

BY-LAWS
OF
ROBIN HOOD LAKE LOT OWNERS ASSOCIATION, INC.

AMENDED AND RESTATED

May 21, 2011

DEFINITIONS

1. Association – the Robin Hood Lake Lot Owners Association, Inc., A Pennsylvania not-for-profit corporation.
2. Common Areas – All property included from time to time within the definition of “common areas” set forth in the declaration including real property, buildings & real estate owned by the Robin Hood Lake Lot Owners Association, Inc.
3. Declaration – the Declaration of protective covenants of the developers, restrictions, conditions, supplements and Schedule “A” as the same may be supplemented or amended from time to time.
4. Developer – Robin Hood Lake, Inc., New 1901 Inc., their personnel, representatives, successors and assigns.
5. Development – The Robin Hood Lake Residential community as the same may be shown on maps thereof and recorded from time to time.
6. Member – Ownership of any lot within the subdivision known as Robin Hood Lake shall constitute membership in the Association. Where a legal owner of a property consists of two or more persons they are, collectively, considered one Member of the Association within these By-Laws. Membership is transferred upon the recording of a deed in the Monroe County Recorder of Deeds indicating a transfer of a subdivided lot in the Robin Hood Lake Community.
7. Member in Good Standing – A Member in Good Standing shall be a record title owner of a subdivided lot in Robin Hood Lake who has paid all outstanding and payable dues and assessments on the day in question. Members who have requested, received and adhered to an approved payment plan are considered Members in Good Standing.
8. Membership Meeting – The gathering of Members at a specified location and time for which proper notification has been provided to all current members in accordance with the Association By-Laws. Membership Meetings are open to all Members. All others seeking to attend require the approval of the Board of Directors.
9. Lot – Any residential lot shown upon any recorded subdivision plan which is part of the property. Two or more lots can be combined for any lawful construction, which eliminates the boundary lines, providing that the following is done: (a) approval must be obtained from the Polk Township Planning Commission and the Monroe County Planning Commission; (b) a new deed must be prepared with a complete description of the combined lots recorded in the Monroe County Courthouse on the county sub-division map and in the Recorder of Deeds Office; (c) All association dues assessments have been paid for each of the lots to be combined; and, (d) Upon recording of the deed and issuance of a copy to the Community Association, assessments will be invoiced for one parcel in accordance to size of said parcel and voting will be limited to one parcel.
10. Executive Meeting – The gathering of a majority of Association Officers in an official capacity to discuss Association activities. Notification of such a meeting may or may not be given to all Members; however, actions taken at such a meeting are restricted to those authorized by Association By-Laws.
11. Dues and Assessments - Those amounts charged by the Association to all members, such as annual dues and road assessments, or to particular members, such as assessments for traffic violations or other violations of the Rules and Regulations of Robin Hood Lake Lot Owners Association. The foregoing examples of dues and assessments are not intended to and shall not limit the definition of dues and assessments to the examples given.
12. Voting Unit – A member in good standing, regardless of the number of properties owned, constitutes a voting unit.

ARTICLE I - OFFICES AND PURPOSES

1. The name of the Corporation is "Robin Hood Lake Lot Owners Association, Inc." (the "Association").
2. The registered office of the Association is 8959 Twin Lake Dr, Kunkletown, PA 18058.
3. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Association may require.
4. The purposes of the Association shall be to manage, preserve, and when appropriate increase, the assets, facilities and common areas of the Robin Hood Lake subdivision located in Polk Township, Monroe County, Pennsylvania.

ARTICLE II - MEMBERS

1. The members of the Association are the owners of subdivided lots in the ROBIN HOOD LAKE SUBDIVISION, Polk Township, Monroe County, Pennsylvania. Each subdivided lot shall be entitled to a single membership, which shall be shared by all record title owners of the property as appearing on the most recent deed for the subdivided lot recorded with the Monroe County Recorder of Deeds.

2. Each property owner who has paid all dues, assessments and fines in full, or has implemented and adhered **to an** approved payment plan, is a Member in Good Standing and as such is entitled to vote at Membership Meetings, by mail-in ballot, or proxy. Each property owner who is a Member in Good Standing has a maximum of two (2) votes regardless of the number of properties owned. A lot with multiple owners shall only vote two (2) votes per Membership in Good Standing. For purposes of calling a Special Meeting of the membership pursuant to Article III, Section 3, only the Voting Unit may be counted toward the 10% of necessary signatures if all dues, assessments and fines are paid in full at the time the request for Special Meeting is submitted to the Association office staff.

3. The rights and privileges of members in good standing with regard to the operation of the Association include and are limited to:

- Electing and removing directors;
- Approving proposed amendments to the By-Laws;
- The right to bring grievances;
- The right to attend membership meetings;
- The right to speak and vote at meetings of the membership;
- The right to provide comment on proposed revisions to the Rules and Regulations of RHLLOA.
- The right to provide comment on proposed revisions to the Architectural Guidelines of RHLLOA.
- The right to provide comment on proposed annual budget and general assessments presented by the Board of Directors.
- The right to approve proposed major increases of the general assessment if greater than ten (10%) percent relative to the previous year (including but not limited to borrowing of sums where the amount required to service the debt would increase the general assessment by more than ten (10%) percent relative to the previous year).
- The right to provide comment on proposed special assessments.
- The right to approve proposed special assessments in excess of ten (10%) percent of previous year's general assessment (independent of changes to the general assessment).

- The rights granted by the covenants and restrictions and these By-Laws;
- The right to serve on Committees at the pleasure of the Board, as set forth in these By-Laws;
- The right to use the facilities and amenities of the Association.
 - a) The Board will suspend the voting privileges of any Member and may suspend use of the common areas for: Any period during which an association charge or member's lot remains unpaid; and/or,
 - b) The period of any continuing violation by such member of the declaration after the existence thereof shall have been determined by the Board; and/or,
 - c) A period to be determined by the board and not to exceed three (3) months, for a repeated violation of the By-Laws or the rules and regulations of the Association.

4. Payment of Assessments: The charges levied by the Association as provided in Declaration of Protective Covenants shall be paid to it on or before the date fixed (payment plans when requested and approved, will be allowed and will not affect a member's standing if payments are kept to date). Written notice of the charge and date of payment shall be sent to each owner at the address last given by such owner to the Association. If any charge levied against any lot shall not be paid when due it shall become a lien upon said lot subject only to matters of the record on such date and shall remain until paid in full. The Board may bring such action as it shall determine appropriate at law or in equity by way of foreclosure or otherwise, to collect the amount of said charge, including penalty, costs of collection and attorney's fees. The sale or transfer of any lot shall not affect any lien for charges provided herein. Upon request the Association shall furnish statement certifying the charges against a specified lot have been paid or that certain charges remain unpaid, as the case may be.

5. Additional Responsibilities of Members:

- a. Members are accountable for the conduct of their guests when using common property.
- b. Members and guests must observe and comply with the maximum speed limit.
- c. A member must notify the Board of Directors, by letter, of a grievance prior to taking any legal action against the Association. A meeting will be scheduled by the Board to hear the grievance and an effort made to obtain a mutual solution.

ARTICLE III - MEMBERSHIP MEETINGS

1. Membership Meetings shall be held at the Association Clubhouse or at such other place or places within Monroe County, Pennsylvania as may from time to time be chosen by the Board of Directors. The Board of Directors shall preside at all Membership Meetings.

2. The regular Membership Meetings shall be held in the months of March (Semi-Annual Membership Meeting) and September (Annual Membership Meeting) The dates and/or times of these meetings shall be set by the Board of Directors and may be changed by two-thirds vote of the members of the Board of Directors and upon mailing written notice of such change to the members at least twenty (20) days prior to the meeting date. The RHLLOA Board of Directors will also hold two (2) additional open board of director meetings throughout the year and reserves the right to call additional Meetings of the Members throughout the year if necessary.

3. Special Membership Meetings may be called at any time by a vote at a regular or special meeting, by written

request of a majority of the members of the Board of Directors, or upon a written petition signed by at least ten percent (10%) of the Voting Units who would have the right to vote at such special meeting. All requests for Special Meetings shall state the specific purpose of the meeting. Upon the submission of a valid written request for 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 forty-five days after the receipt of the request. If within 14 days of the submission of a valid written request for a Special Meeting the Secretary shall neglect or refuse to fix the time of the meeting, the Board shall remove the Secretary from office and replace him or her. Business transacted at all Special Meetings shall be confined to those items stated in the request and matters relevant thereto.

4. Written notice of every meeting of the members stating the time, place and subject thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting at least twenty (20) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. In the case of a Special Meeting, the notice shall specify the general nature of the business to be transacted.

5. A meeting of the members duly called shall not be organized for the transaction of business unless a quorum is present. A quorum at either a special meeting or a meeting of the membership shall be ten percent (10%) of the members entitled to vote at such a meeting in person or by proxy. Proxy votes must be exercised on a special form prepared by the Board of Directors and must be notarized. The vote of the majority of the votes entitled to be cast at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law. The members present at a duly organized meeting may continue to do business until adjournment, even if the withdrawal of enough members leaves less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the next of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the next of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such next adjourned meeting stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter is given to each member of record entitled to vote at such next adjourned meeting at least five (5) days prior to the day named for the next adjourned meeting or the notice of the original meeting also indicates the time and date of the next adjourned meeting (which may be the same day as the original meeting).

6. Notice of a meeting of the members required to be given under these By-Laws must be given by first-class mail, postage prepaid, placed with the U.S. Postal Service, sent to the last known addresses of the members or by hand delivery.

7. Each Voting Unit shall be entitled to two votes. Voting Units or the right to vote at a membership meeting may not be assigned. No member shall sell their vote for money or anything of value. Upon five (5) days prior written request of a member presented to the Robin Hood Lake office staff, the membership roster shall be produced at any Regular or Special Meeting of the Association. If the right of any member to vote at a meeting is challenged, the President or his or her designee shall determine from the books and records of the Association whether or not such books and records

indicate that the member in question paid all dues, assessments and fines in full (or adhered to his/her approved payment arrangements) at least ten (10) days prior to the meeting; payment of all outstanding dues and assessments by cash, certified check or money order within ten (10) days of a membership meeting will entitle the member to vote at the meeting. The right of a member to vote shall cease on the termination of their ownership of a lot in Robin Hood Lake.

8. Unless otherwise provided in these By-Laws, voting may be by ballot, show of hands, or any reasonable means selected by the Board of Directors.

9. In advance of any meeting of the members, the Board of Directors will appoint Judges of Election, who need not be members, to act at such meeting or any adjournment thereof. The number of judges shall be three. No person who is a candidate for office shall act as judge.

10. The members shall hold an election to elect the members of the Board of Directors in September of each year (the "Annual Election");

- a. No less than sixty (60) days prior to the annual election meeting, the Association shall call for nominations from the membership.
- b. Election will be by mailed ballot, sent to members together with biographies of the candidates, at least three weeks prior to the annual meeting. The ballots are to be returned to the election committee prior to or at the election meeting.

11. Voting shall be closed at the start of the meeting and the tally of the votes shall commence immediately thereafter.

12. The Board of Directors may place reasonable time limits for discussion on particular matters at membership meetings.

13. The obligations of the members include but are not limited to the payment of dues and assessments, as well as adherence to these By-Laws, the Rules and Regulations of the Association, the requirements of the Robin Hood Lake Lot Owners Association Covenants and Restrictions, and the directives of the Board of Directors.

ARTICLE IV - DIRECTORS

1. The business and affairs of this Association shall be managed by its Board of Directors, a maximum of seven (7) in number, who shall be members at least twenty-one (21) years of age and who need not be residents of this Commonwealth. Each Director shall be selected for a two (2) year term and until his or her successor shall qualify and be elected. The Directors shall be chosen by the members of the Association at the Annual Election. The terms of the directors shall be staggered so that the terms of one-half of the Directors, or as close thereto as possible, shall expire each year. The initial terms of the Directors shall be set as they among themselves shall determine for terms of one or two years. At the expiration of each initial term the successor shall serve for a term of two (2) years. Directors are limited to two consecutive (2) terms, at which time they must wait for one (1) year, prior to nomination for another term. In addition to the annual elected board members, an alternate shall be elected each year for a one (1) year term. Alternate Board Members must be members at least twenty-one (21) years of age and need not be a resident of this Commonwealth. Alternate Board Members are non-voting members of the Board of Directors until such time as they are appointed by the majority of the Board of Directors to fulfill a remaining seat.

2. In order to qualify for a position on the Board of Directors, a person must be a member in good standing with the

Association. Spouses, parents and children, siblings, or any persons sharing joint ownership of a single subdivided parcel in Robin Hood Lake Subdivision may not be on the Board of Directors simultaneously.

3. In addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or these By-Laws required or directed to be exercised or done by the members of the Association or which are otherwise prohibited.

4. The meetings of the Board of Directors may be held at such times and at such place or places within Monroe County, Pennsylvania, as a majority of the Directors may from time to time appoint. There will be no less than four (4) regular Board of Director meetings annually (to include Membership Meetings).

5. Written or verbal notice of every meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day named for the meeting, unless such notice is waived in writing by all Board members in office. The Secretary may schedule regular meetings of the Board for up to one (1) year in advance.

6. Notice of a special meeting of the Board of Directors may be given in writing, electronically, or via phone call at least twenty-four (24) hours prior to the date of said special meeting, or notice thereof may be waived by the Directors in writing.

7. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business and, unless otherwise specified in these By-Laws or required by statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Association.

8. The Board of Directors may by majority vote establish one or more adhoc committees as described in Article XIV, Section 1. to consist of one or more Directors of the Association along with members that are not directors of the Association. Committees shall be advisory only and must present their recommendations to the Board of Directors for action or consideration.

9. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee of the Board and any and all committee members shall serve at the pleasure of the Board and may be removed by the Board at any time.

10. The members of the Board of Directors shall receive no compensation for their services as such; unless performing specific services for which compensation has been pre-approved by the RHLLOA Board of Directors.

11. One or more members of the Board of Directors may be removed from office by two-thirds (2/3rd) vote of the members of the Association, in accordance with the following procedures:

- a. Any member in good standing may present a written request to the office staff calling for the removal of a Director. Such written request shall be accompanied by the following:
 - (i) a written petition signed by at least ten (10) percent of eligible Voting Units requesting the removal of the Director;
 - (ii) a written complaint indicating the specific acts of misconduct alleged against the
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Director, including a summary of the facts supporting the allegations and the particular violations of the By-Laws or the Rules and Regulations of Robin Hood Lakes Lot Owners Association. If no specific violations of the By-Laws or Rules and Regulations are alleged, or if the Board member has already been made subject to removal based upon the same alleged acts or omissions, the Board shall not take any action with regard to the complaint. Only those directors not subject to the complaint for removal shall take part in the determination of whether specific violations are stated in the complaint; if the entire Board is subject to removal the Association's legal counsel shall make this determination.

- b. Upon receipt of such petition and complaint, the Board of Directors shall schedule a Special Meeting to consider the removal of the Director within 45 days. If the entire Board is subject to removal, the member submitting the complaint shall within ten (10) business days of filing the complaint, with the assistance of the office staff, arrange for a Special Meeting to be held between forty-five (45) days and sixty (60) days from the date the complaint was submitted and for notice to be sent to all members; failure of the submitting member to abide by this requirement shall cause the complaint to become null and void at 3:00 p.m. of the tenth business day.
 - c. Prior to the taking of any vote to remove a Director, the member or members offering such resolution to remove the Director shall have the opportunity to address the general membership and state the reasons allegedly justifying the Director's removal. If a complaint seeking removal of a Director is brought forth by multiple members, one member shall be designated to speak on behalf of such members. The Director sought to be removed shall also have the opportunity to address the membership prior to a vote being taken. The complaining member(s) and the Director(s) shall each be permitted to present no more than 3 witnesses on their behalf, and may present such evidence as they see fit. The Board members not subject to the complaint for removal shall preside over the meeting; if all Board members are subject to removal legal counsel shall preside.
 - d. Any vote to remove a Director shall be by secret ballot passed during the meeting. The Board members not subject to removal shall designate three judges of election to be appointed to receive and count the ballots (such appointment shall be made by legal counsel if the entire Board is subject to removal). After the judges of election count the ballots, they shall publicly announce the vote of the general membership.
 - e. If the vote is in favor of removal, the Director will immediately, upon the announcement of the decision, relinquish his or her seat on the Board. The Board will thereafter fill the vacancy in accordance with Article VII of these By-Laws. If all members of the Board are removed, the membership shall elect replacements at the same meeting to fill the unexpired terms of the Board members removed.
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- f. Any Director removed from office pursuant to the aforesaid procedure shall be ineligible to hold office as a Board member for a period of five (5) years from the date of removal.

12. The Board of Directors may declare vacant the office of a Director if he or she: is declared of unsound mind by an order of court; is convicted of a felony; within sixty (60) days after notice of his or her selection does not accept such office either in writing or by attending a meeting of the Board of Directors; misses three or more regular meetings of the Board in a twelve month period; or if he or she is no longer a member in good standing with the Association.

13. A Director of the Association shall stand in a fiduciary relationship to the Association and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- a. One or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such a person; or
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matters in question that would cause reliance thereon to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers and clients of the Association, upon communities in which offices or other establishments of the Association are located, and upon all other pertinent factors. The consideration of these factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Association. A Director of the Association shall not be personally liable for monetary damages for any action taken as a Director, or any failure to take any action, unless:

- a. The Director has breached or failed to perform the duties of his office under this section; or
- b. Breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this paragraph shall not protect Directors from:

- a. Responsibility or liability pursuant to any criminal statute; or
- b. Liability for the payment of taxes pursuant to local, State or Federal law.

14. The Board of Directors may adopt and amend Rules and Regulations for Robin Hood Lake, including a fine structure for violation of such Rules and Regulations.

15. Unless an emergency situation exists, the Board shall not procure any good or service with a cost greater than \$3,000 without first soliciting at least three (3) price quotes (i.e., bids) for such good or service. A solicitation shall be defined as a documented fax, electronic or written request of an appropriate supplier or provider of the good or service in question, regardless of whether the supplier or provider responds to the request. The bidding process may be "closed (i.e., sealed bids) upon majority vote of the Board. The Board need not select the lowest bid, but may determine that selecting a higher bid is nevertheless in the best interest of the Association; the Board may also select none of the bids and/or direct that new solicitations be made. Extensions or amendments to a contract entered into following the bid process need not be rebid, and such contract may be extended or amended by majority vote of the Board. An emergency shall be deemed to exist when the failure of immediate action will likely result in the loss of Association or private real property or personal property. In the event of an emergency the Board may expend Association funds in excess of \$3,000 without adhering to the bid process. Furthermore, such decision may be made by the Board without a meeting but by telephone or electronic vote of available Board members.

16. The Board shall assign duties to all Association employees, including but not limited to office and maintenance staff and the community manager. Duties of all personnel, subject to contract rights of employees with written employment agreements, may be established and amended from time to time by majority vote of the Board.

17. The Board of Directors shall approve all expenditures by majority vote. Costs and expenses set forth in the annual budget adopted by the Board of Directors shall be considered pre-approved by the Board and the Board need not vote on such items separately. The bid process set forth at paragraph 15, above, must nevertheless be followed for expenditures over \$3,000 unless an emergency exists.

18. The members of the Board of Directors shall avoid any conflicts of interest in their service on behalf of the Association. Such prohibition includes the following actions:

- a. Influencing Association matters which are likely to result in financial benefit to the Director or his or her spouse, children, siblings, parents, or in-laws.
 - b. Displaying favoritism to certain members of the community with respect to enforcement of the By-Laws, covenants and restrictions, or Rules and Regulations, with regard to employment, the awarding of contracts, or otherwise.
 - c. Acceptance of a gift, whether or not monetary, or the promise of a gift, where it can be reasonably inferred that such gift or promise is in exchange for influence over the Director with regard to Association matters.
 - d. Seeking employment or contracts from individuals or companies doing business or seeking to do business with the Association.
 - e. Utilizing his or her position on the Board to secure privileges or advantages for himself, herself or others.
 - f. At a meeting of the membership or of the Board of Directors, taking part in discussion or voting upon any matter in which the Director has an apparent conflict of interest, whether because of potential financial gain for the Director or his or her family, as set forth at subparagraph (a),
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above; the Director's affiliation or membership in a corporation, organization, political subdivision or municipal agency; or otherwise. The Director must in such instance **disqualify** himself or herself from such discussions, debates and votes.

ARTICLE V - OFFICERS

1. The Executive Officers of the Association shall be chosen by the Board of Directors and consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Association may require. All officers shall be members in good standing at least 21 years of age, except that the Board may at its discretion appoint assistant officers who are not residents of Robin Hood Lake Lot Owners Association. They shall hold their offices for a term of one year and shall have authority and shall perform such duties as are provided by the By-Laws and as may from time to time be prescribed by the Board of Directors. All officers shall be Directors. Any two or more offices may be held by the same person except the offices of President and Secretary. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise. The Board of Directors may elect to appoint the community manager or a member of the office staff as Assistant Secretary or Assistant Vice President of Legal Affairs for the purpose of representing the Association in legal matters and at court hearings.

2. Any officer or agent may be removed by the Board of Directors, by two-thirds vote of the Board of Directors, whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be subject to the contract rights of any person so removed.

3. The **President** shall be the Chief Executive Officer of the Association and shall have general and active management of the affairs of the Association. He or she shall be the Chairman of the Board of Directors, and shall conduct all meetings of the Board. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Association. He or she shall be EX-OFFICIO a member of all committees of the Board and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The **Vice President** shall act in all cases for and as the President in the latter's absence or incapacity, shall serve as Vice-Chairman of the Board of Directors, and shall perform such other duties as may be required from time to time. The Board of Directors may also appoint Assistant Vice Presidents as it deems appropriate with such duties as may be designated.

5. The **Secretary** shall attend all sessions of the Board and all meetings of the members of the Association and act as clerk thereof, and record all the votes of the Association 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. The Secretary shall give, or cause to be given, notice of all meetings 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 or she shall be. He or she shall keep in safe custody the corporate seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it.

6. The **Treasurer** shall manage all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the monies of the Association in a separate account to the credit of the Association. Accrual Accounting as defined by the Generally Accepted Accounting

Principles (GAAP) shall be employed. The Treasurer shall disburse the funds of the Association 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 transactions made and of the financial condition of the Association. The Treasurer shall Chair the Budget and Finance Committee, which shall be a standing committee of the Association as defined in Article XIV, Section 2 herein.

7. All officers may delegate Association-related duties to the office staff or outside management, subject to the approval of the President.

ARTICLE VI- ELECTIONS

1. The members of the Board of Directors shall be elected by the members of the Association at the Annual Election. In order to qualify for membership in the Board of Directors, a person must be at least twenty-one (21) years of age and be a member in good standing of the Association.

2. All voting shall be conducted by closed ballot, and each Voting Unit shall receive two votes. Prior to the Annual Election, the Secretary of the Association shall prepare a roster of all eligible Voting Units.

3. All newly elected members of the Board of Directors of the Association shall take office at the next following regular meeting of the Board of Directors, or an intervening special meeting, at which time the Board shall **reorganize and** select the officers of the Association.

ARTICLE VII- VACANCIES

1. If the office of any officer or Board member becomes vacant for any reason the alternate board member shall fill the seat of the unexpired term in respect of which such vacancy occurred.

2. In the event that the alternate board member is serving an unexpired term and another seat becomes vacant, the Board of Directors may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred. These vacancies of the Board of Directors shall be filled by vote of the majority of the remaining members of the Board for the remainder of the term thereof.

ARTICLE VIII- BOOKS AND RECORDS

1. The Association shall keep an original or duplicate record of the proceedings of the members of the Association and the Board of Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association, and an original or a duplicate membership register giving the names of the directors and the members and showing their respective addresses. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Association in this Commonwealth, or at its principal place of business wherever situated.

2. Each director and member in good standing shall, upon presenting a written demand stating the purpose thereof, have the right to examine, in person or by agent or attorney, during the usual hours for business, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and the Board of Directors, and to have the Robin Hood Lake Lot Owners Association office staff make copies or extracts there from; all photocopies shall be subject to a per page charge plus a fixed administrative charge as may be established by the Board

from time to time. A proper purpose shall mean a purpose reasonably related to the interest of such person as a director or member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the notarized demand shall be accompanied by a power of attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the director or member. The aforementioned written and/or notarized demand shall be directed to the Association at its registered office in this Commonwealth or at its principal place of business wherever situated.

3. At the close of each fiscal year, the books and records of the Association shall be audited, reviewed or compiled at the discretion of the Board of Directors, provided that a full certified audit be done at least every three (3) years by a certified public accounting firm whose reports shall be prepared and certified in accordance with generally accepted accounting principles. Such audit shall include such verification tests as required to assure accuracy of accounts receivable and accounts payable. The annual audit, review and/or compilation will be posted on the community website and in the community office and if requested will be mailed for members to inspect. (Limitation – this article does not limit the number of examinations of financial records to one per year. Members can petition for a meeting, in accordance with these By-Laws, to vote on an interim review of the financial records to be funded by a special assessment of the membership if so desired. A majority vote of eligible members at a properly noticed meeting can pass an interim audit motion. The resulting interim review of the financial records shall be presented to members in attendance at the next Association meeting.

ARTICLE IX - TRANSACTION OF BUSINESS

1. The Association shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the voting members.

2. All checks or demands for money and notes of the Association may be signed by such officers and/or Association employees as the Board of Directors may from time to time designate. All checks or demands for money and notes of the Association must be signed by no less than two authorized signers as authorized by Board Resolution and designated on bank signature cards.

ARTICLE X - ANNUAL REPORT

1. The Board of Directors shall prepare annually to the members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following information, if applicable:

- (a) The assets and liabilities, including trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue and receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
 - (d) The expenses or disbursements of the Association, for both general and restricted purposes,
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during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.

This report shall be filed with the minutes of the meeting of the Board of Directors of the Association at which the report is presented, which meeting shall be held not more than 180 days after the close of the Association's fiscal year.

ARTICLE XI- NOTICES

1. Whenever written notice is required to be given to any person, unless provided otherwise in these By-Laws, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address appearing on the books of the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. A notice of a Special Meeting shall, in addition, summarize all matters, which will be discussed at the meeting. When a Special Meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken; the original notice of a Special Meeting may indicate the date and time of the next adjourned meeting, at which no quorum need be present, which may be on the same date as the original meeting.

2. Whenever any written notice is required to be given by statute or under the provisions of the Articles or By-Laws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In the case of a Special Meeting of the Board of Directors, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII- INDEMNIFICATION

1. The Association shall indemnify each of its directors, officers, and employees (including independent contractors and professionals, i.e. attorneys, engineers, accountants, architects, etc., regardless of whether they are paid, who provide services to the Association) whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the Association. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duties as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits, which are compromised & settled if the Court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

ARTICLE XIII- MISCELLANEOUS PROVISIONS

1. The fiscal year of the Association shall begin on the first day of January.
2. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting for quorum and voting purposes.

ARTICLE XIV - COMMITTEES OF THE MEMBERSHIP

1. The Board of Directors may appoint the following committees of the membership:
 - Grievance Committee
 - Bylaws Committee
 - Crime Watch Committee
 - Architectural Review Committee
 - Social Committee
 - 50+ Committee
 - Nominating (ad hoc)
 - Election (ad hoc)

Such committees and the members thereof shall serve at the pleasure of the Board. The Board may establish such other ad hoc committees as it deems appropriate. The Board may adopt rules and regulations for the conduct of such committees and setting forth their duties.

1. The Board of Directors shall appoint the following standing committee of the Membership, which shall be Chaired by the Treasurer:

Budget and Finance Committee

The Budget and Finance Committee shall be chaired by the Treasurer of the Board of Directors and shall be staffed by both Board and non-Board Eligible Members. Responsibilities shall include but not be limited to, Review of cash accounts and reserve funds and preparation of the Association's annual operating budget for submission to and approval by the RHLLOA Board of Directors. If at any time there are no volunteers to serve on this committee, all responsibilities are that of the Treasurer.

ARTICLE XV - DUTIES OF MEMBERS

All members are required to abide by these By-Laws, the covenants and restrictions governing Robin Hood Lake Lot Owners Association (also known as Schedule "A"), and all Rules and Regulations of the Association as adopted by the Board of Directors. Failure to abide by the foregoing may result in **penalties**, interest and late charges being assessed against the member, as well as attorney's fees and court costs if the Association takes the matter to court or magistrate.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended only by the affirmative vote in person or by proxy or written ballot of all eligible members representing more than twenty-five (25%) percent of the eligible members of the Association. Amendment of the Bylaws may be proposed by the Board of Directors, or without the concurrence of the Board, by petition of more than

twenty-five (25%) percent of the eligible members of the Association. The petition shall be validated by the Election Committee or appointed agent.

- a. Prior to the first reading of the proposed amendment, the members of the Board shall have the opportunity to discuss the proposed amendment with the submitting member, and the member will be given the opportunity to withdraw or amend the proposed amendment.
- b. At the first regular membership meeting following the submittal of the proposed By-Law amendment, the proposal shall be read into the record of the meeting OR in the event the proposal is lengthy copies may be distributed to the members present.
- c. Following the meeting at which the proposed amendment is first read, the proposed amendment shall be reprinted in full and distributed to the members along with the notice of the regular membership meeting following the membership meeting at which the first reading occurred.
- d. Prior to voting on the proposed amendment, the person who proposed the amendment, or his or her designee, shall have the opportunity to address the membership concerning the proposal. The Board members may then comment on the proposed amendment and/or may designate the Association's attorney to do so.
- e. In order to be adopted, the proposed amendment must be approved by at least twenty-five percent (25%) of the eligible Members who submit votes at the regular membership meeting following the meeting at which the proposed amendment is first read, or if no quorum is present at the next adjourned meeting whether a quorum is present or not.

ARTICLE XVII

All regular or special meetings of the RHLLOA Board and Membership shall operate under the Parliamentary Rules of Procedure. The order of business shall be:

1. Roll Call of Directors
 2. Reading of Minutes of the preceding meeting
 3. Reports of Committees
 4. Reports of Officers
 5. Old and Unfinished Business
 6. New Business
 7. Adjournment
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