

**BY-LAWS  
OF  
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale  
2022**

**ARTICLE I.**

**Definitions**

Section 1. "Association" shall mean and refer to the Indian Rocks Property Owners Association, Inc. of Ledgedale, a non-profit corporation organized and existing under the laws of the State of Pennsylvania.

Section 2. "Declaration" shall mean and refer to the Declaration filed by Indian Rocks, Inc. in the Office of Recorder of Deeds in and for Wayne County, Pennsylvania, as the same shall pertain to The Properties described therein and any supplement thereto.

Section 3. "The Properties" shall mean and refer to the real estate described in the Declaration as such additions thereto and may hereafter be brought within the jurisdiction of the Association as provided in the Declaration.

Section 4. "Common Properties and Facilities" shall mean and refer to those areas so designated upon any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of Owners of the Properties; and shall also mean and refer to any improvement designated by the Association as Common Properties and intended to be devoted to the common use and enjoyment of Owners of the Properties and shall specifically include, but not the exclusion of other improvements which may hereafter be designated as Common Properties by the Association, the following: Roads and streets not dedicated to the public, lakes, permanent parks, permanent recreational plots.

Section 5. "Limited Common Properties" shall mean and refer to those areas of land so designated upon any recorded subdivision plat of The Properties intended to be devoted to the common use and enjoyment of the owners of specifically designated property; and also, those areas so designated from time to time by the Association for the purposes aforesaid.

Section 6. "Lot" shall be the numbered lot or numbered and lettered plots in the numbered blocks as shown on any recorded subdivision plat of The Properties.

Section 7. "Living Unit" shall mean and refer to any portion of a building situated upon The Properties designed and intended for use and occupancy as a residence by a single family, individual or a rental.

Section 8. "Assessed lot" shall be any individual lot recorded on a subdivision plan in the County records of Wayne County in Section 1,2,3, Bear Tract, Tanners Point and Five Mile Creek. However, adjoining lots totaling no more than 15,000-square-feet will be considered as one (1) assessed lot, upon application to and approval by the Board of Directors.

Section 9. The word "Member" refers to members in good standing as any owner of a lot/property at Indian Rocks who is current in all of his/her financial obligations with the Association and is not currently in violation of any Covenant, By-Law, Rules, or Regulations of the Association as determined by the Board of Directors ("Directors").

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For purposes of definition, in order for a lot/property at Indian Rocks to be owned by a member in good standing, all owners of the property must qualify as members in good standing. Likewise, to be considered a member in good standing, all properties/lots owned by the member must be in good standing. For example, if the community member owns three (3) lots, all lots must be financially current in assessments. If any of the lots is not financially current, the member is not considered to be in good standing.

**ARTICLE II.**

**Offices**

Section 1. The principal office of the Association shall be located in Indian Rocks Development, Salem Township, in Wayne County, Pennsylvania.

**ARTICLE III.**

**Membership**

Section 1. Membership: A member is any person or entity who is a recorded owner of any lot/property which is subject by covenants of record to being assessed by the Association.

Section 2. The rights of membership are subject to the payment of annual assessment levied by the Association; however, all memberships are subject to payment of special assessment if levied. The obligation of the assessments which are imposed against a particular lot/property becomes a personal obligation of the owner of such lot.

Section 3. The membership rights of any person or entity whose interest in lots/properties is subject by covenants of record to assessment by the Association, whether or not he or it be personally obligated to pay such assessment, may be suspended by action of the Directors during the period when the assessment remain unpaid; but upon payment of such assessment, his or its rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities as provided herein, and the personal conduct of any person thereon is in violation of those rules and regulation, the Directors may in their discretion, suspend the rights of any such person for any period.

**ARTICLE IV**

**Voting Rights**

Section 1. All members in good standing of the Association shall be entitled to one vote for each Assessed Lot in which they hold the interest required for membership by Section 1. ARTICLE III hereof. When more than one person holds such interest or interests in

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any lot/property, the vote for such lot/property shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any such lot.

**ARTICLE V**

**Property Rights and Rights of Enjoyment of  
Common Property**

Section 1. Each member in good standing shall be entitled to the use and enjoyment of the Common Properties and Facilities as provided by ARTICLE IV of the Declaration applicable to the Properties. Section 2. Any member may delegate his or its rights of enjoyment in the Common Properties and facilities as provided in ARTICLE IV, Section 4 of the Declaration (Protective Covenants). Such member shall notify the Secretary, in writing, of the name of any such person and of the relationship, if any, of the member to such person. The rights and privileges of such person are subject to suspension under ARTICLE III, Section 3 of these By-Laws to the same extent as those of the member.

Section 3. The Directors shall make such rules from time to time as shall be appropriate relative to the use of the Common Properties and Facilities by guests, and qualified renters, of members, and the members shall then be bound and responsible by such rules and regulations.

**ARTICLE VI**

**Association Purposes and Powers**

Section 1. The Association has been organized for the following purposes:  
To preserve the value of and to promote the health, safety and welfare of the residents within The Properties and for this purpose to:

a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) operate and maintain recreational parks, playgrounds, swimming pools, private roads, pond, buildings, structures, sewer systems, docks, and personal properties incident thereto, hereinafter referred to as "Common Properties and Facilities", owned by the Association.

(c) own, acquire or build Common Properties and Facilities as may be necessary.

(d) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration in order to pay all office and other expenses incident to the conduct of the business of the Association,

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including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

(e) pursuant to the terms of the Declaration convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(f) pursuant to the terms of the Declaration borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property in connection with the affairs of the Association.

(g) pursuant to the terms of the Declaration dedicate, sell or transfer all or any part of the Common Properties and Facilities to any public or private agency, authority, or utility for such purposed and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by 51% of the members, agreeing to such dedication, sale or transfer.

(h) participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that any such merger shall have the assent of 51% of the members.

(i) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties, including but not limited to maintenance of public streets and roads and Common Properties owned by the Association and used by members of the Association.

(j) enforce any and all Covenants, By-Laws, Rules and Regulations, ACC Rules and Regulations, and Fines and Fees applicable to the Properties.

**ARTICLE VII**

**Board of Directors**

Section 1. The affairs of the Association shall be managed by a Board of seven (7) Directors who must be members **in good standing**. Directors shall be elected for a term of three (3) years and until their respective successors are elected and qualify. At any time that a vacancy occurs on the Board of Directors the seat will be filled by going to the last election and choosing the person with the next highest votes to fill that seat until the end of that Board member's term. If there are no candidates from the last election, the Board will advertise the open seat for 30 days and appoint by majority vote of the Board of Directors at a regular Board meeting.

Section 2. Any Board Member(s) may be removed or suspended from office or from the Board of Directors after written notice has been served to the member subject to removal and an administrative hearing was held. After the preceding conditions have been met, the Board may remove the Board member by a simple majority vote at any regular or special

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meeting of the Board. Any member removed from the Board will not be eligible to run or be appointed to the Board for a period of two (2) terms following the expiration of the term, from which he/she was removed.

Section 3. A mandatory "Meet the Candidates Event" sponsored by the Indian Rocks POA will be held prior to a Board Election.

Section 4. For a candidate to be added to the ballot they must comply with the current Election Policy and Procedure.

**ARTICLE VIII**

**Board of Directors: Election Process**

The election of the Board of Directors shall be as follows:

Section 1. Election of Board of Directors shall be by written ballot as hereinafter provided. At such election the members may cast one vote for the person or persons for the vacancy or vacancies to be filled.

Section 2. All elections to the Board of Directors shall be made on written ballot which shall (1) describe the vacancies to be filled; (2) set forth the names of candidates for such vacancies with spaces opposite each name with the words "For". Such ballots shall be prepared and mailed by the office to the members in good standing at least seven (7) days in advance of the date designated by the Board of Directors as the date for the election. The election will take place during the month of November. The term of office of a Director shall be for three (3) years, or until his/her successor shall have been elected and shall have qualified; the term shall expire three (3) years from the 1st meeting in January following the election unless a successor shall not have been elected and shall not have qualified, and in such event, he/she shall continue to serve until his/her successor is elected and shall qualify, and same shall apply to the Directors designated in the Articles of Incorporation.

Section 3. Each household current on their financial obligations shall receive one ballot per assessment to be mailed by office personnel, with a return envelope addressed to "Indian Rocks Property Owners Assn., Inc. Attention: Tellers of Election".

Section 4. There is hereby established a standing committee consisting of Judge and Tellers of Election and shall consist of at least five (5) members of the Association, in good standing, appointed by The Board of Directors of the Association on an annual basis, at their discretion, whose members cannot be anyone running as a candidate for the Board of Directors in said election.

This Committee shall qualify the ballots, count same and submit a tabulation of results with any comments whereon to the Board of Directors for the Boards approval. The condition under which said Committee shall conduct its operation shall be designated by the Board of Directors from time to time. Said Committee shall also be bound by the By-Laws, Restrictive Covenants and Rules and Regulations of the Association then in affect at said counting.

In the event two or more persons have qualified for a vacancy, an election shall be held and the person receiving the greater number of affirmative votes shall be declared

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elected. In the event only one person runs for a vacancy, the Board of Directors through the Secretary and by majority vote may cast one vote in favor of said candidate at which time no election will be held. If the Board elects not to cast this one vote, we would revert back to our election procedures regarding appointments to the Board of Directors.

**ARTICLE IX**

**Powers and duties of the Board of Directors**

Section 1. The Board of Directors shall:

(a) call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of the members, as provided in Article XIII, Section 2.

(b) appoint and remove for cause all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. No member of the Board of Directors may seek employment in Indian Rocks Property Owners Assoc., Inc. of Ledgedale as an independent contractor or as an employee of the Association while sitting on the Board of Directors, or for a period of one (1) year after his/her term on the Board has been completed. Such duties as are provided in this subparagraph (b) may be delegated by the Directors to a specific Director who shall report his actions to the Board of Directors from time to time.

(c) establish, levy and assess, and collect the Assessments or charges as provided in the Declaration.

(d) adopt and publish rules and regulations governing the use of the Common Properties and Facilities and the personal conduct of the members and guests.

(e) exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the Declaration.

(f) in the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 2. The duties of the Board of Directors are:

(a) to keep a complete record of all its acts, and corporate affairs, and to present a report to the members at the Annual meeting or at any special meeting, as provided in Article XIII, Section 2.

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(b) to oversee all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) to fix the amount of the Assessment for each Assessment period at least thirty days in advance.

(d) to prepare a roster of the properties and applicable Assessment.

(e) to send a bill of each Assessment to every property owner and issue a receipt as conclusive evidence of Assessment payment, when requested by the property owner.

(f) to maintain all Common Properties and Facilities used by members of the Association.

**ARTICLE X**

**Directors' Meeting**

Section 1. The Directors may hold their meetings and keep the books of the Association at such places within the Commonwealth of Pennsylvania as they may from time to time determine. Regular meetings of the Board may be held with notice at such time and place as shall from time to time be determined by the Board of Directors and posted on the website and on the Community bulletin board. Special meetings of the Board may be called by the President or any two members of the Board **upon 24 hours notice** to each Director, either personally or by phone, e-mail, or text message.

Section 2. Four members of the Board of Directors shall constitute a quorum thereof.

**ARTICLE XI**

**Officers**

Section 1. The officers shall be a president, vice-president, a secretary, and a treasurer. The president and vice-president shall be members of the Board of Directors. The offices of secretary and treasurer may be held by the same person. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time, determine.

Section 2. The officers shall be chosen by a majority vote of the Directors.

Section 3. All officers shall hold office at the discretion of the Board of Directors.

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Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders of the Board of Directors are carried out, and sign all notes, leases, mortgages and deeds.

Section 5. The vice-president shall perform all the duties of the president in their absence.

Section 6. The secretary shall be ex-officio secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The secretary shall keep the records of the Association.

Section 7. The community manager or approved association staff shall receive and deposit in appropriate bank accounts all monies of the association and said monies shall be distributed by the community manager in the ordinary course of business. The community manager or two officers shall sign checks at the direction of the Board. All financial records are reviewed by the Finance Committee.

Section 8. The treasurer shall keep a proper book of accounts and cause an annual audit of the Association books to be made by a certified public accountant at the completion of the fiscal year.

**ARTICLE XII**

**Committees**

Section 1. The Standing Committees of the Association shall consist of:

- (a) The Architectural Control Committee
- (b) The Grievance Committee
- (c) The Finance Committee
- (d) The Safety Committee
- (e) The Social Event Committee
- (f) The Policy Committee
- (g) Tellers of Election

Unless otherwise provided herein, each committee shall consist of a Chairperson and two or more members and shall include a member of the Board of Directors for Board liaison. The committee shall be approved by the Board of Directors. The committee shall be appointed by the Board of Directors prior to the first meeting of the calendar year to serve from the close of such meeting until the close of the first meeting of the following year. The Board of Directors may appoint such other committees as it deems desirable.



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Section 2. Approved members of all committees, with the exception of the Social Events Committee, shall sign an oath of confidentiality as prepared by the Board of Directors. Approved members may not have unexcused absences from three consecutive meetings to maintain committee member status.

Section 3. Each Committee Mission Statement is as follows:

(a) **The Architectural Control Committee** is a committee consisting of three or more members as appointed by the Indian Rocks Board of Directors. A member of the Board acts as a liaison to the committee. The committee's mission is to make sure that all ACC requirements and ACC rules and regulations are followed, and that all exterior work is in harmony with the community's natural surroundings, as per the Covenants.

(b) **The Grievance Committee** is in place to allow any Indian Rocks member in good standing the opportunity to appeal any citation they receive from Indian Rocks Security personnel. Appeals are heard only after fines are fully paid. Committee members consist of a board liaison and at least three (3) property owners, appointed by the Board of Directors. The committee has decision-making power to:

- (i) support the citation as is, with the accompanying fine.
- (ii) lower the fine for citation; or
- (iii) eliminate the citation and reimburse the property owner.

All decisions made by the committee regarding appeals are final.

(c) **The Finance Committee** will advise and assist the Board of Directors in areas of budgeting, financial planning, financial controls, and operational processes to maximize the community's financial landscape. The Finance Committee will:

- (i) review and analyze the operational budget on a monthly basis and provide recommendations accordingly.
- (ii) evaluate purchasing processes for effectiveness and efficiency.
- (iii) explore and evaluate all financial alternatives with the goal of achieving maximum financial success for the Indian Rocks Community.

(d) **The Safety Committee** is designed to make sure Indian Rocks is a safe environment for our employees to work in. The committee is composed of a board liaison, property owners and the Community Manager. All committee members are required to take an OSHA workplace safety course given by our insurance company. This has a positive impact on our insurance policy cost.

(e) **The Social Event Committee** is a group dedicated to planning and executing fun social events for adults and children of all ages of the Indian Rocks Community. The group consists of volunteers from the community and a board liaison. All events proposed by the committee are sent to the board for approval before further plans are made. Members of the community are welcome to propose an event for approval that they wish to run on their own. The SEC hopes to hold events from May through December.

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(f) **The Policy Committee** was formed to find discrepancies and consolidate Indian Rocks By-Laws, Rules and Regulations, and Resolutions. The committee will also review and update the Architectural Control Committee Rules and Regulations. These documents supplement, but do not supersede Indian Rocks Covenants. Other Indian Rocks policies will also be reviewed and updated if necessary. All policy recommendations will be forwarded to the Indian Rocks Board of Directors for their review and approval. The Policy Committee will meet weekly until such time as their work has been completed and will then meet periodically on an as-needed basis.

(g) **Tellers of Election** is a permanent committee that consists of a Judge of Election and five (5) members of the Association who are in good standing. The committee is appointed by the Board of Directors on an annual basis to oversee the tally of votes cast by qualifying members in the election of Board Members. A candidate running for office cannot be part of this committee.

**ARTICLE XIII**

**Meetings of Members**

Section 1. The regular annual meeting of the members shall be held during the months of June or July on a weekend, the time, date, and place to be designated by the Board of Directors with 30 (thirty) days' notice to the Property Owners.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, Vice-President, Secretary, Treasurer, or by any member of the Board of Directors, upon written request, listing a valid cause, and with a majority vote of the Board.

Section 3. Notice of any meetings shall be given to the members through the official means of communication at least six days in advance of the meeting.

Section 4. The presence at the meeting of members entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Declaration applicable to the Properties shall require a quorum as therein provided.

**ARTICLE XIV**

**Proxies**

Section 1. There shall be no proxies allowed or proxies permitted for members of the Association on any issue that shall require a vote by the members.

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Section 2. At any matter in which a vote is required by the Board of Directors of the Association acting as a Board, each Board member may vote in person or by video conferencing or telephone.

**ARTICLE XV**

**Corporate Seal**

Section 1. The Association shall have a seal containing the words "Indian Rocks Property Owners Association, Inc. of Ledgeale Seal 1978".

**ARTICLE XVI**

**Amendments**

Section 1. These By-laws may be amended after being presented at any regular or special meeting of the Board of Directors at which time the change would be tabled until the next regularly scheduled meeting. At the next Board meeting the By-Laws may be changed by a vote of a majority of a quorum present and voting, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration-applicable to The Properties may not be amended except as provided in such Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration applicable to The Properties referred to in Section 1 and these By-Laws, the Declaration shall control.

**ARTICLE XVII**

**Board Members' (Non) Liability Act**

Section 1. Any member of the Board of Directors of Indian Rocks Property Owners Association, Inc. of Ledgeale, a corporation, shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless:

- (a) The board member has breached or failed to perform the duties as per oath of office. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
- (b) Exception: The provisions of this section shall not apply to:
  - (i.) The responsibility or liability of a director to any criminal statute; or
  - (ii.) The liability of a director for payment of taxes pursuant to local, state, or federal law.