

**BY-LAWS
OF
ROCKLEDGE HOMEOWNERS ASSOCIATION**

ARTICLE I

NAME AND LOCATION. The name of the association is Rockledge Homeowners Association, hereinafter referred to as the “Association”. The principal office of the Association shall be located at 511 Cambridge Court, Palmyra, Pennsylvania 17078 but meetings of members and directors may be held at such places within the state of Pennsylvania, Counties of Lebanon or Dauphin, as may be designated by the Board of Directors.

ARTICLE II

Section 1. “Association” shall mean and refer to Rockledge Homeowners Association, its successors and assigns

Section 2. “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. “Declarant” shall mean and refer to Fred A. Shaffer, his heirs, executors, administrators, successors or assigns if such heirs, executors, administrators, successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of Recorder of Deeds of Lebanon County, Pennsylvania and Dauphin County, Pennsylvania.

Section B. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III **MEETING OF MEMBERS**

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the 1st Tuesday of February of each year thereafter, at the hour of 7:30 o’clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth of the members who are entitled to vote.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member’s address last

appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. A total of fifty-seven (57) persons or proxies shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of eleven (11) Directors, at least seven (7) of which shall be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

Section 2. Term of Office. All directors shall be elected for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual out of pocket expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or telephone approval of a majority of the directors. If telephone approval is obtained, said approval will be more formally ratified at the succeeding Regular Board Meeting. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on the third (3rd) Wednesday of each month at 6:30 P.M. without notice, or at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;**

- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be**

- suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;**
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Declaration, or the Articles of Incorporation;**
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and**
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.**

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present at least a Balance Sheet and Statement of Income and Expenses for the previous year to the members at the annual meeting of the members or within 180 days after the close of the Fiscal Year or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote. If Annual Financial Statements are audited and reviewed by a certified public accountant, any member, with 30 days written notice, may receive a copy of the auditor's report on the Financial Statements and may be charged a reasonable fee for any copies of any requested Financial Records;**
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;**

- (c) as more fully provided in the Declaration, to:**
- (1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;**
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and**
 - (3) proceed through proper legal proceedings to foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or bring an action at law against the owner personally obligated to pay the same.**
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;**
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;**
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;**
- (g) cause the Common Area to be maintained.**

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1 Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

- (b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The treasurer shall oversee receipt and deposit in appropriate bank accounts of all monies of the Association and shall oversee the disbursement of such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; oversee the proper books of account; cause an annual audit of the Association books to be made by an independent certified

public accountant at the completion of each fiscal year; and shall oversee the preparation of an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and subject to a late fee assessment of \$5.00 if not paid by the 10th day of the month in which the regular assessment is due and will constitute a continuing lien upon the property. If the assessment is not paid within thirty (30) days after the due date, said due date being the first business day of each calendar month, the

assessment shall bear interest from the date of delinquency at the rate of fifteen percent (15%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

**** Please note Addendum on last page.**

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Rockledge Homeowners Association.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of fifty-seven (57) members present in person or by proxy.

Section 2. In the case of any conflict between the By-Laws and the Articles of Incorporation, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XV

BUDGET

In preparing the annual proposed budget for the ensuing year, the Treasurer and other appropriate members of the Board should give very serious thought and consideration to the setting up of Reserve Accounts to insure the availability of funds for future repairs and/or Capital Improvements. In so doing, the Treasurer has the authority to seek outside professional service. Such accounts should not be used for any purpose other than that which is designated in the budget.

The annual proposed budget should be prepared in October for the ensuing year, reviewed at mid fiscal year (July-August) to be sure that there are no major discrepancies in the amounts shown in the original budget. If there are, the Board has the authority to re-allocate funds as deemed necessary.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Rockledge Homeowners Association, a Pennsylvania non-profit corporation, and,

THAT THE FOREGOING By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors, held on the _____5th_____ day of _____February_____2002.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Association this _____5th_____ day of _____February_____, 2002.

Marilyn Curry

Secretary

Addendum added to Article XI – ASSESSMENTS

Late fee assessments of \$10.00 will now be charged if not paid by the 10th day of the month in which the regular assessment is due and will constitute a continuing lien upon the property. This was voted upon and approved by Rockledge Homeowners at the Annual meeting on February 5, 2002.

