

**INDIAN CREEK CIVIC ASSOCIATION, INC.**

**BY-LAWS**

**ARTICLE I**

**OFFICES**

Section 1.1. The registered office shall be located at the residential address of the President of the Association for that fiscal year. NOTE 1

Section 1.2. The Corporation may also have offices at such other places as the Board of Directors may from time-to-time determine.

**ARTICLE II**

**MEMBERS**

Section 2.1. There shall be one class of Members of the Corporation whose voting and other rights and interests shall be equal. Membership shall be open to all adult residents of single family dwelling units located in the areas known as Indian Creek and Sleepy Hollow (Phase 1), Hampden Township, Cumberland County, Pennsylvania. NOTE 1

All adult residents of the 36 single-family dwelling units located in Phase I of the Sleepy Hollow Planned Residential Development (PRD) may become Members of the Association by paying the same annual dues as adult residents of Indian Creek. Sleepy Hollow Members will have the same rights as Indian Creek Members; however, Sleepy Hollow Members may not simultaneously serve on the Board of Directors of the Indian Creek Civic Association and the Board of Directors of the Sleepy Hollow Homeowners' Association, if or when such an association is formed. NOTE 1

Membership will not be available to adult residents living in any other phase of the Sleepy Hollow PRD. The Civic Association will not be responsible for or use any association funds to maintain or upkeep the common areas or bike paths within the common areas of Phase I or any other phase of the Sleepy Hollow development. NOTE 1

Section 2.2. All Members shall pay annual dues in such amounts payable at such times and by such methods of collection as the Board of Directors may by resolution prescribe. These amounts are subject to the ratification of the Membership. NOTE 1

**ARTICLE III**

**MEETINGS OF MEMBERS**

Section 3.1. All meetings of the Members shall be held at the Hampden Township Facilities Building or such other places, within the Commonwealth of Pennsylvania, as the Board of Directors may from time-to-time determine.

Section 3.2. A meeting of Members shall be held in each calendar year for the election of Directors on such date and at such time and place as the Board of

Directors shall determine. If the annual meeting shall not be called and held within a calendar year, any member may call such a meeting at any time thereafter as prescribed in Section 3.3. Elections for Directors shall be by written ballot.

Section 3.3. Written notice of the annual meeting of Members specifying the place, date and hour of the annual meeting shall be given, at least 5 days prior to the meeting, to each member of record entitled to vote thereat as appears on the books of the Corporation.

Section 3.4. Special meetings of the Members, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the President, or the Board of Directors, or 10% of the Members, upon written request delivered to the Secretary of the Corporation. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so as prescribed in Section 3.5.

Section 3.5. Written notice of any special meeting of Members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member of record entitled to vote thereat at such address as appears on the books of the Corporation, at least 5 days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 3.6. Written notice of any meeting required to be given in this Article shall be sufficient if published in the Indian Creek Smoke Signals newsletter, or other Indian Creek newsletter approved by the Board of Directors, at least 5 days before such meeting.

Section 3.7. Business transacted at all special meetings shall be confined to the business stated in the call.

Section 3.8. Twenty percent (20%) of the Members entitled to vote, present in person, shall be necessary to constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these By-Laws. If, however, any meeting of Members cannot be organized because a quorum has not attended, the Members entitled to vote thereat, present in person shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Directors, such meeting may be adjourned only from day-to-day, or for such longer periods not exceeding fifteen days each, as a majority of the Members, present in person shall direct, until such Directors shall have been elected. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.9. when a quorum is present at any meeting, the vote of a majority of the Members having voting powers, present in person shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or of the Articles of Incorporation or of these

By-Laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 3.10. Except as otherwise provided by statute or the Articles of Incorporation, at every Members' meeting every member shall have one vote. Members may elect to split their vote among adult household Members present. The candidates receiving the highest total number of votes up to the number of Directors to be elected in the same election shall be elected.

Section 3.11. The Secretary of the Corporation shall maintain the books and a complete list of the names and addresses of the Members of the Corporation. Said books and list shall be kept at the residence of the Secretary and shall be subject to inspection by any member at a mutually convenient place and time upon request. Such books and list shall also be produced at the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 3.12. In advance of any meeting of Members, the Board of Directors may appoint Judges of Election, to act at such meeting or any adjournment thereof. If Judges of Election be not so appointed, the presiding officer of any such meeting may, and on the request of any member or his/her proxy shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). If appointed at a meeting on the request of one or more Members a majority of the Members present and entitled to vote shall determine whether one (1) or three (3) judges are to appointed. No person who is a candidate for office shall act as a judge. The Judges of Election shall do all acts required by Section 7762(3) of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provisions) and such acts as may be proper to conduct the election or vote with fairness to all Members, and shall make a written report of any challenge or question or matter determined by them and execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or any member. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three (3) Judges of Election, the decision, act or certificate of majority shall be effective in all respects as the decision, act or certificate of all.

Section 3.13. Nominations for the Board of Directors shall be made at the annual meeting. A secret ballot shall be used for the election of Directors.

#### ARTICLE. IV

##### DIRECTORS

Section 4.1. The number of Directors which shall constitute the whole Board shall be nine (9). Directors shall be natural persons of full age who are Members of the Corporation. Only one member of a household may be a Director. Except as hereinafter provided in the case of vacancies, Directors shall be elected by the Members at the annual meeting of the Members, and each Director shall be elected to serve for a term of two (2) years and until his/her successor is elected by the Members. A Director may only be elected to serve two (2) consecutive terms except as provided in Section 4.2. of these By-Laws.

Section 4.2. Vacancies in the Board of Directors including vacancies resulting from an increase in the number of Directors constituting the whole Board and vacancies resulting from the removal of a Director in accordance with

Section 4.3. of these By-Laws, shall be filled by a vote of a majority of the remaining Members of the Board though less than a quorum, and each person so elected shall be a Director until his/her successor is elected by the Members at the next annual meeting. The member appointed by the Board of Directors is still eligible to run for a full 2 year term at the next annual meeting.

Section 4.3. Any Director, duly elected in accordance with either Section 4.1. or Section 4.2. of these By-Laws, who, without good cause, does not attend three successive regular meetings of the Board of Directors may be removed as a Director by a voice of a majority of the remaining Members of the Board at a regular or special meeting of the Board held in accordance with these By-Laws.

Section 4.4. The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised and done by the members.

Section 4.5. The Board of Directors may declare vacant the office of a Director if he/she is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

#### **MEETINGS OF THE BOARD**

Section 4.6. The meetings of the Board of Directors may be held at such place within the Commonwealth of Pennsylvania as a majority of the Directors may from time-to-time appoint, or as may be designated in the notice calling the meeting. All meetings shall be open to Members of the Corporation.

Section 4.7. Except as otherwise provided by statute for the organizational meeting of initial Directors named in Articles of Incorporation, the first meeting of each newly elected Board may be held at the same place and immediately after the meeting at which such Directors were elected and no notice need be given to the newly elected Directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the Directors.

Section 4.8. Regular meetings of the Board may be held at such time and places as shall be determined from time-to-time, by resolution of a least a majority of the Board at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given each Director at least seven (7) days before the meeting either personally, or by mail or by telephone.

Section 4.9. Special meetings of the Board may be called by the President on twenty-four (24) hours notice to each Director, either personally or by mail or by telephone; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two Directors. Notice of each special meeting of the Board shall specify the date, place, hour and purpose(s) of the meeting. Emergency meetings may be called by the President at his/her discretion.

Section 4.10. At all meetings of the Board, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and. the acts of a majority of the Directors present at a meeting at which a quorum

is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these If a quorum shall not be present at any meeting of Directors, the Directors present thereat shall adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

#### **COMMITTEES OF DIRECTORS**

Section 4.11. The President may create Committees and shall designate one or more Directors as Members of said Committee. Any such Committee, to the extent provided in such resolution or in the By-Laws, shall have and may exercise the powers and authority of the Board of Directors, except that no such Committee shall have any power or authority as to the following: (i) the submission to the Members of any action requiring approval of Members; (ii) the filling of vacancies in the Board of Directors; (iii) the adoption, amendment or repeal of the By-Laws; (iv) the amendment or repeal of any resolution of the Board; (v) action on matters committed by the By-Laws or resolution of the Board of Directors to another Committee of the Board'

Section 4.12. Standing Committees of the association shall include Membership, Social and Welcoming. The President shall appoint the Chairman of these Committees and the Chairman shall select the Committee Members from the list of Members of the association. NOTE 1

#### **ARTICIE V**

#### **OFFICERS**

Section 5.1. The officers of the Corporation shall be chosen by the Directors and shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 5.2. The Board of Directors, at its first meeting held after each annual meeting of Members, shall elect a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be Members of the Board. Any member of the Board who refuses to serve as a duly elected officer in accordance with this Article may be removed as a Director by a majority vote of the Directors and his/her position shall be filled pursuant to Article IV, Section 4.2.. of these By-Laws, unless such elected officer had served in the same office for the preceding year.

Section 5.3. The officers of the Corporation shall be elected to hold office for a period of one year and until their successors are elected. Any officer or agent elected or appointed by the Board of Directors, may be removed by whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

## **THE PRESIDENT**

Section 5.4. The President shall be the Chief Executive Officer of the Corporation; he/she shall preside at all meetings of the Members and Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

Section 5.5. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 5.6. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe or the President may delegate to him/her.

Section 5.7. The Secretary shall attend all sessions of the Board and all meetings of the Members and record all the votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the Committees of the Board of Directors when required. He/she shall give, cause to be given, notice of all meetings of the Members and of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall keep in safe custody the Corporate seal of the Corporation, if there is any, and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his/her signature or by the signature of the Treasurer or an Assistant Secretary. The Assistant Secretary, if any, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. The Secretary shall comply with Section 3.12. of these By-Laws.

Section 5.8. The Treasurer shall have the custody of the Corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

Section 5.9. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

## **ARTICLE VI**

**ARTICLE V Section 5.10.**

**INDEMNIFICATION OF  
BOARD OF DIRECTORS, OFFICERS AND EMPLOYEES**

The Association shall indemnify any person who 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 by reason of the fact that he is or was a member of the Board of Directors, officer, and/or employee of the Association against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believes to be in, or not opposed to, the best interests of the Association. Such indemnification shall be made only from funds belonging to the Association and shall not create any liability against its separate members. Such create any indemnification shall not preclude the purchase by the Association of insurance covering errors or omissions of any persons serving the Association, and this indemnification provision shall stand in addition to any such insurance benefits.

## **FIXING RECORD DATE**

Section 6.1. The Board of Directors may fix a time, not more than seventy (70) days prior to the date of any meeting of Members date for the determination of the Members entitled to notice of, and to vote at, such meeting, notwithstanding any increase or other change in Membership on the books of the Corporation after the date is fixed. If no such date is fixed, the date for determining Members entitled to notice of or vote at a meeting of Members shall be at the close of business on the day preceding the day on which notice is given, or, if notice is waived, at the close of business on the day preceding the day on which the meeting is held.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

#### **FINANCIAL REPORT TO MEMBERS**

Section 7.1. The Board of Directors shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

(a) The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation during the year immediately preceding the date of the report.

(e) The number of Members of the Corporation as of the date of the report, together with a statement if increases or decreases in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

#### **CHECKS AND NOTES**

Section 7.2. All checks or demands for money and notes of the Corporation shall be signed by two (2) officers of the Corporation as the Board of Directors may from time-to-time designate.

#### **FISCAL YEAR**

Section 7.3. The Fiscal Year Of the Corporation shall be on a October 1 to September 30 basis.

## **SEAL**

Section 7.4. The Corporate Seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". Said Seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 7.5. Whenever, under the provisions of the statutes or of the Articles of Incorporation of these By-Laws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid to his/her address appearing on the books of the Corporation or, in the case of Directors, supplied by him/her to the Corporation for the purpose of notice, or by telephone, or by publication in the Indian Creek Smoke Signals newsletter or other Indian Creek newsletter approved by the Board of Directors.

If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person: A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provisions).

## **TRANSACTION OF BUSINESS**

Section 7.6. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a two-thirds (2/3) vote of the total Membership at a regular or special meeting of the Members held in accordance with these By-Laws.

## **ARTICLE VIII**

### **AMENDMENTS**

Section 8.1. The By-Laws may be altered, amended or repealed by the vote of two-thirds (2/3) of Members entitled to vote thereon at any regular or special meeting duly convened after notice to the Members of that purpose.

NOTE 1: Amended September, 1990