



# **BYLAWS**

**Amended June 2017**

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**STILLWATER ESTATES PROPERTY OWNERS ASSOCIATION**

**Approved August 16, 1975**

*Amended April 1987*

*Amended April 1991*

*Amended July 2006*

*Amended June 2014*

*Amended June 2017*

**ARTICLE I – NAME, SEAL, OFFICES AND FISCAL YEAR**

- 1. Name** – The name of the Association is the Stillwater Estates Property Owners Association.
- 2. Seal** – The seal of the Association shall be circular in form and it shall bear on its outer edge the words “Stillwater Estates Property Owners Association.” The Board of Directors may change the form of the seal or the inscription thereon at pleasure.
- 3. Offices** – The principal office of the Association shall be in the Village of Pocono Summit, County of Monroe, State of Pennsylvania. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the purpose of the Association may require.
- 4. Fiscal Year** – The fiscal year of the Association shall run from January 1 to December 31 of each year.

**ARTICLE II – MEMBERSHIP**

- 1. Qualification of Members** – Ownership of at least one lot under or by virtue of a recorded deed at the property known as Stillwater Lake Estates, situated in Pocono Summit, Monroe County, Pennsylvania, automatically makes such individual a member by virtue of covenants contained in said deed. If more than one person is a record owner of the lot, said joint ownership shall constitute one membership and the joint owners shall be considered one “owner” for assessment purposes.
- 2. Assessments** – Owners/Members, in order to enjoy the benefits of membership, must be in good standing, which means that the Owner/Member is paid up to date on all annual and special assessments levied by the Board of Directors and be in compliance with all SEPOA covenants, articles, bylaws, and rules. Assessments levied against each property owner will become a charge upon the property against which said assessments are made, as provided by the covenants and conditions in the deed to said property. Interest shall be charged on assessments not paid within 90 days from the due date. If a property owner becomes delinquent in the payment of assessments and charges, the Association is entitled to recover all costs incurred in the collection of the delinquent assessments and charges, including, but not limited to, late fees, interest at an annual rate of 15%, filing fees, and attorneys’ fees.
- 3. Voting Rights** – A member in good standing is entitled to vote in person only, by paper ballot provided by the Association, at any annual or special meeting of the membership, or by signed letter ballot on actions designated by the Board of Directors for letter ballot voting.
- 4. Number of Votes** – Each member is entitled to one vote only, irrespective of the number of lots owned. In the event that a lot or lots are owned by more than one person, whether as tenants in common, joint tenants, partnership or any other form of joint ownership, such joint owners shall be entitled to only one vote.
- 5. Annual Meeting** – A meeting of the members of the Association shall be held annually, the date to be set by the Board of Directors. Notice of specific actions to be proposed at the annual meeting shall be included in the notice of time and place of meeting. Other general business of the Association may also be transacted at this time.
- 6. Notice of Annual Meeting** – Notice of the date, time, place and purpose or purposes of the annual meeting shall be mailed, by the Secretary, not less than 21 days before the meeting upon each member. Such notice shall be directed to the member at his address as it appears on the books of the Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for that member be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**7. Special Meetings** – Special meetings of the members may be called to be held at such place designated in the call, at any time by the President or by resolution of the Board of Directors, or upon written request of 15 percent of the members of the Association.

**8. Notice of Special Meetings** – Notice of a special meeting of the members stating the time, place and purpose or purposes thereof, shall be served personally or by mail by the Secretary upon each member, not less than five (5) days before such meeting, and if mailed, such notice shall be directed to each member at their address as it appears on the books of the Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for the member be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**9. Quorum** – Five (5) percent of the members of the Association in good standing shall constitute a quorum for the transaction of any business at any regular or special meeting of the Association. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting and a new meeting may be scheduled, with proper notice.

**10. Voting** – At every meeting, each member in good standing present shall be entitled to one vote by paper ballot provided by the Association. All questions shall be decided by a majority vote of the members present at the meeting and entitled to vote. All votes taken at such meetings or by letter ballot shall be binding on the Board of Directors.

**11. Suspension of Membership Rights for Failure to Pay Assessments** The right of a member to vote, and all his rights in the Association shall be suspended if said member has failed to pay any annual or special assessment levied against said member and the property of said member by the Board of Directors within 90 days of the due date of said assessment. Before such suspension shall be effective, such member shall be entitled to at least five (5) days' written notice of such suspension sent by the Secretary by mail, to such member at his address as it appears on the books or records of the Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for that member be mailed to some other address, in which case it shall be mailed to the address designated in such request. Payment in full thereafter shall reinstate all rights of such member as of the date of payment. This provision is not meant to be an exoneration of future assessments which may be levied by the Board of Directors or a waiver of deed covenants obligating members to pay said assessments.

**12. Termination of Membership Upon Sale of Property** – The right of a member to vote and all his rights, title and interest in and to the Association shall terminate immediately and without notice when such member is no longer a property owner, by deed, of at least one lot in Stillwater Estates.

### ARTICLE III – DIRECTORS

**1. Number and Qualifications** – The business and the property of the Association shall be managed and controlled by a Board of Directors. The number of the Directors shall be 12. In order to be elected or appointed to serve as a Director, a member must be in good standing, per Article II, Section 2. No joint owners of a property can serve on the Board at the same time.

**2. Term of Office** – The Directors shall be elected by the members in good standing for a term of three (3) years, or until the selection and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. Provided, however, that the term of office of the Directors shall be staggered so that the office of no more than four (4) Directors shall be open for election in any one year.

**3. Nominations of Director Candidates** – Any member in good standing who otherwise meets the qualifications for serving as a Director, shall complete and submit to the Community Manager, on or before 4 p.m. on August 1 of each year, an official Association form evidencing the member's desire to seek election to the Board of Directors.

**4. Judges of Election** By 5 p.m. on September 1 of each year, any member in good standing that desires to be appointed as a Judge of Election for that year's Board election shall submit a letter of intent to the Community Manager. No Judge of Election shall be a current Director, a current candidate for election to the Board, or a relative of a current Director or candidate. At the October board meeting, the Board shall select three (3) Judges of Election. Upon appointment, each Judge of Election shall sign a conflict of interest statement confirming their impartiality.

**5. Mailing of Ballots** – Not later than October 1 of each year, the Secretary shall mail to each member in good standing a letter ballot containing the name of every nominee for election to the Board of Directors, and a ballot return envelope. Such ballot shall be directed to such member at the address as it appears on the books of the

Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for that member be mailed to some other address, in which case it shall be mailed to the address designated in such request. October 1 shall be considered the record date for a determination of the members eligible to vote in that year's Director elections.

**6. Voting** – Members in good standing may cast a vote for each vacancy occurring on the Board of Directors. Such member may not cast more than one vote for a single nominee. A member may cast votes either for the individuals nominated or he may write in the name of an individual or individuals for whom he wishes to vote. This voting may be done by a mailed ballot.

**7. Return of Ballots** – Ballots for election to the Board of Directors must be received by the Secretary of the Association at the address indicated on the ballot not later than 12:00 noon on October 31 of each year. The ballot return envelope must be sealed and signed by the member..

**8. Void Ballots** – Any ballot received by the Secretary of the Association at the address indicated on the ballot after 12:00 noon October 31, and any ballot which indicates votes for more than the number of Directors to be elected, or any ballot which does not contain the required signature on the ballot return envelope, shall be void and shall be disregarded in the computation of election results. Such determination shall be made by the Judges of Election per Article III, Section 10.

**9. Vote Counting and Notification - No later than the first Friday after November 1 of each year the letter ballots** shall be opened by the three Judges of Election. The Judges of Election shall tally the votes and report the results to the Membership at the next regularly scheduled board meeting of each year. The Judges of Election shall then submit their report to the Association Secretary.

**10. Resignation** – Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

**11. Vacancies** – Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors, may be filled by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office for the unexpired portion of the term to which he is appointed or until the election and qualification of his successor.

**12. Organizational Meeting** – At the January meeting of each year, the newly elected Directors shall meet with the other remaining Directors of the Association, at 10:00 am for the purpose of organization, the election of officers, and the transaction of other business. The Directors shall choose a temporary Chairman for these purposes.

**13. Special Meetings** – Special meetings of the Board of Directors may be called at any time by the President, or by a majority of the Board, and may be held at any time and place, either within or without the Commonwealth of Pennsylvania, without notice if by unanimous written consent of all Directors, or the presence of all Directors at such meetings.

**14. Notice of Special Meetings** – Notice of special meetings shall be mailed by the Secretary to each Director not less than three (3) days before any such meeting, and notice of such special meeting shall state the purpose thereof.

**15. Chairman** – At all meetings of the Board of Directors, the President or Vice President, or in their absence, a Chairman chosen by the Directors present, shall preside.

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**16. Quorum** – A quorum at any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting, unless otherwise provided by statutes or by these Bylaws.

**17. Compensation** – The Directors shall not receive any salary for their services as Directors.

**18. Duties** – Annually the Board of Directors shall present to the members in good standing, a report, verified by the President and Treasurer or by a majority of the Directors, showing the whole amount of real and personal property owned by the Association, where located and where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date and purposes, objectives or person to or for which such applications, appropriations or expenditures have been made.

**19. Dismissal** – Any Director, who during the course of one year is absent from any three (3) meetings of the Board of Directors without an excuse deemed valid by a majority of the Board at that meeting, shall be dismissed

and his seat filled in the manner provided for filling vacancies. For the purpose of this section, the term "one year" shall mean a year commencing and ending immediately prior to the first meeting after the annual election of Directors.

#### ARTICLE IV – OFFICERS

**1. Number** – The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers, assistant officers, and agents as the Board of Directors may determine.

**2. Election and Term of Office** – All officers and assistant officers shall be elected by the Board of Directors at the organizational meeting for a term of one (1) year, and shall hold office until their successors are elected and qualified.

**3. Vacancies** – In case any office of the Association becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual election of officers and until the election and qualification of his successor.

**4. President** – The President shall be the chief executive officer of the Association, shall preside at all meetings, shall have general supervision of the affairs of the Association, shall sign or countersign all certificates, contracts and other instruments of the Association, as authorized by the Board of Directors, shall make reports to the Directors and members, and shall perform all such duties as are incidental to his office or are properly required of him by the Board of Directors. The President must be a member of the Board of Directors.

**5. Vice President** – At the request of the President of the Association or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors. The Vice President must be a member of the Board of Directors.

**6. Secretary** – The Secretary, or his designee, shall issue notices for all meetings and shall keep the minutes. The Secretary alone shall have charge of the seal and the books of the Association, shall sign, with the President, such documents that require his signature, and shall make such reports and perform such other duties as are incidental to his office or are properly required of him by the Board of Directors. The Secretary must be a member of the Board of Directors.

**7. Treasurer** – The Treasurer shall be bonded, and shall have the custody of all monies and securities of the Association and shall keep regular books of account. He shall sign or countersign such instruments as require his signature, and shall perform all duties incidental to his office or that are properly required of him by the Board of Directors. The Treasurer must be a member of the Board of Directors.

**8. Compensation** – Officers and any member of the Board of Directors shall not receive any salary for their services as such officers, but the Board of Directors shall have power in its discretion to contract for and to pay to Officers and Directors special compensation appropriate to the value of such services, not more than the current prevailing rate.

**9. Removal** – Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, for conduct detrimental to the interest of the Association, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing, by mail, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

**10. Agents** – The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

**11. Committees** – In addition to the committees specifically referred to in these Bylaws, the Association may have such other committees as are deemed necessary by the President. All appointments to committees shall be made by the President subject to confirmation by the Board of Directors.

## ARTICLE V – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**1. Contracts** – The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be in general or confined to specific incidents. Any contracts exceeding \$1,000 shall be awarded on a two (2) or more open bid basis.

**2. Checks, Drafts, etc.** – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Association.

## ARTICLE VI – CAPITAL IMPROVEMENT, BORROWING

**1. Capital Improvement** – The Board of Directors shall not engage in the acquisition, sale or lease of any real property except such property that is donated to the Association (taking into consideration legally binding monetary exchanges), acquired through sheriff sales or by deed in lieu of foreclosure, or by purchase at tax sale. These acquisitions would not be mandatory, but would each be considered on a case by case basis. A majority vote of the Board of Directors shall be necessary for such acquisitions. The Board should not engage in capital improvements to land or buildings, other than routine, emergency or corrective maintenance, without first obtaining the approval of the members in good standing by submitting to the member for letter ballot voting, or by majority action taken at the Annual Meeting provided general notice of the proposed action is given in advance to the membership. Capital improvement not exceeding 15 percent in any given year, of the amount of membership assessment collected during the prior fiscal year, shall not require letter ballot or action by members at the Annual Meeting, but may be contracted for by the Board of Directors at their discretion, provided no special assessment is necessary.

**2. Borrowing** – The Board of Directors may, without prior approval of the members in good standing, borrow money for the operation of the Association, provided that a new debt shall not be incurred if that new debt would cause the total outstanding debt of the Association to exceed 50 percent of the amount of membership assessments collected during the prior fiscal year, without first obtaining the approval of the majority of the members in good standing present at any regular or scheduled meeting, or by letter ballot vote in the manner hereinafter described.

## ARTICLE VII – LETTER BALLOT VOTING

**1. Submission to Members** – In all cases where expressly required by these Bylaws, the Board of Directors shall submit questions to the membership for letter ballot vote. In addition, the Board of Directors may submit other questions to the membership for letter ballot vote. Letter ballots shall be mailed to each member in good standing whose name appears on the books of the Association as a property owner, together with a ballot return envelope. Such ballot shall be directed to each member at his address as it appears on the books of the Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for that member be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**2. Return of Ballots** – Such ballots shall state a time and place for the return of the ballot. The time of the return shall not be less than 20 nor more than 30 days after the date said ballots are mailed. Ballots received after the time of the return and ballots which do not contain a signature of the member on the ballot return envelope shall be void.

**3. Computation of Results** – The results of the letter ballot shall be determined by the Board of Directors or by a committee appointed by the Board of Directors for that purpose, not more than 10 days after the time of the return, and the results shall be announced by the Board of Directors at the next regular or special meeting of the Board following the computation of results. All ballots shall be submitted to the Board and kept on file with the Secretary for at least two years after such voting result has been determined. Ballots received from voters whose voting rights have been suspended as of the tally date, pursuant to Article II, Section 11, shall not be counted, but shall be kept on file as aforesaid.

**4. Quorum of Votes** – A majority of the votes received shall determine the question.

## ARTICLE VIII – AMENDMENT

**1. Procedure** – These Bylaws may be amended, repealed or altered, in whole or in part, by the vote of a majority of the members in good standing in

attendance at any regular or special meeting of the members; The text of the proposed amendment, repeal or alteration must be sent to all members in good standing at least 10 days prior to the actual voting.

#### **ARTICLE IX – DISSOLUTION**

1. No part of the net earnings of this corporation shall ever inure to the benefit of any donor, member, director or officer of the corporation or any private individual and no donor, member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets. Upon dissolution, any assets of the corporation must be distributed to one or more organizations recognized by the Internal Revenue Service as one organized exclusively for religious, charitable, scientific, literary or educational purposes.