

BYLAWS OF

CLOVERDALE WOODS
a Planned Community

HOMEOWNERS' ASSOCIATION, INC.

Dated: August 27, 2021

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CLOVERDALE WOODS
HOMEOWNERS' ASSOCIATION

ARTICLE I.
NAME AND LOCATION:

1.01 The name of the corporation, referred to in these By-Laws as the "Association," is Cloverdale Woods Homeowners' Association Inc., a Pennsylvania non-profit corporation. The initial registered office of the Association shall be located at 375 Golfside Drive, Wexford, Pennsylvania 15090, but meetings of the members and directors may be held at other places within the Commonwealth of Pennsylvania that may be designated by the Board of Directors.

ARTICLE II.
DEFINITIONS:

2.01 "Association" shall mean and refer to Cloverdale Woods Homeowners' Association, Inc., its successors and assigns.

2.02 "Property" or "Properties" shall mean and refer to that certain real property described in the Declaration.

2.03 "Common Facilities" shall have the meaning ascribed to it in the Declaration.

2.04 "Declarant" shall mean and refer to Cloverdale Woods, LP, a Pennsylvania Limited Partnership, its successors and assigns.

2.05 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the Recorder of Deeds for Allegheny County, Commonwealth of Pennsylvania on October 4, 2021 as DBV 18630, Page 320.

2.06 "Lot" or "Unit" shall mean and refer to any plot of land upon which a detached, single family dwelling will be built.

2.07 "Builder" shall mean any entity that purchases five (5) or more lots or units directly from the Declarant with the intention of constructing houses on same.

2.08 "Municipality" shall mean the local governing body such as a borough, township or city.

2.09 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

2.10 "Owner" shall mean and refer to record owner, whether one or more persons or entities, of the fee simple title to any Lot that is a part of the Properties, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

**ARTICLE III.
MEETINGS OF MEMBERS:**

Annual Meetings

3.01 Regular annual meetings of the Members shall be held on the second Wednesday in January of each year, or as determined by the Board of Directors.

Special Meetings

3.02 Special meetings of the Members may be called at any time by the president or by the Board of Directors, or on written request of the Members who are entitled to vote one-fourth of all the votes of the membership.

Notice of Meetings

3.03 Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting to each Member entitled to vote at the meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Quorum

3.04 The presence at the meeting of Members entitled to vote, or of proxies entitled to cast, one-sixth 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 Bylaws. If, however, a quorum shall not be present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Proxies

3.05 At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the secretary. Every proxy shall be revocable and shall automatically cease within six (6) months or upon conveyance by the Member of his or her Lot.

**ARTICLE IV.
SELECTION AND TERMS OF OFFICE OF DIRECTORS:**

Number and Control

4.01 (a) The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association.

(b) No later than sixty (60) days following conveyance of 25% of the Lots that may be created by Declarant, at least one (1) member of the Board shall be elected by the Lot Owners other than the Declarant.

(c) Until 75% of the Lots are sold in the Plan and the Additional Real Estate, Declarant shall have the right to appoint or remove two (2) members to the Board of Directors. Thereafter, members of the Board of Directors shall be elected by the Lot Owners. Declarant may not unilaterally remove any members of the Board of Directors elected by Lot Owners other than Declarant.

(d) The elected Directors shall be elected annually by the Members and each shall hold office for one year unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Removal

4.02 Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Compensation

4.03 No director shall receive compensation for any service he or she may render to the Association; however, any director may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS:

Nomination

5.01 Nomination 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. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two 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 the annual meeting until the close of the next annual meeting, and the appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. After the period of Declarant control, all Directors shall be members of the Association.

Election

5.02 Election to the Board of Directors shall be by secret written ballot. At the election the member or their proxies may cast, in respect to each vacancy, one (1) vote for each Lot upon which no premise is constructed or for each Lot upon which a premises is under construction or in existence. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for the Lot shall be exercised as they among themselves determine, but in no

event shall more than one vote be cast with respect to any Lot. The persons receiving the largest number of votes shall be elected. No member of this Association shall have the right to cumulate his or her votes for the election of Directors, or otherwise, or for any other purpose except for the right to exercise a cumulative voting privilege specifically granted or reserved by law.

**ARTICLE VI.
MEETINGS OF DIRECTORS:**

Regular Meetings

6.01 Regular meetings of the Board of Directors shall be held at least quarterly, may not be held without notice, and at the place and hour that may be fixed from time to time by resolution of the Board.

Special Meetings

6.02 Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three days' notice to each director, and posting to the HOA website and bulletin board.

Quorum

6.03 A majority of the number of directors shall constitute a quorum for the transaction 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.

Open Meetings

6.04 All meetings of the Directors shall be open to the members at all times. Any violation hearing or similar acts shall be open. All discussions, voting and decisions shall be open.

Action Taken Without Meeting

6.05 The directors shall not have any right to take any action in the absence of a meeting that they could take at a meeting. All business of the Association must be conducted at a properly noticed and open meeting of the directors.

**ARTICLE VII.
POWERS AND DUTIES OF BOARD OF DIRECTORS:**

Powers

7.01 The Board of Directors shall have power to:

(1) Adopt and publish rules and regulations governing the use of the Common Facilities, and the personal conduct of the members and their guests on the Common Facilities, and establish penalties for the infraction of the rules and regulations;

(2) Suspend the voting rights and right to use the Common Facilities of a member during any period in which the member shall be in default in the payment of any assessment levied by the Association; these rights may also be suspended after notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations;

(3) Exercise for the Association all 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 Incorporation, or the Declaration;

(4) Declare the office of a member of the Board of Directors to be vacant in the event the member shall be absent from three consecutive regular meetings of the Board of Directors; and

(5) Employ a manager, an independent contractor, or other employees as they deem necessary, and prescribe their duties, including authorizing said manager or employee to collect assessments and fees, and to sign checks drawn on appropriate Association bank accounts.

(6) Select, appoint, employ, retain and remove at pleasure all consultants (engineers, attorneys, accountants, etc.), officers, agents and employees of the Association, prescribe their duties, delegate to them such powers as may not be inconsistent with these Bylaws, fix their compensation and require from them, if deemed advisable, an indemnity bond or other security for faithful service.

Duties

7.02 It shall be the duty of the Board of Directors to:

(1) Cause to be kept a complete record of all its acts and corporate affairs and present a statement of its acts and corporate affairs to the members at the annual meeting of the members, or at any special meeting when the statement is requested in writing by one-fourth of the members who are entitled to vote;

(2) Supervise all officers, agents, and employees of this Association, and see that their duties are properly performed;

(3) As more fully provided in the Declaration:

(a) Fix the amount of the annual assessment against each Lot at least thirty days in advance of each annual assessment period;

(b) Send written notice of each assessment to every Owner subject to assessment at least thirty days in advance of each annual assessment period; and

(c) Foreclose the lien against any property for which assessments are not paid within thirty days after due date or bring an action at law against the owner personally obligated to pay the assessments.

(4) Issue, or cause an appropriate officer to issue, on 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, the certificate shall be conclusive evidence of the payment;

(5) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(6) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(7) Cause the Common Facilities to be maintained.

(8) Fix the amount of any special assessments.

(9) To prevent the use of the Property in violation of any governmental approvals.

**ARTICLE VIII.
OFFICERS AND THEIR DUTIES:**

Enumeration of Officers

8.01 The officers of the Association shall be a president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and other officers as the Board may from time to time by resolution create.

Election of Officers

8.02 The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Term

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

Special Appointments

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

Resignation and Removal

8.05 Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Resignations of an officer shall take effect on the date of receipt of the notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Vacancies

8.06 A vacancy in any office may be filled by appointment by the Board. The officer

appointed to fill a vacancy shall serve for the remainder of the term of the officer he or she replaces.

Multiple Offices

8.07 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 Paragraph 8.04 of this Article.

Duties

8.08 The duties of the officers are as follows:

(1) The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds, and other written instruments.

(2) The vice-president shall act in the place and stead of the president in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge all other duties as may be required of him or her by the Board.

(3) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the members; keep the corporate seal of the Association and affix it on all papers requiring the seal; service notice of meetings of the Board and the members; keep appropriate current records showing the members of the Association together with their addresses; and perform other duties as required by the Board.

(4) The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse the funds as directed by resolution of the board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members within thirty days of completion.

ARTICLE IX. COMMITTEES:

9.01 The Association shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X. BOOKS AND RECORDS:

10.01 The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws 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:**

11.01 As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments that are secured by a continuing lien on the property against which the assessment is made. Any assessments that are not paid when due shall be delinquent. If an assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen (15%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of the action shall be added to the amount of the assessment. In addition, any assessment not paid on or before the due date shall automatically be assessed Twenty-Five Dollars (\$25.00) as a late charge. No Owner may waive or otherwise escape liability for the assessments by nonuse of the Common facilities or abandonment of his or her Lot. As stated in the Declaration, the lien for the assessments shall be subordinate to the lien of any first mortgage. Sale or transfer of any Lot shall not affect the assessment lien. However, the sale or transfer of any Lot pursuant to mortgage foreclosure or any proceeding in lien thereof, shall extinguish the lien of such assessments as to the payments which became due prior to such sale or transfer. No sale or transfer shall relieve such Lot from liability for any assessments thereafter becoming due from the lien thereof.

**ARTICLE XII.
MEMBERSHIP:**

Membership Generally

12.01 Every person or entity who is a record owner of a fee or undivided fee interest in any Lot that is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. Membership cannot be transferred except upon a sale or transfer of any Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for the Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Certificate

12.02 The Directors shall provide each Member with a certificate of membership in the Association upon written request of the member.

**ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS:**

13.1 The Association shall indemnify every Director, Officer and Committee member, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director, Officer or Committee member of the Association, except as to matters as to which he shall be finally adjudged in such

action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty for gross negligence or willful misconduct in the performance of his duty as such Director, Officer or Committee member in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such Director, Officer or Committee member may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated by the Association as Common Expenses; provided, however, that nothing in this Article shall be deemed to obligate the Association to indemnify any Member, who is or has been a Director, Officer or Committee Member of the Association with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of his membership in the Association or as a Member.

13.2 The Board may obtain insurance to satisfy the indemnification obligation of the Association and all Owners set forth above, if and to the extent available at reasonable cost.

**ARTICLE XIV.
AMENDMENTS:**

14.01 These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

**ARTICLE XV.
MEDIATION:**

15.01 Any dispute between two or more owners, or one owner and the Association may be submitted to a mediator or arbitration. Costs and fees excluding attorney fees, associated with mediation or arbitration shall be assessed equally to all parties to the dispute. Mediation or arbitration shall be limited to disputes in which all parties agree to mediation or arbitration. Nothing in this Article shall be construed to affect or impair the right of a party to pursue a private cause of action or seek other relief.

**ARTICLE XVI.
MISCELLANEOUS:**

Fiscal Year

16.01 The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year; except that the first fiscal year shall begin on the date of incorporation.

Conflicts

16.02 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Membership Minutes

16.03 The Membership register and minutes of proceedings of the Members and Directors shall be open to inspection upon demand of any member at any reasonable time during office hours, and for a purpose reasonably related to his interest as a Member.

Robert's Rules of Order

16.04 The rules contained in Robert's Rules of Order, revised, shall be used as a guide for all Members meetings and Directors meetings of the Association, except in instances of conflict between said Rules of Order and the By-Laws of the Association or provisions of law.

IN WITNESS WHEREOF, we, being all of the Directors of the Association, hereby appoint

_____ as President and sign these Bylaws on this _____ day of _____,

2021.

Witness

Director

Director

Director

_____ 9/2020