

By-Laws of Castle Creek Homeowners Association

An Official Governing Document of CCHA

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BY-LAWS

**BY-LAWS OF
CASTLE CREEK HOMEOWNERS ASSOCIATION**
A non-profit corporation

ARTICLE I. Name and Location

The name of the corporation is Castle Creek Homeowners Association, Inc., hereinafter referred to as the "Association", "Castle Creek Homeowners Association, Inc.", or "CCHA". The official address of the Castle Creek Homeowners Association, Inc. shall be P.O. Box 954, Seven Fields, Pennsylvania, 16046, located in Butler County, but meetings of members may be held at such places within Butler County or Allegheny County, Pennsylvania, as may be designated by the Board of Directors, and meetings of the Directors may be held at such places within the County of Butler, Commonwealth of Pennsylvania, as may be designated by the Board of Directors.

ARTICLE II. Definitions

"Association" and "CCHA" shall mean and refer to Castle Creek Homeowners Association, Inc., its successors and assigns.

"Declaration" shall mean and refer to the Declaration of Covenants, Easements, and Restrictions for Castle Creek Homeowners Association, Inc. as recorded at the Office of the Recorder of Deeds in Butler County, Pennsylvania, as it may be amended from time to time.

"Membership" shall mean and refer to all Unit Owners, both Class A Owners and Class B Owners. Membership shall be appurtenant to and may not be separated from the ownership of any Unit.

All terms and words used herein shall have the same definitions and meanings as set forth in the Castle Creek Homeowners Association Declaration.

ARTICLE III. Meeting of Members

Section 1 - Annual Meetings

Annual Meeting of the members shall be held on a day to be selected year-to-year by the majority vote of the Board of Directors in the month of November each year, at the hour of 7:00 o'clock, p.m.

Section 2 - Special Meetings

Special meetings of the members may be called as expressly provided for herein and otherwise at any time by the Board President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4th) of all the votes of the membership.

Section 3 - Notice of Meetings

Notice of each meeting, Annual and/or Special, of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by electronic e-mailing with read receipt to the last e-mail address provided by each member to the Association or by mailing a copy of such notice, postage prepaid, at least ten and not more than thirty (30) days before such meeting to each member entitled to vote, 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 hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4 - Quorum

The presence at the meeting of members entitled to cast, or of proxies entitled to cast not less than ten percent (10%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at shall

have power to reconvene the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5 - Proxies & Voting

At all meetings of members, each Class A and Class B member may vote in person or by proxy or by a written ballot sent to a representative of the board, provided that the owner and the proxy if applicable, are not delinquent in payment of Association assessments. All proxies must be held by Unit Owners, shall be in writing and filed with the secretary or management company prior to the start of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit. No individual Unit Owner may vote more than (1) proxy. No proxy may be voted by a member not eligible to vote. Proxies may only be assigned to other members of the Association.

There is one vote per Unit assigned to Class A members. Class B members receive one vote per building to vote on matters which pertain to recreation issues as defined in Article 4 of the Declaration.

On grave matters, such as increase of quarterly homeowners' dues by more than ten percent (10%), or dissolution of the Castle Creek Homeowners Association, Inc., or an action that would result in increase or decrease of Homeowners Units by more the ten percent (10%), the Board of Directors must call for a written marked ballot of all owners. A simple majority of fifty percent (50%) plus one of all members must vote affirmative.

ARTICLE IV. Board of Directors; Election; Term of Office

Section 1 - Number

The affairs of this Association shall be managed by a Board of Directors, all of whom shall be members of the Association. The Board shall consist of five (5) directors, as voted by the general election at the annual meeting of the Association. Of the five (5) directors, a minimum of three (3) of the members must be domiciled owner occupants of their Units. This means that three of the five directors must reside full-time at their Castle Creek Unit, and may not be a landlord or live in the community for less than 6 months a year.

Section 2 - Term of Office

Each director shall serve a two (2) year term, with two directors elected in years ending in an even number and three directors elected in years ending in odd numbers.

Section 3 - Method of Voting

Election to the Board of Directors shall be by secret written ballot. At such election, the 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. Cumulative voting is not permitted.

Section 4 - Removal or Vacancy

Any director may be removed from the Board, with just cause, only by a majority vote of the members of the Association present at a duly constituted meeting having a quorum present. In the event of death, resignation or removal of a director, his successor shall be selected by the majority vote of the remaining members of the Board and shall serve for the remainder of the unexpired term of his predecessor.

Section 5 - Compensation

No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6 - Action Taken Without a Meeting

The directors shall have the right to take any action in the absence of a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. Record of actions approved and minutes from all meetings are on file with the management company.

ARTICLE V. Nominations to the Board*Section 1 - Nominations*

Nominations for the Board of Directors shall be submitted to the Board prior to a date that shall be set from time to time and announced in the Annual Meeting Notice. Such nominations shall be made from among Class A members.

ARTICLE VI. Meetings of Directors*Section 1 - Meetings*

Regular meetings of the Board of Directors shall be held monthly on such date at such place in Seven Fields Borough and such time as may be fixed from time to time by resolution of the Board.

Section 2 - Special Meetings

Special meetings of the Board of Directors shall be held when called by the President, or by any two (2) directors, after notice of not less than seven (7) days to each director.

Section 3 - Quorum

A majority of the number of directors shall constitute a quorum for the transactions of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4 - Meeting Minutes

Minutes are taken at every Board meeting, special meeting, and annual meeting, by the Secretary of the Board of designee, such as a management company. The minutes will be provided to members upon request.

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 operation and use of the Common Areas and facilities incidental thereto and the personal conduct of the Members, Residents, (as the terms are defined in the Declaration), and their guests thereon, and to establish penalties for the infraction thereof;
- (b) levy reasonable admission and other fees for the use of any recreational facility situate upon the Common Areas and recreation facilities by members, residents, and their guests;
- (c) suspend the voting rights and the right to use of the Association property by any Member or Resident during any period in which such Unit 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;
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- (e) exercise for the Association all other rights, powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Corporation, the Declaration, or the laws of the Commonwealth of Pennsylvania.

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, or at any special meeting when such statement is requested in writing by fifty percent (50%) plus one (1) of the members who are entitled to vote;
- (b) declare the office of any member of the Board of Directors, who is a Unit owner who resides in his Unit, to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (c) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (d) as more fully provided in the Declaration, to:
 - (i) determine, levy, and collect the assessment upon each Class A Unit the amount of the quarterly dues assessment for the operation, maintenance, and improvement of the Recreation Areas, Common Areas, and Limited Common Areas
 - (ii) determine, levy, and collect the assessment upon each Class B Unit the amount of the quarterly Recreation Fund Assessment for the operation, maintenance, and improvement of the Recreation Areas
 - (ii) collect any special assessments from the respective Unit Owners and to deposit the amount collected in the proper bank fund as hereinafter provided;
 - (iii) foreclose the lien against any property for which assessments are not paid within a time specified by a policy or to bring an action at law against the owner personally obligated to pay the same.
- (e) establish a separate and distinct Recreation Fund account with a banking or lending institution the accounts of which are insured by an agency of the United States of America in which shall be deposited all Recreation Fund assessment amounts collected from the Class B and Class A members and from which the costs and expenses of operating, maintaining and improving the Recreation Areas shall be paid.
- (f) maintain a Reserve Replacement Fund account with a lending institution the accounts of which are insured by an agency of the United States of America, or invest the amount paid to the Fund in the obligations of or fully guaranteed as to principal by the United States of America.
- (g) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (h) procure and maintain adequate liability and hazard insurance on property owned by the Association. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Section;
- (i) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (j) hire a manager, retain counsel and accountants for the Association and establish and pay salaries and fees for services rendered;
- (k) cause the Common Areas to be maintained and the covenants in the Declaration to be enforced;
- (l) take all action and to perform all other duties and things required to be done by the directors set forth in Declaration in the manner provided therein including without limitation actions relating to the use, care, upkeep and maintenance of the Property and the Recreation Areas and the

enforcement of the rules, regulations, restrictions or requirements relating to members, Residents, and their guests.

ARTICLE VIII. Officers and Position Duties

Section 1 - Enumeration of Officers

The officers of this Association shall be a president and vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. All officers must be Members of the Board.

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 members. In the event more than one (1) person is nominated for election to any office, the person with the largest number of votes of the Directors shall be elected.

Section 3 - Term

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

Section 4 - Special Appointments

The Board may elect such other positions to the Board, such as committee chairs, 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 to be necessary. Special appointments to committees, such as a pool committee chair or nomination committee, need not be filled by a person who is an Officer, but may be filled by a member of the Association.

Section 5 - Resignation and Removal

Any officer may be removed from office with just cause by the Board. An officer may not be removed unless a majority of all the directors vote for removal. Any officer may resign at any time by giving written notice to the President or the management company. Such resignation shall take effect ten (10) business days from 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 appointment by the Board. The new officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she 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 any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8 - Duties

The duties of the officers are as follows:

- (a) **President.** 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 have the deciding vote in event of a tie; shall cosign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.
- (b) **Vice-President.** The vice-president shall act in the place and instead 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) Secretary. The secretary or designee, such as a management company, shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall cosign all leases, mortgages, deeds, and other written instruments; shall keep the corporate seal of the Association and affix on all papers requiring said seal; shall serve notice of meetings of the Board and of the members; shall keep current and accurate record showing the members and addresses of the Association; and shall perform such other duties as required by the Board.
- (d) Treasurer. The treasurer or designee, such as a management company, 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 cosign 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 represented to the membership at its regular annual meeting, and deliver a copy of each to the members.
- (e) Expenses of Officers. Officers shall serve without compensation but shall be entitled to reimbursement for such out-of-pocket expenses as may be submitted to and approved by the Board.

ARTICLE IX. Committees

The President, with the consent of the Directors, may appoint such committees as deemed appropriate in carrying out the purposes of the Association. All such committees shall be responsible to the Board.

ARTICLE X. Books and Records

The books, records, and papers of the Association shall at all times, by appointment, be subject to inspection by any member. The Declaration, the Articles of Incorporation, the By-Laws, and the Rules and Regulations of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI. Assessments

Section 1 – Payment Requirement

As more fully provided in the Declaration, all Class A members are obligated to pay to the Association quarterly assessments and special assessments relating to the Common Elements, Limited Common Elements, Recreation Areas, and/or Buildings as provided for in the Declaration which are secured by a continuing lien upon the Unit which the assessment is made. All Class B members are obligated to pay the Association quarterly and special Recreation Fund assessments relating to the Recreation Areas as provided for in the Declaration which are secured by a continuing lien upon the Unit which the assessment is made.

Section 2 - Nonpayment

As more fully provided in the Declaration, and as set forth in Section 1 of this Article, any assessments which are not paid by the due date shall be delinquent. Quarterly assessments are due in advance of the quarter on the first day of the quarter (1st quarter: January 1; 2nd quarter: April 1; 3rd quarter: July 1; and 4th quarter: October 1). If payments for assessments are not received by the Treasurer of the Association (or their designee) by the designated due date, the account is subject to the delinquent account fining process which can be determined by resolution of the Board. If the assessment and fine are not paid within thirty (30) days of the original due date, the assessment and fine shall bear interest from the due date at the highest rate permitted by law, but not to exceed eighteen percent (18%) per annum. Such interest shall be calculated and rounded up to the nearest dollar. Said assessment shall be a lien continuing upon that Unit, and the Association, through the directors, may bring an action at law against the Unit Owner personally obligated to pay the same or foreclose the lien against the Unit, and interest, fines, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of any amenities.

ARTICLE XII. Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Castle Creek Homeowners Association, Inc."

ARTICLE XIII. Amendments

Section 1 - Procedure

The By-Laws may be accepted as amended or revised at a regular or special meeting of the members where a quorum is present by a vote of a majority of members present in person or by proxy, provided a copy of such amendment must be delivered to the Members at least ten (10) days prior to any such meeting. The Rules and Regulations document and other various "guideline" documents may be created and revised from time to time as necessary and approved by a majority vote of the Board of Directors.

Section 2 - Hierarchy

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

ARTICLE XIV. Miscellaneous

Section 1 - Fiscal Year

The fiscal year of the Association shall be the calendar year.

Section 2 - Indemnification

The Association shall reimburse or indemnify each director, officer and employee of the Association, and each director, officer and employee of any subcontractor or agent of the Corporation or Association for or against all liabilities and expenses reasonably incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the name of the association or such other corporation or association or otherwise), civil, criminal, administrative or investigative (hereinafter called "action"), in which he may become involved as a party or otherwise by reason of his being or having been such director, officer or employee, or by reason of any action taken or not taken in such capacity, whether or not he continues to be such at the time such liabilities or expenses are incurred and whether or not such action or omission to act occurred before or after the adoption of these By-Laws, provided that (a) in respect of any action by or in the right of the Association or such other association, such person was not negligent or guilty of misconduct to the Association or such other association, and (b) in all respect to all other actions such person acted in good faith in what he reasonably believed to be in the best interest of the Association or such other corporation or association and, in addition, in any criminal action had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in, or not opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 3 - Scope of Indemnity

As used in these By-Laws the terms "liabilities and expenses" shall include but not be limited to counsel fees and expenses and disbursements and amounts of judgements, fines or penalties against, and amounts paid in settlement by a director, officer or employee, but shall not include amounts paid to the Association itself (or to such other corporation or association) unless approved by a court.

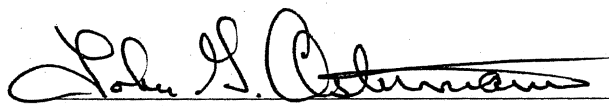
Where such person has been wholly successful on the merits in such action, or where indemnification of such person has been awarded by a court, he shall be entitled to indemnification as of right; otherwise, including any instances where such action is terminated by a settlement, the Association shall reimburse or indemnify him only if it shall be determined that such person has met the standards set forth in Section 2, either (a) by the Board of Directors, acting by a quorum consisting of two (2) or more members of the Association other than those involved in the action, or (b) if there are not at least two (2) members then in office other than those involved in the action, by independent legal counsel, who shall deliver to the Association their written advice to such effect.

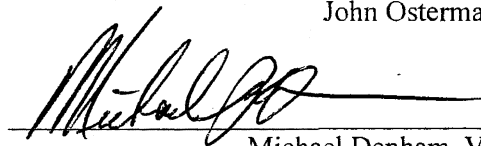
The foregoing right of reimbursement or indemnification shall not be impaired by reason of any officer, director or employee of the Association being an officer, employee or third-party contractor to any Developer and shall not be exclusive of other rights to which any such person may otherwise be entitled and in the event of death, shall extend to his legal representatives.

Section 5 - Legal Expense

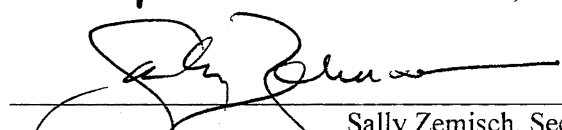
Expenses incurred with respect to any action may be advanced by the Association prior to the final disposition thereof, upon receipt of an undertaking by such person to repay any amounts for which it shall ultimately be determined that he is not entitled to indemnification.

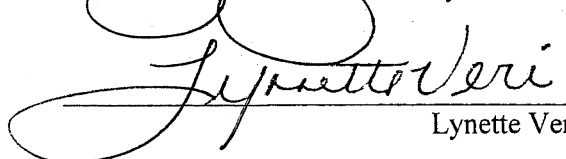
IN WITNESS WHEREOF, we being all of the directors of Castle Creek Homeowners Association, Inc., have hereunto set our hands this 10^m day of October, 2017.


John Ostermann, President


Michael Denham, Vice-President


Jaime Gannon, Treasurer


Sally Zemisch, Secretary


Lynette Veri, Member