

# **BYLAWS OF THE PENN NATIONAL COMMUNITY ASSOCIATION, INC**

(Effective July 10, 2023)

## **ARTICLE I - NAME**

The name of this association is the Penn National Community Association, Inc. It was incorporated as a Non-Profit Corporation on April 10, 1986 by the Corporation Bureau, Department of State, Commonwealth of Pennsylvania, and assigned Corporation Number 915480 as the Penn National Homeowners Association. After approval from the membership, the name of the organization was changed to the Penn National Community Association on June 22, 2023 to better reflect the scope and objectives of the organization.

## **ARTICLE II - OBJECT**

**Section 1** - To provide a community forum for the consideration of social, cultural, environmental and developmental affairs and other matters of mutual concern.

**Section 2** - To protect and promote the best interests of the residents of the area hereinafter set forth.

**Section 3** - To promote and strive for the improvement and betterment of facilities and services within the area.

**Section 4** - To promote a better community and civic spirit and to foster good will and friendship between all the residents of said area.

**Section 5** - To cooperate with appropriate organizations for the general welfare of the entire community of Penn National Estates.

## **ARTICLE III - AREA**

The Association shall serve the geographic area of Penn National Estates.

## **ARTICLE IV - MEMBERS**

**Section 1** - Membership is by household. Any property owner, age eighteen or older whose home or lot is within the boundaries described in Article III shall have his or her household eligible for membership in the Association.

Dwelling units rented within the boundaries of Penn National estates shall be eligible as associates. Adult residents of associates shall enjoy all the privileges and responsibilities

of individuals residing in regular Member households except the right to hold elective office or voting privileges on matters affecting property values or the cost of maintaining property, the determination of such matters to be made by the Board of Directors.

**Section 2** - Any eligible household is a Member in good standing upon payment of dues.

**Section 3** - Each Member, as evidenced by its payment of dues, agrees to abide by all the terms and conditions set forth in these bylaws and the authorized actions of the Board of Directors and established committees.

**Section 4** - Each Member in good standing is entitled to only one vote on any matter put before the membership regardless of the number of properties owned or the number of owners per property.

## **ARTICLE V - DUES AND FINANCES**

**Section 1** - Dues will be set by the Board of Directors.

**Section 2** - Notice of dues payable shall be sent by the Membership Director to every Member in April of each year. Dues received by the Membership Director are turned over to the Treasurer.

**Section 3** - Any Member that shall be in arrears in the payment of dues for a period of thirty days after 1 June of each year shall cease to be a Member in good standing until all such arrears have been fully paid.

**Section 4** - The funds of the Association consisting of annual dues, receipts from special activities or contributions or any other source, shall be deposited or kept in a regular, federally insured financial institution as directed by the Board of Directors.

**Section 5** - The fiscal year of the Association shall be from 1 June through 31 May of each year.

**Section 6** - All checks, drafts or orders for the payment of money in excess of \$2,000 (changed from \$1000 at general meeting, March 14, 2011) shall be signed by two of the members of the Board of Directors.

## **ARTICLE VI - MEETINGS**

**Section 1** - An Annual Meeting will be held in May of each year and a general meeting shall be held not less than one additional time each year on such dates and times as set by the Board of Directors. (changed from four meetings at the general meeting held on September 17, 2012). A minimum of fourteen days prior notice of each meeting is to be provided to the Members. An Agenda for each meeting including any proposed capital

expenditures and policies affecting all homeowners are to be provided along with the meeting notice.

**Section 2** - The Annual Meeting shall include the election of officers and the presentation of the annual report of the Board of Directors. Notice shall be sent to the membership at least fourteen days in advance of this meeting.

**Section 3** - Special meetings of the Members may be called by the President upon fourteen days written notice to the Members of the time, place and Agenda thereof. Special meetings shall also be called by the president upon written request signed by at least ten percent of the Members of the Association and specifying the purpose of the requested special meeting. Written notice of the time, place and Agenda of such special meetings shall be furnished to each Member at least fourteen days in advance thereof.

No business shall be transacted at any special meeting which is not covered by the Agenda of such meeting as furnished to the Members with the meeting notice.

**Section 4** - Five percent of the Members in good standing shall constitute a quorum for the conduct of business at any regular or special meeting. (changed from ten percent at the General Meeting held on November 14, 2011.)

**Section 5** - A majority vote by Members attending special or regular meetings will be required to carry a motion except for the amendment of the bylaws which will require a two-thirds affirmative vote to carry.

## **ARTICLE VII - OFFICERS**

**Section 1** - The officers of the Association shall be adult individuals who are permanent residents in a Member household and shall consist of a President, a Vice-president, a Secretary, and a Treasurer. Officers shall be elected by the Members of the Association for a one year period and shall be permitted to run for re-election. When, on the occasion that a President leaves office at the end of his or her term, he or she will be retained as an ex-officio on the Board.

**Section 2** - The officers of the Association shall perform the duties normally performed by such officers together with the duties prescribed in Article VIII of these bylaws.

**Section 3** - Should any vacancy occur by death, resignation or otherwise, it shall be filled without undue delay by the Board of Directors which shall elect an individual, eligible for office under Section 1, to fill the vacancy for the unexpired term of the person replaced.

**Section 4** - No officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Association.

**Section 5** - Action for removal from office may be initiated by a two-thirds vote of the Board of Directors or by receipt by the Board of a petition signed by not less than 20% of the Members requesting such action. The matter shall then be presented to the membership for action at a regular or special meeting.

## **ARTICLE VIII - DUTIES OF OFFICERS**

**Section 1 - PRESIDENT:** the President shall be the chief executive officer of the Association and preside over Association meetings and meetings of the Board of Directors; shall be responsible for the appointment of committee chairmen; shall together with the Treasurer, execute all instruments or agreements authorized by the Board of Directors. The President shall be an ex-officio Member of all committees except the nominating committee, but shall not vote on any questions pending before any committee except in the case of a tie vote. In addition, the President shall have the powers as may be reasonably construed as belonging to the chief executive of an organization.

**Section 2 - VICE PRESIDENT:** the Vice-President shall exercise the office of president in the President's absence and carry out such other duties as may be assigned from time to time by the President.

**Section 3 - SECRETARY:** the Secretary shall keep minutes of all meetings of the association, keep a record of all members' attendance at meetings and discharge other duties as may be assigned by the President.

**Section 4 - TREASURER:** the Treasurer shall collect all membership dues and have the care and custody of all monies and property belonging to the Association and shall cause such monies to be deposited in a federally insured financial institution. The Treasurer shall disburse funds as directed by the Association and the Board of Directors at its regular meetings, in a manner consistent with ARTICLE V, Section 6 and shall render a written annual report covering the preceding year at the Annual Meeting of the Association.

## **ARTICLE IX - DIRECTORS**

**Section 1** - Four Directors shall be appointed by the President with the concurrence of the other officers. They are the Membership Director, the Publications Director, the Local Government Liaison Director and the Social Activities Director. Each Director must be a distinct representative of a Member.

## **ARTICLE X - THE BOARD OF DIRECTORS**

**Section 1** - The Board of Directors shall consist of the officers of the Association, the four appointed Directors and the immediate past President of the Association.

**Section 2** - The Board of Directors shall be responsible for managing the affairs of the Association.

**Section 3** - Meetings of the Board of Directors shall be held at such times and places as may be determined by the Board.

**Section 4** - Special meetings of the Board of Directors may be called at any time by the President of the Association or whenever called upon to do so by a majority of members of the Board of Directors.

**Section 5** - Five members of the Board of Directors present at a meeting shall constitute a quorum for the transaction of business.

**Section 6** - The Board of Directors is authorized to take emergency action for which no meeting notice was given and the situation would preclude notifying the Members. Ratification of this action by the Association is required at a regular meeting or a special meeting called for that purpose.

**Section 7** - Each appointed Director will have specific duties, in addition to membership on the Board of Directors, as determined by each Director's title.

## **ARTICLE XI - ELECTIONS**

**Section 1** - A Nominating Committee shall consist of a Chairman selected by the President from the Board of Directors and at least four (4) resident homeowner members, selected by the Chairman of the Nominating Committee, representing different geographic areas within the community. The duties of this committee shall be to present to the membership of the Association at a meeting at least two months prior to the Annual meeting a slate of candidates to fill the Association's offices. Additional candidates may be nominated from the floor the night of the election meeting.

**Section 2** - The officers of the Association shall be elected at the Annual meeting of the Association for a one-year term and take office on June 1.

## **ARTICLE XII - COMMITTEES**

**Section 1** - The President may, from time to time, appoint committees to serve special purposes as necessary.

**Section 2** - Each committee chairperson, in consultation with the President, shall appoint members of their respective committees.

## **ARTICLE XIII - AMENDMENT OF THE BYLAWS**

**Section 1** - The bylaws may be amended at any regular or special meeting of the Association by a two thirds affirmative vote of the Members present.

**Section 2** - Proposed amendments to the Bylaws shall be submitted in writing to the Board of Directors by at least two Members. Upon a majority vote of the Board of Directors, the proposal shall then be submitted to the membership together with the meeting notice and Agenda for the meeting at which action is to be taken.

**Section 3** - If a proposed amendment does not receive a majority vote of the Board of Directors, those submitting the proposal shall be informed promptly in writing of the Board's reasons for not approving it. Those submitting the proposed amendment may present it in writing to the membership at a regular meeting and, if the Members present so vote, it shall be circulated in writing to the total membership at least fourteen days prior to a subsequent meeting at which time a formal vote will be taken.

## **ARTICLE XIV - RULES OF PROCEDURE**

The rules of procedure at meetings of the Association shall be according to Robert's Rules of Order Newly Revised, 9th Edition (1990), so far as applicable and when not inconsistent with these bylaws or special rulings which the Association may adopt.