

**BYLAWS  
OF  
SPRINGFIELD COMMONS HOMEOWNERS  
ASSOCIATION**

**Article I  
Board of Directors**

**Section 1 - Identification**

1. These are the Bylaws of the Springfield Commons Homeowners Association, a corporation not for profit (herein referred to as the "Association."). The Association has been organized for the purpose of owning, operating, and administering the easements of enjoyment at "Springfield Commons", as those terms are defined in the Declaration of Planned Community for Springfield Commons ("Declaration").

**Section 2 - Organization**

1. The entire management of the Springfield Commons Homeowners Association, its affairs, properties, and assets are vested in a Board of Directors, consisting of not more than seven (7) members of the Springfield Commons Homeowners Association, elected as provided in Article IV, Section 2, subject to the mandates of the voting members at their meetings called for the purpose of acting upon the affairs of the Association.

2. For designation, the Board of Directors will hereinafter be referred to as the Board.

**Section 3 - Powers**

1. All decisions of the Board shall be the majority vote of the Directors present except where otherwise provided.

2. In addition to any and all powers conferred upon the Board by law, and by the Articles of Incorporation of the Association, these Bylaws without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Board the following authority:

- a) To hear and determine charges made against any homeowner, full and final authority being hereby granted to reprimand any member in accordance with

Article VII, Section 4. Any homeowner may be privately disciplined for cause upon the affirmative vote of a majority of the Board.

- b) To elect from its members a Chairman, a Co-chairman, a Secretary, and a Treasurer, annually at its first meeting after the Annual Election of Board Member's Meeting in each year as prescribed in Article IV, Section 2.
- c) To make or authorize the purchase of materials or supplies and to contract for whatever may be reasonably required in the operation and maintenance of the Homeowners Association and its properties.
- d) To remove a Director from the Board for a cause. Examples may include but are not limited to: missing three (3) meetings of the Board without approval in a year's time, misdemeanor or felony arrest; or the declaration by a court that a member is incapacitated or of unsound mind. A board member may also be removed with or without cause upon a sixty-six and two thirds (66 2/3%) percent vote of lot owners.
- e) To choose a successor who shall hold office for the unexpired term in the event of a vacancy in the office of any Director or other office.
- f) To direct the Chairman to call meetings of the Association in accordance with Article V, Section 1, 2 and 3.
- g) To employ at any time one (1) or more Certified Public Accountants, not necessarily members of the Association, to audit the books of the Association or any officer, employee, committee, or agent thereof.
- h) To elect a presiding officer in the event that the Chairman position is vacant.

## **Article II Officers**

### **Section 1 -Titles**

- 1. The Officers of the Association shall be Chairman, Co-chairman, a Secretary, and a Treasurer, elected as provided in Article IV, Section 2.
- 2. One (1) person may not hold two (2) offices of the Board.
- 3. Any vacancy in office shall be filled by appointment of the Board for the unexpired term.

### **Section 2 - Duties of the Chairman**

- 1. The Chairman shall be the chief appointed officer of the Association, performing any and all legal duties under the Declaration and incident to the corporate office of the Chairman.

2. The Chairman shall preside at all meetings of the Association and the Board of Directors.

3. The Chairman shall call special meetings of the members of the Association as provided in Article V, Section 3.

4. The Chairman shall enforce Bylaws and covenants of the Association and shall, by and with consent and approval of the Board, have the right to appoint or employ all officers and employees not otherwise herein provided for.

5. With the consent and approval of the Board of Directors, the Chairman shall appoint all committees. The Chairman shall be an ex-officio member of all such committees.

6. With the Secretary, and in the capacity as Chief Executive Officer of the Corporation, the Chairman shall sign all written contracts, obligations, and instruments of the Association and shall have charge of the general supervision of the Association.

7. The Chairman shall perform all other such duties as properly may be required by the Board.

### **Section 3 - Duties of the Co-Chairman**

1. In the absence of the Chairman, the Co-Chairman shall perform all of the Chairman's duties; and if the Chairman shall become vacant, the Co-Chairman shall hold the office of Chairman until the next election, or until the vacancy is filled by the action of the Board.

### **Section 4 - Duties of the Secretary**

1. The Secretary shall perform any and all legal duties under the Declaration and incident to the corporate office of Secretary.

2. The Secretary shall be the custodian of the corporation and shall sign or countersign all such instruments as may require a signature as a corporate officer of the Association.

3. The Secretary shall conduct or cause to be conducted all official correspondence of the Association and shall see that such correspondence is properly preserved and filed until otherwise disposed of by the Board.

4. The Secretary shall issue, or cause to be issued, all notices of all meetings of members or Directors, and shall keep the minutes and records thereof.

5. The Secretary shall keep or cause to be kept a corporation record book in which shall be entered an accurate history of all resignations of members or officers and all membership forfeitures, suspensions and expulsions, together with accurate listings of all members' names, home and business addresses and telephone numbers, as well as the date when each was elected to membership.

6. The Secretary shall be responsible for posting all Association notices in whatever place on the Association premise may be designated by the Board.

7. The Secretary shall, by letter or otherwise, regularly advise delinquents of their unpaid indebtedness.

8. The Secretary shall perform all other duties that the Board of Directors shall assign.

#### **Section 5 - Duties of the Treasurer**

1. The Treasurer shall perform any and all legal duties under the Declaration and incident to the corporate office of Treasurer.

2. The Treasurer shall sign and countersign all such instruments as may require the Treasurer's signature as a corporate officer.

3. The Treasurer shall be the custodian of all Association Funds, receiving all fees and dues collected and depositing all funds in a depository to be designated by the Board.

4. The Treasurer shall disburse the Association Funds as authorized by the Board. The Treasurer shall keep or cause to be kept proper vouchers of all sums disbursed and complete and regular accounts in accordance with a system satisfactory to the Board of Directors.

5. Upon request by the Board, the Treasurer shall submit to the Board complete information as to the financial condition of the Association and, at meetings of members, shall submit a complete and comprehensive statement of the Association's financial affairs.

6. The Treasurer shall perform all other such duties as may properly be assigned by the Board of Directors.

7. The Treasurer may use the services of a managing agent to carry out the above-described treasurer's duties.

## **Section 6 – Managing Agent**

Managing Agent. The Board of Directors (herein "Board") must employ for the Association a "Managing Agent" at a compensation established by the Executive Board. The Managing Agent shall perform such duties and services as the Board shall authorize, including, but not limited to, all of the duties listed in the Act, the Declaration and these Bylaws; provided however, where a Managing Agent does not have the power to act under the Act, the Declaration or these Bylaws, such duties shall be performed as advisory to the Board. The Board may delegate to the Managing Agent all of the powers granted to the Board by the Act, the Declaration and these Bylaws other than the following powers:

1. to adopt the annual budget and any amendment thereto or to assess any Common Expenses;
2. to adopt, repeal or amend Rules and Regulations;
3. to designate signatories on Association bank accounts;
4. to borrow money on behalf of the Association;
5. to acquire and mortgage Lots;
6. to designate Reserved Common Elements;
7. to allocate Limited Common Elements.
8. In general to manage the affairs of the association.

## **Section 7 – Compensation**

1. No salary or other compensation shall be paid to any officer of the Association.

## **Article III Committees**

### **Section 1 - Formation & General Rules**

1. Standing committees and other committees shall be appointed in accordance with Article II, Section 2, Paragraph 5.
2. Vacancies in committees shall be filled by selection by the committee.
3. Each committee shall be composed of as many members or Directors, or both, as the Board may determine. Committee appointments may be for one (1) year or less at the discretion of the Board.
4. All committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority as is specifically defined herein, and as may be delegated to them by the Board.

## **Article IV Elections**

### **Section 1 - Directors**

1. The election of not more than seven (7) members constituting the Board, and shall be by ballot or by appointment by Board as appropriate, or by electronic medium.
2. At the first annual meeting of the Association the election of the Executive Board shall be held. The member nominated shall be a resident-owner member. The term of office of any Executive Board member to be elected shall be fixed initially as follows: 1 member for 1 year, 2 members for 2 years and 2 members for 3 years. After the initial terms and upon election of no more than seven (7) members, all terms shall be three (3) years. The members of the Executive Board shall hold office until the earlier occur of the election of their respective successor or their death, adjudication of incompetency, removal or resignation. An Executive Board member may serve an unlimited number of terms and may succeed himself or herself.

### **Section 2 - Officers**

1. At the first regular Board meeting after each Annual Election Meeting, the members of the Board shall elect from its own members a Chairman, a Co-Chairman, a Secretary, and a Treasurer who shall hold office for one (1) year and until their respective successors are elected.

## **Article V Meetings**

### **Section 1 - Annual Election Meeting of the Association**

1. The Annual Election Meeting of the Association shall be held on such date as fixed by the Board, but no later than January 15, for the election of Directors, and for the transaction of other business which may properly be brought before the meeting for action. Notice of this Annual Meeting shall be mailed or delivered to each member at least ten (10) days before the date of the meeting, and email is an acceptable mode of communication.

### **Section 2 - Regular Association Meetings**

1. Regular meetings of the membership of the association shall be held a minimum of three times per year at a time and location designated by the Board of Directors.

2. One meeting shall be held on April 15<sup>th</sup>, or before each year to approve the budget and the annual association dues.

3. One meeting shall be held between on July 15<sup>th</sup> or before to plan capital improvements, the annual picnic, and other annual events.

4. One meeting shall be held between on October 15<sup>th</sup> or before to review improvements, budget and start planning for the following year.

5. A holiday party and owners' meeting will be held in December of each year as has been customary.

### **Section 3 - Special Association Meetings**

1. Special meetings of the Association shall be called by the Chairman, acting on behalf of the Board of Directors, or upon the written application of such member or members, not in arrears, on such issues as cannot be resolved at a regular association meeting, filed with

the Secretary. Special meetings shall be held at a time and a place to be determined by the Board. A notice giving the place and time of the meeting and stating the nature of the business to be transacted shall be mailed or delivered by the Secretary to each member of the Association at least ten (10) days prior to the meeting, and at such meeting no other business than that stated may be transacted.

#### **Section 4 - Annual Election Meeting of the Board of Directors**

1. The Annual Election Meeting of the Board of Directors shall immediately follow the Annual Election Meeting of the Association.

#### **Section 5 - Regular Board Meetings**

1. Regular meetings of the Board of Directors shall be held on such dates as shall be designated by the Board.

#### **Section 6 - Quorum of Association Meetings**

1. Ten (10) voting members of the Association represented in person or by proxy, including voting board members, shall constitute a quorum at any meeting unless the quorum for the item being voted on is defined in the Declaration.

#### **Section 7 - Quorum of Board Meeting**

1. A quorum of any meeting of the Board of Directors shall consist of a simple majority of Directors physically present or available by electronic medium.

#### **Section 8 - Voting**

1. Each voting member in good standing shall be entitled to vote on each matter submitted to a vote of the members, provided however that each such voting member shall be the sole beneficial owner of a residential building lot or property in the Springfield Commons subdivision. A member shall have one vote for each residential building lot of which he or she is a beneficial owner. Where two or more owners own a lot, or in the event of resubdivision, a maximum of two votes for such lot shall be allowed, and such joint owners shall designate and



register with the secretary of the corporation the names of those owners entitled to cast such two votes. Votes may be submitted in person or by electronic mail.

#### **Section 9 - Proxies**

1. All voting members shall have the right to be present and vote at any meeting of the Association by proxy. If any proxy submitted does not designate the proxy holder, the same shall be voted in accordance with the majority vote of those present, either in person or by designated proxy. No member shall be entitled to vote more than three (3) proxies.

#### **Section 10 - Cumulative Voting**

1. Cumulative voting by members at any meeting shall be expressly prohibited.

#### **Section 11 - Order of Business at Association Meetings**

1. The order of Business at the Annual Election Meeting of the Association shall be as follows: Call to order, reading and disposition of any unapproved minutes, reports of officers, election of Directors, old business, new business, adjournment.

2. The order of Business at other Meetings of the Association shall be as follows: Call to order, reading and disposition of any unapproved minutes, reports of officers, old business, new business, adjournment.

#### **Section 12 - Order of Business at Board Meetings**

1. The order of Business at each regular Board of Director's meeting shall be as follows: Reading and disposition of any unapproved minutes, reports of officers and committees, election of officers (at Annual Election Meeting of Board), unfinished business, new business, adjournment.

#### **Section 13 - Parliamentary Rules**

1. In the conduct of all meetings, either membership or Board, Robert's Rules of Order shall govern.

### **Article VI Membership**

## **Section 1 - Membership**

1. Membership in the Association shall consist of persons owning a property in the Springfield Commons Subdivision in Harris Township, Centre County, PA. For the purposes of this provision, “owner” shall include person(s) owning a beneficial interest, as distinguished from a security interest, of a lot or property in the subdivision.

## **Section 2 - Membership Fee**

1. Members will be assessed a membership fee to the Association upon purchase of an existing property or new lot in the Springfield Commons Subdivision.

2. The membership fee is 2 times the monthly assessment per existing lot or new lot purchased and is due at time of closing.

## **Section 3 - Annual Membership Dues**

1. The meeting notice for approval of budget and annual dues shall be sent by Feb 15 each calendar year.

2. The meeting to approve the budget and annual dues must be held no later than the date of the Annual Homeowners meeting.

3. The Association dues will be adjusted annually. They will be determined by first dividing the approved Annual Budget by the total number of lots owned by voting members in the Association on the date of the meeting, then rounding the number up to the nearest \$5.00 increment.

4. The Annual Dues for each Homeowner are payable monthly, unless otherwise notified by the Board.

5. The penalty for late payment of dues is set out in the Declaration and the Rules and Regulations both of which are incorporated by reference herein.

## **Article VII Association Rules**

## **Section 1 – Formulation**

1. All Association Rules governing members and property shall be formulated by the Board and voted on by the members, and documented in the Bylaws, Declaration and Rules and Regulations.

## **Section 2 - Publication**

1. Copies of all minutes, Bylaws and other documents governing the Association shall be available to all members and the Secretary shall distribute such copies together with copies of any and all future amendments thereto to all members of the Association.

## **Section 3 - Registering Complaints**

1. Any complaint made by a member regarding violations of the Bylaws, Declaration, or Rules and Regulations, the conduct of another member or guest, the conduct or performance of any officer, director, committee member, or employee of the Association, or regarding any phase of the operation of any Association facility, must be submitted in writing by such complaining member to the Secretary, who shall transmit it to the Board for final decision and disposition.

## **Section 4 – Enforcement and Penalties**

1. The Board is primarily responsible for the enforcement of Association Bylaws, Declaration and Rules and Regulations, but reserves the right to designate this responsibility to a professional property manager.

2. If a complaint is made against a member for a violation of the restrictive covenants, the Board will review and determine if a violation occurred.

3. The association member with the violation will be notified and will be given fourteen (14) days to respond to or correct the violation.

4. If the violation is not corrected in the given time, the Association has the right to take legal action against the homeowner to correct the violation.

5. In the event that legal fees or court costs are incurred by the Association to correct a violation, these costs will be the responsibility of the violating member.

6. Fines may be levied against a member in accordance with the rules and regulations.

7. It shall be the responsibility of the member to make certain that any tenant of that member adheres to the Bylaws, Declaration and the Rules and Regulations and are provided with a copy of the same.

### **Section 5 – Appeal**

1. Any member shall have the right to appeal to the Board for any decision with respect to its interpretation and enforcement of any Bylaws, Declaration or Rules and Regulations and the Board's decision in all such matters shall be final.

## **Article VIII**

### **Maintenance and Improvements**

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1. Any maintenance or improvement needs will be brought to the attention of the Board in writing or as new business at an Association meeting.

2. Expenses of more than \$500 must be quoted by three independent sources and presented to the Board. The Board will then vote for the vendor desired.

## **Article IX**

### **By-Law Amendments**

#### **Section 1 - Procedure for Amending**

1. These Bylaws may be amended by a two-thirds (2/3rds) vote of a quorum of regular voting members represented in person or by proxy at any meeting of the Association, provided that the proposed amendment or amendments shall be distributed to the membership at least fifteen (15) days prior to the meeting at which the amendment or amendments are to be considered, but these restrictions shall not apply to the amending of a proposed amendment when being acted upon by the Association at the meeting.

## **Article X**

### **Miscellaneous**

1. Wherever the words Chairman and Co-Chairman appear the same shall refer to President and Vice-President, respectively. Furthermore the words Professional Property Manager and Managing Agent shall be synonyms, as will be the words Executive Board and Board of Directors.

2. Electronic communication for message delivery shall be a permitted mode of communication for any action taken pursuant to these Bylaws.

3. Bylaws shall be recorded at the Recorder of Deeds for the association were written July 14, 2015 and recorded at Recorder of Deeds for Centre County on July 28, 2015. These Bylaws create an Article X and a revision to Article 1, Section 3, item 2d not appearing in Bylaws dated July 14, 2015. The Bylaws of July 14, 2015 shall as remain as heretofore created except as modified by these Bylaws and any conflicting information or language shall be governed by these Bylaws dated July 13, 2017.

IN WITNESS WHEREOF, the undersigned officers of Springfield Commons Homeowners Association. Have hereunto set their hands and seals this THIRTEENTH day of JULY, 2017.

SPRINGFIELD COMMONS HOMEOWNERS

ASSOCIATION

BY: Valent C. Com  
President

ATTEST: Christine Coleman  
Secretary

Date: July 13, 2017