2) members elected each year, except for every third year when three (3) members will be elected. Candidates must provide the Association with a completed election petition, containing the signatures, solicited solely by the candidate, of at least twenty-five (25) property owners in good standing, and a brief resume of business and/or professional background. Both of these documents must be submitted to the Association office on or before the close of business (4:00 PM) on the second Friday in June or a date set by the Board of Directors, to coincide with the publication of the Pocono Springs Newsletter, whichever is later.

Section 3.

- (A) Directors may not serve more than two (2) consecutive terms in office, except by the provision detailed in Section 4 of this article. At the end of the maximum term, a Director may not be re-elected or appointed to the Board for a period of three (3) years. Any Director who resigns or is removed for any reason shall be ineligible to serve on the Board for three (3) Years immediately following the resignation.
- (B) A term shall begin at the conclusion of the Annual Meeting, at which time the new Board shall be seated.
- (C) All board members elected or appointed will be required to sign a confidentiality agreement. Any board member who divulges subjects discussed during either Executive Session or board workshops before they are disseminated as public information will be subject to disciplinary action up to and/or including removal from the Board by a majority vote of the Board.

Section 4. Board Vacancies

If a board member surrenders their seat before the end of the term, the seat shall be filled with the appointment by the Board of the unelected candidate who garnered the highest number of votes in the previous election, provided the member is still a Member in Good Standing. If the association member does not accept this appointment or if the circumstances of the previous election preclude there being a next highest vote receiver, then the seat will be offered to an association Member in Good Standing at the Board's discretion.

- (A) This appointee shall serve the remaining term of the position they have been appointed to fill
- (B) If the remaining time on this term is 18 months or greater, then that term shall be deemed as a full term for the purposes of the two (2) Term limit described in Article VI, Section 4, Part A
- (C) If the remaining time on this term is 17 months or less, then that term shall not be considered as a term for the purposes of the two (2) Term limit described in Article VI, Section 4, Part A

Article VII - Voting

Section 1. Each Member in Good Standing shall receive one (1) vote for each unimproved lot and two (2) votes for each improved lot, up to a maximum of five (5) votes per member.

Section 2. Joint tenants, tenants in common, tenants by the entireties, and other fractional ownership interests shall collectively be permitted to vote as if they were one person. They shall designate in writing one of them to be the designated voting member.

Section 3. Members not in good standing are not entitled to vote.

Section 4. Proxy voting shall not be permitted at any membership meeting.

Section 5. Mailed ballots or an online voting system, may be permitted if the Board so chooses.

For the purposes of this and other subsections, an online voting system means a ballot cast or given by electronic transmission over the Internet, to a vote management system, whether by direct connection, intranet, telecopier, electronic mail, telephone or other technological means, if the identity of the unit owner submitting the ballot can be confirmed. A vote management system is a third-party vendor who operates a digital or subscription service that securely manages the conduct of elections and voting procedures.

Article VIII - Election Procedure

Section 1. All Elections to the Board may be conducted via written mailed ballot or online voting system.

The online voting system may be used for any matter that requires a vote of the Members, but the Board of Directors may determine that utilizing electronic voting is not in the best interests of the Association as to any particular meeting or election. Accordingly, there shall be no obligation for the Association to utilize electronic voting for any particular matter or election.

Whichever method is utilized, it shall set forth the names of those persons together with a brief resume, who are candidates for the position of Directors, in the order in which they filed their statement of candidacy with the office of the Association. An independent agent appointed by the Board shall prepare and mail such ballots to each member entitled to vote. The ballots will be mailed by August 15th, along with the notice of the annual meeting of the Association.

At its monthly meeting in April, the Board of Directors shall appoint an election committee. This committee shall be composed of no more than three (3) Volunteers, who are members in good standing. The election committee members shall serve as the Judges of the Election. Together with the general manager, the election committee shall compile a mailing list of all members in good standing as of the record date July 31st, and this shall be forwarded to the independent agent.

- (A) Completed ballots must be received from the members at the depository of the agent on or before September 15th at 5:00 PM. If, however, the collection date falls on a weekend or for any reason the office is closed that day, the next business day will apply.
- (B) If using written mailed ballots, the completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "ballot" and shall contain only one (1) Ballot. The inclusion of more than one ballot for each envelope shall disqualify the return. Each "ballot" envelope shall contain the signature of the voting member, address of the property, and any other information deemed necessary by the Board of Directors to establish the validity of the ballots contained therein.
- (C) Upon receipt of each return, the independent agent shall immediately place it in a safe or locked place until the day the ballots are counted. The independent agent shall certify the results of the count at the completion of the ballot count and report the results to the Judges of the Election. The Judges of the Election will immediately do the following in order.
 - 1) Inform the Board President.
 - 2) Notify all candidates.
 - 3) Release the information to the General Manager for publication in all forms of communications available to the Association.
- (D) In the event that the number of qualified candidates is less than or equal to the number of vacancies on the Board, ballots shall not be mailed to the membership and Judges of the Election shall declare the candidates elected by acclamation on August 15th and make proper notifications in accordance with these Bylaws. If no successor is elected, the person previously elected or appointed continues to hold office as a carry-over Director. Prior to the annual meeting, the Board shall determine who will remain in office as the carry-over Director (s). Such carry-over directors or appointments shall serve the full term of the open position, irrespective of any term limitations contained elsewhere in these Bylaws.

Article IX – Officers of the Board of Directors

Section 1. At the reorganization meeting, the Board of Directors shall elect a President, Vice-President, Treasurer and Secretary of the Association, and such other officers, as the boards deem advisable. The officers must be Members in Good Standings of the Association and must be members of the Board of Directors. In addition, the Board of Directors shall appoint a temporary chairperson to conduct the reorganization meeting of the Board.

Section 2. The president of the Association is vested with all the powers generally given to the chief executive officer of a corporation. The president will preside at all meetings of the Board and the membership. The president, with the approval of the Board, when appropriate, will execute contracts, orders, and other documents in the name of the Association as its agent. When signing documents, the president shall show the capacity in which he or she is signing in order to bind the Association.

The president shall on behalf of the Board assume general oversight of the day-to-day administration of the Association and has the authority to authorize specific actions in furtherance of the Board's policies. As chief executive officer, the president serves as spokesman for the Board of Directors in matters relating to general association business.

Like all officers of the Association, the president has a fiduciary duty to carry out the responsibilities of the office in the best interests of the Association. Without specific board approval, the president cannot borrow funds in the name of the Association or otherwise act beyond the scope of the authority established by the community's governing documents and Board of Directors. The president also has the authority to appoint certain persons to assist with the duties of the office, such as vote tellers, inspectors of elections, sergeants at arms, and a temporary secretary or recorder.

Section 3. The vice-president of the Association is vested with all the powers required to perform the duties of the association president in the absence of the president. The vice-president does not automatically possess inherent powers to act in the capacity of chief executive and may act for the president only when the president is actually absent or otherwise unable to act. The vice-president may assume such additional duties as are defined by the Board of Directors.

Section 4. The secretary of the Association is responsible for keeping and maintaining a record of all meetings of the Board of Directors and the membership and is the custodian for most of the official records of the Association. The position of secretary is not simply a clerical position, and the secretary will not actually keep the minutes of the meetings but will be responsible for the recorder or assistant secretary. As the custodian of the minutes and the other official records of the Association, the secretary is responsible for ensuring access to those records by the members of the Association and their authorized representatives upon proper request.

The secretary will be in charge of giving all of the required notices to both the Board and association members in accordance with the law and these bylaws.

Section 5. The treasurer is the custodian of the funds, securities, and financial records of the Association. The treasurer's duties include overseeing that the appropriate employees ensure that the financial records and reports are properly kept and maintained. The treasurer is also responsible for overseeing the development of the proposed annual budget and for preparing and

giving the annual financial report on the financial status of the Association. The treasurer does not have the authority to bind the Board of Directors in dealings with third parties unless the Board has provided express authority for the treasurer to do so.

As with the Association's secretary, the treasurer does not have actually to perform the day-to-day record-keeping functions of the Association, but the treasurer is ultimately responsible for ensuring that the financial records of the Association have been maintained properly in accordance with good accounting practices. At such time the Board of Directors determines the need to establish ad hoc finance or a budget committee; the treasurer shall serve as the chairperson for such committee.

Section 6. All officers serve at the will of the Board of Directors and can be removed from said office with or without cause at any time by a majority vote of the full Board.

Article X—Authority of the Board of Directors

Section 1. The affairs of the Association shall be governed and administered by the Board of Directors. They shall have full power, and it shall be their duty to carry out the purpose of the Association according to its articles of incorporation, bylaws, and rules. In addition to and not in limitation of the powers granted the Board of Directors by law, they shall have these powers:

- (A) To sue or defend a suit in the Association's name.
- (B) To purchase, take, receive, lease as lessee, take by gift or bequest, or by devise, or otherwise acquire and to own, hold, use and otherwise deal with any real or personal property or any interest therein, situated in or out of the Commonwealth, which may be necessary and proper.
- (C) To borrow money (not to exceed \$500,000.00 in any occurrence), enter into long term contracts, issue its notes, bonds, or other evidence (s) of debt, for money or labor done, or money or property actually received, and to secure any of its property, franchises, and income.
- (D) To elect or appoint and remove officers and, to the extent, not provided for the By-Laws— to determine their duties.
- (E) To appoint or remove employee (s) and/or agents of the Association to define their duties and fix their compensation.
 - a) To appoint or remove a person as General Manager shall require an affirmative vote of at least five (5) Members of the seven-member Board of Directors.
 - I. No member may be hired as a General Manager nor own any stake in a management company hired by the Association.
 - b) To appoint or remove any other full-time employee or agent will be in the General Manager's favor and judgment with the Board of Directors' final approval.
 - c) To appoint or remove part-time employees will require action by the Department Head and Manager. The Board is to be advised at all times by the General Manager of changes with part-time employees.
- (F) To purchase, take by gift or bequest or otherwise acquire and to hold shares, bonds, securities, or their evidence(s) of debts of any other person or corporation and to

exercise all rights and privileges of such ownership, subject to limitations imposed by the law.

- (G) To determine whether the conduct of or failure to act by any member violates any rules or bylaws or the Declaration of Covenants of the Association and, if so, to fix the penalty for such violation after notice and opportunity to be heard.
- (H) To appoint committees and define their duties.
- (I) The Board of Directors shall approve chairpersons and members of such committees.
- (J) To create rules and regulations and an established fine schedule and enforce said rules and regulations for the Association.
- (K) To plan and approve the budget of the Association annually.
- (L) To levy and collect dues, fines, fees, and assessments from all the members.
- (M) To make distinctions among and within classes of members with respect to dues and assessments.
- (N) To make any and all decisions concerning roads, water supply systems, sewerage disposal systems, if any, and all other community facilities existing at Pocono Springs Estates.
- (O) To institute legal action to enforce all rules, bylaws, the Declaration of Covenants, and all other rights of the Association as required. Any member found to have violated the Community's governing documents shall be responsible for paying all of the Association's legal fees and costs related to enforcement.
- (P) To delegate any of its functions to committees of the Board of Directors or its employees as allowed by law.

Article XI—Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors may be held at such time and place as the majority of the Board agrees. Directors may participate in any Board meeting by means of conference telephone or other electronic technology by means of which all persons participating in the meeting hear each other.

Section 2. Unless otherwise required by these bylaws, decisions of the Board of Directors shall be a majority vote of those Directors at a meeting in which a quorum is present.

Section 3. Any and all action, which may be taken at a meeting of the Board of directors, may also be taken by unanimous consent of the Board of Directors in writing without a regular meeting.

Section 4. An elected Director who is absent from three (3) Board meetings in one twelve (12) month period (during an election year cycle, September to September) without being excused by the Board of Directors shall be deemed to have resigned.

Article XII–Ethical Behavior and Conflict of Interest

Section 1. Board members may not directly or indirectly have any contractual relationship with the Association.

Section 2. Two members of the same family may not serve on the Board of Directors at the same time. (Definition of Family: A group of individuals who share ties of blood, marriage, or adoption; a group residing together and consisting of parents, children, and other relatives by blood and marriage; a group of individuals residing together who have consented to an arrangement similar to ties of blood or marriage)

Section 3. All members of the Board of Directors and employees shall read the association conflict of interest policy on an annual basis and sign an annual disclaimer and certification that he or she is in full compliance with the policy.

Article XIII - Indemnification

Section 1. The Association shall indemnify any person who was, is, or threatened to be made part of any suit or proceeding whether civil, administrative, or investigative, by reason of fact that he or she is or was acting as a director, officer, employee, or member of a special committee or other committee, or agent of the corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action, suit or proceedings. This provision shall apply so long as he or she acted in good faith and in a manner, he or she reasonably believed to be in or not opposed to the best interest of the Association.

Article XIV–Amendments of Bylaws

Section 1. The Board may propose amendments to the bylaws at any board meeting by a simple majority of the Board.

Section 2. All proposed amendments to the bylaws must be published in one or more of the media outlets available to Pocono Springs Civic Association prior to any ballot mailing to the homeowners.

Section 3. Membership voting shall be done by mailed ballots or online voting system. The Board shall provide the actual text of the Bylaws Amendments to all Members in Good Standings. Approval will require a two-thirds majority vote of the total number of valid returned ballots cast by members in good standing of the Association.

Article XV–Association Financial Manual

Section 1. The treasurer shall oversee the creation of a finance manual that describes the Association's financial systems and procedures. Once established and approved by the Board of Directors, it will be the Standard for which the Association finances will be handled.

Section 2. Proposed changes to the manual are to be presented to the treasurer, and any changes shall require an affirmative vote of at least five (5) members of the seven-member Board of Directors.

End of Bylaws

Revision History

<u>Revision</u>	<u>Page</u>	<u>Board Approval Date</u>
Article III Members	Page 1	09/28/2019
Article IV Dues and Assessments	Page 1	09/28/2019
Comprehensive changes approved by membership vote		09/25/2021
Article VII Voting.....	Page 4.....	09/27/2025
Article VIII Election Procedure.....	Page 4.....	09/27/2025
Article XIV Amendments of By-Laws.....	Page 9.....	09/27/2025
Comprehensive changes approved by membership vote		09/27/2025

Note: A Revision History was added with the changes made on September 28, 2019. The history does not reflect any changes made prior to that date.