

PENN ESTATES PROPERTY OWNERS ASSOCIATION, INC.

RESOLUTION NO. 001 of 2020

WHEREAS, the Penn Estates Property Owners Association, Inc. (hereinafter "Association") is a nonprofit corporation organized and operating under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the Association has a nine (9) member Board of Directors responsible for "overall governance of the affairs of the Association" (Bylaws at Article IV, Section 1B); and

WHEREAS, in order to fulfill their responsibilities, Directors must have access to Association documents and information so as to make fully informed decisions; and

WHEREAS, Section 5512 of the Pennsylvania Nonprofit Corporation Law expressly addresses the Information rights of directors (see 15 Pa.C.S.A. §5512); and

WHEREAS, Section 5512 creates very broad Directors' informational rights but also creates certain safeguards for the corporation; and

WHEREAS, it is in the best interest of the Penn Estates planned community for the Association to adopt a policy implementing the provisions of Section 5512; and

THEREFORE, BE IT RESOLVED that the Association's Board of Directors hereby adopts the following policy in accordance with Section 5512:

1. Any seated Director may request to inspect and copy Association books, records and documents and to inspect, and receive information regarding, the assets, liabilities and operations of the Association.
2. Any such request must be in writing and submitted to the Community Manager.
3. Upon receipt of a request, the Community Manager shall immediately forward it to the entire Board via email.
4. The Directors shall have twenty-four (24) hours to raise an objection to the request via return email.
5. Objections may only be based upon a good faith belief that (1) the informational request is not "reasonably related to the performance of the duties

of the director", (2) the requester is "likely to use the information in a manner that would violate the duty of the director to the corporation" or (3) the Association will suffer "undue burden or expense" in fulfilling the request.

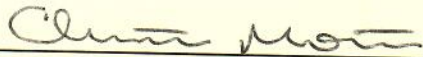
6. Any objection must include an explanation of the basis upon which it is being made.

7. If no timely objection is raised, the requestor shall be promptly notified by the Community Manager and the informational request shall be fulfilled.


8. If a timely objection is raised, the requestor shall be promptly notified by the Community Manager and the President shall seek to obtain a majority of the Board to call a Special Board Meeting in accordance with Article IV, Section 2J(1), to debate and resolve the informational request. If the President cannot obtain a majority of the Board to call a Special Board Meeting, the information request shall be debated and resolved at the next regular Board meeting. In the event that the President believes that the informational request qualifies as an emergency, he/she may seek approval for it without meeting in accordance with Article IV, Section 2J(2) of the Bylaws.

9. With respect to all Director information requests, the Community manager must notify the requestor whether an objection has been lodged within two (2) business days of the request.

Adopted by resolution of the Association's Directors on this 5 day of June, 2020.



Christine Morton, Secretary



Sandra Bonet, President

