

BYLAWS OF THE  
LEDGEWOOD ESTATES HOMEOWNERS ASSOCIATION  
(Adopted by the Board of Directors and Members on April 4, 2008)

ARTICLE I

The name of the corporation is LEDGEWOOD ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

The principal office of the Association shall be located at 246 Schuyler Avenue, Kingston PA 18704, Luzerne County, Pennsylvania, but meeting of the Members and Directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II

The provisions of the "Declaration" dated November 21, 2007, and Recorded in the Office of the Recorder of Deeds of Luzerne County in Record Book Volume 3008 at page 13634 are hereby incorporated into these Bylaws and shall be a part hereof, and said Declaration shall control over any matter of inconsistency arising between these Bylaws and the said Declaration.

ARTICLE III

DEFINITIONS

Section 1. The following words and terms when used in these Bylaws shall have the following meanings:

"Association" The Ledgewood Estates Homeowners Association.

"Common Expenses" Expenditures made by or financial liabilities of the Association.

"Common Facilities" Any real estate within the Ledgewood Estates Subdivision now owned by the Association or hereafter conveyed to the Association. The term does not include a unit. Said facilities are intended to be devoted to the common use and enjoyment of the unit owners of the Association.

"Plan" Shall mean and refer to the "Record Plan of Ledgewood Estates", recorded in the Office of the Recorder of Deeds of Luzerne County in Map Book 196 at page 11.

"Unit" A physical portion of the Ledgewood Estates Plot of Lots designated for separate ownership or occupancy.

"Unit Owner" A declarant or other person who owns a unit in the planned community. If a unit is owned by joint tenants or tenants by the entireties, the joint tenants, cotenants, or tenants by the entireties shall collectively comprise a single unit owner. The term does not include a person having an interest in a unit solely as security for an obligation.

ARTICLE V

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting shall be held on April 4, 2008 at 10:00 A.M. and each subsequent regular annual meeting shall be held on a designated date and at an hour to be determined.

Section 2. Special Meetings. Special meetings of the Members may be called by the Board of Directors by a written notice which shall be sent to all Members not less than thirty (30) days or more than sixty (60) days in advance of the meeting, setting forth the purpose of the meeting.

Section 3. Notice of Meetings. Not less than ten (10) nor more than sixty (60) days in advance of any meeting, annual or special, the President shall cause notice of said meeting to be hand delivered or sent prepaid by United States mail to the mailing address of each Unit Owner or

to any other mailing address designated in writing by the Unit Owner. Notices of meeting shall state the time and place of the meeting and the items on the agenda.

Section 4. Quorum. A quorum is present throughout any meeting of the Association if persons entitled to cast Fifty (50%) percent of the votes which are present in person or by proxy at the beginning of the meeting.

Section 5. Voting Rights.

- a. Each Unit Owner may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. A proxy terminates one year after its date unless it specifies a shorter term.
- b. Voting rights shall be suspended for any Unit Owner with outstanding fines or assessments in arrears of 60 days or more.

Section 6. Composition and Term. Affairs of the Association shall be conducted by a Board of Directors, composed of The President of Heritage Hills Estates, Inc., the Developer of Ledgewood Estates, until all units in the Ledgewood Estates Plot of Lots are sold, and thereafter said Board of Directors shall be composed of five (5) Directors, who all must be unit owners of the Ledgewood Estates Plot of Lots, the said Directors to be elected by majority vote of all unit Owners cast at a meeting to be held for such purpose, each of whom to serve for a term of two (2) years or until their successors are elected.

Section 7. Method of Nomination. Candidates for election to the Board of Directors shall be nominated from the floor at the annual meeting, said elections to be by secret written ballot, one vote for each Unit. Those persons receiving the largest number of votes shall be elected.

Section 8. Resignation and Removal. The unexcused absence of a director from three (3) consecutive regular meetings of the Board of Directors shall be deemed a resignation. Any Director may be removed from the Board of Directors with or without cause by a majority of the vote of the Members of the Association.

Section 9. Vacancies. In the event of death, resignation or removal of any elected Director, his successor shall be selected by the remaining elected Directors and shall serve the unexpired term of his predecessor.

Section 10. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice, at places and times as may be fixed from time to time by Resolution of the Board.

Section 2. Quorum of Board. A quorum is deemed present throughout any meeting of the Board of Directors if three (3) directors are present at the beginning of the meeting.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- a. exercise for the Association all powers, duties, and authority vested in or delegated to this Association by law; the Declaration, or any supplemental Declaration, and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the said Declaration.
- b. employ such employees or contractors as they deem necessary, and to prescribe their duties.

- c. amend the Rules & Regulations of the Association with the consent and approval of a majority of Unit Owners.

Section 2. Duties. It shall be a duty of the Board of Directors to:

- a. in the event of any change in the annual assessment as set forth in the Declaration, to fix the date of commencement and the amount of the assessment against each unit. The Board of Directors shall provide at least thirty (30) days written notice of adoption of the new assessment in advance of the date the same shall become effective.
- b. cause to be kept a complete record of all corporate affairs, and to make such records available for inspection by any Unit Owner or his agent, and present an annual statement thereof to the Unit Owners.
- c. supervise all officers, agents, and employees of the Association and see that their duties are properly performed.
- d. upon demand at any time furnish to any Unit Owner a certificate in writing signed by and officer of the Association setting forth whether said assessment has been paid, which certificate shall be prima facie evidence of payment of any assessment therein stated to have been paid. A reasonable charge may be made for this service.
- e. designate depositories for Association funds, designate those parties who shall have authority to withdraw funds from such accounts on behalf of the Association and cause such persons to be bonded, as it may deem appropriate.
- f. to take legal action as deemed appropriate, cause the Common Facilities to be maintained, procure and maintain adequate liability insurance and hazard insurance on property owned by the Association, and appoint such committees as may be necessary or desirable.

## ARTICLE VIII

### OFFICERS

Section 1. Enumeration of Offices. The officers of the Association shall be a president, vice-president, secretary and treasurer who shall be at all times be Directors.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following the annual meeting of Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors, and shall hold office for one (1) year unless he/she shall sooner resign or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officers may be removed from office with or without cause by the Board of Directors. Any officer may resign, at any time, such resignation to take effect on the date specified in the resignation.

Section 5. Vacancies. A vacancy in any office shall be filled by appointment of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Duties. The duties of the officers are as follows:

- a. President. The president shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all instruments and contracts as the Board may approve from time to time.
- b. Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board.
- c. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; serve notices to Unit

- Owners; keep appropriate current records showing the Unit Owners of the Association together with their addresses; and perform such other duties as required by the Board.
- d. Treasurer. The treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom as directed by resolution of the Board; keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each full fiscal year; and shall be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be presented to the Board and to the membership at its regular annual meetings.
  - e. Amendments to the Declaration. The President and Secretary may prepare, execute, certify and record amendments to the Declaration on behalf of the Association following the adoption of amendments.

#### ARTICLE IX COMMITTEES

Section 1. Committees. The Executive Board shall appoint such committees as it deems appropriate to carry out its purpose.

#### ARTICLE X FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

#### ARTICLE X1 INDEMNIFICATION OF OFFICERS AND DIRECTORS AND LIMITATIONS OF DIRECTORS' PERSONAL LIABILITY

Section 1. Personal Liability of Directors. The corporation shall indemnify to the full extent of the law, any person who was or is a party, or is threatened to be made a part, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason of that person's being or having been a director, officer, employee, or agent of the corporation. Notwithstanding the foregoing, the corporation has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such.

Section 2. Limitation of Director's Personal Liability. No director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a. The director has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance; and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, PROVIDED, HOWEVER, that the provisions of this section shall not apply to : (1) the responsibility or liability of a director pursuant to any criminal statutes; or (2) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

Section 3. Standard of Care of Directors and Justifiable Reliance By Directors. A director shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with

such care, including reasonable inquiry, skill and diligence, as a person of ordinance prudence would use under similar circumstances.

ARTICLE XII  
AMENDMENT

Section 1. These Bylaws may be amended by:

- a. a vote of four (4) of the directors at any meeting of the Board of Directors duly called for that purpose, providing notice of the meeting has been given to the Unit Owners at least thirty (30) days prior to the meeting; or
- b. at the annual meeting of the Unit Owners by a vote of a majority of the Unit Owners.

ADOPTED: April 4, 2008

AMENDED: November 16, 2019

— Addition: Article V, Section 5b