

August 16, 2024

Queen Esther Estates Lot Owners' Association

A Pennsylvania Nonprofit Corporation

Bylaws and Procedures

ARTICLE 1

PURPOSES

1.1 The Queen Esther Estates Lot Owners Association (hereinafter referred to as the "Association") shall be responsible for the maintenance of the lake and association property, including the dam at the Queen Esther Estates subdivision in Athens Township, Bradford County, Pennsylvania.

The Association shall be responsible for the maintenance and upkeep of all private drainage facilities, including swales and the detention pond. In general, the Association shall be responsible for the maintenance and/or replacement of all community-owned property and equipment.

1.2 Privileges. Privileges of the lake shall be restricted to lot owners and their invited guests. Use of the lake shall be subject to the following conditions:

- (a) No area of the lake or of the surrounding land may be used as a public beach.
- (b) No area of the lake or of the surrounding land may be used for any commercial enterprise.
- (c) No docks may be constructed around the lake.
- (d) **Except for lake maintenance and improvement,** no motor boats or boats with motors attached may be placed on or used in the lake.
- (e) The lake is to be used for swimming, fishing, skating and any similar recreational use.
- (f) No snowmobiles, ATVs, dirt bikes, and motorbikes may be used on or around the lake, including the dam.

ARTICLE 2

OFFICES

2.1 Registered Office. The principal office of the Association shall be located in the Township of Athens, County of Bradford, and Commonwealth of Pennsylvania.

2.2 Other Offices. The Association may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE 3

MEMBERS

3.1 Membership. Membership in the Association is through the whole or joint ownership of a lot or a half-lot in Queen Esther Estates. All owners of lots or half-lots in Queen Esther Estates in Athens Township, Bradford County, Pennsylvania shall, upon acceptance of a deed for a lot or a half-lot, become a member of the Association. **For voting purposes, a MEMBER is a lot in Queen Esther Estates.** With the exception of lots 58A and 58B, the voting power of each lot is one (1). Lots 58A and 58B are half-lots and each has one-half vote. There are 86 votes in the Association. Whether wholly or jointly owned, the vote assigned to any lot may not be subdivided when cast by its owner(s).

All lot owners must provide a copy of a signed Lot Owners Agreement to the Board of Directors' (BoD) secretary within 30 days of the date of purchase of a lot.

3.2 Rules and Regulations. All resolutions or rules and regulations relating to members adopted by the Board of Directors of the Association shall be affixed to the By-Laws of the Association, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

3.3 Dues. Billing for dues shall be done on an annual basis via email to an address provided by each lot owner. It is the responsibility of each lot owner to ensure that the secretary of the association has an active email address where the owner can be reached. The Lot Owners Association will email billing invoices to the members at least 30 days before their payment due date. Late fees will be applied. Members will be given a 15-day grace period after the due date in which to pay their dues. After the grace period, a twenty-five dollar per lot/per month late fee will be imposed until payment. If a member persists in failing to pay an invoice, the Association will take appropriate legal action for collection. Association dues and late fees may be increased as needed.

3.4 Termination. The right or interest of a member shall not terminate except upon any of the following events: death, dissolution or liquidation of the Association, or the member's termination of ownership in the subdivision.

3.5 Annual Meetings. The Annual Meeting of Members of the Association shall be held on such date as shall be fixed by the Board of Directors of the Association. The first Annual Meeting shall be held on a date selected after the formation of the Association. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Any Annual Meeting of Members may be held at such place within or without the State as the Board of Directors of the Association may from time to time fix. Notice for the Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting.

Annual meetings may be called by the Board of Directors or by any officer of the Association instructed to do so by the Board of Directors.

At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Association and entered in the minutes of the proceedings of such Annual Meeting of Members.

3.6 Special Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Association from time to time and by the members on such date or dates as shall be permitted by law. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat.

Special meetings of the entire Membership may be called by the President, the Board or at the written request of 10% of the Membership. The secretary or the person or group calling such meeting shall give at least five days' written notice stating the time, place, if any, and purpose of any special meeting to the Members entitled to participate.

3.7 List of Membership. At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Association, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3.8 Order of Business at Meetings. Meetings of the members shall be presided over by the following officers, in order of seniority - the President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Association shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

The order of business at all meetings of members shall be as follows:

- (a) Roll call. – a roll call of the Record List will be made to determine if a quorum of members is present. If a quorum is not present, the meeting must be immediately adjourned. If a quorum is present, the order of business, below, will be followed.

- (b) Reading of the minutes of the preceding meeting.
- (c) Treasurer's Report.
- (d) Standing Committee's Reports
- (e) Old business.
- (f) New business.

3.9 Quorum. A majority of all Members (more than 43 lots represented) shall constitute a quorum for the transaction of business at any meeting. The acts of a majority of Members voting shall be deemed to be the acts of the Members. However, for the membership to change the bylaws of the Association, any such motion must pass by a majority of all members (lots) in the Association.

3.10 Voting. Each Member (lot represented) shall be entitled to one vote in Record Form as defined in Section 11.1(b) below, in person, by ballot, by mail or by proxy in accord with Section 3.11. Each Member (half-lot represented) shall be entitled to one-half vote in Record Form as defined in Section 11.1(b) below, in person, by ballot, by mail or by proxy in accord with Section 3.11. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or in Record Form as determined by the Board of Directors and a designation of the means of voting is sent with notice of the question to be voted upon. At any time that there shall be a sole Member of the Association, the sole Member shall act in writing, which shall be filed with the Secretary of the Association.

3.11 Voting by Proxy. Any absent Member eligible to vote at any meeting of Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such proxy shall be executed or authenticated by the Member or the Member's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Association or its designated agent. An email, internet communication or other means of electronic transmission from a member or attorney-in-fact or a photographic, facsimile or similar reproduction of a writing executed by a Member or attorney-in-fact may be treated as properly executed or authenticated for purposes of this paragraph, and shall be so treated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Association to the Member for the purposes of a particular meeting or transaction. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Association or its designated agent in writing or by electronic transmission. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of such death or incapacity is given to the Secretary of the Association.

3.12 Consent of Members in Lieu of a Meeting. Any action that may be taken at a meeting of Members may be taken without a meeting if a consent or consents setting forth the action to be taken shall be provided in writing by a majority of all Members who would be entitled to vote thereon at a meeting at which all Members entitled to vote were present and voting and shall be filed with the Secretary of the Association.

3.13 Virtual/Electronic Meetings. A meeting of Members may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors or others, make appropriate motions and comment on the business of the meeting. Such meeting need not be held at a particular geographic location.

3.14 Notice of Meetings. Notice of Meetings of the Association shall be given by email no less than ten days nor more than fifty days before the date of the meeting to each member at the email address which was provided by the member and recorded in the records of the Association.

ARTICLE 4

DIRECTORS

4.1 Powers. The business and affairs of the Association shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws, or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania. and shall be a member of the Association during his/her directorship.

All board members will conduct themselves according to the Board of Directors Code of Conduct (BoD CoC), attached.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not fewer than three (3) nor more than seven (7) persons. Directors shall be chosen annually by ballot of the Members at the annual meeting of the Members and shall serve for terms of 2 years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. The terms of the President and Secretary should not expire simultaneously.

The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

4.4 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of two-thirds (2/3) of the members of the Association at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Quorum at a Board of Directors' Meeting. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.6 Vote. Each Director shall be entitled to one vote.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Directors in office and shall be filed with the Secretary of the Association.

4.8 Annual Meeting. The annual meeting of the Board shall be held promptly after the annual meeting of the Members.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five days written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.11 Virtual/Electronic Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

4.12 Evaluation. The Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

4.13 Code of Conduct. All members of the Board of Directors (BoD) of the Association will abide by the Association's Code of Conduct. Failure to conduct oneself by the Code of Conduct is cause for removal from the Board of Directors. A vote by a majority of the members of the BoD is needed to remove another member for cause. The Code of Conduct is a part of these Bylaws and will be maintained in the Appendix of the Bylaws.

ARTICLE 5

OFFICERS

5.1 Positions, Election, Term. The officers of the Association shall include a President, a Vice-President, a Secretary and a Treasurer, who shall be elected by the Directors from among the Directors at the annual meeting of Directors and shall serve for a term of 2 years and until their successors are elected and qualified. The President may, but need not be a director. Any two or more offices may be held by the same person except the combinations of the offices of President and Secretary or President and Treasurer. The Directors may elect such

other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.

5.2 Consecutive Terms. Officers may be elected for consecutive terms.

5.3 Duties. The duties of the officers shall include the following:

- (a) The President shall be the chief executive officer of the Association, shall have the responsibility for the general management of the affairs of the Association, shall execute documents on behalf of the Association and shall carry out the resolutions of the Board of Directors. The President shall preside at all meetings of the Members, Directors and Executive Committee.
- (b) A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe, as the President may delegate or in the absence or disability of the President.
- (c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the President.
- (d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Association are maintained; shall cause financial reports to be provided to the Board and the Members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Association when counter-signed by the President; he/she may also sign checks, drafts, notes, and orders for the payment of money, which shall have been duly authorized by the Board of Directors and countersigned by another member of the Board. Under the aforementioned conditions, the Treasurer may transfer funds electronically as long as the system for electronic transfer requires an electronic authorization by another member of the Board.

5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE 6

COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Association. Members of any committee established by the board

will be covered by the insurance policy that covers board members and Association property to the extent that the reason for the need for coverage pertains to actions taken in their capacity as committee members. Any such committee shall have no power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- (e) Entering into a contract

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Association.

6.2 Appointment to Committees. Unless otherwise determined by the Board [or set out in these Bylaws], the President shall have the power to appoint and remove members and chairs of all committees.

6.3 Creation and Composition of Advisory Boards. The Association may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Association and shall have only such other responsibilities and duties as may be delegated to them by the Board or the President.

ARTICLE 7

RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies.

- (a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term.

- (b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8

MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine. Meetings of Members may be held without geographic location as provided in Section 3.10 above.

8.2 Notice. Whenever notice is required to be given to any person, it shall be given to such person either personally, or to an address supplied by that person to the Association for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Association for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location, if any, of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

8.3 Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice, and 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 to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 9

LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

9.2 Indemnification. The Association shall indemnify any officer or Director [or any employee, Board-authorized volunteer, or representative] who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Association) (a “Proceeding”), by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign Association for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- (c) by the Members.

9.4 Advancement of Expenses. The Association shall advance expenses incurred by an officer or Director [employee or representative] who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the

person by or in the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

ARTICLE 10

AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Association may be amended only by a majority of all Members at any duly convened meeting of Members after not less than 10 days written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended by a majority of all Members, both present and not present, at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby. Where electronic voting is possible, a majority of all members may amend these Bylaws.

ARTICLE 11

INCORPORATION OF LOT OWNERS ASSOCIATION AGREEMENT

12.1 Agreement. The Lot Owners Association Agreement which is recorded in the Office of the Register and Recorder of Bradford County, Pennsylvania, in Book 118 at Page 435 is hereby incorporated into these by-laws.

ARTICLE 12

MISCELLANEOUS

12.1 Definitions.

- (a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.
 - (b) Record Form. “Record Form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.
 - (c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.
 - (d) Association. The Queen Esther Estates Lot Owners’ Association (QEEOA).
 - (e) Board of Directors (BoD). The Board of Directors of the Queen Esther Estates Lot Owners’ Association.
 - (f) Code of Conduct (CoC). The code of conduct which governs the actions of each member of the Board of Directors of the Queen Esther Estates Lot Owners’ Association.
 - (g) Members. Informally, the owner(s) of a lot in Queen Esther Estates. **For voting purposes, a MEMBER is a lot in Queen Esther Estates.** With the exception of lots 58A and 58B, the voting power of each lot is one (1). Lots 58A and 58B are half-lots and each has one-half vote. There are 86 votes in the Association. Whether wholly or jointly owned, the vote assigned to any lot may not be subdivided when cast by its owner(s).
 - (h) Record Date. For purposes of the meetings of the association’s members, this is the date on which the official list of owners is compiled.
- 12.2 Fiscal Year. The twelve months following the final date of payment for annual dues. It currently runs from May 1st through April 30th.
- 12.3 Policies. The board shall adopt policies dealing with conflicts of interest, whistleblower protection, document retention and destruction, and any other measures relating to the implementation of these Bylaws.
- 12.4 Procedures. Procedures are the means by which policies of the QEEOA’s Bylaws are enacted and maintained.
- 12.5 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

- 12.6 Bond. If required by the Board, any person shall give bond for the faithful discharge of the individual duties in such sums and with such sureties as the Board shall determine.
- 12.7 Subventions. The Association shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.
- 12.8 Books and Records. The Association shall keep at the principal office of the Association, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

Adopted:

Bylaw Reference	Procedure	Date
1.2	Create and post Lake Rule signs around Lake Queen Esther	
3.2	<ol style="list-style-type: none"> 1. Change collection of annual dues from quarterly to yearly. 2. Change delivery method for dues invoice from U.S. Postal Service to email. 3. Require each lot owner to provide an email to which the Association will send all communications. 4. After a 15-day grace period, impose a \$25 per month per lot late fee for dues not received by the due date. 	On or before March 2022
3.2	Annual dues per lot were raised from \$125 to \$175 effective March 1, 2022.	March 1, 2022
3.2	Allow the payment of annual dues via electronic transfer.	March 2023