

Conashaugh Lakes
Community Associations
By Laws
(as amended through 09/30/2023)

(except **as otherwise indicated as adopted 1/13/82 and amended through 9/98 , 9/20/04, 11/11/2006 & 09/24/22**)

ARTICLE 1. NAME, PRINCIPLE OFFICE AND POWERS

SECTION 1.1-NAME- The Name of the corporation is CONSAHSUGH LAKES COMMUNITY ASSOCIATION (hereinafter, "Association")

SECTION 1.2 – Principle Office – The Principle office of the "ASSOCIATION" shall be located in the development known as Conashaugh Lakes, Dingman Township, Pike County, Pennsylvania.

SECTION 1.3 – Purpose and Powers – The purposes and powers of the ASSOCIATION shall be defined by its Certificate of Incorporation, as amended from time to time, in addition to the powers granted to non-profit corporations by the laws of Pennsylvania.

ARTICLE 2 – MEMBERSHIP

SECTION 2.1 – Lot Ownership- All persons/corporations who are owners of lots located in Conashaugh Lakes, as described in deeds recorded in the Record Office of Pike County Pennsylvania, shall be MEMBERS of the ASSOCIATION. A MEMBER who is a corporate entity must disclose this fact prior to being placed on a Committee or the Board of Directors. A MEMBER shall not resign membership while owning a lot in the development. Membership shall automatically cease when ownership in Conashaugh Lakes ceases to exist. **(9/22/91)**

SECTION 2.2 – Membership Privileges- Privileges of Membership shall include:

- (a) The right of access to the lots owned by the respective MEMBER(s) over the roads maintained by the ASSOCIATION.
- (b) Use of the facilities established by the ASSOCIATION for the convenience of its MEMBERS.
- (c) The use of any recreational facilities owned and maintained by the ASSOCIATION.
- (d) The right to petition and vote on all matters requiring Membership vote by law or by these By Laws; and
- (e) The right to attend all open meetings of the Association. **(9/23/90)**

SECTION 2.3 – Obligations of Membership – Members are obliged to:

- (a) comply at all times with the Rules and Regulations of the ASSOCIATION and these By Laws, and to be responsible for the like compliance by all family MEMBERS, GUESTS, tenants and invitees.
- (b) be responsible for all damages attributable to the MEMBER(s), immediate family, GUESTS, tenants, and invitees of such MEMBERS(s); and,
- (c) pay all dues, assessments, fines and user fees levied under these By Laws in a timely manner. **(9/23/90)**

Section 2.4 – Disciplinary Measures

- (a) The privileges conferred in **(b), (c), and (d)** of Section 2.2 shall be revoked automatically if the MEMBER has failed to pay the annual dues and all prior dues in full. Current year's dues must be paid on or before December 1st in any year, unless the MEMBER is registered in an approved payment plan **1-93** by December 1st and currently in accordance with that plan. Any lawful assessment must be current in accordance with the term of that assessment. All rights shall be restored after all defaults have been cured. **(9/94)**
- (b) If a MEMBER, or GUEST, tenant, or member of the immediate family of a MEMBER, is determined to have created a nuisance upon any ASSOCIATION property, or if any intentional action or omission of such individual which causes damage or expense to the ASSOCIATION, or if the Rules and Regulations of the ASSOCIATION are violated by such individual, he/she shall be subject to the disciplinary measures provided for in the ASSOCIATION'S Rules and Regulations. **(9/23/90)**
- (c) The remedies provided for in this **SECTION 2.4** shall not prevent the ASSOCIATION from exercising any other rights it may have at Law or otherwise.

ARTICLE 3- MEETINGS

SECTION 3.1 – Annual Meeting – The Annual Meeting of the ASSOCIATION shall be held on the last weekend day in September each year, at a location within Pike county, fixed by the Board of Directors. **(9/98)** Notice of the Meeting shall be sent via the Association’s official publication. Such publication shall be mailed at least 30 days prior to the Meeting. The business of the Annual Meeting shall consist of:

- (a) approval or disapproval of the Board of Directors report for the preceding year, a copy of which shall be mailed to members at least 30 days prior to the Meeting;
- (b) the election of Directors;
- (c) adoption of the annual budget, and
- (d) such other business as may properly come before the Meeting shall be considered upon 30 days written notification to the Membership **(9/94)**

SECTION 3.2 – Special Meetings – Special Meetings may be called at any time by the Board of Directors, or by ten percent (10%) of the MEMBERS eligible to vote, by their written request to the Secretary; stating the purpose of the Meeting, and asking the Secretary to set a weekend date for such Meeting, no later than 40 days after receipt of such request. **(9/23/90)**

- (a) **Contents of Petitions for Special Meetings** – Printed names, signatures, lot and section numbers, and date signed must be on Petition. A Petition shall not be circulated in excess of ninety (90) days: That is, there will be a ninety day time limit from the date of the earliest signature to the date of submission of the petition to the Board of Directors. Names on the petitions must follow standard procedures of one name per lot as the name appears on the deed. The status of each petition must be acknowledged within thirty (30) days. Any person who files a defective petition must be notified within thirty (30) working days. **(9/98)**.

SECTION 3.3 – Voting Rights- All property owners shall be entitled to only one vote whether property is owned solely or jointly. All owners may cast only one vote regardless of the number of lots owned. The property owner entitled to vote is the property owner whose name appears on the registered deed. **(9/98)**

SECTION 3.4 – Quorum and Voting -

- (a) The presence of Members, either in person or by proxy, consisting of 10% of the total number eligible to vote shall constitute a quorum for all purposes.
- (b) The majority of the votes cast in person or by proxy, shall be sufficient to adopt any resolution except as provided in **Article 10** for the amendment of these By Laws.
- (c) The Board of Directors shall provide proper forms, to be sent with the notice of each Meeting, to permit any Member unable to attend said Meeting to designate a person to exercise his/her proxy.
- (d) The proxy shall name a natural person to cast a vote. A proxy is void if it does not name a natural person. If the proxy is void, the voting rights shall return to the original party entitled to a vote and not to the CLCA Secretary. **(9/98)**

SECTION 4 – DIRECTORS

Section 4.1 – Powers – Subject to the restrictions of these By Laws, the Board of Directors shall:

- (a) hire the Community Administrator to whom it shall delegate such duties and responsibilities as it deems necessary; **(09/24/22)**
- (b) manage the business and affairs of the ASSOCIATION in trust for the MEMBERS;
- (c) promulgate Rules and Regulations for the general welfare, health, and safety of the MEMBERS of the Community;
- (d) levy dues, fines, fees and special assessments, authorized in the budget and the Rules and Regulations adopted by the Annual, or a General Meeting (no special assessment being levied unless approved by the Membership at a General Meeting); and,
- (e) adopt appropriate procedures to put into effect the provisions of these By Laws.

SECTION 4.2 – Number, Term, Elections –

- (a) There shall be 9 Directors who shall constitute the Board of Directors. At each Annual Meeting three Directors shall be elected to serve for three year term.
- (b) Only a MEMBER, or the spouse of a MEMBER, who is entitled to vote and whose name is listed on the registered deed, shall be eligible for election as a Director. Only one MEMBER of a household may serve as Director at any one time. **(9/98)**
- (c) If any vacancy shall occur between Annual Meetings, the vacancy shall be filled by the Board of Directors within sixty (60) days. The Director so chosen shall serve until the next Annual Meeting at which time any unexpired term shall be filled by the general election.
- (d) No Director shall serve or be elected to more than six consecutive years with the exception the time appointed to fill a partial term preceding the start of the six years. Those MEMBERS may serve six consecutive years in addition to the appointed term. **(9/94)**
- (e) Any Director ineligible for re-election under (d) of this Section 4.2, shall again be eligible for Election two years after the expiration of his last term **(9/87)**
- (f) **Nominations** –applications for nominations and petitions must be submitted to the Nominating Committee no later than May 1st, and will be reviewed by the Committee for the conformance to the following requirements:

EITHER:

- (1) Applicants must be MEMBERS of the ASSOCIATION for over one (1) year and currently in good standing, and Applicants must be MEMBERS of a standing Committee for at least three (3) months and have attended at least three meetings. **(9/22/91)**

OR:

- (2) Be currently on the Board of Directors and also in good standing. **(9/22/91)**

OR:

- (3) A MEMBER in good standing must submit a petition signed by at least thirty (30) MEMBERS in good standing.
- (4) The Nominating Committee shall interview all Applicants for the Board of Directors. The Nominating Committee shall not require Petitioners to submit to an interview. **(9/98)**

After Applicants have completed the nomination process, and after a Petitioner's petition has been validated, names of the approved nominees, hereafter designated Candidates, will be sent to the Board and then to all MEMBERS with the call to the Annual Meeting at least thirty (30) days prior to said Annual Meeting. The Nominating Committee shall be chaired by the most immediate past president of the Association who is not a candidate for election and who is currently on the Board. Otherwise, the ***Treasurer or Secretary*** shall be chairperson if not a current candidate for election. If none of the above officers meets the stated criteria then a present Director who is not a candidate for election shall be the Chairperson. A Board MEMBER's spouse and / or domestic partner is ineligible for the nominating committee **(9/30/2023)**.

- (g) All individuals nominated for election as Candidate for the Board of Directors, in order to be eligible for the taking of office, upon election, shall have maintained status as a MEMBER in good standing from the date of the nomination until the date of taking office. Any lapse in status as a MEMBER in good standing during such period of time shall disqualify the individual from qualification to sit as an elected Board MEMBER. Thereafter, upon taking office as a Member of the Board of Directors, any Board MEMBER who fails to maintain status as MEMBER in good stand, shall be immediately disqualified and shall not again serve as a MEMBER of the Board of Directors until and unless the individual is subsequently elected in full accordance with the provisions of this Section, and all other applicable Sections of the By Laws. **(9/22/91)**

- (h) MEMBERS of the Board of Directors and their immediate families shall not hold any paid position, either part time or full time, at CLCA during their tenure in office. They are also prohibited from selling either services or products, sub-contracting or having any type of financial dealings with the ASSOCIATION, its office staff or management, either directly or indirectly. (9/28/2002)

SECTION 4.3 – Resignation by Absence – A Director absent from three (3) meetings in one administrative year shall be deemed to have resigned, and the Board shall fill the vacancy in accordance with **SECTION 4.2 (c)**. At the discretion of the Board, this provision may be waived in case of a prolonged illness of the Director. (9/22/91) Reasons of family illness and inclement weather are also acceptable. (8/99)

SECTION 4.4-Recall

- (a) The Board, by two-thirds vote, may request a special Membership Meeting, as provided in **SECTION 3.2** of these By Laws, to remove a Director from office. Such Director shall be notified of the action to be taken by the Board and given the right to make a statement in his/her defense. The call to the Board meeting at which such action is taken must list the action as an agenda item (9/18/93)
- (b) The Membership may petition the Board to call a Special Meeting, as specified in **SECTION 3.2** of these By Laws, to recall a Director from office. (9/1/93)
- (c) Recall petition guidelines to be followed as in **Section 3.2(a)**. (9/98)

SECTION 4.5- Meetings- The Directors that are elected at the Annual Meeting shall take their seat as an elected official September 30, 12:00 am. The President may call additional Board Meetings at any time. A majority of the Board may request the President to call a special Board Meeting at any time; said Meeting to be held within 10 days of the request being received by the President. All Board Meetings shall be held on a weekend day, unless agree to by the Board. Directors shall be notified at least 5 days prior to the Meeting date (9/30/2023).

SECTION 4.6 – Quorum and Voting – A majority of the Board shall constitute a quorum for the conduct of all business. All decisions of the Board shall be by majority vote of those physically present and voting, except as provided in **Section 4.4**. The president officer at the Board meeting shall vote only in the case of a tie. The meeting shall be closed to all forms of telecommunications. (9/22/91)

SECTION 4.7- Meetings- All Meetings shall be open to Membership except: The Board may hold a closed meeting to consult with its attorney, or other professional advisor regarding information or strategy in connection with litigation or with issues on which identifiable complaints are expected to be filed, or to discuss any matter involving the employment, evaluation of performance, promotion, or discipline of any prospective or current employee; To consider the purchase or lease of real property up to the time an option to purchase or lease the real property is obtained, or up to the time and agreement is obtained directly without an option; To review and discuss Association business, which if conducted in public, would violate a lawful privilege, or lead to the disclosure of information of confidentiality protected by law, including matters related to the initiation and conduct of investigations of possible or certain violations of the law and quasi-judicial deliberation.

ARTICLE 5 – OFFICERS

SECTION 5.1- Officers-

- (a) The officers shall be the President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time create.
- (b) At the conclusion of the September Board Meeting, reorganization for the newly elected Board shall take place. Notice of reorganization shall be sent 10 days prior to the elected officials. The Board of Directors shall elect the officers from among its Members. All Officers shall serve a one-year term. No member may serve as President for more than two consecutive terms. (9/94)
- (c) If the immediate Past President is not a Director in a year following his term as President he shall become an ex-officio MEMBER of the Board without voting privileges.

SECTION 5.2 – Duties of President and Vice-President – The President, or if at any time the President be absent or unable to act, the Vice-President, shall:

- (a) preside over all meetings of MEMBERS and the Board of Directors;
- (b) along with one other officer sign all contracts, loans, and other instruments approved by the Board; **(9/22/91)**
- (c) confirm all standing Committees with the approval of the Board; **(9/94)** and,
- (d) shall share responsibility with the Secretary in complying with DEP, CLCA Dam Operations and have such other powers and duties as are conferred by the Board.

SECTION 5.3 – Duties of Secretary – The Secretary shall keep a record of all Membership meetings. Meetings of the Board of Directors shall be custodian of all legal records and the corporate seal of the ASSOCIATION, and shall report to the Board on all correspondence. The Secretary shall be responsible for the mailing of all Membership meeting notices for meetings of the board. The Secretary shall share responsibility with the President to comply with DEP CLCA Dam Operations.

SECTION 5.4 – Duties of Treasurer – The Treasurer shall have custody of all ASSOCIATION funds and securities and shall have the responsibility to see that the full and accurate records are kept of all income and disbursements for the ASSOCIATION, and shall report to the Board at each meeting on the financial condition of the ASSOCIATION.

SECTION 5.5 – Executive Committee-

- (a) The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.
- (b) The Executive Committee shall act on all matters requiring Board approval in the interim period between Board meetings, subject to the limitations in Section 8.4. However, all actions of the Executive Committee must be approved by the Board at the next Meeting of the Board.

ARTICLE 6-COMMITTEES

SECTION 6.1- Appointment – All standing Committees shall meet the 3rd Saturday in October at the ASSOCIATION office for the sole purpose of reorganization. The Nominating Committee shall be appointed as provided in Section 4.2(f) of these By Laws. The President of the Board assigns a liaison, who will preside at the reorganization, to each standing Committee. The liaison develops Committee membership by using a list of previous MEMBERS, and an open call to general Membership. The Chairperson for each standing Committee shall be chosen by the Committee Members. MEMBERS of standing Committees shall be limited to two Committees. Board Liaison is considered Committee membership for the purpose of this Rule. **(9/94)**

SECTION 6.2 – Powers- All Committees shall function as extensions of the Board and shall report all recommendations to the Board for final action. No Committee shall have the power to commit the ASSOCIATION to any action.

SECTION 6.3 – Standing Committees- The following shall be the Standing Committees who shall act only as provided in **SECTION 6.2:**

- (a) Design Review – to set architectural and building standards for homes in the Community, supervise the review and approval of all building plans for home in the Community. **9/2004**
- (b) Strategic Planning and Resources – to study and recommend plans for the long term growth of the Community. **9/2004**
- (c) Finance – to prepare the annual budget, to review the annual audit, investigate all matters affecting the budget items and direct the investment and insurance program of the Association
- (d) Community Rules and Regulations and By laws – To develop and establish rules of the conduct for the Community and to recommend changes from time to time, of the By Laws, when and if required
- (e) Recreational – To develop programs of social, athletic, and recreational activities; and direct the carrying out of any such programs.

- (f) Maintenance – To maintain and supervise the amenities of the Community to assure they remain in good repair. This shall include the roads, pool area, beach areas, tennis courts and all other athletic or recreational facilities. To conduct a yearly inventory and equipment condition report, this report shall be conducted and completed before March 15th by the Community Administrator, Board Liaison, and maintenance staff. (9/24/22)
- (g) Communication – To supervise and produce the ASSOCIATIONS official publication and any other medium of contact between the ASSOCIATION and its MEMBERS.
- (h) Security and Enforcement – To study and develop the methods of providing for Community security and to enforce the Rules and Regulations of this Association.
- (i) Environmental – To study and develop programs for maintaining and improving the quality of air, water, and general ecological characteristics of the Community.

ARTICLE 7 – COMMUNITY ADMINISTRATOR (09/24/22)

SECTION 7.1- Community Administrator – The affairs of the Association shall be administered by a Community Administrator, hereinafter referred to as “Administrator”, and such personnel as may be, from time to time, authorized by the Board of Directors. The Administrator shall be responsible to the Board of Directors for the management of the affairs of the Association, the maintenance of its property, and the execution of the policies and decisions of the Board of Directors. The Managers shall not be a Director. (09/24/22)

Section 7.2- Appointment – The Administrator shall be appointed and serve the pleasure of the Board of Directors. (09/24/22)

Section 7.3 – Manager’s Duties- The Administrator shall execute the code of rules and regulations promulgated by the Board of Directors, make recommendations concerning the nature and location of Community improvements, and be responsible to the Board of Directors for carrying out all policies established by it. The Administrator shall attend all Board of Director Meetings with the right to take part in all discussion; but, without the right to vote. The Administrator shall perform all such additional duties as may be required of the Administrator by the Board of Directors. (09/24/22)

SECTION 7.4 – Administration – The Board of Directors and its MEMBERS shall deal with the administrative service solely through the Administrator and shall not give orders to any subordinates of the Administrator, either privately or publicly, or to the Administrator, except upon instruction and direction of the Board. (09/24/22)

ARTICLE 8-FINANCE

SECTION 8.1- Fiscal Year – The Fiscal Year of the ASSOCIATION shall correspond to the Administrative year which shall be October 1st to September 30th.

SECTION 8.2- Budget – All expenditures of the ASSOCIATION shall be provided for in the official budget of the ASSOCIATION. Prior to the Annual Meeting, the Finance Committee shall prepare a proposed budget for the next fiscal year, including the amount of dues to be levied for the next fiscal year. The Budget shall be submitted to the Board of Directors for its approval no later than 30 days prior to the issuance of the call for the Annual Meeting. The proposed budget, as approved by the board, shall be included in the call for the Annual meeting for discussion. An official budget shall then be adopted by a majority vote of all Members present and entitled to vote at the Annual Meeting.

SECTION 8.3 – Dues, Fees, Assessments-

- (a) Membership dues, fees and assessments shall be fixed as part of the official Budget adopted at each Annual Meeting. These shall vary reasonably between improved, unimproved and additional lots. “Improved lots” shall mean any lot with a home build upon it. “Unimproved lots” shall mean all other lots. “Additional lots” shall mean any lot owned by the same owner contiguous to an improved lot. (9/87)

SECTION 8.4 –Payment of Bills – Payment of all bills presented to the ASSOCIATION must be authorized by the Board of Directors, or in any interim period between Board meetings, by the Executive Committee. The Board of Directors may also authorize the Administrator to approve payment of these bills.**(09/24/22)** The Executive Committee may approve payment only for those items previously approved, or budgeted for, by the Board. Any payment for an unbudgeted or unproved item of an emergency nature, less than \$500, may be authorized by the Executive Committee. Such action must be approved by the Board at its next regular meeting.

SECTION 8.5 – Cash Management –

- (a) All funds of the ASSOCIATION shall be invested by the Treasurer, with the approval of the Board, in Certificates of Deposits or other instruments that are fully insured, U.S. Government backed and yield the highest possible interest rate. **(9/22/91)**
- (b) Withdrawal of funds from the Operating Account shall require the signature of any one Officer or the Administrator. **(09/24/22)**
- (c) Withdrawal from the ASSOCIATIONS’ General Operating Account, shall require signatures of any two officers. **(9/21/91)**
- (d) Administrator to approve payment of all invoices. **(09/24/22)**

SECTION 8.6-Book and Audit –

- (a) All of the books, records and membership lists of the ASSOCIATION shall be kept in the ASSOCIATION offices, open and available for inspection to all MEMBERS of the ASSOCIATION. No member may be given a copy of the Membership list without the approval of the Board. Said approval may only be given for non-commercial use and related to the affairs of the ASSOCIATION.
- (b) The books shall be audited annually by an independent auditor and the results of the audit published in the ASSOCIATIONS official publications. The Board may order a special audit any time during a fiscal year.

SECTION 8.7 – Borrowing –

- (a) All borrowing to meet operating and capital expenses shall be approved by the Board. No borrowing shall be made to meet operating expenses unless said borrowing can be liquidated by reasonable expectations of receipt of dues, fees, and assessments outstanding at the time of such borrowing.
- (b) All borrowings to finance capital expenditures shall be approved by the Board at a meeting called for that purpose.
- (c) No debt to finance capital expenditures shall be authorized which has be the effect of creating interest expense in excess of 10% of the total operating expense budget of the Association. **(9/88)**

SECTION 8.8- Bonding – All Officers and employees of the ASSOCIATION shall be bonded for an amount not less than \$50,000 each. **(9/94)**

ARTICLE 9 – INDEMNIFICATION OF OFFICERS AND DIRECTORS

The ASSOCIATION shall, to the full extent permitted by Pennsylvania law, indemnify every Director, Officer, and Committee MEMBER and their respective heirs, executors, and administrators against all loss, costs, and expenses; including reasonable counsel fees incurred in connection with any action, suit or proceeding to which such person shall be named a party by the reason of being, or having been a Director, Officer, or Committee MEMBER of this ASSOCIATION. The same indemnification shall be applicable to any employee of the ASSOCIATION, including the Community Administrator, for and action of such person which is within the scope of that person’s duties for the ASSOCIATION. **(09/24/22)**

ARTICLE 10- AMENDMENTS

SECTION 10.1 – These By laws may be amended by the MEMBERS at the Annual Meeting, or at a Special Meeting called for that purpose.

SECTION 10.2-

- (a) An amendment may be presented for action at the Membership Meeting after having been approved by a two-thirds vote of the Board of Directors present and voting at a Board Meeting.
- (b) An amendment may also be presented for action at a Membership Meeting by a petition signed by at least 150 Members all of whom are in good standing having paid all dues and assessments to date.

SECTION 10.3- An amendment shall be adopted at a Membership meeting when approved by two-thirds of the votes cast, in person or by proxy.

ARTICLE 11 – PROCEDURE (9/87)

SECTION 11.1 – All Meetings of the ASSOCIATION, its board of Directors, and its Committees shall be conducted under Robert’s Rules of Order.

