

PROPOSED BYLAWS
WALKER LAKE SHORES LANDOWNERS ASSOCIATION
SHOHOLA, PA

ARTICLE I: NAME, LOCATION, AND PRINCIPAL OFFICE

1. The name of this organization shall be the Walker Lake Shores Landowners Association, hereinafter called the "Association."
2. The principal office of the Association shall be located at 100 Walker Lake Road, Shohola, PA 18458. The registered agent authorized to receive service of any papers on behalf of the Association shall be the President.

ARTICLE II: PURPOSE

1. The purpose of the Association shall be to serve the interests of its members by the following means:
 - A. Formulating and executing programs for the construction, protection, and maintenance of Association owned facilities and assets.
 - B. Formulating and enforcing rules and regulations for the use of Association owned facilities.
 - C. Sponsoring and encouraging social, athletic, cultural, and other activities for its members.
 - D. Enforcing adherence to deed covenants by owners regardless of their Association membership.

ARTICLE III: MEMBERSHIP

1. A landowner is eligible for membership if he or she owns 50% or more of a property which carries deeded lake rights to Walker Lake in Pennsylvania Lakeshores, Walker Lake, Inc., Hinkel Estates or Maple Park or is the legal partner of such owner.
2. The term "member" as used in these Bylaws means "a member in good standing."
3. A Member in good standing means a landowner who has:
 - a) Paid membership dues and
 - b) Paid all Assessments as billed by the Association annually, and any Special Assessments as may become necessary from time to time and
 - c) Paid all fines or financial obligations determined by the Board of Directors.

4. Property owners paying only the Maple Park Pro Rata Share, which provides for limited access via West Shore Beach consistent with Maple Park deeds, are not eligible for membership.

ARTICLE IV: PRIVILEGES AND DUTIES OF MEMBERS

1. Members, their immediate families, and their temporary guests have the right to use all facilities of the Association in accordance with the rules and regulations promulgated by the Board of Directors.
2. Only members have voting rights, with the provision that there can be only one vote for each annual dues payment.
3. Membership privileges may be curtailed or withdrawn by the Board of Directors for cause, provided the individual concerned is given an opportunity to speak on their own behalf.
4. It is the duty of all members to uphold the Bylaws of the Association, to abide by the Rules and Regulations, to pay all dues, fees, and assessments when due, and to adhere to covenants in their deeds.

ARTICLE V: TERMINATION OF MEMBERSHIP

1. Membership may be terminated by written voluntary resignation, by ceasing to meet the eligibility requirements for membership, or by majority vote of the Board of Directors for failure to perform the duties of members. Dues are non-refundable.
2. In the case of termination by the Board of Directors, the member shall be given the opportunity to speak on their own behalf.
3. Termination of membership shall not release any right or lien the Association may have against the property of the person for fees, assessments, or other obligations.
4. When any regular member ceases to be the owner of real property within the Walker Lake area, the membership of such member shall terminate automatically. Annual fees or charges paid by a member terminating membership under this section shall be credited to the account of the new owner and shall not be refunded to the payor.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors shall consist of eleven (11) members in total - the four (4) elected Officers, and seven (7) elected Directors. Of the seven (7) elected Directors, six (6) shall be designated as At-Large Directors and elected in accordance with the procedures set forth in Article IX. One (1) landowner in Hinkel Estates shall be designated by Hinkel Estates Property Owners Association to represent it on the Walker Lake Shores Landowners Association Board of Directors as the Hinkel Estates Director. Hinkel Estates Director shall be designated by Hinkel

Estates. Only members of the Walker Lake **Shores** Landowners Association shall serve as an officer of the Association.

2. The power and authority necessary to carry out the duties assigned to Officers and Directors are vested in those individuals elected in accordance with Article IX.
3. Directors shall have no personal liability with respect to any contract or commitment made by them in good faith on behalf of the Association. The Association shall indemnify and hold harmless each Director against any and all liability to others on account of such contract or commitment. This responsibility of the Association will be supported by adequate insurance coverage.
4. A Director may be removed from his position for cause by a 2/3 vote of all incumbent Directors and Officers. The Director shall be given the opportunity for a hearing before the Board.
5. If a Director resigns or is removed from his position the Board may appoint a regular member to serve as Interim Director until the next regular election.
6. No person may serve as both a Director and Officer or hold more than one Director position at the same time.
7. Any WLLA member who has resigned a minimum of two (2) times from the Board of Directors, as an Officer or Director shall be ineligible to hold any such position, either elected or appointed, for a period of five (5) years.
8. A quorum shall consist of 51% (a simple majority) of Board members eligible to vote, whether elected or appointed, presently serving.
9. Each Director and each Officer shall have one vote. A majority of those present constitutes Board approval.
10. The Board of Directors shall have oversight authority of the Executive Officers.
11. The Board of Directors shall assist the President in the enforcement of the rules and regulations of the Association.
12. Only one dues-paid member per household may serve as a member on the Board of Directors.
13. No person on the BOD can serve as an employee or contractor of the Association.
14. No more than 4 members of the Board of Directors may have signatory authority on Association bank accounts. Signatories shall be appointed by the Board of Directors, one of whom shall be the Treasurer.

ARTICLE VII: OFFICERS

1. The officers of the Association shall be President, Vice President, Secretary and Treasurer.
2. The power and authority necessary to carry out the duties assigned to Officers and Directors are vested in those individuals elected in accordance with Article IX.

3. Officers shall have no personal liability with respect to any contract or commitment made by them in good faith on behalf of the Association. The Association shall indemnify and hold harmless each Officer against any and all liability to others on account of such contract or commitment. This responsibility of the Association will be supported by adequate insurance coverage.
4. An Officer may be removed from his position for cause by a 2/3 vote of all incumbent Directors and Officers. The Officer shall be given the opportunity for a hearing before the Board.
5. If an Officer resigns or is removed from his position the Board may appoint a regular member to serve until the next regular election.
6. No person may serve as both an Officer and Director or hold more than one Officer position at the same time.

PRESIDENT:

1. The President shall formulate administrative policy and shall preside at all Board and Membership meetings. The President, with the assistance of the Board, shall enforce all rules and regulations of the Association.
2. The President shall appoint committee chairpersons, and may appoint committee members as needed. (*See Committees*)
3. The President shall be a signatory on all written contracts and other obligations.
4. The President shall not agree, enter into or sign any contract without the approval by vote of the Board of Directors.
5. The President shall serve without compensation.

VICE PRESIDENT:

1. The Vice-president shall assist the President in the execution of his duties.
2. The Vice-president, in the absence or unavailability of the President, shall assume all the powers, duties and prerogatives of the President, including the signing of contracts and other obligations.
3. The Vice-president shall serve without compensation.

SECRETARY:

1. The Secretary shall keep a written record of all actions taken at Board and Membership meetings, and shall be responsible for official correspondence.
2. The Secretary, in the absence or unavailability of the Treasurer, may assume the duties and powers of the Treasurer.

TREASURER:

1. The Treasurer shall be the official recipient of all monies received by the Association. The Treasurer shall initiate and sign all disbursement authorizations and shall secure the co-signature of a second authorized signer on file at the bank.
2. The Treasurer shall be responsible for the deposit of all funds of the Association in accordance with practices and policies recommended by the Finance Committee and approved by the Board of Directors.
3. The Treasurer shall be responsible for a detailed accurate record of all financial transactions of the Association and for the submission of invoices for dues and assessments as required.
4. The Treasurer shall issue a written report of the financial status at all regular meetings in the form designated by the Finance Committee.
5. The Treasurer shall maintain the Association Membership Roster.

ARTICLE VIII: MEETINGS

1. Meeting of the Officers and Directors shall be held once a month.
2. The Board of Directors regularly scheduled meeting calendar runs from the September meeting of the Board of Directors until the September meeting of the following year.
3. A Board member/officer may be excused for no more than four (4) of the twelve (12) regularly scheduled monthly Board meetings.
4. Membership meetings shall be held in May, July, and September. A Board member/officer may be excused from only one of the three (3) Membership meetings. The meetings in May and September shall be designated the General Membership Meeting. The meeting in July shall be designated the Annual Meeting. An agenda for the Annual Meeting shall be posted in the Clubhouse at least three (3) weeks prior to the meeting. Members will be advised of the exact dates and times of all membership meetings.
5. Special meetings shall be called by the President at the request of four directors or at the request by petition of at least 10 regular members. Special meetings may also be called by the President at their discretion.

ARTICLE IX: ELECTIONS

1. Officers and At-Large Directors shall be elected at the Meeting of the Membership. Terms of office shall become effective at the September Board of Directors and Membership meetings.
2. The President and the Vice President shall be elected on odd calendar years for a two-year term. The Secretary and Treasurer shall be elected on even calendar years for a two-year term.
3. Normally two (2) At-Large Directors shall be elected each year for a three-year term, the number elected each year being determined by the number of vacancies caused by the terms

expiring. Additional At-Large Directors may be elected to fill vacancies caused by resignations to fulfill the term of the vacated seat.

4. The President shall ensure that the nomination committee is sufficiently staffed. The nomination committee shall nominate candidates for the positions of Officer and At-Large Director. The nominations of the nominating committee shall be posted in the Clubhouse and on the Walker Lake **Shores** Landowners Association official website three (3) weeks prior to the Annual Meeting. The nominations of the nominating committee together with nominations from the floor at the May General Membership Meeting shall constitute the official ballot. All nominees must be Members in good standing. The Presidential nominees must have served at least one (1) year as a Board Officer or At-Large Director.
5. Officers shall be elected by a majority of the members present and voting. If no candidate receives a majority, a run-off between the two candidates receiving the largest vote will be held.
6. For the election of At-Large Directors, each member shall receive one ballot. Each ballot will list the candidates. Only one vote per candidate is permitted. Only one vote per open position is permitted. If there are more candidates running than there are open positions, those candidates receiving the largest number of votes will be elected.
7. Absentee ballots to vote in general elections may be obtained from the WLLA Office beginning June 1 of each year. Members will be required to sign for these ballots. Therefore, they may stop by the WLLA Office to pick-up their ballot or submit a letter requesting that a ballot be mailed to them. The absentee ballot will contain the names of each person who has been presented by the Nominations Committee following the May General Membership Meeting.
8. Each absentee ballot will include a plain, non-identifiable envelope (in which the completed ballot will be placed and sealed) as well as an outer envelope, which must show the name and address of the voting member. Absentee ballots must be postmarked and/or received by the Nominations Committee no later than one week prior to the July General Membership (Election) Meeting. The Nominations Committee will check the outer envelope to determine eligibility and authenticity. The sealed inner envelope containing the ballot will be opened and counted along with the ballots cast at the General Membership (Election) Meeting by a volunteer group of members in the presence of the Community Manager and Nominations Committee Chair.
9. Members who request an absentee ballot may not later rescind the request and vote at the General Membership (Election) Meeting. ·
10. A quorum at the July General Membership (Election) Meeting will consist of those voting members who attend the meeting. Only one ballot will be issued per membership household.

ARTICLE X: COMMITTEES

1. There shall be ten (10) standing committees of the Association and such special temporary committees as the President deems necessary. All standing committees shall consist of a chairman and a minimum of two (2) members at least one of whom is a Director. Furthermore,

every Director shall be required to be an active member of at least one standing Committee at all times.

- A. Finance Committee - Consisting of the chairman and three members shall formulate a budget and make financial recommendations to the Association Officers and Directors. It shall arrange for outside audit of the books and report the findings to the Directors. It shall recommend to the Board policy for placement of funds by the Treasurer. The Finance Committee shall submit a financial budget for the ensuing year at the September Directors Meeting for Board approval.
 - B. Program Committee - Shall plan and implement an agenda of various fundraising and social events for the ensuing Association year, including youth programs.
 - C. Clubhouse Committee - Shall control the use and maintenance of the Clubhouse.
 - D. Lake Committee - Shall supervise the use and maintenance of the lake and dam and make recommendations to the Directors for improvements.
 - E. Road Committee - Shall plan and implement the construction, improvement, and maintenance of all Association owned roads, rights-of-way, and parking areas.
 - F. Planning Committee - Shall formulate plans for growth and betterment of the Association.
 - G. Legal Committee - Shall work in close alliance with the Directors and Association attorney to protect and improve the legal position of the Association. Normally the President will appoint himself to be Chairman of the Legal Committee.
 - H. Communications Committee - Shall edit and publish all Association publications, and expedite appropriate media coverage.
 - I. Rules and Regulations Committee - Shall formulate and publish rules and regulations required by the responsibilities of the Association, with the help and advice of the several functional committees and subject to approval of the Board of Directors.
 - J. Beach and Grounds - Shall supervise the use and maintenance of common areas (beaches, boat ramp, boat yards, Clubhouse grounds, tennis court, mailbox areas, etc...) and make recommendations to the Directors for improvements.
2. All Committee Chairmen shall submit reports at Board meetings.
 3. All Committee Chairmen shall prepare a statement of the committee's financial needs for the coming year and submit it to the Finance Committee at the Board meeting in August.

ARTICLE XI: DUES AND ASSESSMENTS

1. MEMBERSHIP DUES shall be billed January 1 of each year, due and payable annually on a date to be recommended by the Finance Committee and adopted by the Board of Directors unless otherwise specified on deeds and covenants. The dollar amount of the dues will be proposed each year by the Finance Committee and is subject to approval by the Board of Directors.
2. ASSESSMENTS shall be billed January 1 of each year, due and payable annually on a date to be recommended by the Finance Committee and adopted by the Board of Directors unless otherwise specified on deeds and covenants. The dollar amount of the dues will be proposed each year by the Finance Committee and is subject to approval by the Board of Directors.

ARTICLE XII: PARLIAMENTARY PROCEDURE:

1. The order of business at all meetings shall be: (Subject to the discretion of the presiding officer)
 - A. Call to Order
 - B. Approval of the agenda
 - C. Approval of minutes
 - D. Acknowledge receipt of Treasurer's Report
 - E. Reports of Standing Committees
 - F. Reports of Special Committees
 - G. Unfinished business
 - H. New business
 - I. Adjournment
2. The revised edition of Robert's Rules of Order shall be the Parliamentary authority of the Association, except in such cases as the Bylaws may explicitly state differently.

ARTICLE XIII: AMENDMENTS

1. Amendments of these Bylaws may be proposed to the Board of Directors by an Officer, Director, or any regular member.
2. Proposed amendments must be submitted in writing. The Secretary will make copies and will distribute them to all Board members.
3. Proposed amendments will be discussed at the Board meeting and will be voted upon at the following Board meeting.
4. A proposed amendment is adopted and advanced to a vote of membership if it receives a favorable vote from 2/3 of the total Board membership. Board members unable to attend the meeting may send in a written ballot.
5. The proposed amendment shall be posted at the Clubhouse and on the Walker Lake Shores Landowners Association official website three (3) weeks prior to the next General Membership Meeting at which the vote of the membership is to be conducted. A statement of no more than one hundred fifty (150) words explaining the need for the amendment shall be included in the postings.
6. A properly proposed amendment is adopted and becomes effective upon a 2/3 vote of the members voting in-person or by signed written ballot.