

**BY – LAWS
OF
ARBORS HOMEOWNERS ASSOCIATION**

ARTICLE I

NAME AND LOCATION

The name of this corporation is ARBORS HOMEOWNERS ASSOCIATION, hereinafter called the “Association”. The principal office of the Association shall be located in Hampton Township, Allegheny County, Pennsylvania but meetings of members and directors may be held at such other places as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Unless the context clearly indicates otherwise, the words and phrases used herein have the same meaning as the identical words and phrases have in the Declaration of Covenants, Conditions and Restrictions, recorded with respect to the Planned Unit Development known as “Arbors”, located in Hampton Township, Allegheny County, Pennsylvania (hereinafter referred to as the “Declaration”).

ARTICLE III

MEMBERSHIP

The members shall consist of all the Unit Owners of the property. Membership shall be appurtenant to and may not be separated from ownership of any Unit. The Association shall have two classes of voting membership, Class A and Class B as more fully set forth in the Declaration.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the membership shall be held within one year after the first Lot or Unit in the development is sold. Thereafter, an annual meeting of the members shall be hold on the anniversary date, or within one week thereof, as set by the Board, in each succeeding year.

Section 2. Special Meetings. Special Meetings of the members may be called at any time by the President or the Board of Directors, or on written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by or at the direction of the Secretary. Such notice may be given by personal delivery, by publication, by email or other electronic means or by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member’s address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and time of the meeting and, in the case of a special

meeting, the purpose of the meeting. A written waiver of notice shall be deemed equivalent to the giving of notice. The attendance of a member in person or by proxy at the meeting shall constitute a waiver of notice by such member.

Section 4. Proxies. At all meetings of members each voting member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon sale by the member of his Lot or Unit.

Section 5. Quorum. The presence, either in person or by proxy, of the members entitled to cast ten percent (10%) of all the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If a quorum is not in attendance, those members who are present may adjourn the meeting to a new date or dates, without notice other than announcement at the meeting, until a quorum as above defined shall be present or represented. Unless a different vote is required by express provision of the Declaration, the Articles of Incorporation, or these By-Laws, each questions presented at a meeting shall be determined by a majority vote of those present.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by the Board of Directors. So long as there are Class B members in the Association, members need not be Owners of Units or Lots. Thereafter, Board members shall be either Unit owners or the spouse of a Unit owner. The number of directors shall be not less than three nor more than nine. The initial Board of Directors shall have 3 members and shall be appointed by the Developer. They shall hold office until their successors have been elected at the first annual meeting. At the first annual meeting and at each annual meeting thereafter, the Board of Directors shall be appointed or elected in the manner herein provided. The number of directors may be increased to the maximum set forth herein by the vote of a majority of the Unit owners present at any annual meeting.

Section 2. Term of Office. At the first annual meeting, the members shall elect one (1) of the directors for a term of three (3) years; one (1) of the Directors for a term of two (2) years; and one (1) for a term of one (1) year. At the expiration of the initial term of office of each respective Board member, his successor shall be elected to serve a term of three (3) years. Additional Directors shall be elected for a three (3) year term. The Board members shall hold office until their successors have been elected and qualified.

Section 3. Removal or Vacancy. A director may be removed from the Board, with or without cause, by majority vote of each class of members at any special meeting called for the purpose. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for his services as a Director. However, Directors may be reimbursed for any expenses incurred in the performance of their duties.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting.

Section 2. Nominating Committee. 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 membership to serve from the close of such annual meeting until the close of the next Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the voting members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the elected Board of Directors shall be held monthly, without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. The initial Board of Directors shall hold meetings as required at a time and place established by the President.

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

Section 3. Quorum. At all meetings of the Board of Directors, a majority of the Board members shall constitute a quorum for the transaction of business, and any action taken by the majority of those present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. They may also act if all directors are connected by conference telephone or other electronic means whereby all directors can hear each other at all times.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and Common Property, and the personal conduct of the members and their guests thereon, and to establish penalties for the infractions thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) Exercise for the Association all powers, duties, and authority vested in or delegated to Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties;
- (f) Open bank accounts and designate the signature required;
- (g) Collect assessments;
- (h) Enforce by legal means the provisions of the Declaration, these By-Laws and any rules and regulations and bring any proceeding which may be instituted on behalf of the Owners concerning the Association;
- (h) To borrow money for the purpose of the repair or restoration of the Common Area and Common Property.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) 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;

- (b) Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual Association Assessment against each Unit at least thirty (30) days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
 - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;
- (d) Procure and maintain insurance as provided in Article V of the Declaration;
- (e) Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;
- (f) Cause the Common Area and Common Property to be maintained;
- (g) Issue or cause an appropriate officer to issue, or demand, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made for the insurance of these certificates;
- (h) Carry out any other duties imposed by the Declaration or these By-Laws.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the membership.

Section 3. Term. The officers of the Association shall be elected annually by the Board, and each shall hold office for one (1) year unless they shall sooner resign, be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointments by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Compensation. The President and Vice-President shall not receive any compensation for their services, except reimbursement for out-of-pocket expenses. The Secretary and Treasurer may be compensated for their services if the Board of Directors determines that such compensation is appropriate.

Section 9. Duties. The duties of the officers are as follows:

- (a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all checks and promissory notes.
- (b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses; and shall perform such other duties as required by the Board.
- (d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual

audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the regular annual meeting.

ARTICLE X

COMMITTEES

The Association shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint such other committees as are deemed necessary.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual Association assessments, special assessments and specific assessments, all of which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and the Board shall enforce said assessments as set forth in the Declaration. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or Common Property or abandonment of his Unit.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Arbors Homeowners Association, and identification of the year and state of incorporation.

ARTICLE XIII

AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the membership, by vote of a majority of a quorum of members present in person or by proxy, except that any By-Laws affecting the rights or interests of the Developer shall not be amended or modified without the written consent of the Developer.

ARTICLE XIV

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.

Section 2. Books and Records. The Association shall keep records and books of accounts and minutes of meetings as well as a list or record of all members. The books and records shall be available at reasonable times for inspection by any member of the Association at the Association's principal office, and copies made available at a reasonable cost.

Section 3. Conflicts. In the case of any conflicts between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, WE, being all of the first Directors of the Arbors Homeowners Association, have adopted the foregoing By-Laws this _____ day of _____, 1983.

CERTIFICATION

I, the undersigned, hereby certify that:

1. I am the duly elected and acting Secretary of the Arbors Homeowners Association, a Pennsylvania corporation.

2. That the foregoing By-Laws are the original By-Laws of the Association, having been duly adopted at a meeting of the Board of Directors thereof held on _____, 1983.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation this _____ day of _____, 1983.

(SEAL)

