

BY - LAWS OF BEAR CREEK LAKES

CIVIC ASSOCIATION, INC.

ARTICLE I

PURPOSE

Bear Creek Lakes Civic Association, Inc. (hereafter known as the Association), a non-profit corporation is formed to maintain and advance the social and civic interests of the property owners at Bear Creek Lakes and Penn Forest Inn & Country Club, Inc., Penn Forest Township, Carbon County, Pennsylvania.

ARTICLE II

MEMBERSHIP

1. **Qualifications**

Each member must be the owner, by Deed or Agreement of Sale, individually or jointly, of one or more real estate lots within the boundaries of Bear Creek Lakes, comprising property of Bear Creek Lakes, Inc., and Penn Forest Inn & Country Club, Inc.

2. **Loss of Membership**

A member is ineligible to participate in membership meetings, vote at any membership meetings, use any facilities owned or operated by the Association or to use or otherwise benefit from any of the privileges of membership in this Association if he is found to be in violation of the Rules and Regulations of the Association or is delinquent in payment of dues or other obligations to the Association.

3. **Dues**

- A. Each member shall pay to the Association the amount of dues and other assessments as designated by the Board of Directors within thirty (30) days after receipt thereof.
- B. All persons purchasing property at Bear Creek Lakes, Inc., or Penn Forest Inn & Country Club, Inc., during the year and therefore becoming a member of this Association shall pay dues for the year of purchase as prorated from the date of closing.
- C. The amount of dues shall be set annually by the Board of Directors by dividing the approved budget by the number of voting members of the Association on the date of budget approval.
- D. In case of non-payment of dues or assessments within the period specified above, the Treasurer or Secretary of the Association shall notify the delinquent member that unless the amount due is paid in full, the member's voting and participation rights will be automatically suspended and that legal action will be taken to obtain payment.

4. Voting Rights
Active members in good standing shall have the right at every membership meeting to one (1) vote. In case of joint ownership, the joint owners shall be entitled collectively to one (1) vote.
5. Duration of Membership
 - A. Membership in the Association shall be coextensive in time with the member's ownership of his lot and shall terminate upon cessation of such ownership.
 - B. Membership in the Association is not otherwise transferable or assignable.

ARTICLE III

MEETING OF MEMBERS

1. Annual Meetings
Two meetings of the Membership shall take place at such time and place as designated by the Board of Directors.
2. Special Meetings
Special meetings of the members may be called at any time by the President, five (5) or more members of the Board of Directors, or members entitled to cast at least fifteen percent (15%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a 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 subjects stated in the call and matters germane thereto.
3. Notice
The time, place and purpose of the annual and any special meeting will be contained in a written notice to all members at least five (5) days before the meeting date. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
4. Quorum
 - A. A meeting of the members shall not be organized for the transaction of business unless a quorum is present. The presence, in person, of at least five percent (5%) of all members eligible to vote at such a meeting shall constitute a quorum.
 - B. If a quorum is not present, no business shall be transacted except to adjourn to a future time.
 - C. If a quorum is present, the members present at that meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

5. Challenge of Member

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 may vote.

ARTICLE IV

BOARD OF DIRECTORS

1. Number

The Board of Directors shall consist of fifteen (15) Directors, all of whom shall be voting members in good standing, consisting of four (4) officers and eleven (11) other directors.

2. Term

The Directors shall be elected at each annual meeting to serve for a term of three (3) years or until their successors have been elected and qualified.

3. Procedure for Nomination

No Director shall be elected at any membership meeting unless he shall have been nominated in one (1) of the two (2) following ways:

A. By the Nominating Committee

At least four (4) weeks prior to the date of each annual meeting, the Board of Directors shall either nominate candidates for the office of Directors or appoint a Nominating Committee which shall make such nominations. The nominations shall be set forth in the notice of the annual meeting.

B. By the Members

Additional nominations for Directors may be made from the floor at the Annual Meeting.

4. Powers

A. The Board of Directors shall have the power to institute Rules and Regulations governing the conduct and activities on the property and facilities which the Association owns, operates or controls.

B. The Board of Directors shall have all powers and authorities expressly conveyed by these By-Laws.

C. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all powers of the corporation 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 the members.

5. Meetings

A. Regular meetings of the Board shall be held at such times and place as a majority of the Directors may from time to time appoint or as may be designated in the notice calling the

meeting.

- B. Written notice of every meeting shall be given to each Director at least five (5) days prior to the day of the meeting.
- C. Special meetings of the Board may be called at any time by the President and shall be so called by him upon written request of any five (5) Directors.
- D. A meeting of the Board shall not be organized for the transaction of business unless a quorum is present. The presence in person of eight (8) Directors shall constitute a quorum.

6. Vacancies

Vacancies in the Board of Directors shall be filled by the majority vote of the remaining Directors so long as a quorum is available for the election. If less than a quorum (eight Directors) remain in office, the remaining Directors may elect temporary Directors to serve for a period not to exceed sixty (60) days during which time a special meeting of the membership shall be called which shall either confirm the Directors elected by the Board or elect others to replace them.

7. Removal of Director

A. Reason for Removal

A Director may be removed from office for the following reasons:

- 1) Non-performance of the duties required of a Director in carrying out the assignment of a Director as given by the Board of Directors, President or Committee-Chair of the Board of Directors; or,
- 2) Failure to attend three (3) consecutive meetings of the Board of Directors without prior notification of intended absence. Notification of intended absence shall be by contact with the Civic Association Office or any officer of the Association. Said notice shall include the reason for the inability to attend the meeting.

B. Procedure for Removal

A complaint requesting the removal of a Director from office for the reasons stated in Paragraph 7 (a) above shall be made to the Board of Directors. The Board of Directors, excluding the challenged Director, shall initially determine whether sufficient reason exists to hold a hearing on the charge raised. If the Board feels sufficient reason exists, a time and place for a hearing will be set and the challenged Director notified. The Director should attend the hearing to defend his actions. The challenged Director has the right to be defended by an attorney if so desired. After the hearing, the Board will determine if the Director's failure has been proven by the evidence. If it is determined by the affirmative vote of eight (8) remaining Directors that the challenged Director has failed to carry out his or her duties or failed to attend three (3) consecutive meetings as required herein, the challenged Director will be removed from office. If a Director is removed from office, Article IV, Paragraph Six (6) of these By-Laws will apply to fill the vacancy.

ARTICLE V

OFFICERS

1. Election

The executive officers of the corporation shall be elected by the Board of Directors at an organizational meeting to take place within thirty (30) days after the election of said Board and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age.

2. Term

Each officer shall hold his position for a term of one (1) year but shall continue to hold office until his successor is elected.

3. President

The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and Directors; he 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 office or officers of the corporation. He 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 the President.

4. Vice-President

In the absence or disability of the President, the Vice-President shall exercise his powers and perform his duties; and any action of the Vice-President done with the apparent scope of his authority shall be valid and binding upon the corporation.

5. Secretary

The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all votes of the corporation and the 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. He shall give, or cause to be given, notice of all meetings of the members 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. He shall have custody of the Seal of the corporation; shall affix the same documents, and shall, immediately after the election of officers, notify the persons elected of their election as such. He shall keep the minutes and records of the proceedings of the Board of Directors and the minutes and records of the corporation. In the absence or disability of the Secretary, an Assistant Secretary, or a Secretary pro tempore, shall perform his duties.

6. Treasurer

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation.

He shall receive, collect and hold, subject to the order of the Board of Directors, all moneys, notes, deeds, bonds and other securities and shall disburse the funds of the corporation 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 corporation.

7. Vacancies

If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which vacancy occurred.

ARTICLE VI

BUDGET

1. Preparation

The budget of the Association shall be prepared annually by the Board of Directors and shall be submitted as a package to the membership for their approval.

2. Membership Approval

The membership shall vote on approving the proposed budget as a single package at an annual meeting. The notice for said meeting shall clearly state that the budget will be voted on at that meeting.

ARTICLE VII

TRANSACTION OF BUSINESS

1. Incidental Profit

Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income, and in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, Directors or officers of the corporation.

2. Checks

All checks or demands for money and notes for the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE VIII

AMENDMENT

These By-Laws may be amended by two thirds (2/3) vote of those members eligible to vote who are present and voting at any annual meeting of the Association, provided that written notice of the proposed amendment has been given thirty (30) days prior to the vote on said amendment.

AMENDMENTS MAY BE PROPOSED BY (1) THE BOARD OF DIRECTORS OR (2) BY NOT LESS THAN TEN (10) MEMBERS IN GOOD STANDING WHO SUBMIT THE PROPOSED AMENDMENT(S) IN WRITING TO THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS MAY NOT REJECT MEMBERS PROPOSED AMENDMENTS WITHOUT A VALID REASON. (Paragraph added September 1991)

Historical Document - Out of Date