

**BY-LAWS
OF THE PINE BROOK CIVIC ASSOCIATION**

Article I

Name and Purpose

Section 1.1 The name of this organization is the Pine Brook Civic Association, which is a nonprofit corporation incorporated under the laws of Pennsylvania.

Section 1.2 The purposes of this Association are to advance the civic and social welfare of the Pine Brook Development community and its residents; to foster a closer acquaintance and a spirit of cooperation and responsibility among all residents; to sponsor worthwhile community interests on a non-partisan basis; and to provide a forum for the presentation of individual ideas and opinions.

Article II

Office and Powers

Section 2.1 The address of the Association shall be the address of the current Secretary of the Association.

Section 2.2 This Association shall have the power to own, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds in advancing the purposes stated above.

Section 2.3 This Association shall have the power to do any lawful acts or things reasonably necessary for carrying out the Association's purposes stated above and for protecting the lawful rights and interests of its members in connection with such purposes.

Article III

Membership

Section 3.1 Membership shall be comprised of all owners of real property located in Pine Brook. However, for the purpose of determining a quorum and tallying votes cast in any matter concerning the Association, only votes from members in good standing shall be counted.

Section 3.2 In order to be in good standing, property owners must have paid current dues.

Section 3.3 Members in good standing shall be entitled to vote in all matters concerning the Association.

Article IV

Dues

Section 4.1 Dues shall be payable no later than April 1 for the calendar year. Each property owner shall be notified of the amount of dues by an announcement delivered no later than March 1 of the year. The amount of dues shall constitute one amount per property. Dues for the following year shall be determined annually by the Board of Directors, which amount shall be announced at the annual or special meeting.

Article V

Officers and Directors

Section 5.1 The principal endeavors of the Association shall be carried out by its Officers and a Board of Directors. The Board of Directors shall consist of the Officers of the Association, eight (8) elected Directors and a Past President. If the immediate Past President is unavailable or unwilling to serve on the Board, the Officers shall determine another Past President to serve on the board.

Section 5.2 The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected for a term of two years. All Officers shall serve as voting members of the Board.

Section 5.3 All elections shall be held at the Annual Meeting each year. The President and Vice President shall be elected in even numbered years and the Secretary and Treasurer shall be elected in odd numbered years. All newly elected Officers shall assume office at the close of the Annual Meeting at which elected.

Section 5.4 The regular terms of Directors shall be for one year. Each Director shall assume office at the Board meeting which follows his or her election.

Section 5.5 A Nominating Committee shall nominate persons to fill positions as Officers and Directors of the Association. The Nominating Committee shall be comprised of four members, two of which shall be current Officers or Directors, with the other two members chosen by the Board of Directors from the membership at large. The Board of Directors shall notify members of the Association of the names of Nominating Committee at least 30 days prior to the date set for the election. Any member of the Association in good standing who notifies a member of the Committee of his or her interest in any

position shall be considered for such position. The Committee shall present at least one nomination for each office to be filled. No person shall be nominated by the Committee nor from the floor at the Annual Meeting without the nominee's consent.

Section 5.6 Meetings of the Board of Directors shall be held monthly, except that there will be no meeting in December. Special meetings may be called by the President or upon the request of three members of the Board. A quorum shall consist of fifty percent (50%) plus one of the current Board membership. Although members in good standing may attend any Board meeting, only Officers and Directors shall be entitled to vote at such meeting. A summary of the actions of the Board shall be submitted to all members in flyers, at least semi-annually.

Section 5.7 The general direction of the affairs of this Association and the general authority necessary for exercising such direction, together with authority to adopt all measures necessary for promoting the interests of this organization, shall be vested in the Board of Directors.

Section 5.8 It shall be the duty of the Board of Directors:

- a. To authorize the disbursement procedures to be followed by the Treasurer.
- b. To submit to the Annual Meeting recommendations concerning policies and programs for the following fiscal year. These recommendations shall be included in the Notice for the Annual Meeting.
- c. To fill a vacancy in any office (except that of President) until the next annual meeting when an unexpired term can be filled by election.
- d. To remove any Director or member of any committee, upon a vote of three-fourths (3/4) of the Board, for inexcusable failure to perform his or her duties or for taking actions expressly contrary to the decisions of the Board.

Section 5.9 The Board is hereby empowered to determine its own procedures in order to expedite routine business.

Article VI

Duties of Officers

Section 6.1 The President shall:

- a. Exercise general supervision over the activities and programs of the Association.
- b. Preside at meetings of the Board of Directors.
- c. In consultation with the Board, appoint all committee chairs not otherwise chosen.

Section 6.2 The Vice President shall:

- a. In the absence or disability of the President to serve, be vested with the powers of the President and perform those duties.
- b. Perform such other duties as the President and the Board may assign.

Section 6.3 The Secretary shall:

- a. Keep minutes of all meetings of the general membership and of the Board of Directors, provide copies of such minutes to the Board at the beginning of its next meeting and provide summaries of such minutes to the members of the Association in a flyer or newsletter of general circulation.
- b. Provide all required notices of the meetings of Association.

Section 6.4 The Treasurer shall:

- a. Receive all moneys collected under the authority of the Association.
- b. Pay all debts, in accordance with procedures authorized by the Board of Directors.
- c. Keep accounts of all financial transactions. The Treasurer shall provide a report at the beginning of each meeting of the Board of Directors and at the Annual Meeting. The Board may direct that a summary of the Treasurer's report be included in flyers or newsletters provided to the Association members, but in any event, such a summary or full report must be provided at least once annually.

Article VII

Block Captains

Section 7.1 The Board of Directors may solicit volunteers to serve as Block Captains. Any adult Pine Brook resident can volunteer to participate as a Block Captain for the Association. The Board of Directors may select as many volunteers to be Block Captains as it deems appropriate. Duties of Block Captains may vary, but primarily will be to help in communications between the Board and Association members and residents.

Article VIII

Meetings of General Members

Section 8.1 There shall be one meeting per year of the general membership of the Association which shall be specifically for the purpose of electing Officers and Directors. This meeting shall be known as the "Annual Meeting" and shall be held on the first Monday in October at a place to be specifically selected by the Board of Directors. If it becomes necessary to postpone any such general membership meeting, matters which would have been considered at such meeting shall be considered at the meeting on the date to which it has been postponed, provided that the Secretary shall give at least ten (10)

days notice of the meeting prior to such date, with the notice indicating that the matters from the postponed meeting shall be considered on the new date.

Section 8.2 Special meetings of the general membership may be called by the Board of Directors and shall be called at the written request of ten (10) or more members in good standing. At any such meeting, consideration may be given only to business for which the meeting has been called as stated in the notice of the meeting.

Section 8.3 The Secretary shall provide notice of any General or Special meeting either by depositing the same in the United States mail, regular first-class postage pre-paid, or by causing such notice to be hand-delivered to all members of the Association. Such notice shall be provided not less than fourteen (14) days before the date of the meeting.

Section 8.4 At all General or Special meetings, those entitled to vote shall be the officers and directors of this organization and the members in good standing.

Section 8.5 At such meetings, a quorum shall consist of the lesser of twenty-five per cent (25%) of all members in good standing or twenty-five (25) members in good standing. In determining a quorum, officers and directors shall be counted as members. Any member in good standing shall be entitled to have his or her vote cast by proxy, in a form to be specified by the Board, given to another member in good standing. Such proxies shall be counted in determining whether the requirements of a quorum have been met and in determining the result of any vote on matters indicated in the proxies.

Section 8.6 A majority vote of those present and voting shall decide all substantive questions presented at meetings, except as otherwise provided herein.

Section 8.7 All meetings may be attended by persons specifically invited by the Board.

Article IX

Special Projects

Section 9.1 The Board of Directors may, if necessary in its opinion, determine that additional funding is necessary to construct, reconstruct, repair, or replace sidewalks, buildings or other structures appurtenant to common areas. In such event, the Board may request payment by each property owner of their pro rata share of the funding for said special project. Any such request shall contain specific explanations of the purpose, estimated cost and necessity of such project.

Article X

Committees and Appointments

Section 10.1 The Board of Directors shall designate the members of standing committees and recommend to the President the appointment of committee chairs for standing committees, for such periods as they may deem appropriate. The Board further shall designate *ad hoc* committees, specify the duties of each *ad hoc* committee, designate the members thereof and recommend to the President chairpersons of *ad hoc* committees.

Section 10.2 Each committee shall undertake its assignments and shall make a written report to the Board of Directors if so requested.

Section 10.3 There shall be a standing committee which coordinates activities to provide services and support for persons moving in to Pine Brook. This committee shall be the “Welcoming Committee.”

Section 10.4 There shall be a standing committee charged with determining the need for special projects, the need for insurance, and current and subsequent year budgets of the Association. This committee is designated the “Finance Committee.”

Section 10.5 There shall be a standing committee on voting and elections, designated the “Elections Committee.” It shall be responsible for determining the eligibility of voting members and the supervision of elections and balloting procedures at the Annual meeting.

Section 10.6 There shall be a standing committee charged with developing and maintaining relationships with units and representatives of local and state government that are beneficial to the Association. Committee members may represent the Association at meetings of government units, upon prior approval of the Association President. This committee is designated as the “Government Liaison Committee.”

Section 10.7 There shall be a standing committee charged with determining the need for maintenance of real property, fixtures and personal property owned, leased or otherwise controlled by the Association. The committee shall determine whether fixtures, equipment and other personal property should be repaired or replaced, and shall recommend such action to the Board for the Board’s approval. The committee may arrange normal and usual maintenance where the total amount involved is less than fifty dollars (\$50.00) without Board approval. Upon Board approval of larger expenditures, the committee may be charged with arranging such repair or replacement as the Board has directed.

Section 10.8 Vacancies occurring between Annual Meetings may be filled by the Board.

Article XI
Administration

Section 11.1 The fiscal year of this organization shall be from January 1 through December 31.

Section 11.2 The business of each Meeting shall be conducted in accordance with these By-Laws and the latest edition of *Roberts Rules of Order*.

Article XII
Amendments

Section 12.1 These By-Laws may be amended by the favorable vote of two-thirds of the members present and voting at any Annual or Special Meeting provided a copy of the proposed amendment shall be mailed to the members with the announcement of such meeting. Further amendments to the By-Laws and to any related provision of the By-Laws may be acted upon at such meeting.