

BY-LAWS
OF
PINE RIDGE COMMUNITY ASSOCIATION, INC.
Approved November 21, 1998

Amended July 20, 2002
Amended Nov. 17, 2007

ARTICLE 1 – OFFICES AND PURPOSES

1. The name of the Corporation is "Pine Ridge Community Association, Inc." (the "Association").
2. The registered office of the Association is 1103 Pine Ridge, Bushkill, Pennsylvania 18324.
3. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Association may require
4. The purposes of the Association shall be to manage, preserve, and when appropriate increase, the assets, facilities and common areas of the Pine Ridge subdivision located in Lehman Township, Pike County, Pennsylvania.

ARTICLE II – MEMBERS

1. The members of the Association are the owners of subdivided lots in the Pine Ridge Subdivision, Lehman Township, Pike County, Pennsylvania ("Pine Ridge"). Each subdivided lot shall be entitled to a single membership, which single membership shall be shared by all record title owners of the property as appearing on the most recent deed for the subdivided lot recorded with the Pike County Recorder of Deeds.
2. Each lot in Pine Ridge which is improved with a home, and each unimproved lot which is not an Additional Lot as defined in this paragraph, on which all dues and assessments are paid in full shall be entitled to a single vote for purposes of voting at meetings of the membership (referred to in these By-Laws as the "Voting Unit") The vote of a Voting Unit may be placed by any record title owner of the Pine Ridge lot, or if there are several record title owners of the property by majority vote of said owners (if a majority of such owners cannot be achieved then the vote of such Voting Unit shall not be counted). For purposes of calling a Special Meeting of membership pursuant to Article III, Section 3, the Voting Unit may only be counted toward the 25 necessary signatures if all dues and assessments are paid in full at the time the request for Special Meeting is submitted to the Pine Ridge office staff. The Association shall provide for reduced annual dues for a vacant lot which is owned by the same person(s) who own another lot, improved or unimproved, in Pine Ridge (said vacant lot being referred to in these By-Laws as an Additional Lot). Additional Lots shall not be considered Voting Units under these By-Laws and thus do not entitle the owner(s) to additional votes at membership meetings.
3. Membership in this Association is transferred upon the recording of a deed with the Pike County Recorder of Deeds indicating a transfer of a subdivided lot in Pine Ridge.
4. The rights and privileges of members in good standing with regard to the operation of the Association include and are limited to: electing and removing directors; amending the By-Laws; the right to bring grievances; attending Board and membership meetings; the right to speak and vote at meetings of the membership; the right to vote on the annual budget, dues and special assessments (not fines and penalties, which are established by the Board); rights

granted by the covenants an restrictions (Schedule A) and these By-Laws; serving on Committees at the pleasure of the Board, as set forth in these By-Laws; as well as the right to use the facilities and amenities of the Association.

ARTICLE III – MEETINGS OF MEMBERS

1. Meetings of the members shall be held at the Pine Ridge Clubhouse, or at such other place within Pike County, Pennsylvania as may from time to time be chosen by the Board of Directors. The Board of Directors shall preside at all meetings of the membership.
2. The regular meetings of the membership shall be held on the third Saturday of March at 1:00 p.m., the third Saturday of July at 10:00 a.m., and the third Saturday of November at 1:00 p.m. The dates and/or times of the regular meetings of the membership may be changed by two-thirds vote of the members of the Board of Directors and upon mailing written notice of such change to the members at least twenty (20) days prior to the meeting date.
3. Special Meetings of the members may be called at any time by the vote at a regular or special meeting, by written request of a majority of the members of the Board of Directors, or upon a written petition signed by at least 25 Voting Units. All requests for Special Meetings shall state the specific purpose of the meeting. Upon the submission of a valid written request for a Special Meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than forty-five days after the receipt of the request. If within 14 days of the submission of valid written request for a Special Meeting the Secretary shall neglect or refuses to fix the time of the meeting, the Board shall remove the Secretary from office and replace him or her. Business transacted at all Special Meetings shall be confined to those items stated in the request and matters germane thereto.
4. Written notice of every meeting of the members stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting at least twenty(20) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. In the case of a Special Meeting, the notice shall specify the general nature of the business to be transacted.
5. A meeting of the members duly called shall not be organized for the transaction of Business unless a quorum is present. The presence in person of forty (40) Voting Units, represented by a record title owner of the Pine Ridge lot, shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by these By-Laws. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, 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, those who attend the next of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the next of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such next adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such next adjourned meeting at least five (5) days prior to the day named for the next adjourned meeting or the notice of the original meeting also indicates the time

And date of the next adjourned meeting (which may be the same day as the original meeting).

6. Notice of a meeting of the members required to be given under these By-Laws must be Given by first-class mail, postage prepaid, placed with the U.S. Postal Service, sent to the last known addresses of the members.
7. Each Voting Unit shall be entitled to one vote. Voting Units or the right to vote at a Membership meeting may not be assigned. No member shall sell their vote for money or anything of value. Upon 5 days prior written request of a member presented to the Pine Ridge office staff, the membership roster shall be produced at any regular or Special Meeting of the Association. If the right of any member to vote at a meeting is challenged, the President or his or her designee shall determine from the books and records of the Association whether or not such books and records indicate that the member in question paid all dues and assessments in full at least ten (10) days prior to the meeting; payment of all outstanding dues and assessments by cash, certified check or money order within ten (10) days of a membership meeting will entitle the member to vote at the meeting. The right of a member to vote shall cease on the termination of their ownership of a lot in Pine Ridge.
8. Unless otherwise provided in these By-Laws, voting may be by ballot, show of hands, or any reasonable means selected by the Board of Directors.
9. In advance of any meeting of the members, The Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the President, upon the request of any member, shall make such appointment at the meeting. The number of judges shall be three. No person who is a candidate for office shall act as judge.
10. The members shall hold an election to elect the members of the Board of Directors from 11:00 a.m. until 3:00 p.m. on the third Saturday of September of each year (the "Annual Election"); voting shall be closed at 3:00 p.m. and the tally of the votes shall commence immediately thereafter. The Board of Directors shall make absentee ballots available to the members, who may vote by absentee ballot or in person.
11. The Board of Directors may place reasonable time limits on discussion on particular matters at membership meetings.
12. The obligations of the members include but are not limited to the payment of dues and Assessments, as well as adherence to these By-Laws, the Rules and Regulations of the Association, the requirements of Schedule "A", and the directives of the Board of Directors.

ARTICLE IV - DIRECTORS

1. The business and affairs of the Association shall be managed by its Board of Directors, A maximum of seven (7) in number, who shall be members of at least 18 years of age and who need not be residents of this Commonwealth. Each Director shall be selected for a three (3) year term and until his or her successor shall be elected and shall qualify. After election to the Board of Directors by the membership for two (2) consecutive three (3) year terms, a member may not be elected or appointed as a Director without one (3) year absence from the Board. The Directors shall be chosen by the members of the Association at the Annual Election. The terms of the Directors shall be staggered so that the terms of one-third of the Directors, or as close thereto as possible, shall expire each year.
2. In order to qualify for a position on the Board of Directors, a person must be a member in good standing with the Association. Spouses, parents and children, siblings, or any person sharing joint ownership of a single subdivided lot n Pine Ridge may not be on the Board of Directors simultaneously.

3. In addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or these By-Laws required or directed to be exercised or done by the members of the Association or which are otherwise prohibited.
4. The meetings of the Board of Directors may be held at such times and at such place or places within Pike County, Pennsylvania, as a majority of the Directors may from time to time appoint.
5. Written or verbal notice of every meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day named for the meeting, unless such notice is waived in writing by all Board members in office. The Secretary may schedule regular meetings of the Board for up to one (1) year in advance.
6. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and, unless otherwise specified in these By-Laws or required by statute, 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. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Association.
7. The Board of Directors may by majority vote establish one or more committees to consist of none or more Directors of the Association. Committees shall be advisory only and must present their recommendations to the Board of Directors for action or consideration.
8. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee of the Board and any and all committee members shall serve at the pleasure of the Board and may be removed by the Board at any time.
9. The members of the Board of Directors shall receive no compensation for their services as such. Board members and their immediate family members may not receive any compensation whatsoever from the Association or from the Saville-Rustin Water Company, whether as an employee, for contracted service, or otherwise.
10. One or more members of the Board of Directors may be removed from office by two-thirds (2/3rd) vote of the members of the Association, in accordance with the following procedures:
 - a. Any member in good standing may present a written request to the office staff calling for the removal of a Director. Such written request shall be accompanied by the following:
 - i) a written petition signed by at least 25 Voting Units requesting the removal of the Director;
 - ii) a written complaint indicating the specific acts of misconduct alleged against the Director, including a summary of the facts supporting the allegations and the particular violations of the By-Laws or the Rules and Regulations of Pine Ridge. If no specific violations of the By-Laws or Rules and Regulations are alleged, or if the Board member has already been made subject to removal based upon the same alleged acts or omissions, the Board shall not take any action with regard to the complaint. Only those directors not subject to the complaint for removal shall take part in the determination of whether specific violations are stated in the complaint; if the entire Board is subject to removal the Association's legal counsel shall make this determination.

- b. Upon receipt of such petition and complaint, the Board of directors shall schedule a Special Meeting to consider the removal of the Director within 45 days. If the entire Board is subject to removal, the member submitting the complaint shall within ten (10) business days of filing the complaint, with the assistance of the office staff, arrange for a Special meeting to be held between 45 days and 60 days from the date the complaint was submitted and for notice to be sent to all members: failure of the submitting member to abide by this requirement shall cause the complaint to become null and void at 3:00 p.m. of the tenth business day.
 - c. Prior to the taking of any vote to remove a Director, the member of members offering such resolution to remove the Director shall have the opportunity to address the general membership and state the reasons allegedly justifying the Director's removal. If a complaint seeking removal of a Director is brought forth by multiple members, one member shall be designated to speak on behalf of such members. The Director sought to be removed shall also have the opportunity to address the membership prior to a vote being taken. The complaining member(s) and the Director shall each be permitted to present no more than 3 witnesses on their behalf, and may present such evidence as they see fit. The Board members not subject to the complaint for removal shall reside over the meeting; if all Bard members are subject to removal legal counsel shall preside.
 - d. Any vote to remove a Director shall be by secret ballot passed during the meeting. The Board members not subject to removal shall designate three judges of election to be appointed to receive and count the ballots (such, appointment shall be made by legal counsel if the entire Board is subject to removal). After the judges of election count the ballots, they shall publicly announce the vote or the general membership.
 - e. If the vote is in favor of removal, the Director will immediately, upon the announcement of the decision, relinquish his or her seat on the Board. The Board will thereafter fill the vacancy in accordance with Article VII of these By-Laws. If all members of the Board are removed, the membership shall elect replacements at the same meeting to fill the unexpired terms of the Board members removed.
 - f. Any Director removed from office pursuant to the aforesaid procedure shall be ineligible to hold office as a Board member for a period of five (5) years from the date of removal.
11. The Board of Directors may declare vacant the office of a Director if he or she: is declared of unsound mind by an order of court; is convicted of a felony; within sixty (60) days after notice of his or her selection does not accept such office either in writing or by attending a meeting of the Board of Directors; issues three or more regular meetings of the Board in a six month period; or if he or she is no longer a member in good standing with the Association.
 12. A Director of the Association shall stand in a fiduciary relationship to the Association and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonable believes to be in the best interest of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- a. One or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause reliance thereon to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Director may, in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers and clients of the Association, upon communities in which offices or other establishments of the Association are located, and upon all other pertinent factors. The consideration of these factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Association. A Director of the Association shall not be personally liable for monetary damages for any action taken as a Director, or any failure to take any action, unless:

- (1) The Director has breached or failed to perform the duties of his office under this section; or
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this paragraph shall not protect Directors from:

- (1) Responsibility or liability pursuant to any criminal statute; or
- (2) Liability for the payment of taxes pursuant to local, State or Federal law.

13. The Board of Directors may adopt and amend Rules and Regulations for Pine Ridge, including a fine structure for violation of such Rules and Regulations.

14. Unless an emergency situation exists, the Board shall not procure any good or service with a cost greater than \$2,500.00 without first soliciting at least three (3) price quotes (i.e., bids) for such good or service. A solicitation shall be defined as a documented telephone, fax or written request of any appropriate supplier or provider of the good or service in questions, regardless of whether the supplier or provider responds to the request. The bidding process may be "closed" (i.e., sealed bids) upon majority vote of the Board. The Board need not select the lowest bid, but may determine that selecting a higher bid is nevertheless in the best interest of the Association; the Board may also select none of the bids and/or direct that new solicitations be made. Extensions or amendments to a contract entered into following the bid process need not be rebid, and such contract may be extended or amended by majority vote of the Board. An emergency shall be deemed to exist when the failure of immediate action will likely result in the loss of Association or private real property or personal property. In the event of an emergency the Board may expend Association funds in excess of \$2,500.00 without adhering to the bid process. Furthermore, such decision may be made by the Board without a meeting but by telephone vote of available Board members.

15. The Board shall assign duties to all Association employees, including but not limited to office and maintenance staff and the community manager. Duties of all personnel, subject to contract rights of employees with written employment agreements, may be established and amended from time to time by majority vote of the Board.

16. The Board of Directors shall approve all expenditures by majority vote. Costs and expenses set forth in the annual budget adopted by the Association shall be considered pre-approved by the Board and the Board need not vote on such items separately. The process set forth at paragraph 14, above, must nevertheless be followed for expenditures over \$2,500.00 unless an emergency exists.

17. The members of the Board of Directors shall avoid any conflicts of interest in their service on behalf of the Association. Such prohibition includes the following actions:

a. Influencing Association matters which are likely to result in financial benefit to the Director or his or her spouse, children, siblings, parents, or in-laws.

b. Displaying favoritism to certain members of the community with respect to enforcement of the By-Laws, covenants and restrictions, or Rules and Regulations, with regard to employment, the awarding of contracts, or otherwise.

c. Acceptance of a gift, whether or not monetary, or the promise of a gift, where it can be reasonable inferred that such gift or promise is in exchange for influence over the Director with regard to Association matters.

d. Seeking employment or contracts from individuals or companies doing business or seeking to do business with the Association.

e. Utilizing his or her position on the Board to secure privileges or advantages for himself, herself or others.

f. At a meeting of the membership or of the Board of Directors, taking part in discussion or voting upon any matter in which the Director has an apparent conflict of interest, whether because of: potential financial gain for the Director or his or her family, as set forth at subparagraph (a), above; The Director's affiliation or membership in a corporation, organization, political subdivision or municipal agency; or otherwise. The Director must in such instance excuse himself or herself from such discussions, debates and votes.

18. The Board of Directors, by majority vote, may present a complaint to the membership for the removal of a Director. The complaint must indicate the specific acts of misconduct alleged against the Director, including a summary of the facts supporting the allegations and the particular violations of the By-laws or the Rules and Regulations of Pine Ridge. The Board member subject to the complaint for removal may take part in the discussion of the Board concerning the alleged violations, but may not participate in the vote. The Board member subject to the complaint shall not be included when calculating whether a majority of the Directors have voted in favor of the complaint. If a majority of the participating Directors votes to approve the complaint, the participating Directors shall then schedule a Special meeting of the membership to consider and vote upon the complaint within 45 days.

ARTICLE V. – OFFICERS

1. The executive officers of the Association shall be chosen by the Board of Directors and consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Association may require. All officers shall be members in good standing at least 18 years of age, except that the Board may at its discretion appoint assistant officers who are not residents of Pine Ridge. They shall hold their offices for a term of one year and shall have authority and shall perform such duties as are provided by the By-Laws and as may from time to time be prescribed by the Board of Directors. All officers shall be Directors, and only a single office may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise. The Board of Directors may elect to appoint the community manager or a member of the office staff as Assistant Secretary or Assistant Vice President of Legal Affairs for the purpose of representing the Association in legal matters and at court hearings.

2. Any officer or agent may be removed by the Board of Directors, by two-thirds vote, whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be subject to the contract rights of any person so removed.

3. The President shall be the chief executive officer of the Association and shall have general and active management of the affairs of the Association. He or she shall be the Chairman of the Board of Directors, and shall conduct all meetings of the Board. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Association. He or she shall be EX-OFFICIO a member of all committees of the Board and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, shall serve as Vice-Chairman of the Board of Directors, and shall perform such other duties as may be required from time to time. The Board of Directors may also appoint Assistant Vice Presidents as it deems appropriate with such duties as may be designated.

5. The Secretary shall attend all sessions of the Board and all meetings of the members of the Association and act as clerk thereof, and record all the votes of the Association and the minutes of all its transaction in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all 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 or she shall be. He or she shall keep in safe custody the corporate seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall manage all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the monies of the Association in a separate account to the credit of the Association. The Treasurer shall disburse the funds of the Association 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 transactions made and of the financial condition of the Association.

7. All officers may delegate Association-related duties to the office staff, subject to the approval of the President.

ARTICLE VI – ELECTIONS

1. The members of the Board of Directors shall be elected by the members of the Association at the Annual Election. In order to qualify for membership in the Board of Directors, a person must be at least eighteen (18) years of age and be a member in good standing of the Association.

2. All voting shall be conducted by closed ballot, and each Voting Unit shall receive one vote. Prior to the Annual Election, the Secretary of the Association shall prepare a roster of all eligible Voting Units.

3. All newly elected members of the Board of Directors and officers of the Association shall take office at the next following regular meeting of the Board of Directors, or an intervening special meeting, at which time the Board shall select the officers of the Association.

ARTICLE VIII – VACANCIES

1. If the office of any officer or Board member becomes vacant for any reason, the Board of Directors may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by vote of the majority of the remaining members of the Board for the remainder of the term thereof.

ARTICLE VIII – BOOKS AND RECORDS

1. The Association shall keep an original or duplicate record of the proceedings of the members of the Association and the Board of Directors, the original or a copy its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association, and an original or a duplicate membership register giving the names of the directors and the members and showing their respective addresses. The Association shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Association in this Commonwealth, or at its principal place of business wherever situated.

2. Each director and member in good standing shall, upon presenting a written, notarized demand stating the purpose thereof, have the right to examine, in person or by agent or attorney, during the usual hours for business, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and the Board of Directors, and to have the Pine Ridge office staff make copies or extracts therefrom; all photocopies shall be subject to a per page charge plus a fixed administrative charge as may be established by the Board from time to time. A proper purpose shall mean a purpose reasonably related to the interest of such person as a director or member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the notarized demand shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the director or member. The notarized demand shall be directed to the Association at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE IX – TRANSACTION OF BUSINESS

1. The Association shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors. Unless otherwise restricted in these By-Laws, no vote or consent of the members of the Association shall be required to make effective such action by the Board.

2. All checks or demands for money and notes of the Association may be signed by such officers and/or Association employees as the Board of Directors may from time to time designate.

ARTICLE X – ANNUAL REPORT

1. The Board of Directors shall prepare 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 information, if applicable:

- (a) The assets and liabilities, including trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue and receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- (e) The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement indicating the place where the names and addresses of the current members may be found. This report

shall be filed with the minutes of the meeting of the Board of Directors of the Association at which the report is presented, which meeting shall be held not more than 180 days after the close of the Association's fiscal year.

ARTICLE XI – NOTICES

1. Whenever written notice is required to be given to any person, unless provided otherwise in these By-Laws, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address appearing on the books of the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. A notice if a Special Meeting shall, in addition, summarize all matters which will be discussed at the meeting. When a Special Meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken; the original notice of a Special Meeting may indicate the date and time of the next a adjourned meeting, at which no quorum need be present, which may be on the same date as the original meeting.

2. Whenever any written notice is required to be given by statute or under the provisions of the Articles or By-Laws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In the case of a Special Meeting of the Board of Directors, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII – INDEMNIFICATION

1. The Association shall indemnify each of its directors, officers, and employees (including independent contractors and professionals, i.e. attorneys, engineers, accountants, architects, etc., regardless of whether they are paid, who provide services to the Association) whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the Association. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duties as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the Court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

1. The fiscal year of the Association shall begin on the first day of May.
2. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting for quorum and voting purposes.

ARTICLE XIV – COMMITTEES OF THE MEMBERSHIP

The Board of Directors shall appoint the following standing and ad hoc committees of the membership of Pine Ridge:

- Grievance
- Nominating (ad hoc)
- Election (ad hoc)
- Budget and Finance

Such committees and the members thereof shall serve at the pleasure of the Board. The Board may establish such other ad hoc committees as it deems appropriate. The Board may adopt rules and regulations for the conduct of such committees and setting forth their duties.

ARTICLE XV – DEFINITIONS

1. **Dues and Assessments** – Those amounts charged by the Association to all members, such as annual dues and road assessments, or to particular members, such as assessments for traffic violations or other violations of the rules and regulations of Pine Ridge. The foregoing examples of dues and assessments are not intended to and shall not limit the definition of dues and assessments to the examples given.
2. **Member in Good Standing** – A member in good standing shall be a record title owner of a subdivided lot in Pine Ridge who has paid all outstanding and payable dues and assessments as of the day in question.

ARTICLE XVI – APPROVAL OF INCREASES IN DUES AND ASSESSMENTS

In order for there to be adopted an increase in annual dues, new special assessments, or any other charge against all subdivided lots and/or lot owners in Pine Ridge, the following procedure must be followed:

- a. Notice of such dues increase or assessment, including the amount(s) thereof, and a brief statement indicating the reason for the assessment, must be provided to the members with the notice of the regular or special meeting at which the matter will be addressed;
- b. Such dues increase or assessment must be proposed by the Board of Directors and approved by the Board by majority vote; and
- c. Such dues increase or assessment must be approved by the membership at a regular or special meeting, or an adjournment thereof, in accordance with these By-Laws.

Nothing in this Article shall invalidate existing or previously adopted dues, dues increases, or present or future assessments. Nothing in this Article shall be interpreted to give the membership approval of the fines assessed for violations of the Rules and Regulations, which shall be adopted solely by the Board of Directors.

ARTICLE XVII – DUTIES OF MEMBERS

All members are required to abide by these By-Laws, the covenants and restrictions governing Pine Ridge (also known as Schedule "A"), and all Rules and Regulations of the Association as adopted by the Board of Directors. Failure to abide by the foregoing may result in interest and late charges being assessed against the member, as well as attorney's fees and court costs if the Association take the matter to court or magistrate.

ARTICLE XVIII – ROBERTS RULES OF ORDER

“Roberts Rules of Order” shall provide guidance for parliamentary authority for all matters of procedure not specifically covered in these By-Laws. However, the failure to follow parliamentary procedure shall not invalidate a vote of decision made by the membership or the Board of Directors which otherwise complies with these By-Laws and applicable law.

ARTICLE XIX – AMENDMENTS

These By-Laws may be adopted, amended or replaced by a vote of two-thirds of the Voting Units at a regular meeting of the members, as follows:

- a. Any member in good standing, at least 45 days prior to a general meeting of the membership as set forth at Article III, Section 2 of these By-Laws, may request that a first reading of a proposed By-Law amendment be presented.
- b. Proposed amendments to these By-Laws shall be typewritten and must be presented to the Pine Ridge office staff during regular office hours.
- c. The office staff shall forward the proposed amendments to both the Secretary and the attorney for the Association, and the proposal shall be placed on the agenda for a regular or special Board meeting scheduled prior to the regular membership meeting at which the proposed amendment shall be presented. The Association’s attorney shall submit written comments concerning the proposed amendment to the Board of Directors prior to such meeting, or shall be present at such meeting in person or by telephone.
- d. Prior to the first reading of the proposed amendment, the members of the Board shall have the opportunity to discuss the proposed amendment with the submitting member, and the member will be given the opportunity to withdraw or amend the proposed amendment.
- e. At the first regular membership meeting following the submittal of the proposed By-Law amendment, the proposal shall be read into the record of the meeting OR in the event the proposal is lengthy copies may be distributed to the members present.
- f. Following the meeting at which the proposed amendment is first read, the proposed amendment shall be reprinted in full and distributed to the members along with the notice of the regular membership meeting following the membership meeting at which the first reading occurred.
- g. Prior to voting on the proposed amendment, the person who proposed the amendment, or his or her designee, shall have the opportunity to address the membership concerning the proposal. The Board members may then comment on the proposed amendment and/or may designate the Association’s attorney to do so.
- h. In order to be adopted, the proposed amendment must be approved by at least two-thirds of the Voting Units who submit votes at the regular membership meeting following the meeting at which the proposed meeting is first read, or if no quorum is present at the next adjourned meeting without a quorum.