

BY-LAWS OF

# SKI HAVEN LAKE ESTATES

## ARTICLE 1 – OFFICES

1. The registered office of the Corporation shall be:  
Board of Directors  
Ski Haven Lake Estates  
P.O. Box 261  
Swiftwater, PA 18370-0261
2. The Corporation may also have offices at such other places within Ski Haven Estates as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

## ARTICLE II – SEAL

1. The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.

## ARTICLE III – MEMBERS

1. Meetings of the members shall be held at such places as may from time to time be selected. Roberts Rules of Order are in effect.
2. The annual meeting of the members shall be held on the FIRST SUNDAY IN MAY, in each year if NOT a legal holiday, and if a legal holiday, then on the following Sunday at 1:00 o'clock P.M. when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within three (3) months or ninety (90) days after the designated time, any member may call such meeting.
3. Special meetings of the members may be called at any time by the President, or the Board of Directors, or by any ten (10) members of the Corporation. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the members to be held at such time as the Secretary may fix, not less than ten (10) not more than forty-five (45) days after the receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. Business transacted at all special meetings shall be confined to objects stated in the call 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 person authorized to call the meeting, to each member of the record entitled to vote at a meeting, at least fourteen (14) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. When a 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.
5. A “Members” meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in persons of 15 of the members entitled to vote 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 the Articles of Incorporation. The members present at a duly organized meeting can 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

Amended 07/31/2011

† Amended 6/26/2023

case of any meeting called for the Election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

6. Except as otherwise provided in the Articles of the Corporation, any action which may be taken at a meeting of members 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 paid members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Secretary of the Corporation.

7. A Member of the Corporation is hereby defined as an individual or a husband and wife who own one or more lots and has paid annual dues and assessments.

8. Every member of the Corporation who has paid his annual dues for the current year shall be entitled to ONE VOTE PER LOT. In all elections for Directors, each member having the right to vote shall have the right to multiply the number of votes to which he may be entitled by the total number of Directors to be elected, and he may cast the whole number of his votes for one candidate or distribute them upon two or more candidates, as he may prefer. The candidates receiving the highest number of directors to be elected shall be elected. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any general or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members may vote. The right of a member to vote and his right, title, or interest in or to the Corporation or its property shall cease on the termination of his membership.

9. No member may transfer his membership or any right arising there from. No proxies will be used for election of Directors to the Board.

10. A member may vote in person or by a directed proxy authorized by the Board of Directors. Upon written request, a directed proxy form can be secured from the Secretary. The directed proxy request must be postmarked ten (10) days in advance of the applicable membership meeting. The directed proxy form will contain only those resolutions set forth in the agenda for the membership meeting in question, as published by the Board of Directors. Upon appropriate execution by an Association member in good standing, this proxy may be used to vote for only those items outlined on the form. A directed proxy must be received no later than two days prior to the membership meeting date. Directed proxies can not be used for the election of Directors to the Board (See Article III, Section 9).

## **ARTICLE IV - DIRECTORS**

1. The business of this Corporation shall be managed by all its Board of Directors, nine (9) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth, but who shall be members of this Corporation. They shall be elected at the annual meeting of the members of the Corporation, and each Director shall be elected for the term of (three years) and until his successor shall be elected and shall qualify. The term of the Board of Directors shall be staggered so that three positions shall be elected each year.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors 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 or by these By-Laws directed or required to be exercised or done by the members.

3. The meetings of the Board of Directors may be held at such times and as such place or places within this Commonwealth, or elsewhere, as a majority of the Directors from time to time appoint, or as may be designated in the notice calling the meeting.

4. Written or verbal notice of every meeting of the Board of Directors shall be given to each Director at least 14 days prior to the day named for the meeting.

5. A majority of the Directors in office shall be necessary to constitute a quorum for the transactions 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. If all the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

6. The Board of Directors may, by resolution adopted by a majority of the whole Board, delegate two or more of its number to constitute an Executive Committee which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation.

7. If the members so decide, the Corporation may allow compensation to the Directors for their services. A Director may also be a salaried officer of the Corporation. Should a compensated or salaried director resign prior to the end of a given fiscal year, the amount of the compensation will be prorated, based on the number of months served.

8. The entire Board of Directors or any individual Director may be removed from office, without assigning any cause, by a majority vote of the members of the Corporation entitled to vote at an election of Directors. In case the Board or any one or more Directors be removed, new Directors may be elected at the same meeting. Unless the entire Board is removed, no individual Director shall be removed in case sufficient votes are cast against the resolution for his removal, which, if cumulatively voted at an annual or regular election of the Directors, would be sufficient to elect one or more Directors to the Board.

9. If a Board member misses three meetings, the Board of Directors has the right to notify this member by mail informing same that he/she is no longer on the Ski Haven Board, provided there was no just cause or notification from said Board member.

10. An Architectural Review Board (ARB) will be established consisting of 3 directors whose duties it will be to review all building plans (new construction or alterations of existing properties), plot plans and site suitability reports, perk test results, fences, dog runs, and all reports necessitating a building permit and report to the Board its findings and recommendations. After Board approval it will be the responsibility of the (ARB) Board to conduct on site inspections to insure compliance with plans. ARB Board will be Compensated annually the same as Officers. Amended 5/04/08

## **ARTICLE V – OFFICERS**

1. The Executive Officers of the Corporation shall be chosen by the Directors and shall be a President, Vice President, Secretary, Treasurer, and such other offices and assistant officers as the needs of the Corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a Corporation, but if a natural person, shall be of full age. They shall hold their offices for such terms and shall have such authority and shall perform such duties as shall from time to time be prescribed by the Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. It shall not be necessary for the officers to be Directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in their judgment the best interests of the Corporation will be served thereby.

3. The President shall be the Chief Executive Officer of the Corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be statute exclusively,

Amended 07/31/2011

† Amended 6/26/2023

conferred on the President, to any other officer or officers of the Corporation. He shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the Corporation. He shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the Office of President. The President shall hold office for a term of twelve (12) months, or until the first Board of Directors meeting following the General Meeting the first week of May..Amended 5/4/08

4. The Vice President will be chosen by the Ski Haven Board of Directors and will serve as an executive officer of the Corporation. The Vice President may be removed by a majority of the Board. If the President is absent or incapacitated, the Vice President will perform the decision making and related responsibilities of the office of President until such time as the President is available. If the President resigns, the Vice President will be responsible for conducting an election to fill the vacancy within seven (7) days of receipt of an official letter of resignation. As an executive officer of the Corporation, the Vice President will have co-signatory authority for checks or demands for money and notes of the Corporation, as outlined in the current Association By-Laws. The Vice President shall serve as the Board's official liaison to the Corporation attorneys on legal matters including lawsuits authorized by the Association membership and maintenance of property liens pending payment of delinquent dues and assessments (in accordance with Article XII, Item 7 of the Association By-Laws). The Vice President will perform other duties related to the operations of the Board and the Association as determined and approved by the Ski Haven Board of Directors and/or the Association Membership. These duties will not be in violation of or in conflict with current Association By-Laws, or local, state, or federal laws.

5. The Secretary will be chosen by the Ski Haven Board of Directors and will serve as an executive officer of the Corporation. The Secretary may be removed by a majority vote of the Board. The Secretary will handle Association record keeping functions including:

- a. Publication of all minutes of the Association (including Board of Directors, General, and Special meetings).
- b. Maintenance of Association official records.
- c. Issue meeting notices for Board and Membership meetings, in accordance with By-Laws time requirements (14 days – Board Meetings; 18 days – Membership meetings).
- d. Develop and maintain computerized membership mailing list.
- e. Coordinate membership and board mailings (including meeting notices, newsletters, and announcements).

As an executive officer of the Corporation, the Secretary will have co-signatory authority for checks or demands for money and notes of the Corporation, as outlined in the current Association By-Laws. The Secretary will perform other duties related to the operations of the Board and the Association as determined and approved by the Ski Haven Board of Directors and/or the Association Membership. These duties will not be in violation of or in conflict with current Association By-Laws, or local, state, or federal laws.

6. The Treasurer will be chosen by the Ski Haven Board of Directors and will serve as an executive officer of the Corporation. The Treasurer may be removed by a majority vote of the Board. The Treasurer will handle Association finance related functions including: Passed 05/06/2007

- a. Collection and deposit of all Association fees (including dues, assessments, late charges, and other related costs).
- b. Maintenance of Association banking (checking and saving) and accounting records.
- c. Payment of Association bills in a timely manner, obtaining Board approval for unbudgeted expenses.
- d. Preparation of regular financial statements (budget reports) for each scheduled Board and Membership meeting.
- e. Track expenses against budget by line item. Notify the Board of any potential cost overruns or other financial problems and facilitate required adjustments.
- f. Initial preparation, input coordination, and final presentation of annual budget for membership dues and assessment expenditures. Responsibility for budget development will be shared with the President, Roadmaster, and other Board members.
- g. Coordination and review of annual income tax reporting by Association accountant.

Amended 07/31/2011

† Amended 6/26/2023

As an executive officer of the Corporation, the Treasurer will have co-signatory authority for checks or demands for money and notes of the Corporation, as outlines in the current Association By-Laws. The Treasurer shall serve as the Board's fees collection agent, preparing three separate fees notices (1<sup>st</sup>, 2<sup>nd</sup>, and final) for mailing. Maintain an up-to-date listing of membership accounts, referring delinquent members to the Board for potential legal action. The Treasurer will perform other duties related to the operations of the Board and the Association as determined and approved by the Ski Haven Board of Directors and/or the Association Membership. These duties will not be in violation of or in conflict with current Association By-Laws, or local, state, or federal laws.

H. An audit of financial records of the association should be done every 5 years by a CPA if needed Passed 05/06/2007

7. The Roadmaster will be chosen by the Ski Haven Board of Directors and will serve as an assistant officer of the Corporation. The Roadmaster may be removed by a majority vote of the Board. The Roadmaster will handle Association road development and maintenance functions including:

- a. Identification of long and short-term road improvement plans.
- b. In consultation with Treasurer, develop annual assessment budget outlining specific road improvement and maintenance activities and funding requirements. Also, presentation of assessment budget at the annual Membership meeting.
- c. Coordinate handling of any emergency action concerning Association roads, obtaining approvals from the Board/Membership.
- d. Management of road improvement and maintenance bidding process including advertisement, bid review, road surveys, negotiations, and required Board/Membership review and contract approval.
- e. Inspection of all stages of road work to ensure proper implementation of plans and road safety during construction.
- f. Facilitate payment under road improvement contracts authorized by the Association.

Along with the President and Treasurer, the Roadmaster will have co-signatory authority for road improvement and maintenance contracts. The Roadmaster shall serve as the Board's snow and emergency road services agent, coordinating snow plowing/cindering activities with authorized contractor. The Association's "snow emergency" answering system will be maintained by the Roadmaster. The Roadmaster will perform other duties related to the operations of the Board and the Association as determined and approved by the Ski Haven Board of Directors and/or the Association Membership. These duties will not be in violation of or in conflict with current Association By-Laws, or local, state, or federal laws.

8. When Officers resign or are replaced by a new Board of Directors, the previous Officers will turn all Ski Haven Property Owners Association records and property over to the new Officers or Board of Directors as requested within seven (7) days, or the new Board of Directors can take legal action to obtain them with a majority vote.

## **ARTICLE VI - VACANCIES**

1. If the office or any officer or agent, one or more, 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 a majority or the remaining members of the Board, though less than a quorum and each person so elected shall be a Director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

## **ARTICLE VIII – MEMBERSHIP CERTIFICATES**

1. Membership in the Corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine.

## **ARTICLE IX – TRANSACTION OF BUSINESS**

1. The Corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing same shall have been approved by a majority of the members or the Corporation at a regular or special meeting, duly convened upon proper notice of this purpose. A resolution of the members authorizing the borrowing of money need not specify the particular sums, rates of interest, or times of maturity of the loans, but such items may be agreed upon and authorized by the Directors of the Corporation. All proceeds derived from any loan, sale, lease, ground rent, or mortgage shall be faithfully and specifically used for and/or applied to the lawful activities of the Corporation and in case such proceeds are derived from any real estates subject to a trust, the trust shall be impinged upon such proceeds.
2. Notwithstanding anything to the contrary contained herein, the Board of Directors shall not incur any expenditures in excess of the assets of the Corporation.
3. The Corporation shall have the right and power to receive and collect moneys to the extent necessary for the accomplishment of the purpose or purposes for which it is organized, and in doing so, may make an incidental profit. All moneys so received or collected shall be applied to the maintenance and operation of the furtherance of the lawful activities of the Corporation, and in no case shall such moneys be divided or distributed in any manner whatsoever among the members of the Corporation.
4. All checks or demands for money and notes of the Corporation shall be signed by any two of the following officers:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. Roadmaster ( Amended & Passed 05/03/2009)

## **ARTICLE X – ANNUAL STATEMENT**

1. The President and Board of Directors shall present at each annual meeting a full and complete statement of the activities and affairs of the Corporation for the preceding year. The Board of Directors shall keep accurate accounts of all trust funds, separate and apart from the other funds of the Corporation, and shall unless the terms of the particular trust instrument provide otherwise, make an annual report, signed by the Treasurer, to the members of the Corporation concerning the trust funds held and the use made of such funds and of the income thereof.

## **ARTICLE XI – NOTICES**

1. Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof through the mail or by telegram, charges prepaid, to his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail or by telegram, 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. Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.
2. Whenever any written notice is required by statute or by the Articles of By-Laws of this Corporation, 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. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need to be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where he attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or conveyed.

## **ARTICLE XII – ANNUAL DUES AND ASSESSMENTS**

1. Each member shall pay the annual sum of \$350.00 per lot or \$ 400.00 lot with a dwelling, which shall be used solely for the lawful purposes of the Corporation, it being understood that at a special or general meeting of the members, by vote of a majority, said amount may be increased or decreased. †
2. For failure to pay the annual sum, each member agrees that this amount shall be a charge against the lot owned by the member which shall be collectible by appropriate legal action.
3. All dues are payable on or before the Date of the annual meeting of the members of the Corporation. No unpaid member shall have a vote in any meeting until his dues are paid.
4.
  - a. A 50.00 Late Fee per lot per year will be added for all dues not paid by the Date of the Annual Meeting. A \$25.00 Late Fee per owner will be added on any Assessments not paid by the Date of the Annual Meeting.
  - b. Any dues or assessments which are not paid when due shall be delinquent and shall incur a late Fee in an amount stated in paragraph 4 or as the Membership may determine from time to time. In the event dues or assessments remain unpaid after the Date of the Annual Meeting the Association may, as the Board shall determine, begin suit to collect these amounts. Each owner, by acceptance of a Deed, or as a party to any other type of conveyance vest in the Association or its agents the right and power to bring all actions against the owner personally for the collection of dues and assessments as a debt. All dues and assessments, together with interest at a rate (6%) set by law, late Fees, Court costs, and reasonable attorneys' fees shall be a charge on the land of each owner against which each Assessment is made, and shall be collectible by the Association in any legal action. All payments shall be applied first to Court Costs, Attorney's Fees, then to Late Fees, then to interest, then to any unpaid Annual Dues or Assessments in the order of their coming Due.
5. Assessments in force are owed on each individual lot effective May, 1990 to include Ski Haven Property Owner's lots located on Route 314 East.
6. Bank Fees will be Charged to Lot Owners whose Checks are Returned.
7. If lots are adjoining, lots may be combined as if they were a single lot. Dues and assessments will be billed as a single lot. Proof of combination of lots must be made to the association treasurer 90 days prior to the annual meeting. Passed 05/02/2004  
Article XII Amended and Passed 05/03/2009

## **ARTICLE XIII – AMENDMENT**

1. These By-Laws may be altered, amended, or repealed by a majority vote of the members of the Corporation who are present and entitled to vote at any regular or special meeting duly convened after notice to the members for that purpose.