

HICKORY HILLS OWNERS ASSOCIATION, NO. 2

BY-LAWS (As Amended May 1, 1994)

ARTICLE I

Name and Location. The name of the corporation is Hickory Hills Owners Association, No. 2, hereinafter referred to as the "Association." The principal address of the corporation shall be 1900 St. James Place, Wexford, Pennsylvania 15090, but meetings of members and directors may be held at such places within the State of Pennsylvania, County of Allegheny, as may be designated by the Board of Directors.

ARTICLE II

- Section 1.** "Association" shall mean and refer to Hickory Hills Owners Association, No. 2, its successors and assigns.
- Section 2.** "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- Section 3.** "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.
- Section 4.** "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.
- Section 5.** "Owners" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- Section 6.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of Recorder of Deeds of Allegheny County, Pennsylvania.
- Section 7.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III
MEETING OF MEMBERS**

- Section 1.** **Annual Meetings.** A meeting of members shall be held sometime during the first full week of May each calendar year at such place as the Board of Directors shall determine. The purpose of the Annual Meeting shall be the election of directors and such business as may be pertinent.
- Section 2.** **Special Meetings.** Special meetings may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.
- Section 3.** **Notice of Meetings.** 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 providing a copy of such notice, either mailed postage prepaid, or hand delivered, at least five (5) 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 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, one-tenth (1/10) of the votes of each class of 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 thereat shall have the power to adjourn 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.** **Voting.** Except as otherwise provided by the Declaration in Section 3.2 at every members' meeting every member shall have one vote. Except as otherwise provided in the Articles of Incorporation in each election of directors every member entitled to vote shall have the right to multiply the number of votes to which he may be entitled by the number of directors to be elected in the same election, and he may cast the whole number of such votes for one candidate or he may distribute them among any two or more candidates. The candidates receiving the highest total number of votes up to the number of directors to be elected in the same election shall be elected.

ARTICLE IV BOARD OF DIRECTORS

- Section 1.** **Number and Term.** The affairs of this Association shall be managed by a Board of Directors and the number of directors which shall constitute the whole Board shall be such number as the Board of Directors may determine but not less than three. At least six is preferred. Except as hereinafter provided in the case of vacancies, directors, other than those constituting the first Board of Directors, shall be elected by the members, and each director shall be elected to serve until the next annual meeting of the members.
- Section 2.** **Vacancy.** In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. Whenever an officer position is vacated, that position must be filled by one of the remaining or replacement directors.
- Section 3.** **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.
- 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 or verbal approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors, and shall be entered in the minutes accordingly.

ARTICLE V NOMINATION OF DIRECTORS

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations also may be made from the floor of the annual meeting. The Nominating Committee shall consist of a Chairman, 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 after each annual meeting of the members, to serve from the time appointed until the close of the next annual meeting and such appointment shall be announced to the Association membership. 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. Such nominations may be made from among members in good standing only. Members in good standing are Owners in residence who have established a consistent on-time record for payment as recorded in the Treasurer's files of all fees, assessments, charges, fines and penalties.

**ARTICLE VI
MEETINGS OF DIRECTORS**

- Section 1.** **Regular Meetings.** Regular meetings of the 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 upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.
- 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 directors, after not less than three (3) days notice to each director.
- Section 3.** **Quorum.** 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.

**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 Area and facilities, and the personal conduct of the members and their guests thereon, and to establish fines for the infraction thereof;
 - (b) adopt and publish reasonable charges to cover operating and administrative expenses as discussed in these By-Laws or as deemed necessary by the Board of Directors.
 - (c) adopt and publish reasonable penalties to cover late payments and reasonable fines for failure to comply with any governing procedure set forth by the Board of Directors.

- (d) suspend the voting rights and right to use of the Common Area 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 also may be suspended after notice and hearing for a period not to exceed 60 days for an infraction of published rules and regulations. Notice as used in this section shall mean notice sent by registered mail to the address of the member as stated on the books of the Association. Such notice shall state the charges and/or claims against the member and shall be sent no later than fifteen (15) days before any scheduled hearing. A hearing shall mean a proceeding before the Board of Directors at which time the member shall have such due process rights as may be required under current Court decisions.
- (e) 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 By-Laws, the Articles of Incorporation, or the Declaration;
- (f) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from four (4) consecutive regular meetings of the Board of Directors; and
- (g) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (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 assessment and any related late payment penalty fees against each Lot at least thirty days in advance of each annual assessment period except for the first year for the late payment penalty which will begin upon adoption of these revised By-Laws;
 - (2) provide written notice of each annual assessment and related penalty fees to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclosure the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action of law against the owner personally obligated to pay the same.
- (d) 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;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area, the exterior portion of the structures that are located on the Lots and the portion of the Lots that have no structures on them, to be maintained in accordance with the Declaration.

**ARTICLE VIII
OFFICERS AND THEIR DUTIES**

- Section 1. Enumeration of Offices.** The officers of this Association shall be a president and vice-president, who shall at all times be members 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 members.
- 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 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 shall be filled by appointment 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. Duties. The duties of the offices are as follows:

President

- (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 (unless only one signature is required by the bank).

Vice-President

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

Secretary

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; affix the corporate seal of the Association 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.

Treasurer

- (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 the corporate seal of the Association; keep proper books of account; cause an annual audit or review of the Association books to be made by a public accountant at the completion of each fiscal year, if deemed necessary by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership no later than at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

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 By-Laws of the Association shall be available for inspection by any member of the Association by contacting the Board of Directors, and copies may be purchased at reasonable cost.

ARTICLE XI ASSESSMENTS, FINES, PENALTIES, CHARGES

As more fully provided in the Declaration, each member is obligated to pay to the Association annual, special, and insurance assessments 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 will be immediately subject to a late payment penalty fee as determined by the Board of Directors which will be no less than 10%, but no greater than 25% of the assessment. If any assessment is not paid within thirty (30) days after the due date, the assessment may also bear interest from the date of delinquency at the annual rate specified in the Declaration of Covenants, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and apply interest, costs, fines, penalties, charges and reasonable attorney's fees and any such actions shall be added to the amount of such assessment. Due date for the monthly assessment (only) is set at the first (1st) of each month, with a grace period of 16 days, for the current month. Other due dates are set by the Board as deemed appropriate. Fines may result due to the failure to comply with the Association's Rules or any other governing procedure set forth by the Board of Directors. Charges relate to items such as, but not limited to, the closing certification charge, the homeowner's manual (document manual), if applicable, replacement charge or the document photocopy charge. No Owner may waive or otherwise escape liability for the assessments, fines, penalties, or charges provided for herein by nonuse of the Common Area or abandonment of his/her Lot. All payments received from members in arrears shall first be applied against arrearages.

**ARTICLE XII
CORPORATE SEAL**

Seal of the Association may be such as the Board of Directors shall from time to time define.

**ARTICLE XIII
AMENDMENTS**

Section 1. These By-Laws 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.

Section 2. In the 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**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**ARTICLE XV
USE OF PROPERTY**

Section 1. In order to provide for the congenial occupancy of the property and for the protection of the value of the units, the use of the property shall be restricted to single family housing and the common facilities related thereto.

Section 2. The rights of the Board of Directors set forth herein shall not be exercised so as to restrict the alienation, conveyance, sale, lease, purchase or occupancy of the units because of race, creed, color or national origin.

Section 3. A unit owner may lease or sublease his/her unit (but not less than his/her entire unit) at any time and from time to time provided that:

- (a) No unit may be leased or subleased for transient or hotel purposes or for any initial term of less than twelve (12) months.

- (b) No unit may be leased or subleased without a written lease or sublease;
- (c) A copy of such lease or sublease shall be furnished to the Board of Directors within 10 days of the execution thereof; and
- (d) The rights of any lessee or sublessee of the unit shall be subject to and each lessee or sublessee shall be bound by, the covenants, conditions and restrictions set forth in the Declaration, By-Laws and Rules and Regulations and a default thereunder shall constitute a default under the lease and sublease; provided, however, that the foregoing shall not impose any direct liability on any regular or special common assessment.

ARTICLE XVI ANNUAL AUDIT

Effective beginning with the installation of the Board of Directors for the year 1993, and for each year thereafter, the new Board shall have an audit of the Association Financial Records performed within sixty (60) working days after the new Board takes office.

The independent auditor shall be selected by the new Board. No auditing firm which employs an Association member, or a relative of an Association member, shall be eligible for selection to perform the annual audit.

The independent auditors shall investigate prompt deposit of Association funds, collections of fines and penalties, mathematical accuracy, use of acceptable accounting procedures, proper investment of Association funds, expenditures within By-Law limitations, receipts for expenditures, and all other financial transactions appropriate to accepted auditing procedures.

The independent auditor shall report its findings to the Board of Directors, and this report shall be published for all Association members. Thereafter, any member may submit questions or comments on the audit to the Board in writing. And, the Board shall respond to any such questions or comments as may be appropriate.

The Board shall be responsible for obtaining an estimate of charges from the independent auditor before the audit is begun. The cost for the audit shall be reasonable, and tailored to the needs of the Association to assure that all financial transactions for the preceding year were necessary, documented, authorized, and made in the best interests of the Association.

IN WITNESS WHEREOF, we, being all of the directors of the Hickory Hills Owners Association, No. 2, have hereunto set our hands this 1st day of June, 1994.

Nancy M. Romero
President

Suzanne J. Luber
Vice President

William F. Hoover
Treasurer

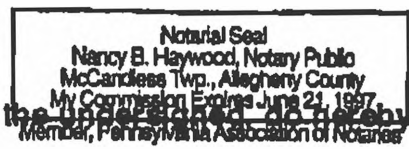
Frank Anthony
Secretary

Raymond Luber
Director

Stella J. Cole
Director

Sworn to and subscribed before me this 1st day of June, 1994.

Nancy B. Haywood
Notary Republic



CERTIFICATION

I, the undersigned, do hereby certify:

THAT, I am the duly elected and acting secretary of the Hickory Hills Owners Association, No. 2, a Pennsylvania Corporation, and,

THAT, the foregoing By-Laws constitute the amended By-Laws of said Association, as duly approved at the Association Annual meeting of May 1, 1994 and adopted at a meeting of the Board of Directors thereof, held on the 5th day of May, 1994.

Frank Anthony
Secretary

AMENDMENT TO BY-LAWS OF HICKORY HILLS, PHASE II, IN THE TOWN OF
McCANDLESS, ALLEGHENY COUNTY

Article 15 is hereby amended by deleting Section 2 in its entirety and by deleting Section 3 in its entirety. Article 15, Section 2 shall now provide as follows:

(a). **Lease Restrictions.** All Units at Hickory Hills Owners Association #2 shall be subject to the following conditions and restrictions regarding the leasing of any single family townhouse unit.

(1). The lease limitation shall not be applicable to a Lease given to an immediate family member. Immediate family member is defined as the Unit Owner's spouse, children, parents or adult grandchildren.

(2). The following regulations shall apply to every lease of Unit:

(i). Every lease shall be in writing and signed by all parties. A copy shall be given to the Property Manager.

(ii). Every lease shall be for a term of not less than one year nor more than two (2) years.

(iii). Every lease shall be approved by the Board of Directors. Such lease must contain a provision that:

(1) The Unit Owner shall remain responsible for all charges, fees and assessments made against the Unit;

(2) The tenant will abide by all of the provisions of the Declaration, the By-Laws, and the Rules and Regulations of the Association; and

(3) The Unit Owner will indemnify the Association against liability and loss for any breach or non-compliance by tenant with the Declaration, the By-Laws or the Rules and Regulations of the Association.

(iv). No Unit when acquired by a new Owner may be leased to a tenant before one year has lapsed from the date of purchase unless the tenant is a member of the Unit Owner's immediate family. The immediate family is described as the Unit Owner's spouse, children or parents.

CERTIFICATION

We, Giila Mariana and TAMARA ANDREWS, the President and Secretary of Hickory Hills Owners Association #2 certify that the foregoing Amendment to the By-Laws was approved 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.

Giila Mariana
President

Tamara Andrews
Secretary

ACKNOWLEDGEMENT

Commonwealth of Pennsylvania)
)
County of Allegheny)

BEFORE ME, the undersigned authority, a Notary Public, personally appeared Graig Manana and Tamara Andrews who were identified as the President and Secretary respectively of Hickory Hills #2 and as such Officers, being authorized to do so, executed the foregoing instrument for the purposes contained therein.

WITNESS my hand and notarial seal.



Notary Public

Notarial Seal
Rinaldo A. Acri, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug. 11, 2005
Member, Pennsylvania Association of Notaries

AMENDMENT TO BY-LAWS OF HICKORY HILLS, PHASE II, IN THE TOWN OF
McCANDLESS, ALLEGHENY COUNTY

Article IV, Section 1 is hereby amended as follows:

The affairs of the Association shall be managed by a Board of Directors and the number of directors which shall constitute the whole Board shall be such number as the Board of Directors may determine but not less than three. At least six is preferred. Except as hereinafter provided in the case of vacancies, directors, other than those constituting the first Board of Directors shall be elected by the members, and each director shall be elected to serve a term of two years.

CERTIFICATION

We, Todd R. Boslau and Tamara Andrus, the President and the Secretary of Hickory Hills Owners Association #2 certify that the foregoing Amendment to the By-Laws was approved 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.

Todd R. Boslau

President

Tamara Andrus

Secretary

HICKORY HILLS OWNERS ASSOCIATION NO. 2

Minutes of the Annual Homeowners Meeting of May 10, 2005, held at the North Hills YMCA.

Attendees: Board Members: Gail Marianna, T. Boslau, T. Andrus, Dottie Kramer & David Hoff.
Homeowners: 13 Unit Owners were present, either in person or by proxy.
Management Company: C. Evagues

The meeting was called to order at 7:10 PM.

Minutes of the May 3, 2004 Annual Meeting: Todd Boslau made a motion to accept the May 3, 2004 meeting minutes as submitted. The motion was seconded by Tamara Andrus and was unanimously approved.

Treasurer's Report: The December 31, 2004 Financial Statements were reviewed. Gail Marianna stated that the most recent financial statements should be included in the meeting packet for next year so that the unit owners can see the most current numbers. The board will look at moving the money market fund into a higher interest bearing account. This will be done at the next meeting.

President's Report: Gail Marianna reviewed the major projects that were accomplished throughout 2004 and outlined projects for the 2005. One of the biggest accomplishments for 2004 was an amendment to the Declaration and By Laws, which stated that a unit owner must live in the unit one year prior to renting it. Tree trimming and tree removal was done behind unit 2111. The board is currently obtaining bids for asphalt replacement and for the damage done by the landslide in September of 2004.

Election of New Board: All positions for the Board of Directors had expired since the By-Laws only permit one year terms. Gail Koerner, Todd Boslau, Tamara Andrus, David Hoff and Sherry Hoff were nominated.

By Law Amendment

The By Laws were amended to extend the board term to two years. Todd, Dave & Sherry were elected to serve a two year term and Gail & Tamara were elected to serve a one year term.

Election of Officers

Todd Boslau	President
David Hoff	Vice President
Tamara Andrus	Secretary
Sherry Hoff	Treasurer
Gail Marianna	Member

The meeting was adjourned at 7:40 PM.

Respectfully submitted,

Tamara Andrus
Secretary