

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

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" 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 providing, however, in the sections of Bear Tract and Tanners Point, the Association will treat up to three abutting lots of up to one (1) 15,000 (fifteen thousand) square feet area an assessed lot. Upon application to and approval by the Board of Directors.

Section 9. The word member throughout the By-Laws shall refer to a member(s) in good standing is any owner of a Property at Indian Rocks who is current in all of his/her financial obligations with the Association and is not in violation of any Restrictive Covenant, By-Law, Rules and Regulations of the Association as determined by the Board of Directors. For purposes of definition in order for a 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.

A member in good standing status can only accrue to a Property Owner if all of the Properties owned by such member shall also be in good standing. Therefore, if, for example, a Property Owner owns three (3) lots and one of the lots in not financially current in its Assessments, then the Property Owner and all of his other Properties are considered not to be in good standing.

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

ARTICLE II.

Offices

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

ARTICLE III.

Membership

Section 1. Membership: Every person or entity who is a record owner of a fee, or undivided fee, interest in any Lot which is subject by covenants of record to being assessed by the Association shall be a member.

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. The obligation of the assessments which are imposed against a particular Lot becomes a lien upon the property against which such assessments are made and also becomes a personal obligation of the owner of such lot.

Section 3. The membership rights of any person or entity whose interest in The 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 a period not to exceed thirty (30) days.

ARTICLE IV

Voting Rights

Section 1. All members 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 any Lot or Living Unit, the vote for such Lot or Living Unit 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 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.

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

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 of members and the members shall be bound by such rules as same shall be made published.

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 of Covenants and Restrictions herein-after called Declaration, applicable to The Properties and recorded in the Recorder of Deeds Office in and for Wayne County, Pennsylvania, and as the same shall be amended from time to time as therein provided; said Declaration being incorporated herein as if set forth at length;

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

(c) to own, acquire or build Common Properties and Facilities as may be necessary to promote the health, safety welfare and recreation of the members of the Association;

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

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

(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, restrictions, and agreements 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 of the Association, **in good standing**. Directors shall be elected for a term of three (3) years and until their respective successors are elected and qualify. Any vacancy occurring in the initial or any subsequent Board of Directors shall be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors. Any Directors elected to fill a vacancy shall serve as such until the expiration of the term of the Directors whose position he was elected to fill.

Section 2. Any Officer(s) or 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 officer or Board member by a simple majority vote at any regular or special 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, which he/she was removed.

Section 3. A mandatory "Meet the Candidates Night" 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 Election Policy and Procedure adopted February 4, 2020.

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 Secretary to the members 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 day of 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. If for any reason a Director resigns before his/her term of office expires, his/her successor shall be appointed by the Board, from the membership (in good standing), to complete the term.

Section 3. Each member 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".

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

Section 4. There is hereby established a committee consisting of Judge and Tellers of Election, which committee shall be permanent and shall consist of 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, the person receiving the greater number of affirmative votes shall be declared elected. In the event only one person shall qualify 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 have power:

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

(b) To appoint and remove at pleasure 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) To establish, levy and assess, and collect the Assessments or charges as provided in the Declaration.

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

(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 It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual meeting of the members or at any special meeting when such is requested in writing by the membership, as provided in Article XIII, Section 2.

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

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

(c) As more fully provided in Article X of the Declaration applicable to The Properties:

(1) To fix the amount of the Assessment against each lot for each Assessment period at least thirty days in advance of such date or period and, at the same time;

(2) To prepare a roster of the properties and Assessment applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

(3) To send written notice of each Assessment to every owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue upon demand by any person a certificate setting forth whether any Assessment has been paid. Such certificate shall be conclusive evidence of any Assessment therein stated to have been paid.

(e) 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. Special meetings of the Board may be called by the President or the Chairperson upon 24 hours notice to each Director, either personally or by phone, fax, e-mail, regular mail, telegram or cablegram.

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 during the pleasure of the Board of Directors.

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

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledge Dale
2020**

Section 5. The vice-president shall perform all the duties of the president in his 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 sign all certificates of membership, keep the records of the Association and record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 7. The property 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 property manager in the ordinary course of business. The property manager or authorized check signer 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

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 contact. The committee shall be appointed by the Board of Directors. The committee shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Architectural Control Committee shall have the duties and functions described in ARTICLE IX of the Declaration (Protective Covenants) applicable to the Properties. It shall watch for any proposals, programs, or activities, which may adversely affect the residential value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledge Dale
2020**

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, the Vice-President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon full prepaid to his address appearing on the books of the Association. Each member shall register his address with the Secretary, and notice of meetings shall be mailed to him/her at such address. Notice of any meeting regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by ARTICLE VIII or any action governed to The Properties, notice of such meeting shall be given or sent as therein provided.

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.

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 Proxy. All proxies shall be in writing, signed by the Board member, filed with the Secretary prior to the exercise of any vote using said proxy. No proxy shall extend beyond a period of 3 months, and every proxy shall automatically cease upon sale by the Board member of his interest in the Properties.

**BY-LAWS
OF
INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**

ARTICLE XV

Corporate Seal

Section 1. The Association shall have a seal containing the words "Indian Rocks Property Owners Association, Inc. of Ledgedale 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 (Protective Covenants) applicable to The Properties referred to in Section 1 and these By-Laws, the Declaration (Protective Covenants) shall control.

ARTICLE XVII

Director's (Non) Liability Act

Section 1. A Director of INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. Of Ledgedale, 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 director has breached or failed to perform the duties of his office under section 8362 (relating to standard of care and justifiable reliance); and
 - (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- EXCEPTION: The provisions of this section shall not apply to:
- (1) The responsibility of liability of a director to any criminal statute; or
 - (2) The liability of a director for payment of taxes pursuant to local, State or Federal Law.

**BY-LAWS
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INDIAN ROCKS PROPERTY OWNERS ASSOCIATION, INC. of Ledgedale
2020**