



# **WILD ACRES LAKES BY-LAWS**

REVISED 6-11-22

## ARTICLE 1. NAME, PRINCIPAL OFFICE AND PURPOSE AND POWERS

### Section 1.1. NAME

The name of the corporation is Wild Acres Lakes Property Homeowners Association, Inc. (hereinafter, "Association". It shall also be known as WALPOA.

### Section 1.2 PRINCIPAL OFFICE

The principal office of the Association shall be located in the development known as Wild Acres, Delaware Township, Pike County, Pennsylvania. Mailing address: WALPOA, R.R. 1, Box 500, Dingmans Ferry, PA 18328.

### Section 1.3 PURPOSES AND POWERS

The purpose of the corporation shall be to hold, operate, manage, maintain, own, repair, replace, develop, construct and improve such real and personal common property, including common property, facilities and amenities, as shall from time to time come into its possession and to provide for the proper and orderly administration, management and supervision of the property and affairs of the corporation. In addition, the corporation shall have the right to regulate, inspect, administer, approve and control the erection and construction of structures within the Community, so as to obtain compliance with the restrictions encumbering the properties within the Community, these By-Laws and the Rules and Regulations reasonably promulgated pursuant hereto, and to assure such compliance as to the use of the properties within the Community and related facilities.

It is the intent of this section to regulate compliance with restrictions encumbering the properties within the Community including, but not limited to, the existence of easements and not to impose building construction standards or codes for buildings to be constructed, renovated, altered or modified which are governed by the Pennsylvania Building Code, as amended, excepting, however, architectural review, landscaping, building exteriors and aesthetics.

## ARTICLE 2. MEMBERSHIP

### Section 2.1 LOT OWNERSHIP

All persons who are owners of lots located in Wild Acres Lakes as described on maps, plats and other documents as recorded in the Office of the Recorder of Deeds of Pike County, Pennsylvania, shall be members of the Association. A member may not resign membership while owning a lot in the development. Membership shall automatically cease when ownership of all properties in WALPOA ceases.

## Section 2.2 RIGHTS AND PRIVILEGES

*(no longer have 2.2 abcdefg we only changed g-10/2008)*

The right of access to all records retained by the Association, excluding Closed Session minutes, Hearing Officer records, or any records deemed private, privileged, or otherwise confidential. Every member shall, upon written demand under oath stating the purpose thereof, have the right to examine, in person or by agent or attorney, during usual hours for business, any of the aforementioned records for a proper purpose. (a) the right of access to the lot or lots owned by the respective members over and across the roads owned or maintained by the Association; (b) The right to make use of such facilities as the Association may establish for the health and safety of its members; (c) the privilege of such facilities as the Association may establish for the convenience of its members; (d) the privilege of use of such facilities as the Association may establish for recreational purposes; (e) the privilege of petition and vote with respect to all matters that may referred to the vote of the members by law or by these By-Laws; (f) the privilege to attend all Board meetings, hearings and meetings of the membership; and (g) the right of access to all records retained by the Association, excluding Closed Session minutes, Hearing Officer records, or any records deemed private, privileged, or otherwise confidential. Every member shall, upon written demand under oath stating the purpose thereof, have the right to examine, in person or by agent or attorney, during usual hours for business, any of the aforementioned records for a proper purpose. A proper purpose is a purpose reasonably related to the interest of such person as a member. If proper procedure is followed, the member is entitled to said records within five (5) business days of demand.

## Section 2.3 OBLIGATIONS OF MEMBERSHIP

The obligations of membership shall be (a) to comply at all times with Deeds and Covenants, the Rules and Regulations of the Association and these By-Laws and to be responsible for the like compliance by family members, guests, tenants and invitees; (b) to pay all dues, fees, charges, legal fees, fines, collection costs, attorney fees, assessments and other financial obligations of membership; (c) to be responsible for all damages to Association property attributable to the member, his or her immediate family, his or her guests, tenants and invitees.

*Amended 6/11/2022*

## Section 2.4 DISPLINARY MEASURES

(A) The rights granted under Section 2.2. (a) and Section 2.2 (b) shall be absolute and cannot under any circumstances be withdrawn by the Association.

(B) The privileges conferred by Section 2.2. (c), (d), (e), (f) and (g) shall be revoked automatically if the member has failed to pay all annual dues and all prior years' dues in full, owed by him/her or attributable to any property owned by him/her on or before May 1 in any year, or has failed to pay any lawful assessment within thirty (30) days after its due date. The member's rights shall be restored after all defaults have been cured. *(note: G. changed in By-Laws revision of 2008)*

(C) If a member, his or her guests, tenants or invitees or a member of his or her immediate family is guilty of (i) creating a nuisance upon any Association properties, (ii) intentional actions or omissions giving rise to damage or expense to the Association in a determinable amount (iii) a violation of By-Laws or the Rules and Regulations or any other policy in effect of the Association, he or she shall be subject to disciplinary measures provided for in the Rules and Regulations.

#### Section 2.5 VOTING RIGHTS

(A) Each person or persons who are the legal owner of public record of real property within the Community, and are members in good standing, shall be entitled to one (1) vote regardless of the amount of number of properties owned, provided, however, that no more than two (2) persons may vote from any one property regardless of the number of people whose names appear as legal owners of public record thereof. Legal owner of public record shall be defined as the name or names of the grantee or grantees on the last deed in the chain of title recorded in the Office of the Recorder of Deeds in and for Pike County, Pennsylvania, for the particular property as of the record date of the membership meetings.

(B) The vote of a corporation or other entity owning lot(s) shall be cast by such person as may be authorized by action of its governing body evidenced by a duly certified document.

(C) The vote of a partnership owning lot(s) shall be cast by such person as may be authorized by action of a majority interest in the partnership. Such action shall be evidenced by a duly certified document.

*Amended 6/11/2022*

#### Section 2.6 ANNUAL MEMBERSHIP MEETINGS

The annual meetings of the membership shall be held on the second Saturday of June and the General Membership Meeting held on the first Saturday in October of each year, at 11:00 A.M.

(A) The presence of one hundred fifty (150) members entitled to vote shall constitute a quorum. Once a quorum has been obtained, all business may be transacted at the meeting providing one hundred (100) members remain present.

(B) At the June Meeting, the membership shall conduct the election of the Board of Directors and other important business, including but not limited to By-Law changes. At the General Membership Meeting,

votes shall be taken upon capital budgets proposed by the Board of Directors, and other business shall be transacted and conducted as may properly come before the meeting.

(C) Notice of the annual meetings shall be published in the official publication at least (30) days prior to the date of said meetings, using first class mail.

(D) The majority of the votes cast shall be sufficient to adopt or reject any resolution or business which comes before the meetings, unless otherwise provided by law or in these By-Laws.

(E) All ballots shall be retained by the Association for a period of four (4) years.

#### Section 2.7 SPECIAL MEMBERSHIP MEETINGS

Special meetings may be called at any time by the Board of Directors or by written request of not less than one hundred (100) members in good standing. Written request must be addressed to the Secretary stating the purpose of the meeting and asking the Secretary to fix a time for the meeting on a weekend date no more than sixty (60) days after the receipt of the request. Notice of all special membership meetings, stating the purpose thereof, shall be sent to the members at least twenty-one (21) days in advance by first class mail, addressed to the members at their last known address.

In the instance of a special membership meeting called by the Board, the Board may cancel or postpone special membership meeting provided that notice be sent to the membership by first class mail at least five (5) days in advance of the originally scheduled date. Special membership meetings called by members in accordance with the above shall not be canceled or postponed.

(A) The presence of one hundred fifty members entitled to vote shall constitute a quorum. Once a quorum has been obtained, all business may be transacted at the meeting provided one hundred (100) members remain present.

(B) The majority of the votes cast shall be sufficient to adopt or reject any resolution or business which comes before the meeting, unless otherwise provided by law or in these By-Laws.'

#### Section 2.8 ANNUAL ELECTION

The Election/Nominating committee shall be appointed by the Board of Directors from members in good standing and shall (a) An Election held pursuant to the election procedure set forth in this section 2.8 shall not be required when it is an uncontested election, meaning there are the same number of, or less candidates than the total number of vacancies that exist. In such and uncontested election, there is no need for a formal vote by ballot and the election will be decided by acclamation. (b) Any member who previously served on the Board of Directors and was removed from his or her seat for cause by the Court in a legal proceeding (in accordance with Section 3.0 of the By-Laws) shall not be qualified to be a member of the Board of Directors and may not be nominated for election. (c) Conduct the voting for

membership on the Board of Directors at the noticed meeting and (b) determine the validity of vote(s) to be cast by members in good standing. No member of the Election/Nominating Committee shall be a candidate for the Board of Directors or a member of a candidate's immediate family, nor shall they be a Director.

*Amended 6/11/2022*

## Section 2.9 MEMBERSHIP MEETINGS

Membership meetings shall be conducted in accordance with the promulgated rules set forth in the then most recent and current published edition of Robert's Rules of Order.

## Section 2.10 VOTING RIGHTS OF MEMBERS

(A) Voting by Proxy. No voting by proxy allowed

(B) Voting by Absentee Ballot. Every Official Absentee Ballot shall be executed by the member and filed with the WALPOA Office. To be filed and considered valid, an Official Absentee Ballot(s) shall be delivered, in person or by a deeded member of that property or via US Mail to the WALPOA Office. An Official Absentee Ballot will be delivered no later than 4 p.m. EST of the Wednesday before the meeting, at which the vote will be cast. Official Absentee Ballots may not be counted as constituting an amendment to the By-Laws pursuant to section 8.2 of the By-Laws.

*(Section 2.10 A & B amended as of 10/1/16 General Membership Meeting)*

*(Former Sections 2.10 (A) (i) and (ii) and (B) are hereby repealed.10/2008)*

## ARTICLE 3. DIRECTORS

### Section 3.1 DUTIES

The Board of Directors shall be vested with the duty and obligation of determining all matters of policy and decisions of the Association and such other duties as set forth by these By-Laws. Subject to the restrictions of these By-Laws, the Board shall have these duties:

(A) Hire a Director of Operations, Management Company or a sufficient number of people to adequately maintain the Association's property by delegating duties and responsibilities as it deems necessary. Any contract hiring any of the foregoing shall be limited to a term not to exceed two (2) years and may contain appropriate provisions allowing for termination thereof by the Board on ninety (90) days notice thereof without cause.

- (B) Set policy by which the business and affairs of the Association shall be managed in trust for the members.
- (C) Promulgate Rules and Regulations for the general welfare, health and safety of the members. The membership has the right to change any Rule or Regulation by a majority vote at a special membership meeting called for said purpose.
- (D) Levy dues, fees, charges, assessments and other financial obligations of membership as authorized in the budgets, these By-Laws and/or the Association's Rules and Regulations.
- (E) Adopt appropriate procedures to put into effect the provisions of these By-Laws.
- (F) To sue or defend suit in the Association name.
- (G) To purchase, take, receive, lease as lessee, take by gift or bequest, 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 this State, which may be necessary and proper.
- (H) To borrow money, enter into contracts, issue notes or other evidences of debt, for money or labor done or money or property actually received, and to secure any of its obligations by mortgage, pledge security agreement or deed of trust of its property, franchises and income. The general membership shall be informed, in the next official publication, of all such transactions.
- (I) To purchase, take by gift or bequest or otherwise acquire and to hold shares, bonds, securities or other evidences of debt of any other person or corporation and to exercise all rights and privileges of such ownership, subject to limitations imposed by law.
- (J) To determine whether the conduct of any member, his/her household, guests or tenants have violated any Rules and Regulations or By-Laws of the Association, or policies adopted by the Board of Directors, and if so, to fix and enforce the penalty for such violation.
- (K) To set pay scales for employees of the Association within budgetary limits.
- (L) To take such action and steps as are necessary to enforce any deed covenants, reservations or restrictions, or By-Laws, Rules and Regulations, or policies adopted by the Board of Directors promulgated by the Association.
- (M) The Board of Directors shall elect a Chairperson who shall serve one (1) year and shall not serve more than four (4) consecutive annual terms.
- (N) Exercise the specific powers conferred by the certificate of incorporation and the general powers of the Association prescribed in Title 15, Section 5502 of the Pennsylvania Statutes provided, however, that the Directors may not dispose of any of the amenities or facilities of the Association or grant rights or easements therein, other than to utilities, unless approved by two thirds (2/3) of the votes cast, a quorum being present, at the annual membership meeting or a special membership meeting called for

that purpose. Nothing herein contained shall be deemed to preclude or prohibit the disposition of any property or properties, either real or personal of the Association.

#### Section 3.2 NUMBER OF DIRECTORS: TERMS: QUALIFICATIONS

There shall be eleven (11) Directors who shall be elected at the annual meeting of the membership and shall serve in such capacity without compensation. Their term shall commence at the next regular meeting of the Board of Directors after the meeting of membership at which time the Board of Directors are elected. Each Director shall hold office until his/her successor is elected or appointed as provided for in these By-Laws unless he/she sooner dies, resigns or is removed from office. Each Director shall be over the age of eighteen (18), shall be a member in good standing of the association and shall be free of any conflict of interest, as provided for in Section 3.6 of these By-Laws. All Directors shall be elected for three (3) years. All members of the Board must pass a criminal history check.

*Section 3.3 eliminated do to the revision of the By-Laws 2008 voting.*

#### Section 3.4 VACANCIES

If any vacancy or vacancies should occur on the Board of Directors between General Election Meetings, the Board shall, within (60) days appoint, by majority vote of the Board to fill said vacancy shall serve until the next annual election meeting when the membership shall elect a director to serve a new three (3) year term.

*(Section 3.4 amended as of 10/1/16 General Membership Meeting)*

#### Section 3.5 NOMINATIONS FOR BOARD OF DIRECTORS

Nomination for candidates to be members of the Board of Directors shall be made either by a nominating committee to be appointed by the Chairperson or by written petition signed by at least ten (10) owners in good standing. The nominating committee shall consist of a chairperson, who shall not be a member of the Board of Directors, and two (2) or more additional members in good standing of the Association, provided that a majority of the committee shall not be members of the Board of Directors. A Board member may act as a silent observer at all committee meetings. Non-committee members may only be present at the request of the committee. The nominating committee shall make as many nominations for election to the Board of Directors as shall in its discretion determine, but not less than the number of directors to be elected. Prior to submitting a candidates name for nomination, his or her approval therefore shall be received by the nominating committee.



### Section 3.6 CONFLICT OF INTEREST

(A) No Director shall have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity which is in conflict with the proper discharge of his duties in the Community.

(B) Any contract or other transaction between the Association and one of its Directors, Officers, Employees, Associates or between the Association and any other corporation, firm, corporate business entity by Association or any type or kind in which one or more of the Association's Directors, Officers, employees, Associates are interested shall be void.

(C) No Director shall use or attempt to use his/her official position to secure privileges or advantages for himself or others.

(D) No Director shall act in his official capacity in any matter wherein he or a relative or entity, incorporated or unincorporated, with which he is associated, has a direct or indirect financial interest, that might reasonably be expected to impair his objectivity or independence of judgment in the exercise of his official duties.

(E) No Director shall undertake any employment or service which might reasonably be expected to impair his/her objectivity and independence of judgment in the exercise of his/her official duties.

(F) No Director, nor any member of his continual household unit, shall henceforth be employed by the Association if they are involved in Administration, Public Safety, and/or the keeping of financial records.

### Section 3.7 ADMINISTRATIVE MATTERS

The Board of Directors shall deal with all matters of administration through the Director of Operations. Individual Directors or committees may deal with such matters, but only with the approval of the Board. The Board shall evaluate the performance of the Director of Operations within the first six (6) months of his or her employment and annually thereafter.

### Section 3.8 RESIGNATION BY ABSENCE

Any director who is absent for three (3) regular meetings of the Board of Directors in a twelve (12) month period without good cause, shall be deemed to have resigned and the Board shall fill the vacancy in accordance with Section 3.4. Good cause is defined as death or serious illness in the family, unavoidable work with a maximum of two (2) absences, religious reasons and natural disaster.

### Section 3.9 RECALL OF DIRECTORS

(A) By the members. – Unless otherwise provided in a bylaw adopted by the members, the entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select directors, or any individual director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors or of such class of directors. In case the board or such a class of the board or any one or more directors are so removed, new directors may be elected at the same meeting. If members are entitled to vote cumulatively for the board or a class of the board, no individual director shall be removed unless the entire board or class of the board is removed in case sufficient votes are cast against the resolution for his removal, which, if cumulatively voted at an annual or other regular election of directors, would be sufficient to elect one or more directors to the board or to the class.

(B) By the Board. – Unless otherwise provided in a By-Law adopted by the members, 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 for any other proper cause which the By-Laws may specify, or if, within 60 days, or such other time as the By-Laws may specify, after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the bylaws may specify.

(C) By the court. – The court may, upon petition of any member or Director, removed from office any Director in case of fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the corporation, or for any other proper cause, and may bar from office any Director so removed for a period prescribed by the court. The corporation shall be made a party to such action.

(D) THE BOARD OF DIRECTORS AND DIRECTOR OF OPERATIONS POLICY This policy is being set by the board for the purpose of communications between the Board of Directors and the Director of Operations and WALPOA employees. This policy will be enforced per our By-Laws, Article 3. Directors, Section 3.1.

#### Section 3.10 DIRECTORS' MEETING QUORUM

(A) The Board of Directors regular meeting, which is held within seven (7) days of the general election, shall be a re-organizational meeting of the Board of Directors only. At that meeting the Board shall:

(iii) Elect officers from amongst its members;

(iv) Set the calendar of regular meetings for the coming year.

(B) Regular meetings shall be held once a month; on a weekend day and shall be open to the membership at all times except as provided in subdivision (H) of this Section. The vote of each Director shall be recorded and included in the minutes of the meeting. The Chairman has the right to change the order of the agenda at his discretion.(i) Quorum roll call;

- (ii) Approval of minutes of previous meetings;
  - (iii) Treasurers report;
  - (iv) Director of Operations report;
  - (v) Committee reports;
  - (vi) Awarding of contracts;
  - (vii) Hearing upon, adoption or amendment of proposed changes to the Rules and Regulations or policies on second reading;
  - (viii) Other unfinished business;
  - (ix) New business;
  - (x) Proposed changes (additions, deletions and modifications) to the Rules and Regulations and policies on first reading;
  - (xi) Communications (a) written and (b) oral petitions, hearings and comments by members;
  - (xii) Miscellaneous;
  - (xiii) Adjournment.
- (C) Motions affecting the Rules and Regulations or policies shall be introduced on first reading and shall not be acted upon until the succeeding meeting of the Board. The agenda for each regular meeting shall be prepared and posted at the offices of the Association's post office at least seven (7) days prior to the date of the meeting. All First and Second Reading Motion's, as well as all items of unfinished and new business, shall be published in the official publication. Except for emergency matters which may be added to the agenda at any time with the approval of the Chairperson, the agenda for each regular meeting of the Board of Directors shall include only those matters of the Association business as have been submitted in writing to the Board Secretary at least ten (10) days prior to the meeting.
- (D) Special meeting of Directors shall be called by the Secretary on the written request of the Chairperson, the Director of Operations, or three (3) Directors. The request and the call for a special meeting shall specify the purpose of the meeting and no other business may be transacted.
- (E) All special meetings of the Directors shall be on a weekend day, except in the event of an emergency specified in the request for, and in, the call for the meeting. Upon receipt of any such request, the Secretary shall forthwith give notice of such meeting by telephone or email to each Director, at such place as he or she shall have previously designated for that purpose and shall also serve or cause to be served, a written copy of the request for the meeting upon each Director, by delivery of a copy to them personally or by mail. Notice of at least eight (8) days shall be given for each special meeting, and such notice shall be posted in the office of the Association post office.

Emergency meetings of the Board of Directors may be called by the Secretary upon the written request of the Chairperson, the Director of Operations or three (3) Directors on twenty-four (24) hour notice. Any actions taken at such emergency meeting shall be brought before the Board of Directors again at the next regular meeting thereof for their review.

(F) Upon a written waiver executed by a majority of the Directors, an emergency meeting may be called by the Chairperson or President without notice.

(G) A majority of Directors then in office shall constitute a quorum.

(H) Closed meetings may be held upon resolution of a majority of Board and only for the following purposes (providing that said resolution shall specify the purpose of the closed meeting and only those matters referred to in said resolution may be discussed):

(i) To discuss the reputation, character, physical condition, mental health, and/or the professional competence of employees and/or contractors.

(ii) To consider the discipline or dismissal of or to hear complaints or charges brought against a Director, or individual members of the Association. The meeting shall be opened if the Director or individual member of the Association involved so requests.

(iii) To discuss strategy with respect to negotiations, bargaining with personnel or employees or litigation.

(iv) To discuss the deployment of security personnel or devices.

(v) To consider the purchase, exchange, lease or value of real property, if such open discussions are believed to have a detrimental effect on the negotiating position of the Association.

(vi) The minutes of closed board meetings shall be made available to the membership when the Board deems it appropriate, with the exception of (i) and (ii) of this section.

### Section 3.11 STANDING COMMITTEES

The Chairperson of the Board, with the approval of the Board, shall appoint a Board member to each committee. The Chairperson of each committee shall be elected by the members of that committee. The Chairperson or Co-chairperson must be a member of the Board, and the two (2) shall co-equally exist. Appointment of additional members to each standing committee shall be accomplished through volunteers from the general membership meeting on a first come basis until all available positions have been filled. Standing committees shall include but not be limited to the following:

1. By-Laws Committee: Shall recommend changes, develop amendments and review current status of the By-Laws.

2. Communication Committee: Shall supervise and produce the Associations official publication and any other medium of contact between the Association and its members. The committee shall insure a fair and equitable publication policy.
3. Environmental/Architectural Committee: Shall study and develop programs for maintaining and improving the quality of air, water and general ecological characteristics of the Community.
4. Beautification Committee: Shall recommend and appropriate beautification to all public areas of the Community.
5. Nominating/Election Committee: Shall review resumes of interested candidates, certify their eligibility and otherwise oversee the election process.
6. Budget and Finance Committee: Shall draft and recommend the annual budget, review the annual audit, investigate all matters affecting the budget items and make recommendations concerning the investment and insurance programs of the Association.
7. Public Safety Committee: Shall study and develop the methods of providing for common security and recommend and assure enforcement of the Rules and Regulations of the Association. It will monitor and recommend safety plans and procedures for the Community, to include but not be limited to, the school bus stop.
8. Capital Improvements/Maintenance Committee: Shall plan for the long-term growth of the Community as well as the maintenance of the amenities, vehicles and equipment of the Community to assure they remain in good repair. This shall include, but not be limited to, the roads, pool areas, tennis courts, basketball courts, and all other athletic, recreational or common areas of the Community.
9. Recreation/Pool Committee: Shall develop programs of social, athletic and recreational activities and make recommendations concerning the carrying out of any such programs.
10. Rules and Regulations Committee: Shall recommend changes, develop amendments and review current status of the Rules and Regulations.

#### Section 3.12 POWERS

All committees shall function so as to assist the Board and shall report all recommendations to the Board for final action. No committee member thereof shall have the power by virtue of its existence or membership thereon to commit the association to any action. All committees shall submit regular reports of their recommendations to the Board. A minority report of the members of the committee dissenting from the report of the majority thereof may also be submitted to the Board and made available to the general membership.

### Section 3.13 MINUTES

The Directors shall cause a complete record to be kept of all of their meetings, the meetings of committees and the votes, acts and meetings of the members. Said records, except Executive Session minutes, shall be kept in the office and available to the membership at their request and expense.

### Section 3.14 OFFICIAL PUBLICATION

- (A) An official publication is to be published by the Association not less than six (6) times each year. The editor of the Official publication shall be selected by the Board and shall not be a member of the Board. The editor may be a paid employee of the Association.

### Section 3.15 LIABILITY OF DIRECTORS

- (A) Each member of the Board of Directors shall stand in a fiduciary relation to the corporation.
- (B) Each Director of the Association shall perform the duties as such Director or refrain from performance of such duties, in good faith, and with such care, including reasonable inquiry, skill and diligence as a person of prudence would use under similar circumstances except as provided for in Section 3.6 (A) and (E) and in a manner reasonably believed to be in the Association's best interest.
- (C) In determining whether or not a Director acted or refrained from acting in good faith, that Director shall be entitled to rely on information, reports, statements, and the like, including financial data, as prepared by corporate employees/officers who the Director reasonably believes to be competent in the matter presented. Also, a Director may rely upon information, reports, data, accounts, and fail to act in the absence of good faith when that Director has knowledge regarding the matter in question that would cause such Director's reliance on the information, data, reports and the like provided by others as set out above to be unwarranted.
- (D) In determining what is or is not in the Corporation's best interests, a Director may consider the following factors, including but not limited by way of specification, to the effect of any action or failure to act: upon corporate employees, upon corporate suppliers or creditors, and upon communities where the corporate office is situated as well as all other pertinent factors.
- (E) When breach of fiduciary duty, lack of good faith and self-dealing are absent, it shall be presumed that a Director's actions or a Director's failure to act shall be in the Corporation's best interest.
- (G) A Director shall not be liable for monetary damages as such for action or actions taken or for the failure to act unless:
  - (1) The Director has breached or failed to perform the duties as Director under the standard of care described herein above; and

(2) The breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

(H) In relation to workers, Board Members are not to give directives to employees of WALPOA.

#### Section 3.16 EXECUTIVE COMMITTEE

The Board may delegate its authority to an Executive Committee consisting of a maximum of four (4) of its members, two (2) of whom shall be the Chairperson and he President, and two (2) of whom shall not be officers of Wild Acres Lakes Property Homeowners Association. Such delegation of authority shall only be effective upon the consent of not less than eight (8) Directors. No order, draft, voucher or check for the payment of any expenses authorized by the Executive Committee shall be signed by more than one (1) member of the Executive Committee.

### ARTICLE 4. OFFICERS

#### Section 4.1 OFFICERS

(A) The Board may appoint officers of the Corporation that will hold the positions of Chairperson, President, Vice-President, Treasurer and Secretary and such other officers as the Board may from time to time create.

(B) At its first meeting after the election, the Board shall elect the officers from among its members. All officers shall serve a one (1) year term.

#### Section 4.2 DUTIES OF OFFICERS

(A) DUTIES OF CHAIRPERSON. Shall preside over all meetings of the members and of the Board of Directors. The Chairperson shall sign all contracts and other instruments as approved by the Board, as well as appoint one (1) Board member to each standing committee with the approval of the Board, and to have such other powers and duties as are conferred by the Board.

(B) DUTIES OF PRESIDENT. In the Chairperson's absence, he/she shall preside over the meetings of the Board of Directors and membership and shall sign all contracts and other instruments as approved by the Board. The President shall also have such other powers and duties as shall from time to time be conferred by the Board and/or Chairperson.

(C) DUTIES OF VICE PRESIDENT. In the absence of the President, the Vice President shall assume the duties of the President. In addition, he/she shall perform such other tasks as shall be reasonable assigned to him/her by the Board and/or Chairperson.

(D) DUTIES OF THE TREASURER. Shall monitor the collection of all dues and monies due to the Association from whatever sources of income that the Association may have, as well as insuring that all monies are placed in the proper depository in the name of the Association. The Treasurer shall have custody of all Association funds and securities and shall have the responsibility to see that full and accurate records are kept of all income and disbursements for the Association and shall report to the Board at each meeting the financial condition of the Association. The Treasurer shall also perform such other duties as may be assigned by the Board of Directors.

(E) DUTIES OF THE SECRETARY. Shall keep and maintain all records of all membership meetings and all meetings of the board. The Secretary shall be the custodian of the corporate seal and all legal records, and such records shall be maintained in the office of the Association. The secretary shall attest to the proper execution of all documents when such attestation is necessary for said documents to be legally effective. The Secretary shall perform other duties as may be assigned by the Board.

## ARTICLE 5. DIRECTOR OF OPERATIONS

### Section 5.1 DIRECTOR OF OPERATIONS

The affairs of the Association shall be administered by a Director of Operations, and such as personnel as may be, from time to time, authorized by the Board of Directors, subject to the provisions of Section 3.1. (A). The Director of Operations 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 Director of Operations shall not be a Director. The Director of Operations shall be appointed by the Board of Directors and serve at the pleasure of the Board, subject to the provisions of Section 3.1 (A). Upon appointment, membership will be notified in the next issue of the official publication of the complete qualifications of said Director of Operations. In the event the Directors decide to terminate a Director of Operations or the Director of Operations resigns, the membership will be informed of the reason for that dismissal or resignation in the next issue of the official publication. The Board shall immediately activate a Search Committee to replace the Director of Operations.

### Section 5.2 DIRECTOR OF OPERATIONS' DUTIES

(A) Be in charge of operations of the Community property.

(B) Execute the directives, resolutions, Rules and Regulations and Policies and Procedures as promulgated by the Board of Directors.

(C) Appoint and have power to remove department heads, deputy manager, if one is authorized by the Board and appoint subordinate employees under procedures established by the Board.



(D) Negotiate contracts for the Community, subject to the approval of the Board, make recommendations concerning the nature and location of Community improvements and execute community improvements as determined by the Board.

(E) Assure that all terms and conditions imposed on the Association or its inhabitants in any statute, public utility franchise or other contract are faithfully kept and performed and, upon knowledge of any violation, call the same to the attention of the Board.

(F) Attend meetings of the Board when requested by the Board, with the right to take part in discussions, but without the right to vote.

(G) Make such recommendations to the Board concerning policy formulation as he/she deems desirable and keep the Board and the public informed as to the conduct of the Association's affairs.

(H) Be responsible to the Board for carrying out all policies established by it and or the proper administration of all affairs of the Association within the jurisdiction of the Board.

(I) Perform such other duties as may be required of the Director of Operations by resolution of the Board.

(J) Be responsible to the Board of Directors for financial matters.

### Section 5.3 ADMINISTRATION

The Board and its members shall deal with the administrative operations solely through the Director of Operations and shall not give orders to any subordinates of the Director of Operations, either privately or publicly, or to the Director of Operations, except upon instruction and direction of the Board. The instructions and directives of the Board shall be conveyed to the Director of Operations through the Chairperson only.

## ARTICLE 6. FINANCE

### Section 6.1 BUDGETS: BUDGET PREPARATION

(A) BUDGETS: All expenditures of the Association shall be provided for in the budgets described in this Section. The Board shall have the duty to make an operating expense budget and a capital expense budget for each fiscal year. The budget shall also fix the amount of dues to be levied for the fiscal year and the anticipated revenue, if any, to be received from other sources. No expenditure for the purpose of a capital project shall be included in any budget, unless the capital project has been authorized by the membership of the Association at a regular or special meeting called for said purpose by a resolution submitted by the Board of Directors, which resolution shall describe the project, its estimated cost and

the manner in which the necessary funds are to be provided. Copies of the capital expense budget and operating expense budget shall be included with the notice of the annual membership budget meeting.

#### (B) OPERATING EXPENSE BUDGET

- (i) Each operating expense item shall be included in an annual operating expense budget and shall be classified as to type and amount in a manner approved by the Board and consistent with generally accepted accounting principles.
- (ii) Once an operating budget has been approved by the Board, the same shall not be exceeded by 10% without the express approval of the membership at a special meeting called for that purpose. Monies can be reallocated within the budget between line items within the Department with proper documentation and the upon the affirmative vote of a majority of the Board of Directors within the limits provided by section 6.2 prior to reallocation.
- (iii) The operating expense budget and the dues to be levied in Support thereof shall be adopted by the Board of Directors.

#### (C) CAPITAL EXPENSE BUDGET

- (i) Capital expense budgets and the funding thereof shall be approved by the membership.
- (ii) Each item of capital expense shall be classified as to type and amount in a manner approved by the Board and consistent with generally accepted accounting principles.
- (iii) Once a capital expense budget has been approved, no line item in budget may be exceeded, provided, however, in the event unforeseen and not a reasonable anticipated circumstance occurring which necessitate changes in said budget line item, said budget line item may be exceeded by not more than twenty (20%) percent thereof, in the aggregate, upon the affirmative vote of not less than three fourths (3/4) of the members of the Board of Directors then in office within the limits provided by Section 6.2.
- (iv) Each year the Capital Expense budget must include additional capital reserve funds supported by a capital reserve study for future replacement of existing facilities as well as amenities.
- (v) All Capital funds approved by membership for specific purposes can not be used for any other purpose. If, after completion of a project the funds approved by the membership therefore should exceed the cost of completion, that excess, upon approval of the membership, shall be used only for further capital improvement or for the reduction of any indebtedness incurred in connection with the capital project which has resulted in such excess. All capital funds approved by the membership as aforesaid shall be segregated from other funds of the Association until the project is completed. If after approval of a capital project by the membership, the membership determines not to proceed with the

project, any capital funds received by the Association in connection therewith may be used only for such capital projects as the membership may subsequently approve.

#### Section 6.2 DUES, ATTORNEY FEES, LEGAL FEES, FINES, COLLECTION COSTS AND ASSESSMENTS

(A) Dues, fees, charges, assessments, fines and other financial obligations of membership as allowed for in these By-Laws or under the laws of the Commonwealth of Pennsylvania, except as specifically reserved to the membership under these laws (including as set forth in Article VI Section 6.1 (C) and Article VI section 6.2 (B), shall be fixed by the Board and may vary reasonable among category or type of lot).

(B) Special assessments must have the approval of the general membership.

(i) Special assessments in excess of twenty (20%) percent in the annual aggregate of the dues levied in support of the operating budget, necessitated by operating budget shortfalls, must be approved by the membership.

(ii) Such special assessments may vary reasonably among category or type of lot.

(C) Dues notices shall be submitted to the membership each year. Said notices shall include the lot, block and section number, the member's name and permanent address, the amount due for the current ensuing fiscal year and all unpaid prior balances. All such amounts shall be due and payable in full not later than May 31st of each year, except as otherwise provided by the Board. Interest at the rate of one and one quarter (1-1/4%) per month shall be added to the amount due to the Association for all payments received after May 31st. In the event of any such proceedings are brought, there shall be added to the amount due the Association's reasonable costs of collection, including court costs and attorney's fees.

(D) The operating expense budget shall not be increased more than 12% of the preceding year's operating budget without the approval of the majority of the members in good standing voting on the issue.

#### Section 6.3 OPEN BIDDING ON CONTRACTS

(A) The Board of Directors shall not enter into any contract on behalf of the Association in excess of \$15,000.00 before public advertising and posting for sealed bids from at least three (3) reputable firms or businesses regularly engaged in performing the work or providing the goods and material which would be the subject of the contract. The contract shall be awarded by the Board of Directors which shall not be required to accept the lowest bid, but shall consider the amounts bid along with other factors they determine to be relevant. In the event that at least three (3) such bids cannot be obtained,

then, and in that event only, upon approval of three fourth (3/4) vote of the Directors then in office, said bid requirements may be waived or modified as the Board of Directors shall determine.

(B) All bids shall be directed to and received by the corporate Secretary, who shall safeguard and secure the same until they are to be opened publicly in such manner and fashion as shall be directed in advance by the Board to assure fairness to all bidders, confidentiality of the sealed bids and to provide for the best interest of the Association.

*Amended 6/11/2022*

#### Section 6.4 PAYMENT OF BILLS AND DEMANDS

(A) All bills or demands of the Association shall be fully itemized and be in writing.

(B) The aforesaid bill or bills shall be compared by the department head and, if found correct, as to delivery, quantity and price, shall be endorsed by said department head for payment.

(C) The Director of Operations shall also approve said bill or bills, other than monthly standard operating bills, for payment by endorsement thereon if found correct.

(D) After a bill is approved for payment, the check in payment thereof shall require the signature of two Board Members, as authorized by the Board of Directors.

#### Section 6.5 CASH MANAGEMENT

(A) All funds of the Association shall promptly be deposited and kept on deposit in depositories approved by the Board and insured by the Federal Deposit Insurance Corporation or Federal Savings and Loan Insurance Corporation. No change of the depository shall be made without the approval of the Board.

(B) All funds in depositories in excess of the insurance limits set by the Federal Deposit Insurance Corporation or Federal Savings and Loan Insurance Corporation shall be invested by the Treasurer, with the approval of the Board, in Certificates of Deposit, insured accounts of similar nature or in securities, the payment of which is guaranteed by the full faith and credit of the United States of America or the Commonwealth of Pennsylvania.

#### Section 6.6 BOOKS AND RECORDS, AUDITS

Annually, at the end of each fiscal year, the Board shall engage a certified public accountant as independent auditor elected to audit the books and records of the Association, to prepare tax returns and certified financial statement to be printed in their entirety, including footnotes and the auditor's

opinion letter, and use due diligence to cause the same to be available to the membership for inspection during office hours within one hundred twenty (120) days from the end of the fiscal year and a summary of the same to be published in the official publication. In addition, the Board may order an independent audit of the books and records of the Association at any time during the year as well as set up an internal audit committee for the purpose of performing the same duties on a non-certified basis. The Budget and Finance Committee shall be responsible for reviewing quarterly financial statements which shall be available to the membership.

#### Section 6.7 BORROWING

(A) All borrowing to meet operating expenses shall be approved by the Board of Directors. No borrowing shall be made to meet operating expenses unless said borrowing can be liquidated by reasonable expectations of receipt of the dues, fees and assessments outstanding at the time of such borrowing.

(B) All borrowings to finance capital projects shall be approved by the membership at a meeting called for that purpose. Additional borrowings up to ten (10%) percent of the amount previously authorized by the membership may be authorized by the Board and published in the membership may be authorized by the Board and published in the official publication.

#### Section 6.8 PROPERTY CONVEYANCE TRANSFER AND PERMITS

(A) All property transfer and conveyances of a property shall be recorded with the Association's office.

(B) When a member ceases to be an owner, such person's membership is transferred to a new owner, at which time a onetime fee is paid.

(C) Building permits from WALPOA will be issued for all new structures or additions to existing ones upon review of the plans and payment of the building permit fee.

### ARTICLE 7. INDEMNIFICATION

#### Section 7.1 INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall, to the full extent permitted by the Pennsylvania Law,

indemnify every Director, officer, committee member and employee and their respective heirs, executors and administrators, against all losses, costs and expenses, including reasonable counsel fees, incurred by him/her in connection with any action suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director, officer (including the Director of Operations),

committee member or employee, provided that he/she has comported themselves in accordance with Article 3, Section 3.15 of these By-Laws or within the scope of his/her employment.

## ARTICLE 8. AMENDMENTS

### Section 8.1 AUTHORIZATION

These By-Laws may be amended by the members at the annual meeting or at a special meeting in accordance with the procedures prescribed in this Article and in Section 2.7, excluding 2.7 (A).

### Section 8.2 PROCEDURE

An amendment may be presented for action at a membership meeting by a petition signed by two thirds (2/3) of the full Board of Directors or by a petition signed by not less than one hundred (100) members in good standing. The petition shall contain the full text of the proposed amendment and a statement explaining the need for the amendment. The petition shall be filed with the Association's Secretary at least fifteen (15) days prior to the time of notice of the meeting at which time the petition shall be considered by the membership.

If the petition is to be considered at the annual meeting, the contents thereof shall be published in the official publication of the Association in which notice of the Annual meeting is given. If the petition is to be considered at a special meeting of the Association, copies of the said petition shall be sent to all members along with the notice of the special meeting.

No amendments shall be valid until adopted by two thirds (2/3), but not less than one hundred (100), of the affirmative votes cast. No amendment may be voted upon unless twenty one (21) days have elapsed from the date of notice thereof to the membership. All votes must be cast in person.

## ARTICLE 9. CONTINUANCE OF SERVICE OR AMENITY

No essential service or amenity may be discontinued for an extended period of time without the consent of the membership, except for health and safety reasons, repairs or for compliance with government rules and regulations. One or more amenities may be closed during Swim Championship weekends so the lifeguards may participate.

## ARTICLE 10. DEFINITIONS

The following words, when used in these By-Laws or any amendments thereto (unless the context shall prohibit), shall have the following meaning:

(A) "Adjacent Lot" shall mean and refer to any plot of land shown upon WALPOA's recorded subdivision map of the properties with the exception of common properties as heretofore defined. "Developed Lot" shall mean a lot with a habitable structure or improvements. "Undeveloped Lot" shall mean a lot which does not have a habitable structure or improvement. "Unbuildable Lot" shall mean a lot shown on WALPOA's recorded subdivision map which is deemed by a Delaware Township official as unsuitable for issuance of a building permit for any reason.

B) "Assessments" shall mean and refer to those fees levied by the Association for the violation of the Rules and Regulations set forth by the Board of Directors.

(C) "Association" shall mean Wild Acres Lakes Property Homeowners Association, Inc. also known as WALPOA, a not-for-profit corporation.

(D) "Association Property" shall mean and refer to all existing properties and additions thereto, owned or to owned by the Association, whether real, personal or mixed.

(E) "Board" shall mean the Board of Directors of the Association.

(F) "Common Properties" shall mean and refer to those areas of land, lake and roads shown on any recorded subdivision plat of the properties plus additions thereto, and intended to be devoted to the common use and enjoyment of the members and guests of the properties.

(G) "Development" shall mean and refer to the Subdivision situated in Delaware Township, Pike County, Pennsylvania being known, styled and designated as Wild Acres on the various plats and maps thereof as the same are recorded in the Office of the Recorder of Deeds in and for Pike County, Pennsylvania.

(H) "Financial Definitions" for Accounting Purposes Only.

(i) "Operating Expenses", as used in this Article, shall mean all of the expenses, except capital expenses, of the Association.

(ii) "Capital Expenses", as used in this Article, shall mean all items of expenditure in excess of \$1,000.00 in the aggregate for the purchase or improvement or real property, construction, reconstruction or improvement of the Association's buildings and structures and the purchase or acquisition of furniture, fixtures, equipment or machinery.

(iii) "Dues" as described herein for the purpose of funding the approved total of the operating expense budget and the capital expense budget.

(iv) "Capital Project", as used in this Article, shall mean a proposal to purchase or construct a facility of the Association involving expenditures totaling more than \$ 25,000.00 in the aggregate.

(v) The "Fiscal Year" of the Association is May 1st to April 30th.

(l) "In Person" shall refer to the member or to his/her legal representative

(J) "Late Fee" shall mean and refer to those fees levied by the Association for non-payment of dues, special assessments and assessments after thirty (30) days of the issuance of such.

(K) "Member" shall mean and refer to all owners of property within the development. Whenever the word "Member" appears it shall refer to a "Member in Good Standing".

(L) "Member in Good Standing". A member shall be deemed to be a member in good standing providing he/she has paid all financial obligations to the Association.

(M) "Special Assessment" shall mean and refer to those fees levied by the Association for special projects or shortfalls in the operating budget.

(N) "Owner" shall mean and refer to the grantee in the last deed in the chain of title of the contract vendee (one or more persons or entities), holding any lot situated upon the properties, whether such ownership be in fee simple or as land contract vendee, notwithstanding any applicable theory of mortgage and shall not mean or refer to any mortgagee unless such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

(O) "Signature" shall mean a Board Member authorized to sign checks for the Association.

(P) "Workshop" shall mean a meeting of the Board of Directors, which is open to the membership, for informal discussion and planning purposes. No votes may be taken at a workshop.

#### ARTICLE 11. MISCELLANEOUS

(A) Captions. The captions herein are inserted only as a matter of convenience of reference and in no way define, limit or describe the scope of the By-Laws or the content of any provision hereof.

(B) Compliance. These By-Laws, Rules and Regulations adopted pursuant hereto, together with all future amendments thereto, and the restrictions contained in each member's chain of title shall be strictly complied with by the member. Failure to comply with any of the same shall entitle the Association to impose special assessments, bring suit to recover monies due and for damages and injunctive relief against the offender. If suit is instituted by the Association against anyone bound by

these By-Laws and the Court determines the violation complained of has occurred, the Association shall be reimbursed by the offender for its reasonable attorney's fees and such other costs as shall be established by the Court.

(C) Conflicts. In the event any of these By-Laws conflict with the Laws of the

Commonwealth of Pennsylvania or the Article of Incorporation, the said Laws and/or Articles of Incorporation, as the case may be, shall control.

(D) Deed restrictions. None of the provisions in these By-Laws shall be deemed to be in derogation of or in release of any deed restrictions to which the property in the Association is or may be subject.



(E) Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity or enforceability or effect of the remainder of these By-Laws.

(F) Meetings. Only those members in good standing who are present shall count for quorum purposes. Also, a quorum is not necessary to discuss any matters at a meeting.

(G) Notices. It shall be the obligation of each member of the Association to provide the Secretary of the Association with his/her current mailing address for receipt of notices and information from the Association and a copy of his/her current deed. It shall be the obligation of the Association to mail notices and information to members at the most current mailing address contained in the Association records. All notices shall be deemed to have been given when mailed or when delivered by hand, except notices of change of address, which shall be deemed to have been given when received.

(H) Waiver. No restriction, condition, obligation, requirement, or other provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.