



**Moraine Camplands Association**  
**By-Laws**

**Approved By The Membership**  
**July 03, 2005**

**Moraine Camplands Association, Inc.**  
**281 Staff Road**  
**Slippery Rock, Pennsylvania 16057**

**Article I**

**Section 1**

"Association" shall mean and refer to the Moraine Camplands Association, Inc., a non-profit corporation, organized and existing under the laws of the State of Pennsylvania.

**Section 2**

"The Properties" shall mean and refer to that certain tract located in Brady Township, Butler County, Pennsylvania, bounded and described as follows:

On the north side by lands of formerly Flandeau Heirs and Mrs. Rebecca Sullivan, now Sheider; on the east by lands of formerly J.H. Donaghy Heirs and Earl Baker, now Grossman; on the south by lands of formerly O.W. Staff and also Township Road T-499, and on the west by the Franklin Road, also known as Legislative Route 10051. containing 170 acres more or less.

Excepting and reserving there out and there from, 27.06 acres immediately east of Legislative Route 10051, which was condemned by the Commonwealth of Pennsylvania on March 1, 1968 as more fully described by a Declaration of Taking filed by the Commonwealth of Pennsylvania, Department of Forest and Waters, at A.D. No. 200, March. Term, 1968, in the Court and Common Pleas of Butler County, and also recorded at Deed Book Page 1064, and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation as provided in Article VI, Section 2 herein.

"Common Properties" shall mean and refer to parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto and other properties owned and maintained by the Association for the common benefit and enjoyment of the members within The Properties.

**Article II Location**

**Section 1**

The principal office of the Association shall be located at 281 Staff Road, Slippery Rock, Pennsylvania, 16057.

## **Article III Membership**

### **Section 1**

Every person whose signature appears on a current and valid lease by which the lessee has leased a campsite within Moraine Camplands Properties shall be a member of the Association.

### **Section 2**

The rights of membership are subject to the payment of annual dues and special assessments levied by the Association; the obligation of such assessments is imposed against each campsite lease.

### **Section 3**

The membership rights of any lessee whose interest in The Properties is subject to assessments under Article III, Section 2, whether or not he may be personally obligated to pay such assessments, shall be suspended by action of the Board of Directors during the period when the assessments remain unpaid, but, upon payment of such assessments within the prescribed time limits, his rights and privileges shall be automatically restored.

### **Section 4**

Violations of the Association's Rules and Regulation, governing the use of the Common Properties, facilities, and personal conduct of any person thereon, which have been duly accepted by the membership of the Association at a regular or special meeting, shall result in disciplinary action as prescribed therein.

## **Article IV Voting Rights**

### **Section 1**

The purpose of this article is to ensure equal representation in our voting procedures for all leases, in good standing, within our campground. Each lease of The Association, in good standing, shall be entitled to two (2) votes for all voting purposes, (a) In cases where the lease is signed by one (1) signator, that person is entitled to represent the lease with two (2) votes.

(b) In cases where the lease is signed by two (2) signators, each signator of the lease is entitled to one (1) vote; or, either signator may cast the two (2) votes representative of that lease. In either case the total votes representing that lease shall not exceed two (2).

(c) In cases where there are more than two (2) signatures on a lease, any two (2) signators may cast one (1) vote; or, anyone (1) may cast the two (2) votes representing that lease, In any case the total votes representing the lease shall not exceed two (2).

## **Section 2**

The decision of which method to use lies solely on the signators of that lease.

## **Article V**

### **Section 1**

Each lessee, in good standing, must delegate his rights of enjoyment in the Common Properties and Facilities to the members of his immediate family. A lessee in good standing must delegate his right of enjoyment to others through guest passes, each lessee shall be responsible for the actions of those delegated, and shall be dealt with in accordance With the Association Rules and Regulations, if a violation of same occurs.

## **Article VI Powers and Purposes**

### **Section 1**

The Association does not contemplate pecuniary gain or profit, either direct or indirect to its members. The purpose for which it is formed is:

To promote the health, safety, and welfare of the members of the Association within the Moraine Camplands Association Properties, and such additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided in Article VI herein, hereafter referred to as "The Properties" and for this purpose to:

(a) own, acquire, build, operate, and maintain recreation parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereafter referred to as the "Common Properties and Facilities"; (b) provide exterior maintenance for the lots

within The Properties; (c) provide garbage and trash collection; (d) maintain unkempt lands and trees; (e) supplement municipal services; (f) fix assessments, rental or other changes to be levied against The Properties; (g) enforce any and all covenants, restrictions, and agreements applicable to The Properties; (h) pay taxes, if any, on the Common Properties and Facilities; and (l) insofar as permitted by law, to do any other thing that will promote the common benefit and enjoyment of the members of the Association.

### **Section 2**

Additions and/or deletions to The Properties may be made only in accordance with the restrictions applicable to said properties. Such additions/deletions when properly made shall extend the jurisdiction, functions, duties, and memberships of the Association to such properties. Additions and/or deletions must have the consent of two-thirds (2/3) of the members of the Association who are voting in person at a meeting duly called for this purpose, written notice of which shall be mailed to all member at least thirty (30) days in advance and shall set forth the purpose of the meeting.

### **Section 3**

The Board of Directors of the Association shall have the power to mortgage The Properties, but the amount of all such mortgages, outstanding at any time, shall not exceed fifty (50) thousand dollars. Authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds (2/3) of the members of the Association who are voting in person at a meeting duly called for this purpose written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

### **Section 4**

The quorum required for any action governed by Sections 2 and 3 shall be as follows: At a meeting duly called as provided therein the presence of members entitled to cast fifty-one (51) percent of all of the votes of the Association, shall constitute a quorum.

## **Article VII the Board of Directors**

### **Section 1**

The affairs of the Corporation shall be managed by a Board of Directors representing Sections A, B, C, D, E, G, H, and one (1) At Large Director, in such proportion that at all times each section should have one (1) Board representative for each seventy-five (75) campsites, Those sections containing an additional seventy-five (75) campsites shall have one representative as follows:

A Section	2 Directors
B Section	1 Director
C Section	1 Director
D Section	2 Directors
E Section	2 Directors
G Section	1 Director
H Section	1 Director
At Large	1 Director

### **Section 2**

In the event there may be any mortgages on The Properties, The Nominating Committee shall seek suggestions from all corporate mortgage lenders who may hold mortgages on The Properties and so shall exercise its discretion in the matters of nominations, that there shall be at all times, at least one (1) member of the Board of Directors who represents the interest of such mortgage lenders, if so desired.

### **Section 3**

The members of each section shall elect the representative of that section from those names submitted by 'the Nominating Committee or by write-in votes. The At Large representative shall be elected by the total membership.

## **Section 4**

Term of office for Board members shall be three (3) years. Except the At Large Director shall be one (1) year. Director's terms of office shall begin the second Saturday of September.

(a) For one time only for elections of September 2005, one E Section representative shall serve a two (2) year term, which will revert to a three (3) year term beginning September 2007.

## **Article VIII Election of Directors; Nominating Committee; Election Committee**

### **Section 1**

Election to the Board of Directors shall be written ballot as hereinafter provided. At such election, the members may cast one (1) vote in respect of each vacancy. The persons receiving the largest number of votes shall be elected. However there shall be no more than two (2) votes per lease.

### **Section 2**

Nominations for elections to the board of Directors shall be verified, and accepted by the Nominating Committee which shall be one of the Standing Committees of the Association.

### **Section 3**

The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting.

### **Section 4**

Nominations for election to the Board of Directors shall require any interested candidate to provide to the Corporate Office in care of the Secretary, a petition bearing the signatures of eight (8) percent of the voting members of the section maximum of two (2) signatures per lease. Except the At Large candidate shall provide to the Corporate Office in care of the Secretary, a petition bearing the signatures of twelve (12) voting members from four (4) sections, a total of forty-eight (48) signatures, maximum of two (2) signatures per lease: Petitions may be obtained from the Corporate Office during normal hours on the second Saturday of July and must be returned to the Corporate Office during normal hours by the second Saturday of August.

### **Section 5**

All election to the Board of Directors shall be made on a written ballot which shall:

(a) Describe the vacancies to be filled

(b) Indicate the names of those nominees which have been verified and accepted by the Nominating Committee for such vacancies

(c) Contain a space for write-in vote by the members for each section

Absentee ballots may be obtained ten (10) days prior to the Annual Election Day at the Corporate Office during normal hours or mailed to the member's address upon written request.

### **Section 6**

Absentee ballots may be acquired by any voting member who may not be present to cast their vote on Election Day by going to the office and signing an absentee ballots list or by written request submitted to the Secretary of the Board of Directors who shall then mail the ballot to the qualified voting member. Upon completion, the voting member shall return the ballot in a

sealed envelope to the Secretary of the Board of Directors. The mailing address is: Moraine Camplands Association, 281 Staff Road, Slippery Rock, PA 16057. The return envelope shall also indicate the member's name, lot number, and number of ballots inside, maximum of two (2) ballots per envelope. Upon receipt of the absentee ballot, the Secretary shall place the ballots in a locked safe until Election Day. On Election Day, after determining that the returned ballots are dues paid, voting members, all writing on the return envelope shall be voided and the envelope containing the ballots shall be deposited in the Ballot Box at the Polling Place by the Secretary of the Board of the Directors being witnessed by the Election: committee. Absentee ballots must be received at the Corporate Office during normal business hours by the Saturday before Annual Election Day.

### **Section 7**

The Annual Election Day shall be the Sunday of Labor Day weekend. Ballots shall be cast by voting members between twelve (12) P.M. and three (3) P.M. at the Main Pavilion. Voting members must be current on all dues and assessments of the Annual Regular Meeting. Voting will be conducted in such a manner that the vote of any member shall not be disclosed to anyone, including the election Committee.

### **Section 8**

Ballots shall be counted immediately following the election by the Election Committee and witnessed by the Corporate Secretary. Ballots shall be placed in a safe place and shall be destroyed thirty (30) days hence. Counting of the ballots may be witnessed by any member in good standing.

## **Article IX Board of Directors**

### **Section 1**

The Board of Directors shall have the power to (a) appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation and require such things of them such security or fidelity bond as it may deem appropriate. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever; (b) establish, levy, assess, and collect assessments or charges referred to in Article III, Section 2; (c) exercise for the Association all powers, duties, and authorities vested in or delegated to this Association, except those reserved to the membership of the Association. In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board shall by action taken at the meeting during which said third absence occurs, declare the office of said Director to be vacant.

### **Section 2**

The Board of Directors shall, in the event any vacancy or vacancies may occur or exist, appoint a Director from the section(s) vacated to serve on the Board until the next Annual Election Day. The Director elected on said next Annual Election Day shall serve the remainder of the term of the vacancy. The appointed director shall have the same authority and rights as any elected Board member.

### **Section 3**

It shall be the duties of the Board of Directors: (a) to cause to be kept, a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting of the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership as provided in Article VIII, Section 2; (b) to fix the amount of the assessments and charges against each lease/lot at least thirty (30) days prior to April 1 of each year, and to prepare a roster of properties, assessments, and charges applicable thereto, which shall be available for inspection by any member during normal office hours, and send written notice of each assessment and/or charge to every lessee subject thereto.

### **Section 4**

Any agent or employee of the Association terminated for due cause by a majority vote of the Board of Directors, shall not be employed by any present or future Board of Directors.

### **Section 5**

Contracts granted for employment by the Board of Directors shall not exceed one (1) year, with an option for one (1) additional year. Contracts granted for services other



than employment shall not exceed two (2) years. All contracts must be reviewed at least sixty (60) days prior to the expiration date of the said contracts.

### **Section 6**

Any Board Member may be removed from office without assigning any cause by the members of his/her section. A petition of signatures representing two-thirds (2/3) of the voting members of a section for the removal of the Board Member representing that section, shall obligate the members of that section under Article XIII, Section 2, for the purpose of removal from office of said Board Member. The Board Member in question shall be given an opportunity at the special meeting to defend the alleged allegations for his/her removal, and the act of the petitioners shall be given the opportunity to warrant their actions for removal of said Board Member prior to the vote. In the event the Board Member is removed from office, the vacancy will be filled in accordance with Article IX, Section 2 of the Bylaws, with the inclusion that the appointee to the board be selected from a list of nominees presented at the special meeting.

## **Article X Meeting of the Board of Directors**

### **Section 1**

A regular meeting of the Board of Directors shall be held the first Saturday of each month at ten (10) o'clock AM provided that the Board of Directors may, by resolution, change the day and hour of such meeting.

### **Section 2**

Special Meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors after not less than three (3) days' notice to each Director.

### **Section 3**

Any regular or special meeting of the Board of Directors shall be conducted on Association property.

### **Section 4**

The majority of the Board of Directors shall constitute a quorum thereof.

### **Section 5**

All Board Meetings of the Association may be attended by any member in good standing.

## **Article XI Officers**

### **Section 1**

The officers shall be a President, a Vice president, a Secretary, and a Treasurer. All officers shall be members of the Association which have been duly elected to the Board of Directors.

### **Section 2**

The officers shall be elected by a majority vote of the Directors.

### **Section 3**

All officers shall hold office at the pleasure of the Board of Directors.

### **Section 4**

The President shall be Chief Executive Officer of the corporation; he shall preside at all meetings of the members and Directors shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are executed. The President shall execute bonds, mortgages, and other contracts requiring a Corporate Seal, except where required by law to be otherwise signed and executed. The President or his Designees shall be the only person(s) empowered to seek legal counsel for any Association business.

### **Section 5**

The Vice President shall in the absence or disability of the President, perform the duties and exercise the power of the President, and shall perform such other duties as the Board of Directors may prescribe or the President may delegate to him/her.

### **Section 6**

The Secretary shall attend all sessions of the Board of Directors and all meetings of membership and record all votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose and shall perform like duties for the Executive Committee and other committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the Corporate Seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the signature of the Secretary or the Treasurer.

## **Section 7**

The Treasurer shall have the custody of the Corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and the Treasurer or his/her Delegate, which has been appointed by the Board of Directors, shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, provided however that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall render to the President and the Directors, at regular and special meetings of the Board, an account of all his/her transactions as Treasurer and of the condition of the corporation. The Treasurer shall cause an annual audit of the Association's financial records to be made by a Certified Public Accountant at the completion of each fiscal year. The Treasurer shall cause an annual budget to be prepared. The Annual Budget shall be presented to the membership at the Annual Informational Meeting in May of each year and the Annual Audit Statement shall be presented to the membership at the Annual Regular Meeting,

## **Section 8**

There shall be no "Ex Officio" members of the Board of Directors.

## **Article XII Committees**

### **Section 1**

The Standing Committees of the Association shall be:

The Nominations and Elections Committee  
The Social Committee  
The Maintenance Committee  
The Architectural Committee  
The Publicity Committee  
The Audit Committee  
The Budget Committee  
The Sales and Promotion Committee  
The Bylaws and Rules and Regulations Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two (2) or more members and shall include a member of the Board of Directors. The President shall appoint a Board member to each committee. All committee members shall serve from the close of the Annual Election Day until the close of the Annual Election Day of the following year. The President may appoint such other committees as he/she deems necessary, The Board of Directors shall approve all appointments of

committee members. The election of the committee officers shall be conducted at the first meeting of the committee.

## **Section 2**

The Nominations and Elections Committee shall have the duties as prescribed in Articles VII and VIII.

## **Section 3**

The Social Committee shall inform the Board of Directors on all matters pertaining to the social programs and other activities of the committee.

## **Section 4**

The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair and/or improvement of the Common Properties and Facilities of the Association.

## **Section 5**

The Architectural Committee shall approve applications for architectural and building proposals and report any violations of such to the Board of Directors.

## **Section 6**

The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association.

## **Section 7**

The Audit Committee shall perform a quarterly audit of the Association's books and prepare the annual budget and oversee the annual audit statement which shall be presented to the membership as prescribed in Article XI, Section 7.

## **Section 8**

The Budget Committee shall establish a budget which shall specify amounts and purposes for which campground monies shall not be reallocated for any other purpose without a majority vote of the Board of Directors.

## **Section 9**

The Sales and Promotion Committee shall operate under the supervision of the Board of Directors.

## **Section 10**

The By-Laws, Rules and Regulations Committee shall review the By-Laws and the Rules and Regulations annually and submit any proposed changes as prescribed in

Article XIII Section 4 and Article XVI Section 1. Each section shall have the right of representation on the By-Laws, Rules and Regulations Committee.

### **Section 11**

It shall be the duty of each committee to review the complaints from members on any matter involving Association functions, duties and activities within its scope of responsibility. It shall dispose of such complaints as it deems appropriate or refer them, to the President of the Association as is further concerned with the matter presented.

### **Section 12**

Each committee shall determine its size and the rules under which it operates, providing the size and rules do not conflict with existing Campground Bylaws and Rules and Regulations.

## **Article XIII Meeting of the Members**

### **Section 1**

An Informational Meeting of the members shall be held the first Sunday of May each year at two (2) o'clock P.M. The Annual Meeting of the members shall be held on the second Sunday of July each year at two (2) o'clock P.M. Only members may attend the meetings.

### **Section 2**

Special Meetings of the members, for any purpose, may be called at any time by the President, the Vice President, the Secretary, the Treasurer, or by any two (2) or more members of the Board of Directors, or by written request of members who have the right to vote one-fourth (1/4) of all votes of the entire membership.

### **Section 3**

Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage, thereon fully prepaid to the address appearing on the Books of the Corporation. Each member shall register his address with the Secretary, and the notices of the meetings shall be mailed to him/her at her such address. Notice of any Regular or Special Meeting shall be mailed at least six (6) days in advance of the meeting and shall indicate the purpose and nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

### **Section 4**

Written notice of any proposed amendment shall be indicated in detail and shall be given to each member at least six (6) days prior to the meeting.

## **Section 5**

The presence at the meeting of members entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation shall require a quorum as therein provided.

## **Article XIV Books and Papers**

### **Section 1**

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. All corporate records and copies of records shall not be removed from the Corporate Office.

### **Section 2**

Members requesting to inspect records of the Association shall sign a log book provided by the office, indicating date, name, lot number, and the record to be inspected. Each inspection shall be validated by office personnel.

### **Section 3**

Upon five (5) days' notice to the Secretary, each record inspected, shall be reviewed or copied in the presence of the Secretary or his/her designee. All copies may be obtained at a reasonable cost established by the Board of directors.

## **Article XV Corporate Seal**

### **Section 1**

The Association shall have a seal in circular form having within its circumference the words: Moraine Camplands Association Corporation not For Profit commonwealth of Pennsylvania 1972

## **Article XVI Amendments**

### **Section 1**

These Bylaws may be amended at a regular or special meeting of the members, following the procedures hereinafter set forth:

(a) The Bylaws reviewed by the Bylaws Committee will be submitted to the membership at the July annual meeting pursuant to Article XIII Section 1 for discussion. The proposed changes will be presented to those in attendance. Following the July annual meeting the proposed changes shall be posted at the A Frame and corporate office for the members review.

(b) The proposed changes/amendments to the Bylaws and the current Bylaws that are being changed shall be provided as two (2) ballots, with a return envelope to use to

return the ballot with the ballot mailed to the member's address of record on the Moraine Camplands Association corporate office membership list. Ballots must be returned to the envelope provided and in the time frame provided or the ballot will be voided.

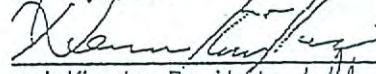
(c) The ballot must be returned in the envelope provided with a postmark no later than July 30 of the year in question or returned in person to the corporate office with signed notation evidencing the same no later than July 30 of the year in question. No further ballots will be accepted after close of business the second Friday of August of the year in question. Ballots will be counted by the By-Laws and Rules and Regulations Committee on the second Saturday of August, witnessed by the Secretary of the Board of Directors and observed by the membership.

(d) To establish a quorum there must be fifty one percent (51%) of the total voting membership ballots received by the date in question. If a quorum is established the proposed amendment to the By-Laws shall be approved by the majority vote of the valid ballots returned by the return date herein set forth.

## Section 2

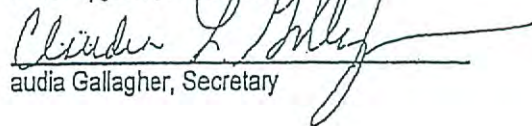
In the event of any conflict between Articles of Incorporation and the By-Laws the Articles of Incorporation shall prevail.

Dated July 31, 2005



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Dennis Kingston, President



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Claudia Gallagher, Secretary