

Mt. Kemble Lake Association, Inc.

By-Laws

Revised March 1995

Printed July 02

**INDEX..... PA
GE**

Article I - Name

Article II - Nature of the Community

Article III - Purpose of the Association

Article IV - Organization

Article V - Membership

Article VI - Dues and Assessments

Article VII - Collection of Dues and Assessments.

Article VIII - Suspension of Membership

Article IX - Use of Monies

Article X - Meetings

Article XI - Election of Board of Trustees

Article XII - Officers of the Board

Article XIII - Meetings of the Board

Article XIV - Use of Association Property

Article XV - Seal

Article XVI - Notice of Meetings

Article XVII - Amendments

Article XVIII - Indemnification of Officers

Article I - Name

The Association shall be known as the “Mt. Kemble Lake Association, Inc.”

Article II - Nature of the Community

Mt. Kemble Lake is a unique residential community that is organized and operated to support the interests and concerns of its Members and other residents through shared social, recreational and living resources. The collective efforts of Members are the means by which the resources of the community are developed, maintained, enjoyed and conserved. The membership of Mt. Kemble Lake is strongly committed to the principle of community action through individual participation in community affairs for the good of all who live at the Lake.

At the same time, it is the desire and intent of the membership of Mt. Kemble Lake to fully and completely respect the privacy and inherent rights of the individual, including those of property ownership and participation in community activities, without discrimination. These rights of the individual, coupled with the opportunity for individual participation in community affairs, make Mt. Kemble Lake a most desirable place in which to live.

Article III - Purpose of the Association

The purpose of the Association, through its elected officials, is to enhance the community through the development, use, regulation and conservation of community property for Association Members. The Association shall have responsibility to administer and govern community activities. The following functions are inherent in this responsibility:

- **Community Property**
 - Seek enhancement of its use.
 - Provide for maintenance and care.
 - Adopt rules and regulations for its use and enforce those rules equitably and diligently. Establish appropriate sanctions for non-compliance.
 - Equip and update the clubhouse and other community property to meet the priorities of its Members.

- **Community Activities**
 - Identify and conduct such activities as may be of interest to its Members.
 - Provide leadership on joint issues with other Mt. Kemble Lake community organizations to assure a coordinated approach toward the use of resources.
 - Establish and maintain communication channels to inform the membership about Association and community actions.

The term “*community property*” shall include all properties used in common by the community, with the exception of the dam and the properties of the Water Company which are owned and maintained by the Lakeshore Company.

Article IV - Organization

Section 1. Purpose - The activities of the Association are governed by an elected Board of Trustees (Board) as provided in Article XI. Many of these activities are accomplished through the use of standing committees and subcommittees of the Association. These committees are an important means for ensuring that specific responsibilities of interest and priority to Association Members are discharged. The concept of committees is based on the following objectives:

- Broaden the base of involvement in community activities.
- Ensure that important areas of community function are given the necessary effort.
- Provide leadership continuity for achieving important objectives.

Section 2. Committees - All committees with respect to their operations, expenditures and policies shall be responsible to the Board. Except as otherwise provided below, Committee Chairpersons will be selected by vote of the Board and must be Members of the Board. Committee members shall be selected by the Chairpersons of the respective committees, subject to the approval of the Board and shall serve for two years.

From time to time, the Board may elect to establish committees, pro tem, for special purposes. These committees are not standing committees and members serve only at the pleasure of the Board.

All committees shall report on their activities at the annual meeting of the Association.

A. Beaches and Docks

The Beaches and Docks Committee shall consist of a Board member as Chairperson, and two additional Association Members. It shall have responsibility for:

1. Studying, testing and treating the waters of Mt. Kemble Lake to keep them viable for recreational purposes.
2. Maintaining the docks, beaches, floats and other lake related community property of the Association.
3. Initiating planned lake lowerings authorized by the Board and coordinated with the Lakeshore Company.
4. Overseeing fish stocking authorized by the Membership.
5. Overseeing dredging activities approved by the Board.

6. Contracting for and supervising services related to these responsibilities.

B. Grounds

The Grounds Committee shall consist of a Board member as Chairperson and two Association Members. It shall have responsibility for:

1. Developing and maintaining the common use areas of the community, such as, but not limited to, the tennis court, playground and grass areas.
2. Maintaining the open areas of the community by planting, trimming and clearing.
3. Maintaining sight clearances on community property at road intersections.
4. Contracting for and supervising services related to these responsibilities.

C. House Maintenance

The House Maintenance Committee shall consist of a Board member as Chairperson and two Association Members. It shall have responsibility for:

1. Maintaining the exterior and interior structure and physical plant of the Clubhouse.
2. Contracting for and supervising services related to these responsibilities.

D. Clubhouse

The Clubhouse Committee shall consist of a Board member as Chairperson, a Member of the Country Club Board and four additional Association Members. No more than two Members are to be rotated from the committee in any one year except in the event of resignations. The committee shall have responsibility for:

1. The decor and general condition of the Clubhouse. It shall solicit suggestions from the Membership regarding these responsibilities.
2. Ensuring the cleanliness of the facilities after they have been used as well as stocking regular supplies to support social and other special events.
3. Making specific recommendations to the Board regarding significant changes to the decor of the exterior and/or interior of the building, including furniture and fixtures.

In order to provide a dedicated fund for improvements to the decor and furnishings of the Clubhouse, excess funds from Country Club social events will be earmarked for the use of this committee. These funds along with any other funds specifically designated for the decor of the Clubhouse are to be expended by this committee, with the approval of the Board, exclusively to enhance the equipping and use of the Clubhouse. Special approval by the Board for additional funds would be necessary in the event of a shortage of funds during the fiscal year. The Clubhouse Committee will be responsible for the implementation of approved recommendations. In the event of a substantial emergency affecting the entire community, the Board, by majority vote, may elect to use available designated funds in support of that emergency.

E. Roads

The Roads Committee shall consist of a Board member as Chairperson and two Association Members. It shall have responsibility for the maintenance and repair of all community roads to include:

1. Snow plowing and leaf clearing.
2. Maintenance of the firelanes.
3. Repair and periodic resealing of the roads.
4. Periodic road closure to protect private property status.
5. Cleaning and clearing of road drains and culverts.
6. Installing and maintaining road signage.
7. Summer and special event road patrols.

8. Contracting for and supervising services related to these responsibilities.

F. Planning

The Planning Committee shall consist of representatives of the three community boards and three additional Association Members. Annually, the committee shall elect a Chairperson from its members. No more than two Members are to be rotated off of the committee in any one year except in the event of resignations. The committee shall have the responsibility of formulating long range plans for the improvement and/or expansion of the facilities and programs of the Association, consistent with the interests and priorities of the Association Members. In formulating these plans, the committee shall systematically solicit input from Association Members. The committee shall devise a master plan, which it may revise from time to time, along with a tentative schedule for the attainment of objectives set forth in the master plan.

G. Community Affairs

The Community Affairs Committee is to be the communications link from the Board to the community. It shall assist new residents of the community in understanding the structure of the community and encourage participation in its operation and activities. The Community Affairs Committee shall consist of a Board member as Chairperson and two Association Members.

Specific responsibilities of the committee include:

1. New Member orientation.
 - a. distribution of the most current By-Laws of each community organization.
 - b. distribution of the most current regulations of the Association.

- c. inviting new Members/residents to an orientation meeting, to include representatives from each of the three community boards, within six months of moving to the Lake.
 - d. explanation of the structure and operation of community organizations and activities, e.g. clean-ups, social events.
 - e. invite/escort to a community social function.
 - f. liaison for questions.
2. Member communications.
- a. community newsletter.
 - b. special event notification.
 - c. communication lists, e.g., phone, emergency.

Article V - Membership

Section 1. Membership - Owners of real property located within the Mt. Kemble Lake Community who are also owners of stock in the Lakeshore Company are automatically Members of the Association. The spouse of a Member is also a Member. Membership is limited to no more than two Members per property. Any Member who places real property in trust shall retain the voting rights for that property. Individuals who are owners of undeveloped property are Inactive Members.

Section 2. Privileges - Members and Inactive Members in good standing, i.e., who are not suspended, shall be entitled to use all of the community facilities, and to delegate those privileges to others in accordance with the following:

- A. On an annual basis the Board shall issue badges to Members in good standing and whose dues payments are current, which permit use of the community facilities. The Board shall establish a uniform number of badges to be issued. Badges must be worn or carried by all persons when using community recreational facilities and must be displayed upon request.

- B. A Member who provides badges to other persons to permit them to use the community facilities shall be responsible for the conduct and activities of those persons.
- C. All persons shall abide by all applicable Rules and Regulations when using community facilities.
- D. ,Inactive Members may be granted such privileges as the Board deems appropriate, to use community facilities on petitioning the board (for badges).
- E. In cases of financial hardship, the Board may, at its discretion, grant full Member rights to a resident owner of real property whose dues are not current.

Section 3. Voting Rights - Members in good standing for each real property shall have the right to attend and vote at meetings of the Association, and to hold office on the Board of the Association.

Section 4. Termination of Privileges - The rights and privileges of a Member or Inactive Member terminate upon the sale or transfer of title to the real property.

Article VI - Dues and Assessments

Section 1. Levying - In order to maintain and enhance the roads, recreational facilities and other community-owned property, and to further the purposes of the Association, dues and assessments may be levied upon the owners of real property.

Section 2. Payment - Dues and assessments shall be computed on the lots of real property within the Mt. Kemble Lake Community, as designated on the current tax maps of Harding Township, according to the following:

- A. Payment of the full amount of dues and assessments is the responsibility of the owner of real property and must be paid for each lot, subject to the exceptions in subsections B, C and D below.

- B. Owners of undeveloped lots, i.e., lots without a residence, shall pay fifty-percent (50%) of the amount of dues and assessments for each undeveloped lot.
- C. No dues or assessments shall be paid on any lots which are owned by the Lakeshore Company.
- D. Any Member who qualifies for and receives a deduction on Harding Township real estate taxes because of age, income or disability, will be entitled to a deduction on the Associations' dues and/or assessments on making a written request to the Treasurer, in an amount to be established periodically by the Board.

Section 3. Adoption - Annual dues in effect on the date of adoption of these By-Laws shall remain in effect from year to year until such time as the amount of annual dues is changed by a vote of two-thirds of the Members present in person or by proxy at an annual meeting or Special Meeting of the Association. One-time assessments must be approved by the same voting procedures.

Article VII - Collection of Dues and Assessments.

Section 1. Notice - Notice of dues shall be distributed by the Treasurer, at least 30 days in advance of the due date, and dues shall be paid by April 1 and October 1 of each year (in proportions to be determined by the Board). Assessments shall be paid by such date as shall be specified when the assessment is approved at an Annual or Special Meeting of the Association.

Section 2. Payment - The Board shall take such steps as are necessary for the collection of all dues and assessments. Dues and assessments shall be paid to the Treasurer, who shall maintain records of the receipt and use of all such funds. Any Member shall be entitled to review those records on reasonable notice to the Treasurer.

Section 3. Delinquency - Dues and assessments are delinquent if not paid by the dates set forth in Section 1 above. Delinquent dues shall be subject to an interest charge equivalent to the maximum permitted by law but not to exceed 18%, which will accrue on the unpaid amount from the original due date. The Board may waive such interest at its discretion in a hardship case, upon request from the Member in question.

All delinquent dues, assessments and interest must be paid in full upon the sale or transfer of title to the real property. When a Member or Inactive Member's dues, interests and assessments are delinquent in an amount equal to the total of three consecutive semiannual installments of dues, the Board may take such action as necessary to impose a lien, to the full extent permitted by law, for the amount of all such delinquent dues and assessments, and accrued interest. Non-payment of dues may result in suspension of membership (Article VIII).

Article VIII - Suspension of Membership

Section 1. Procedure - The Board, at its discretion, may suspend from membership any Member or Inactive Member for violation of the Association Regulations, for delinquent dues/assessments or for other misconduct detrimental to the welfare of the community. Proceedings for such suspension shall be as follows:

- A. Following submission of a written complaint by any Member to the Board, or upon the Board's own motion, the Board shall inform the Member or Inactive Member in question in writing of the complaint or motion, furnishing a copy thereof, and shall give that person at least ten (10) days notice to appear before the Board to respond to the charges.
- B. Any decision to suspend membership by the Board shall be in writing, submitted to the Member or Inactive Member in question.
- C. The Board may reinstate membership at any time at its discretion, when the charges have been corrected; however, the

suspended person may at any time require the Board to call a Special Meeting of the Association for the purpose of hearing a request for reinstatement of membership. A decision to reinstate shall require a two-thirds vote of the Members present in person or by proxies.

Section 2. Suspension of Privileges - All privileges of membership shall be terminated during the period of any suspension of membership and the badges of the suspended owner shall be turned in to the Board during the period of suspension.

Section 3. Dues and Assessments - Any suspension of membership does not affect a Member's or Inactive Member's obligation to pay all dues and assessments.

Article IX - Use of Monies

Section 1. Use of Funds - All funds collected or received shall be used only to further the purposes of the Association and for the benefit of its Members. No Board member shall receive any salary or remuneration for service as a Board member.

Section 2. Expenditures - Capital improvement project expenses over \$5,000 in aggregate, other than for emergency maintenance, repair or replacement, must be approved by a majority vote of all the Members present in person or by proxy at an Annual or Special Meeting of the Association. All other expenditures shall be at the discretion of the Board.

Article X - Meetings

Section 1. Annual Meeting - The annual meeting of the Association shall be held on the second Saturday in March of each year at 8:00 p.m. except that the Board may elect to hold the annual meeting on an

alternate Saturday in March provided that all Members are notified in writing 30 days in advance of the regular meeting date. The meeting may be adjourned by a majority of those present. Only Members in good standing shall be present unless specially invited by the Board or the President. Only a Member in good standing may hold or exercise a proxy.

Section 2. Order of Business - At such meeting the order of business shall be:

- a. Minutes of previous annual meeting.
- b. Reports of Officers and Board of Trustees.
- c. Annual election of Trustees and announcement of results.
- d. New Business.

Section 3. Quorum - If no quorum be present at the annual meeting, the presiding officer shall adjourn such meeting for one week, and from week to week until a quorum be present. A quorum shall consist of a majority or more of the Active membership or proxies duly provided for. A quorum must be present to conduct business of the Association.

Section 4. Special Meetings - A special meeting of the Association may be called by the Board or on request of the President or whenever Members of the Association entitled to vote, in good standing, shall make a written request to the President of the Board of Trustees for the same, specifying the object of the meeting. No person not a Member shall be present at a meeting thereof unless specially invited by the Board.

Section 5. Location - All meetings of the Association shall be held at the Clubhouse, and shall be conducted according to Roberts Rules of Order, except as otherwise provided in these By-Laws.

Article XI - Election of Board of Trustees

Section 1. The Board - The Board of the Association shall consist of nine (9) elected members and two (2) ex officio members. After each election at the annual meeting, the elected candidates shall serve for a term of two years.

Section 2. Nominating Committee - One month prior to the annual meeting, the Board shall appoint a nominating committee of five Association Members (none currently on the Board) who shall meet within ten days and nominate six or more candidates to fill the four or five vacancies that will exist at the end of each year, and they shall report their selection to all of the Members at least ten days before the Annual Meeting.

Section 3. Election - The election of candidates on this slate shall be held at the annual meeting of the Mt. Kemble Lake Association. To be valid, each ballot must vote the full number of offices to be filled.

Section 4. Ex officio members - The President of the Lakeshore Company and the Chair of the Country Club Board shall be non-voting ex officio members of the Board and may attend any regular meetings of the Board.

Section 5. Meetings - The Board may meet at any place it sees fit, but unless otherwise provided, the meeting shall be at the Clubhouse. Special meetings of the Board may be called by the President or by any two Trustees on five days notice.

Section 6. Vacancies - Should an elected member of the Board of Trustees die, resign or otherwise be unable to fulfill his/her duties before his/her two-year term expires, the President with approval of the remaining Board members may appoint a successor to serve on the Board until the next Annual Meeting, at which time a successor must be elected to serve for the unexpired term.

Article XII - Officers of the Board

Section 1. Officers of the Association - The Officers of the Association shall be President, Secretary and Treasurer, each of whom shall be an Association Member in good standing (Article V). Officers shall be elected by the Board from among its members at their first meeting following the Annual Meeting. The tenure of Officers shall be for one year until their successors are elected and shall qualify.

Section 2. The President - The President shall preside at all meetings of the Association and the Board and enforce all laws and regulations of the Association.

The President shall, with one other Officer, sign all written contracts and written obligations of the Association.

The President shall conduct the election of the standing committee Chairpersons and with the consent of the Board, the appointment of ad hoc committees as shall be deemed necessary.

Section 3 . President Pro Tem - In the absence or incapacity of the President, the Treasurer shall perform his/her duties. In the absence of both, the Board, by majority vote, may elect a President pro tem from the Board.

Section 4. Secretary - The Secretary shall keep the minutes and other official reports of the Association and shall perform such duties as the Board may assign.

Section 5. Treasurer - The Treasurer shall perform the duties prescribed by Article VII and make financial reports as directed by the Board.

Section 6. Disbursements - All disbursements shall be made by the checks of the Association and shall be signed by any two officers of the Association authorized by the Board.

Section 7. Adoption of Rules and Regulations - The Board shall adopt Rules and Regulations for the Association which govern the obligations and responsibilities of all Members, Inactive Members, residents and guests with respect to community property and community activities.

Article XIII - Meetings of the Board

The Board shall hold a minimum of ten meetings each year at the Clubhouse or other location of their choice at a time determined by them. A quorum of the Board is required to conduct business.

Article XIV - Use of Association Property

Section 1. General - The property of the Association shall be held in the name of the Association. Any conveyance of property shall be in the name of the Association by the President and attested by the Secretary, or in the absence of these officers by those delegated to perform their duties as hereinbefore provided. No conveyance of property of the Association shall be made except upon resolution passed by at least a two-thirds vote of all the Active members of the Association.

Section 2. Use by Groups - Clubs and other groups wishing to rent the facilities of Mt. Kemble Lake Association must obtain approval of the Board. Groups must meet the following qualifications to be considered:

- a. The club or group must be permanently constituted having a formal structure, with officers or leaders, and must hold regular meetings.
- b. The club or group which will use the facility must consist entirely or predominantly of Mt. Kemble Lake Association Members.

- c. The nature and purpose of the group must be consistent with the Mt. Kemble Lake Association's social, recreational and educational objectives as cited in these By-Laws.
- d. Rental shall be on an annual basis only in an amount to be determined by the Board.

Section 3. Use by Individuals

- A. The objective of this section shall be to permit use of Association facilities by Members, residents, and their families, consistent with safety and the conservation of those resources.
- B. Only a Member may rent Association facilities. Members wishing to rent the facility must submit a petition and obtain the prior written approval of the Board. The petition must include such information as the Board requires.
- C. Approval of any use shall be conditioned at least upon the following:
 - 1. Whether the event is likely to pose any undue safety or security hazards, or interfere with the rights of other Members of the community.
 - 2. Receipt of adequate evidence of insurance covering damage, destruction and liability, which may result from the use requested.
 - 3. The fact that the event is hosted by a Member of the community who shall be in attendance at the event and who agrees to indemnify against any losses, damage, maintenance, destruction or liability resulting directly or indirectly from the event.
 - 4. Payment of the rental fee and receipt of such security, including a security deposit and the posting of such additional bonds or security, as the Board may deem reasonably appropriate. Security deposits and release of bonds or other security shall be made only after inspection of the premises and deduction from such security for any damage, potential liability or unreasonable wear and tear resulting from the rental.

5. Such other conditions as the Board deems reasonable.
- D. In the event of an initial denial, the petitioning Member may request a meeting with the Board to discuss the reasons for such denial and to request reconsideration of that decision. Such request shall precede any appeal permitted by Section 5 of this Article.
- E. The Board shall determine minimum fees, security deposits and additional fees based on usage and shall publish same in the community newsletter.

Section 4. Permitted uses of the Clubhouse

- A. Only a Member may rent the Clubhouse and shall then be responsible for its safe use. Permitted uses of the Clubhouse for Members, residents and immediate family of Members shall include:
 1. Weddings.
 2. Wedding receptions.
 3. Birthday parties under 13 and over age 21 only.
 4. Memorial services.
 5. Elementary school graduations.
 6. College or post-college graduations over age 25 only.
 7. Wedding anniversary parties.
 8. Showers.
 9. Special events (e.g., retirement, promotion), including events to honor former Members.
- B. Permitted uses of the Clubhouse for non-resident extended family shall include major adult events which may include:
 1. Weddings.
 2. Wedding receptions.
 3. Memorial services.
 4. Major birthday parties over age 21.
 5. Major wedding anniversary parties.
- C. Definitions
 1. "*Immediate family*" shall be defined to be limited to parents, siblings and children of a Member.

2. "*Extended family*" shall be defined to include aunts, uncles, grandchildren and grandparents of a Member.
 3. "*Resident*" shall be defined as an individual, other than a Member, who maintains his or her legal residence within the Community and who actually resides within the community for a minimum of forty weeks per year.
- D. The Board shall give first priority to events of the Association, the Country Club and the Lakeshore Company, and then to events honoring a Member, then to events honoring an immediate family member, and only then to events honoring a resident or extended family member.

Section 5. Appeals - The approval or denial of use of facilities by the Board may be appealed by a Member to the Association membership. Such appeal shall be made to the Board within ten (10) days of final approval or denial, following the Board's reconsideration of a petition. The Board shall, within ten (10) days of receipt of such notice, set a time and place for a Special Meeting of the Association. The Member appealing shall then provide written notice to each Member of the community that shall include a copy of the petition and a copy of any written decision by the Board denying approval, along with the date and time of the Special Meeting. The Membership, at a Special Meeting at which a quorum is present, in person or by proxy, may, upon a majority vote of those present, and in its sole discretion, uphold, reverse or modify such decision of the Board as it deems appropriate.

Article XV - Seal

The seal of the Corporation shall be circular in form and shall contain the name of the Corporation with the figure "1927" and words "Incorporated, New Jersey".

Article XVI - Notice of Meetings

Unless otherwise provided herein, ten (10) days notice, in writing, shall be given of all meetings by mail or direct delivery, as the Members' addresses appear on the books of the Association.

Article XVII - Amendments

Amendments to the By-Laws may be made at the Annual Meeting or at a Special Meeting called for the purpose, by two-thirds vote of all of the Members present (including proxies), provided that written notice of the proposed amendments shall be submitted to the Board prior to posting and distribution of the proposed amendments to Members. Notice of the proposed amendment shall be distributed in writing to all Members and posted in a conspicuous place at the Clubhouse at least ten days before the date of the meeting.

Article XVIII - Indemnification of Officers

The Association shall indemnify every officer and trustee to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act and to the full extent otherwise provided by law. Neither the amendment nor repeal of this provision shall eliminate or reduce the protection afforded by this provision to an officer or trustee in respect to any matter which occurred, arose or accrued prior to such amendment or repeal.

In furtherance of the provisions of this Article of the By-Laws, the Board shall cause the Association to maintain liability insurance when reasonably available, indemnifying the trustees and officers of the Association against liability for errors and omissions occurring in connection with the performance of their duties, with policy limits and

deductible amounts to be determined at the reasonable discretion of the Board. Deductible amounts shall be paid by the Association.

Select Committee for revisions

Bob Gray – Co-Chair

John Murray – Co-chair

Gail Allyn

Jane Dwyer

Bob Edgar

John Galdieri

Mike Hardy

Ray Jones

Steve Kern

Nancy Malone

Jean McCabe

Dave Molendyke

Board of Trustees at the time of the revisions

Phil Serpe – Chair

Gail Allyn

Guy Bowden

Betty d'Esterhazy

Joan Fitzhugh

Jack Hardy

Ken Heiden

George McClellan

Ken Swarouth