

Centre County  
Recorder Of Deeds

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Bellefonte, PA 16823  
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Instrument # 234

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R 02209-0024 Dec 07, 2017  
SADDLE ROCK HOMEOWNERS' ASSOCIATION  
SADDLE ROCK HOMEOWNERS' ASSOCIATION

12-07-2017  
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BY

13 pgs

*Joseph L. Vanish*  
RECORDER OF DEEDS

Bylaws of the  
Saddle Rock Homeowners' Association  
A NONPROFIT CORPORATION  
October 26, 2017



## **Article One: Introductory**

### **Definition of Bylaws**

- 1.01 These Bylaws provide for the governance of the Saddle Rock Homeowners' Association pursuant to the requirement of Section 5306 of the Pennsylvania Uniform Planned Community Act, 68 P.S. Sec. 5101, et seq., as amended.

### **Purposes and Powers**

- 1.02 This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation. The primary purpose of the Corporation is to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the preservation of common areas in SADDLE ROCK SUBDIVISION, designated for recreational use or for storm water management purposes including detention basins, easements and rights-of-way, such that it shall be an organization not organized for profit but operated exclusively for the promotion of social welfare in accordance with Internal Revenue Code Section 501(c)(3).

## **Article Two: Offices and Agency**

### **Principal and Branch Offices**

- 2.01 The principal place of business of this Corporation in Pennsylvania will be located at the Saddle Rock Homeowners' Association, c/o Allison Yingling, 113 Picadilly Road, Port Matilda, Pennsylvania. In addition, the Corporation may maintain other such offices within or without the Commonwealth of Pennsylvania as it chooses.

### **Location of Registered Office**

- 2.02 The location of the registered office of this Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by resolution and amendment to the Articles.

## **Article Three: Membership**

### **Class of Members**

- 3.01 This Corporation will have one class of Members.

### **Definition and Qualification of Members**

- 3.02 Every owner of a lot in the Saddle Rock Subdivision located in Patton Township, Centre County, Pennsylvania, shall automatically be a member of the association. Each lot, known as a Voting Member, shall carry one vote, regardless of the number of owners.

### **Member's Dues**

- 3.03 The annual dues payable by Voting Members to the corporation shall be set at the annual meeting of Members by a vote of the majority of Voting Members present, provided that a quorum exists.

### **Assessments**

- 3.04 Memberships will be subject to assessment by the Board of Directors on a per lot basis.

### **Place of Members' Meetings**

- 3.05 Meetings of Members will be held at the registered office of this Corporation or other such place within or without the Commonwealth as provided by notice.

### **Annual Members' Meetings**

- 3.06 The annual meeting of Members will be held by the last day of the calendar year.

### **Special Members' Meetings**

- 3.07 Special meetings of Members will be called by any of the following:

- The Board of Directors;
- The President;
- Members having at least twenty-five percent (25%) of the votes, which all Voting Members are entitled to cast at such meetings.

### **Notice of Members' Meetings**

- 3.08 Notice, stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) days or more than sixty (60) days before the date of the Members' meeting, either personally, by email, by first class mail, or at the direction of the President, the Secretary, or the officers or other persons or Members calling the meeting, to each Voting Member. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at his or her address as it appears on the records of the Corporation, with postage prepaid.

### **Voting Rights of Members**

- 3.09 Each Voting Member will be entitled to one (1) vote on each matter submitted to a vote of Voting Members.

### **Members' Proxy Voting**

- 3.10 A Voting Member may vote either in person or by proxy executed in writing by the Voting Member or by his, her or their duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

### **Quorum of Members**

- 3.11 A meeting of Members duly called shall not be organized for transacting any business unless a quorum is present. A majority of Voting Members shall constitute a quorum for the transaction of business. A majority of the votes entitled to be cast by the Voting Members present or represented by a proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Voting Members, unless a greater proportion is required under the Association's Protective Covenants, by the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

### **Transferability of Membership**

- 3.12 Membership in this Corporation is nontransferable and non-assignable, except to the extent that each owner of a Lot in Saddle Rock Subdivision shall automatically become a Member.

### **Termination of Membership**

- 3.13 Membership will terminate in this Corporation on either of the following events, and for no other reason: Sale of a lot by the Member(s); the failure of a Voting Member to pay his, her or their annual dues on or before their due date.

### **Restoration of Membership**

- 3.14 A Member whose membership has terminated as a result of the failure to pay his or her annual dues shall be restored upon the payment of such dues together with any interest, costs or expenses incurred and assessed by the Board of Directors.

## **Article Four: Directors**

### **Definition of Board of Directors**

- 4.01 The Board of Directors is that group of Members vested with the management of the business and affairs of this Corporation.

### **Qualifications of Directors**

- 4.02 Qualifications for becoming and remaining a Director of this Corporation are:
1. Directors must be residents and lot owners of the Saddle Rock Subdivision.
  2. Only one Director per lot may serve on the Board.

### **Number of Directors**

- 4.03 The number of Directors of this Corporation shall be seven (7).

### **Terms of Directors**

- 4.04 Voting Members shall elect Directors for two-year terms. There shall be no limit on the number of terms that a person may serve as a Director.

### **Vacancies on the Board**

- 4.05 Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by the remaining Board members. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

### **Place of Directors' Meetings**

- 4.06 Meetings of the Board of Directors shall be held at such places as set by the President or Board of Directors and contained in the notice of the meeting.

### **Annual and Regular Directors' Meetings**

- 4.07 The annual meeting of the Board of Directors shall be held immediately following each annual meeting of Members. The Board shall hold such other meetings, as it deems necessary.

### **Notice of Special Directors' Meetings**

- 4.08 Notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than ten (10) days or more than sixty (60) days before the date of the meeting, either personally, by email, or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, or the purpose of, such meeting.

### **Call of Special Board Meetings**

- 4.09 A special meeting of the Board of Directors may be called by the President.

### **Waiver of Notice**

- 4.10 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

### **Quorum of Directors**

- 4.11 A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.



### **Board of Directors Liability**

- 4.12 Members of the Board of Directors shall not be personally liable for money damages as such for any action taken, or any failure to take any action, unless:
1. The Director has breached or failed to perform the duties of his or her office under the Nonprofit Corporation Law of 1988; and
  2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, except, the provisions of this Section shall not apply to:
    - (a) The responsibility or liability of a Director pursuant to any criminal statute; or
    - (b) The liability of a Director for the payment of taxes pursuant to local, state, and federal law.

### **Committees**

- 4.13 The Board of Directors may create such committees of the Board or membership as it deems necessary to carry out the business of the Corporation. A Committee is limited to making recommendations to the Board and the Board shall reserve the final authority to agree, disagree, or modify Committee recommendations. The Corporation shall have the following standing committees:
1. Design and Review: To review plans and property alterations to insure the plans and alterations meet the terms of the Association's Protective Covenants. This Committee shall consist of three (3) to five (5) Members.
  2. Landscape Committee: To oversee landscaping of the common areas, particularly at the entranceways. This Committee shall consist of three (3) to five (5) Members.

## **Article Five: Officers**

### **Roster of Officers**

- 5.01 The Officers of this Corporation will consist of the following personnel:
1. President
  2. Vice President
  3. Secretary
  4. Treasurer

### **Selection of Officers**

- 5.02 The Officers of the Corporation shall be elected from members of the Board by the Board of Directors at its annual meeting, provided that a quorum exists.

### **Multiple Officeholders**

- 5.03 Any Director may hold more than one office except the offices of President and Secretary, which shall be held by separate individuals.

### **Duties of Officers**

- 5.04 The Officers shall have such duties as assigned by the Board of Directors from time to time.

### **Removal of Officers**

- 5.05 The Board of Directors shall have the power to remove any officer for just cause and in the best interests of the Corporation.

## **Article Six: Informal Action**

### **Waiver of Notice**

- 6.01 Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to receive such notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

### **Action of Consent and by Written Ballot**

- 6.02 Any action required by law or under the Association's Protective Covenants, the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation. Additionally, any action that may be taken by the Members at an annual or special meeting of the Members may be taken without a meeting, and in lieu thereof, any such action may also be taken by proper notice and ballot to the Members, if so decided by the Board of Directors.

## **Article Seven: Operations**

### **Fiscal Year**

- 7.01 The Fiscal Year of this Corporation shall end on May 31<sup>st</sup> of each year.

### **Execution of Documents**

- 7.02 Except as otherwise provided by law, checks, drafts, promissory notes, order for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by another officer of the Board if the amount exceeds \$300. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by another officer of the Board, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

### **Records**

- 7.03 The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members and Board of Directors. The Secretary of the Corporation will keep a membership register giving the names, addresses, and other details of the membership of each, and the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

**Inspection of Books and Records**

- 7.04 All books and records of this Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

**Nonprofit Operations**

- 7.05 This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. The Corporation may, however, pay compensation in a reasonable amount to Members, Directors, or Directors for services rendered.

**Dissolution**

- 7.06 Upon dissolution of the Corporation, by whatever means, the affairs of the Corporation shall be wound up, and all debts of the Corporation paid. Any funds remaining after payments of all debts shall be distributed to another nonprofit corporation with social, educational or charitable purposes and no portion of said funds shall be paid to the benefit of any Member, Director, or Officer.

**Article Eight: Amendment**

**Modification of Bylaws**

- 8.01 The Board of Directors shall have the power to make, alter, amend or repeal these Bylaws by a majority of the whole Board to the extent that such is not restricted or prohibited by the Nonprofit Corporation Law or any such successor legislation.

**Adopted this 26<sup>th</sup> day of October, 2017  
Port Matilda, Centre County, Pennsylvania**

**Secretary:**

Rachel E. Smith 10/26/2017  
Rachel E. Smith 12/7/2017 RES

**Saddle Rock Association Directors:**

Mark Kostak 10 / 26 / 2017  
Arnold Smese 10 / 26 / 2017  
Steven S. Linn 10 / 26 / 2017  
Ann M. Gress 10 / 26 / 2017  
Allison K. Yingling 10 / 26 / 2017  
Samuel X. Messing 10 / 26 / 2017



Acknowledgment of Individual

STATE OF PENNSYLVANIA

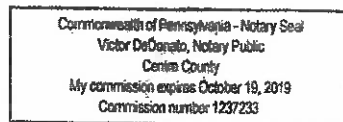
COUNTY OF CENTRE

On this, the 7<sup>th</sup> day of December, 2017, before me Victor DeDonato, the undersigned officer, personally appeared Rachel E Smith, known to me (or satisfactorily proven) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Victor DeDonato

Notary Public



My Commission Expires: Oct. 19, 2019

The UPS Store

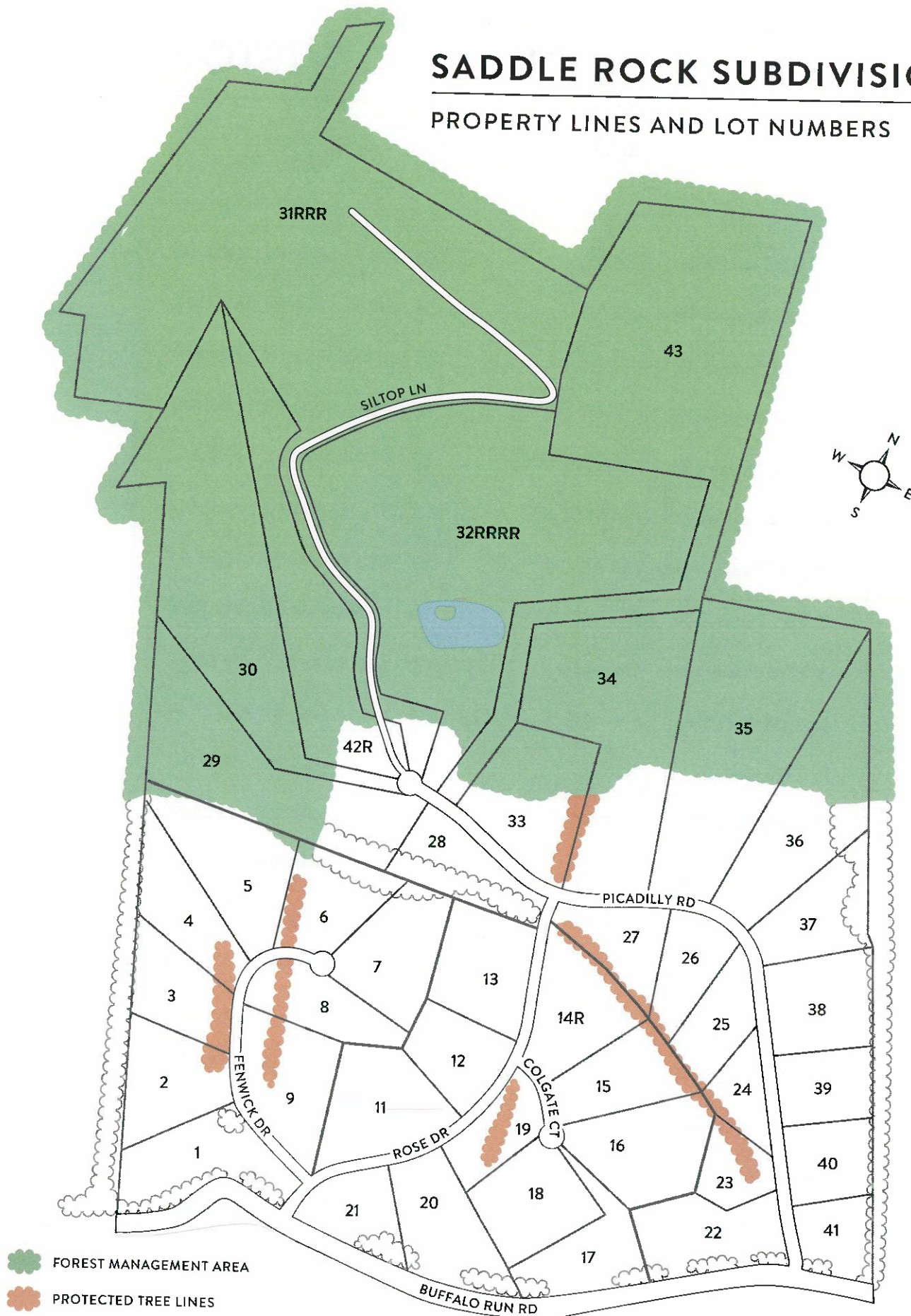
19 Colonnade Way, Suite 117

State College PA, 16803

814-238-8001

# SADDLE ROCK SUBDIVISION

PROPERTY LINES AND LOT NUMBERS



# SADDLE ROCK SUBDIVISION

## LOT ACREAGE

1   110 Fenwick Dr   5.49 AC	23   104 Picadilly Rd   2.00 AC COMMUNITY SEPTIC LOT
2   126 Fenwick Dr   4.78 AC	24   106 Picadilly Rd   2.30 AC
3   142 Fenwick Dr   4.03 AC	25   108 Picadilly Rd   2.88 AC
4   168 Fenwick Dr   4.19 AC	26   110 Picadilly Rd   2.83 AC
5   184 Fenwick Dr   5.00 AC	27   112 Picadilly Rd   2.99 AC
6   198 Fenwick Dr   4.00 AC	28   114 Picadilly Rd   3.63 AC
7   189 Fenwick Dr   4.13 AC	29   116 Picadilly Rd   10.89 AC
8   171 Fenwick Dr   3.42 AC	30   118 Picadilly Rd   16.71 AC
9   129 Fenwick Dr   4.54 AC	31RRR   600 Siltop Ln   51.55 AC
11   100 Rose Dr   5.00 AC	32RRRR   119 Picadilly Rd   32.27 AC POND
12   122 Rose Dr   3.25 AC	33   117 Picadilly Rd   5.62 AC
13   200 Rose Dr   4.60 AC	34   115 Picadilly Rd   13.68 AC
14R   101 Colgate Ct   4.11 AC	35   113 Picadilly Rd   15.19 AC
15   117 Colgate Ct   3.67 AC	36   111 Picadilly Rd   7.69 AC
16   133 Colgate Ct   4.91 AC	37   109 Picadilly Rd   3.99 AC
17   149 Colgate Ct   3.93 AC	38   107 Picadilly Rd   4.32 AC
18   116 Colgate Ct   4.13 AC	39   105 Picadilly Rd   2.92 AC
19   100 Colgate Ct   2.54 AC	40   103 Picadilly Rd   2.90 AC
20   117 Rose Dr   4.77 AC	41   101 Picadilly Rd   2.71 AC
21   101 Rose Dr   2.74 AC	42R   100 Siltop Ln   10.07 AC
22   102 Picadilly Rd   4.71 AC	43   xxx Siltop Ln   26.70 AC UNKNOWN ADDRESS AT THIS TIME

NOTE: THERE IS NO LOT 10

APRIL 2021