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MOOSIC LAKES CLUB
AMENDED AND RESTATED BY-LAWS
(Adopted: _____, 2019)

ARTICLE 1
General Information

Section 1. – Name. The name of the association of property owners is “Moosic Lakes Club” (hereinafter the “Community”) which is a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania. The community is a planned community within the meaning of the Uniform Planned Community Act, 68P.S./5101 et seq., as enacted in Pennsylvania.

Section 2. – Principal Office. The principal office of the Community shall be located at the Community Center within the development known as Moosic Lakes, Jefferson Township, Lackawanna County, Pennsylvania. The Community’s mailing address is: 25 Beach House Drive, Jefferson Township, Pennsylvania 18436. The address and principal office of the Community may be from time to time changed without amending these By-Laws with proper notice being provided to the Members.

Section 3. – Fiscal Year. The fiscal year of the Community shall run from April 1 through March 31, unless modified by resolution of the Board.

Section 4. – Parliamentary Rules. Except as may be modified by a Board resolution establishing modified procedures, Robert’s Rules of Order (current edition) shall govern the conduct of the Community’s proceedings when not in conflict with these By-Laws or applicable law.

Section 5. – Official Communications. The Board shall maintain a website (www.moosiclakes.org) that will be regularly updated to provide current information to members.

ARTICLE II Definitions

In the interpretation of these duly enacted By-Laws, the following terms shall be defined as follows:

Abut. Where two lots physically meet or touch. The term implies a closer proximity than adjacent because there is no intervening land between the lots.

Access. A means of approach or entry to or exit from a property.

Ad Hoc Committees. Established as deemed necessary by the Board of Directors. Ad Hoc Committees shall have specific objectives and shall be dissolved upon completion of their tasks.

Adjacent. Lying near or close to; contiguous, neighboring. Adjacent implies that the two objects are not widely separated though they may not physically meet or touch.

Board of Directors. (or Board) is the group of persons vested with the management of the business and affairs of the Community as more fully set forth in these By-Laws.

Budget. An estimate of income and expenses shall be annually prepared by the Board of Directors with the Board Treasurer. The proposed budget for operating costs, capital expenses and assessments shall be presented to the Membership of the Community for comment.

Building (Principal). A permanent, single-family dwelling.

By-Laws. The standing rules governing the management and fiduciary responsibilities of the Board of Directors and the Members of the Community. The By-Laws supersede Rules and Regulations.

Common Areas. All property which the Community now or hereafter owns or otherwise holds for the common use and enjoyment of all Members.

Common Expenses. The actual and estimated expenses incurred by the Community for the general benefit of all Members.

Community Owned Property. Includes all roadways, Community beach(s), docks, all accesses, boat launches, access areas, all Community-owned property in and around roadways, Community Center, designated parking areas, children's play areas and common areas owned by the community.

Governing documents. The Restrictive Covenants, By-Laws and Rules and Regulations.

Lot. Means any parcel, including all residential lots, of real property in the Community.

Member in Good Standing. Member who is current on all dues, fees, fines and assessments, has not defaulted on any financial obligation to the Community for all lots owned and is not in violation of the Governing Documents.

Moosic Lakes, Inc. A corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania with its principal office in Scranton, Pennsylvania.

Newsletter. One of the official communication tools of the Community containing information pertinent to the Community, its management, budget issues, recreational activities, environmental issues pertaining to the Community, updated regulations, and other information pertinent in keeping Community Members informed.

Notices. Announcements or warnings posted on community billboards and/or digital notice on the website such as notice of an annual meeting. It also means a formal warning of intention to end an agreement at a certain time.

Person. Means a Member (property owner), a natural person, corporation, partnership, association, trust, other entity or any combination thereof as designated as the voting member.

Planned Community. Real estate with respect to which a person, by virtue of ownership of an interest in any portion of the real estate, is or may become obligated by covenant, easement or agreement imposed on the owner's interest to pay any amount for real property taxes, insurance maintenance, repair, improvement, management, administration or regulation of any part of the real estate other than the portion or interest owned solely by the person. The term excludes a cooperative and a condominium, but a condominium or cooperative may be part of a planned community. For purposes of this definition, "ownership" includes holding a leasehold interest of more than 20 years, including renewal option, in real estate." (defined in the Uniform Planned Community Act as enacted in Pennsylvania).

Privileges. Means the right to enjoy all facilities and areas owned by the Community as offered to it membership.

Protective Covenants. Covenants that have been publicly filed as to lots and other parcels of land within the Community. Protective Covenants supersede By-Laws and Rules and Regulations.

Quorum. Twenty five (25)% of the membership in good standing.

Recreation Areas. Means the lakes and all of the common areas not included within the boundaries of the lots owned by Members.

Rules and Regulations. Means the practices adopted and published from time to time by the Board of Directors to regulate the conduct of all Members.

Website. An official communication tool used by the Moosic Lakes Community that contains Community information, special notices, and community events. The official website address is (www.moosiclakes.org).

ARTICLE III PURPOSE AND POWER OF THE MOOSIC LAKES CLUB

Section 1 – Specific Purposes. The Community does not contemplate pecuniary gain or profit to the members thereof; and the specific purposes for which it is formed are to:

- a.) Be incorporated as a non-profit corporation pursuant to the laws of the Commonwealth of Pennsylvania and to operate as a planned community and property owners' association.
- b.) Acquire, hold and maintain personal property, real property, roads, lakes and lake rights in Jefferson Township, Lackawanna County, Pennsylvania, for the purposes of establishing or maintaining a private planned community
- c.) Promote a feeling of community pride and responsibility.
- d.) Provide and maintain an adequate system of administration; to endeavor to support local fire and police protection for all properties belonging to the Community and for the properties of all Members.

- e.) To formulate By-Laws, Rules and Regulations, and provide for the enforcement thereof, for the use of all Community properties and facilities, now and hereafter acquired.
- f.) Provide for maintenance, preservation and control of Community property owned or otherwise acquired.
- g.) Provide an organized method for petitioning proper authorities in matters affecting public health, safety and welfare.
- h.) Provide recreation facilities and social functions for Members of the Community.
- i.) Acquire by gift, own, hold, improve, build upon, operate, maintain, and dedicate for Member's use the real and personal property in connection with the affairs of the Community.
- j.) Exercise all the powers and privileges and perform the duties and obligations of the Community as set forth in the Covenants, By-Laws, and Rules and Regulations.
- k.) Generate income from dues and assessments to be used for the purposes above specified.
- l.) To do all things necessary for the health, safety and welfare of the Members/Community as determined by the Board of Directors.

Section 2 – Powers by Virtue of Covenants, By-Laws, Rules and Regulations. The Community has all powers granted to it by Pennsylvania law, Covenants, By-Laws, and Rules and Regulations of the Moosic Lakes Club, all of which may be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in these By-Laws or by applicable law. The powers of the Community include, but are not limited to, the following:

- a.) All the powers specifically provided for in the governing documents, as well as those powers necessary to perform its duties and enforce its rights for the best interest of the community.
- b.) The power to levy and collect Dues, Fees, Fines and Assessments against Members as provided for in these By-Laws.
- c.) The power to expend monies collected for the purpose of paying the expenses of the Community.
- d.) The power to purchase equipment, supplies and materials required in the maintenance, repair, replacement, operation and management of common areas, roads and ditches, and Community facilities.
- e.) The power to employ the personnel required for the maintenance and operation of the Community and Common Areas.
- f.) The power to pay for utilities serving the Common Areas.

- g.) The power to contract for the management of the Community and to delegate to its contractor as manager, those powers and duties as the Board of Directors may determine.
- h.) The power to make reasonable Covenants, By-Laws and Rules and Regulations and to amend them from time to time.
- i.) The power to enforce by any legal means the provisions of the covenants, By-Laws, and Rules and Regulations promulgated by the Community, and to assess appropriate fees, assessments, fines and/or take legal action to specifically enforce the same.
- j.) The power to control and regulate the use of the common areas by the Members.
- k.) The power to obtain and maintain adequate insurance to protect the Community and the Common Areas and to obtain proper liability insurance for the governing Board, employees and Committee Members.
- l.) The power to repair or reconstruct improvements after casualty.
- m.) Provide for the care of all Community properties now or hereafter owned or acquired.

Section 3 – Member Authority Limitation. No Member of the Community shall have the authority to act for or on behalf of the Community solely by virtue of being a Member. Nothing in these By-Laws prevent a Member from enforcing any of the provisions of the governing documents in court through a private action at their own expense.

ARTICLE IV MEMBERSHIP

SECTION 1 – Members-Property Ownership as Creating Membership. The members of the Community shall be all persons who are owners of lots (or other parcels of land) located in the development known as Moosic Lakes. If a lot (or other parcel of land) is owned by joint tenants, co-tenants or tenants by the entireties, the joint tenants or co-tenants shall collectively be deemed to comprise a single ownership. No person who is not an owner of any such lot or other parcel of land within the development scheme of the Moosic Lakes community, as depicted in the current map recorded in the Recorder’s Office of Lackawanna County or as depicted by the Community in any other recorded map, shall be eligible for membership.

If property ownership is held by an entity such as a company, partnership, corporation or trust, such entity must designate, in writing to the Secretary of the Community, one natural person to serve and act as owner. The entity must provide written notice to the Secretary of any changes in the identification of the natural person designated to act as the member-owned by such entity.

Membership shall automatically cease whenever a member's ownership of a lot or other parcel of land within the development of the Moosic Lakes community ceases to exist.

Section 2 – Privileges of Membership. The privileges of membership shall include:

- a.) The right of access to the lot or lots owned by the respective members over and across the roads owned or maintained by the Community.
- b.) The use of such facilities as the Community may establish for the health, safety and convenience of its members or for recreational purposes.
- c.) The right to petition and vote with respect to all matters that may be referred to the vote of the members by law or by these By-Laws.
- d.) The right to attend all open Board meetings, hearings and meetings of the membership
- e.) The right to inspect, upon reasonable notice and the payment of reasonable copying expenses, the minutes, resolutions, financial books and records and other documents maintained by the Community pertaining to the Community and its members. This provision does not apply to legal correspondence and/or opinions or privileged information in the opinion of the Board of Directors, the revelation of which would be detrimental to the Community.

Section 3 – Obligations of Membership. The obligations of membership shall include:

- a.) To comply at all times with the restrictive covenants of their property, the Rules and Regulations of the Community and these By-Laws, and to be responsible for compliance by family members, guests and invitees.
- b.) To pay all dues, assessments and fees imposed or levied pursuant to the authority granted by these By-Laws as well as any and all fines, costs, expenses or attorney's fees incurred by the Community as a result of any failure to timely pay such sums.
- c.) To be responsible for all damages and other violations, including any and all costs, expenses or attorney's fees incurred by the Community as a result thereof, attributable to the member, the member's family, guests, and invitees.
- d.) To keep the Secretary of the Community advised of the member's current address and contact information.

Section 4 – Violations. A Member’s failure to comply with the foregoing obligations constitutes adequate grounds for action which may include, without limitation, a suit to recover sums due for damages, injunctive relief, or any combination thereof. A defaulting member’s right to use any and all common areas may be suspended and the member shall be responsible for all costs of enforcement including, but not limited to, attorney’s fees and costs reasonably incurred by the Community.

Section 5 – Disciplinary Committee. A Disciplinary Committee shall be comprised of the Board of Directors. Four Directors will constitute a Quorum. Decision will be by majority vote.

Section 6 – Referral to Disciplinary Committee. A complaint must be in writing and signed by a Member in good standing and must cite what is alleged to be violated. A letter shall be sent to the alleged offender with a copy of the complaint and a notice of thirty (30) days to cure the alleged violation. If the complainant is unsatisfied after the curative period, the member may request a hearing.

Section 7 – Fines and Discipline – The Board of Directors shall impose a fine commensurate with the severity of the infraction. The fine may be a set amount or a daily fine that continues to accrue until the violation is cured. A failure to pay the fine within 20 days shall render the member “not in good standing”.

ARTICLE V SUSPENSION OF MEMBERSHIP

The Privileges of Membership (other than the right of ingress and egress from a Member’s lot) may be suspended if the member (1) is in default of any monetary obligation owed to the Community or (2) is otherwise in default of any other provisions of the community’s Governing Documents and has been given thirty (30) days written notice of such non-monetary default. The member’s rights shall be restored after all defaults have been cured as determined by the Board.

If a member, the member’s family, guests, or invitees creates a nuisance upon any of the Community’s properties, or by intentional actions or omissions causes damage or expense to the community in a determinable amount or violates the governing documents of the Community the member shall be subject to disciplinary measures.

The Board of Directors must notify the defaulting member in writing of the alleged violation or violations. The notice shall include the place, date and time of a hearing before the Board of Directors. At least fourteen (14) days' notice of the hearing must be given to the defaulting member.

At the hearing, the member bringing the complaint to the board may present reasons why a suspension, fine, or both should be imposed. The defaulting member has a right to be represented by an attorney with advance notice.

A written decision will be issued by the Board of Directors to the alleged defaulting member no more than twenty-one (21) days after the hearing and the written decision shall be maintained with the minutes and other records and shall be made available for review by members in good standing.

The Community's rights and remedies provided in this Article shall not be exclusive of any other rights and remedies which the Community may have at law, in equity or otherwise.

Article VI. RULES AND REGULATIONS

The Board is empowered to and may formulate and prescribe rules and regulations with respect to the use of all common areas, and the conduct of members and guests, including the posting and enforcement of speed laws and traffic regulations. All rules and regulations shall be in writing and posted on the website. A copy of the current rules and regulations will be made available to existing members upon reasonable request. New or prospective owners will be provided a copy of the Rules and Regulations with the initial dues packet. Each member, family members, guests and invitees shall be bound by and shall conform to these By-laws and the Rules and Regulations. Membership may be suspended for violation thereof. New Rules and Regulations or amendments or changes thereto shall be submitted to the members in good standing.

ARTICLE VII
VOTING POWER AND PROXIES

Section 1 – Official Map. There shall be an Official Map of the community which shall determine the total number of members. Voting power shall be determined by the ownership of property on the existing Official Map and status of membership in good standing of the Community. Any change in the boundaries of the Official Map and status of membership in good standing of the Moosic Lakes, Inc. as permitted by an agreement dated as of April 30, 1994, and any changes to the boundaries of the common areas, access areas or roads indicated on the Official Map, shall be by majority vote of the members in good standing, after the written approval of Moosic Lakes, Inc., its successors or assigns, has been obtained. The requirement to obtain the prior written consent of Moosic Lakes, Inc. pursuant to this Section shall terminate upon the sale by Moosic Lakes, Inc. of sixty (60) of the seventy-five (75) lots or parcels within the Community which are entitled to membership.

Section 2 – Entitlement of Members in Good Standing. Only Members in good standing may attend meetings. At all meetings, each member in good standing may vote in person, by proxy or on the website (www.moosiclakes.org). Only one vote per dues paying member in good standing may be cast regardless of the number of co-owners of the lot or other parcel. All proxies must be in writing, signed and dated by the member and must be filed with the Secretary in a form, substantially in keeping with the form of proxy attached hereto, at least 15 minutes before the appointed time of each meeting. All proxies shall be effective for the general or special meeting at which the proxy is initially presented. A member may revoke a proxy given under this section by actual notice of revocation to the proxy holder or Secretary of the Board. A proxy is void if it is not dated or purports to be irrevocable or revocable without notice. The Secretary shall include a form proxy with each mailing of notice of any general or special meeting. A person may hold only one (1) proxy per meeting.

Section 3 – Votes in Board Elections. For all elections of the Board or other office, every member in good standing is entitled to a vote in person, by proxy or on the website (www.moosiclakes.org). At least ten (10) days prior to the meeting, an election proxy will be mailed by first class mail and/or digital mail by the Secretary to each member in good standing. The election proxy shall list all nominated candidates for each open position along with directions as to how to mark the proxy to cast a vote. The election proxy shall also contain a blank line for each office so as to allow the member to cast a “write in” vote.

Section 4 – Election Proxies. The election proxy, as completed by the member, must be mailed to the Secretary at the Community’s address in sufficient time to be received in advance of the meeting. The Secretary shall open the mailed proxies at the beginning of the meeting and shall tally the votes with the assistance of the Elections Committee and shall mark such members as having voted. The Community mailbox shall be processed one hour prior to said meeting.

ARTICLE VIII BOARD ELECTIONS

SECTION 1 – Eligibility. All Directors must be members in good standing and over the age of 18. Except as hereinafter provided in the case of vacancies, Directors shall be elected by the members in good standing at the general membership meeting. Only one Member from each lot (or other parcel) may be a candidate or serve as a Director during the same term of office (i.e. multiple family members or other representatives of an owner of a single lot (or other parcel) may not serve concurrently as Directors).

Section 2 – Candidates for Election. Eligible candidates must be members in good standing who desire nomination to an office. The names of the candidates nominated by the Nominating Committee, by a Member in good standing, or by petition shall be printed and distributed at the same time or prior to distribution of election ballots. Any Member in good standing seeking nomination may file with the Secretary of the Board of Directors, a personal biographic statement of candidacy (150 words maximum) which will be included with the notice of the meeting.

Section 3 – Nominations Committee. The Board shall appoint a Nominating Committee. The Nominating Committee shall refer to the current list of members in good standing. The eligible membership list shall be fixed fifteen (15) days prior to the election. At the first general membership meeting, the Nominating Committee shall place in nomination the names of members in good standing for each of the open positions. Members of the Nominating Committee shall not place their own names for nomination, however, their names may be nominated from the floor.

Section 4 – Nominations. All nominations shall be filed with the Secretary before the election. Nominations shall be permitted from the floor at either general membership meeting.

Section 5 – Write-In Candidacy. A member in good standing shall be permitted to pursue a “write-in” candidacy during the election held at the general membership meeting – however, that member’s name shall not appear on the prepared ballot but may be written in.

Section 6 – Elections Committee. The Board shall appoint an Elections Committee consisting of at least three (3) but no more than seven (7) persons. The elections Committee shall conduct the voting at all general membership meetings and shall be empowered to determine the eligibility of voters and the validity of vote(s) to be cast by members. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes. At each election, members in good standing and their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise. The candidates receiving the largest number of votes for each office shall be elected. Voting shall be by secret ballot or through the website (www.moosiclakes.org). In the event of a tie, there shall be a runoff election for the seat(s) involved. All ballots shall be retained by the Secretary until the next annual meeting.

Section 7. Voting – All votes in elections shall be cast on written ballot which shall describe the vacancy to be filled and set forth the names of those persons who are candidates for the office. As referenced in the foregoing Article concerning Voting Power and Proxies, the official ballots shall be prepared and mailed by the Secretary to each member entitled to vote, simultaneously with the mailing of the notice of the annual meeting. The mailing of the ballots and the notice shall occur not less than ten (10) days prior to the annual meeting.

ARTICLE IX BOARD OF DIRECTORS

Section 1 – Number of Directors and Term. There shall be a total of seven (7) Directors who shall be elected at the annual general membership meeting in August. Directors shall be elected to serve two (2) year terms. Immediately following the meeting at which an election is conducted, the newly elected Directors shall meet and vote, by secret ballot, to elect officers.

Section 2 – Duties of Chairperson and Vice-Chairperson. The Chairperson shall preside at all meetings of the Board and of the community; shall see that orders and resolutions of the Board are carried out; shall sign all mortgages, deeds, and other written instruments; and shall co-sign all promissory notices, financing and legal documents and such contracts and other documents as the Board may approve and direct from time to time. The Chairperson is responsible for the day to day management of the Community and all employees shall report to the Chairperson.

The Vice-Chairperson shall act in the place and stead of the Chairperson in the event of the Chairperson's absence, inability, incapacity or refusal to act, and shall exercise and discharge such duties as may be required by the Board.

Section 3 – Duties of Secretary. In addition to the duties referred to elsewhere in these By-Laws, the Secretary shall keep a record of all the proceedings of the Board and of the members, shall be custodian of the documents and records of the community, shall respond to, keep record of, and report on all correspondence to the Board, and maintain a permanent file of all minutes of meetings. The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Community together with their addresses; and perform such other duties as required by the Board. The secretary shall be responsible for notices sent out to members. All such records shall be stored when necessary in the offices at the Community Center.

Section 4 – Duties of Treasurer. The Treasurer shall also be a Director and shall have the custody of all funds and securities of the Community, shall have the responsibility to see that full and accurate accounts are kept of all monies received and paid out for the Community, and shall, at each regular meeting of the Board, report on the financial condition of the Community, and at such other times as the Board may direct. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Community and disburse these funds as directed by resolution of the Board; keep proper books of account; cause an annual audit of the Community books to be made at the completion of each fiscal year by an accounting firm approved by the Board; and assist in the preparation of the annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and timely deliver a copy of each to the members requesting the same.

Section 5 – Directors' Fiduciary Relationship. Directors shall be deemed to stand in fiduciary relation to the Community and shall discharge the duties of their positions in good faith and with the diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances.

Section 6 – Limitations of the Board. The Board shall not have authority, without first obtaining the express approval of the membership to sell, convey, pledge as security, or encumber in any manner, any portion or parcel of the Community property. The Board shall not have the authority to sell or convey any of the property contained on the Official Map of the Community without obtaining the prior approval of Moosic Lakes, Inc., which approval shall not be withheld without just cause. The requirement to obtain the prior written approval of Moosic lakes, Inc. pursuant to this Section shall terminate upon the sale by Moosic Lakes, Inc. of sixty (60) of the seventy five (75) lots or parcels within the community which are entitled to membership.

It shall be the duty of the Board to transact all business by a majority vote of the Board and to:

- a.) Prepare and adopt an annual budget in which there shall be established the contribution of each owner to the common expenses.
- b.) Maintain a complete record of all its acts and affairs and to present a statement thereof to the members at the general membership meetings.
- c.) Promulgate and enforce such rules and regulations and such restrictions or requirements as may be deemed proper respecting the use, occupancy, and maintenance of the common areas.
- d.) Cause the common areas to be maintained
- e.) Manage the business and affairs of the community.
- f.) To appoint committees and define the duties thereof and to serve on at least one Committee established by these By-Laws or by the Board.
- g.) To engage counsel on behalf of the Community and to sue or defend suit in the name of the Community.
- h.) To determine whether the conduct of any Member violates these By-Laws or the Rules and Regulations of the Community and, if so, to fix the penalty for such violation.
- i.) To promulgate all actions necessary to promote the health, safety and welfare of the community.

Section 7 – Participation in Meetings by Conference Telephone. One (1) or more directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all person's participating in the meeting can hear each other.

Section 8 – Other Officers. The Board may from time to time appoint or elect one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers who shall serve under the Secretary and Treasurer respectively, and to whom the Board may delegate such of the duties of the Secretary and Treasurer as they deem proper.

Section 9 – Vacancies. By majority vote of the Board, the Board shall appoint a member in good standing to fill any vacancy. Any Director so appointed to fill a vacancy shall serve until the next annual meeting when the membership shall elect a Director to serve the remainder of the unexpired term, if any, of the previous Director. If less than a quorum of Directors is in office at any time, a special election of Directors shall take place at the call of the remaining directors or any ten (10) or more members in good standing.

Section 10 – Resignation by Absence. Any Director who is absent from three (3) consecutive regular meetings of the Board of Directors, or a total of six (6) regular meetings in the course of a twelve month period, shall be deemed to have resigned. The Board shall fill the vacancy in accordance with these By-Laws.

Section 11 – Recall of Directors. A member of the Board may be removed from office in accordance with the recall procedure provided for in this section. Any Director may be removed from the Board with or without cause by a majority of the vote of the Members of the Community. A recall petition demanding the removal of a designated Director must be signed by 25 qualified voters and shall be filed with the Secretary. Within ten (10) days of the filing of a petition, the Secretary shall determine whether the petition be sufficient and shall, within seven (7) days, serve the Director with a copy of the petition by certified mail, return receipt requested. If, within fourteen (14) days after such a service, the Director in question does not resign, the Secretary shall fix a date at least ten (10) days, but not more than thirty (30) days after the serving of the petition for the holding of a special membership meeting, at which a recall election shall be held. Notice of the filing of a petition, a copy thereof and notice of the date of the election shall be sent by the Secretary to all Community Members by first class mail and/or digital mail at least 10 days prior to the meeting. The director whose removal is sought shall have the right to make a statement in his or her own behalf. If the recall election does not result in the Director’s removal, no further recall petition may be filed against the same Director for the same cause.

Section 12 – No compensation. No Director shall receive compensation for attending any meeting or any service that the Director may render to the community in the capacity as a Director. However, any Director may be reimbursed for the Director’s actual expenses incurred in the performance of official duties.

ARTICLE X MEETINGS

Section 1 – Board Meetings. Regular monthly meetings of the Board shall be held and shall be open to the membership at all times except on those occasions when a closed meeting is scheduled in accordance with these By-Laws. Dates and times of the meetings shall be posted on the website. The order of business at regular meetings, and so far as applicable at special meetings, shall be taken up for consideration and disposed of as follows:

- a.) Quorum roll call.
- b.) Approval of the minutes of previous meetings.
- c.) Treasurer's report
- d.) Committee Reports.
- e.) Payment of Bills.
- f.) Awarding of contracts.
- g.) Old Business.
- h.) New Business

Section 2 – Special Meetings of Directors. Special meetings of Directors shall be called by the Secretary on the written or digital request of the Chairman or two (2) Directors. The request and the call for a special meeting shall specify the purpose of the meeting, and no other business may be transacted. Upon receipt of any such request, the Secretary shall forthwith give notice of such meeting by digital mail to each Director and determine the place they will meet. Four Directors shall constitute a quorum. If less than a quorum shall be present at any meeting of the Directors, those present shall adjourn.

Section 3 – Executive Session. Closed meetings may be held only upon resolution of a majority present at any open meeting of the board and only for the following purposes (providing that said resolution shall specify the purpose of the closed meeting and only those matters referred to in said resolution may be discussed):

- a.) To discuss any issues related to an employee. The meeting shall be opened if the individual involved so requests.
- b.) To discuss strategy with respect to litigation or anticipated litigation.
- c.) To consider the purchase, exchange, sale, lease or value of real property, if such open discussions are believed to have a detrimental effect on the negotiating position of the Community.

Section 4 – Annual Meetings. There shall be two (2) annual meetings to be held on dates to be determined by the Board.

Section 5 – Special Membership Meetings. Special meeting may be called at any time by at least Four (4) Directors or by ten (10) members by their written request addressed to the Secretary stating the purpose of the meeting and asking the Secretary to fix a time for the meeting on a date no more than thirty (30) days after the receipt of the request. Notice of all special membership meetings stating the purpose thereof shall be sent to the members at least twenty (20) days in advance by first class or digital mail. In the instance of a special membership meeting called by the Board, the Board may cancel or postpone said special membership meeting, provided that notice be sent to the membership at least ten (10) days in advance of the originally scheduled date. Special membership meetings called by members in accordance with the above shall not be canceled or postponed.

ARTICLE XI NOTICE OF MEETINGS

Section 1 – Written Notice. Written notice of each meeting of the members shall be given by the Secretary who will post the meeting on MLC billboards, do a first class and/or digital mailing as well as post the notice on the Moosic Lake website. The notice shall specify the place, date, day and hour of the meeting.

Section 2 – Quorum. A quorum at a general or special membership meeting shall consist of 25% or more of members in good standing. Immediately prior to the start of each general or special meeting, the Treasurer shall announce the number of present members in good standing and the number of proxies. The calculation of the 25% threshold number will determine if quorum has been met. The vote of a majority of the members present, including proxies, a quorum being present, shall be sufficient to adopt any resolution.

ARTICLE XII
COMMITTEES OF THE BOARD

Section 1 – Establishment and Powers of Committees unless otherwise restricted in the By-Laws. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one (1) or more committees to consist of one (1) or more directors of the Community. Any such committee, to the extent provided in the resolution of the Board of Directors, shall serve in an advisory capacity to the Board.

The Board may designate one (1) or more directors as alternate members of any committee who may replace an absent or disqualified member at any meeting of the committee.

Section 2 – Term. Each committee of the Board shall serve at the pleasure of the Board

Section 3 – Effect on Responsibility of the Board. The establishment of any Committee or the Board of Directors and the delegation thereto of power and authority shall not alone relieve any director of any duty to the community. Each Committee shall have at least one Director as a voting member.

Section 4 – Committee Appointment. The Board shall collectively appoint the members of each committee.

ARTICLE XIII
DUES AND ASSESSMENTS

SECTION 1 – Definitions. Dues are the annual amounts established by the Board of Directors to be applied toward support and maintenance of community property and budgeted expenditures. An Assessment is the sum established by the Board of Directors to be contributed by members toward a particular expenditure for the benefit of the Community.

Section 2 – Member Responsibility. No Member may waive or otherwise avoid liability for Dues or Assessments by non-use of common areas, whether voluntary or involuntary, or by abandonment of the Member’s right to use the common areas.

Section 3 – Assessments. Assessments may be levied by the Board of Directors and shall be paid in such manner as the Board of Directors may require in the notice of such assessments. The funds collected pursuant to an Assessment shall be used only for the specific purpose or purposes set forth in the notice of adoption of same. Upon completion of such specific purpose or purposes any excess funds will be considered Common Surplus, and may, at the discretion of the Board of Directors, either be returned to the Members or applied as a credit toward future assessments.

Section 4 – Notice. Notice of any meeting where Assessments are to be considered for any reason shall specifically contain a statement that assessments will be considered and shall describe or otherwise state the nature of any such Assessments.

Section 5 – Unbudgeted Expenditures. Any purchase of any personal property or contracts for services in excess of Two thousand five hundred Dollars (2,500.00) that has not been disclosed and approved in the annual budget must first be approved by a majority vote at a general or special meeting of the Membership.

ARTICLE XIV AMENDMENT OF BY-LAWS

Section 1 – Authorization. These By-Laws may be amended only at a general membership meeting in accordance with the procedures prescribed in the Article and the By-Laws.

Section 2 – Procedure. An amendment may be presented for action at the general membership meeting by a simple majority of the Board or by a petition signed by twenty five (25) members. The petition for amendment by the Board or the requisite number of members shall contain the full text of the proposed amendment and a statement of no more than five hundred (500) words explaining the need for the amendment. The petition shall be filed with the Secretary at least sixty (60) days before the annual meeting and copies thereof shall be sent by the Secretary to all members by first class and or digital mail. The Secretary shall issue written notice of the proposed amendment, including the text of the proposed amendment, as well as any statements, signed by at least twenty-five (25) members, containing no more than five hundred (500) words advocating or opposing any proposed amendment.

Section 3 – Requirements. No amendment shall be valid unless adopted by two-thirds (2/3) of the votes cast, in person or by proxy, by the members in good standing.

Section 4 – Saving Clause. These By-Laws shall replace any and all previous existing By-Laws of the Community and shall not impair or affect any act done, offense committed, or substantial right accruing, accrued, or acquired, or liability, duty, obligation, penalty, judgement or punishment incurred prior to the time these By-Laws or any subsequent By-Laws or amendment thereto takes effect, but the same may be enjoyed, asserted, enforced, or prosecuted as fully and to the same extent as if these By-Laws or any amendments thereto had not been enacted.

