

Potteiger 189

Phase I

BYLAWS OF SOUTHFIELD CROSSING HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I. NAME AND LOCATION

1.01. The name of the corporation, referred to in these Bylaws as the "Association," is SOUTHFIELD CROSSING HOMEOWNERS' ASSOCIATION, INC. The registered office of the Association shall be located at 21 Warwick Circle, New Kingstown, Pennsylvania, but meetings of 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 SOUTHFIELD CROSSING HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

2.02. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, as set forth in Miscellaneous Book 340, Page 223, recorded in the Office of the Recorder of Deeds of Cumberland County, Pennsylvania, as well as the tract of land as shown in Plan Book 51, Page 17, and the tract of land as described in Deed Book "E", Volume 35, Page 921, and additions to that property that may be brought within the jurisdiction of the Association.

2.03. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

2.04. "Lot" shall mean and refer to any plot of land shown on any recorded subdivision map of the Properties with the exception of the Common Area.

2.05. "Owner" shall mean and refer to the 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.

2.06. "Declarant" shall mean and refer to Robert Potteiger, its successors and assigns if its successors and assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

2.07. "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 the County of Cumberland, Commonwealth of Pennsylvania in Miscellaneous Book 340, Page 223.

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

ARTICLE III. MEETINGS OF MEMBERS

### Annual Meetings

3.01. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association. Subsequent regular annual meetings of the members shall be held on the same day of the same month of each year thereafter, at a location to be determined. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following that is not a legal holiday.

### 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 Class A 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 cast, or of proxies entitled to cast, one-tenth 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 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 and filed with the secretary. Every proxy shall be revocable and shall automatically cease on conveyance by the member of his or her Lot.

## ARTICLE IV. SELECTION AND TERM OF OFFICE OF DIRECTORS

### Number

4.01. The affairs of this Association shall be managed by a board of five (5) directors, who need not be members of the

Association.

#### Term of Office

4.02. At the first annual meeting the members shall elect one director for a term of four (4) years, one director for a term of three (3) years, and one director for a term of two (2) years, and two directors for a term of two (2) years; and at each annual meeting thereafter the members shall elect one or two directors for a term of two (2) years, depending on the number of directors to be replaced at that time.

#### Removal

4.03. 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

4.04. 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.

#### Action Taken Without Meeting

4.05. The directors shall have the right to take any action in the absence of a meeting that they could take at 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.

### 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. The nominations may be made from among members or nonmembers.

#### Election

5.02. Election to the Board of Directors shall be by secret

written ballot. At the 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### ARTICLE VI. MEETINGS OF DIRECTORS Regular Meetings

6.01. Regular meetings of the Board of Directors shall be held monthly without notice, at the place and hour that may be fixed from time to time by resolution of the Board. Should the meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday.

#### 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.

#### 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.

#### 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 Area and facilities, and the personal conduct of the members and their guests on the Common Area and facilities, and establish penalties for the infraction of the rules and regulations;
- (2) Suspend the voting rights and right to use the recreational 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.

#### 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 Class A 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 Area to be maintained.

#### ARTICLE VIII. OFFICERS AND THEIR DUTIES

##### Enumeration of Officers

8.01. 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 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. Resignation 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; and co-sign all checks and promissory notes.

(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 of the members; keep the corporate seal of the Association and affix it on all papers requiring the 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 perform all 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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 an Architectural Control Committee, as provided in the Declaration, and 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 ten (10%) 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. No Owner may waive or otherwise escape liability for the assessments by nonuse of the Common Area or abandonment of his or her Lot.

#### ARTICLE XII. AMENDMENTS

##### Meetings

12.01. 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.

##### Conflicts

12.02. 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.

*Declaration shall control*

ARTICLE XIII. MISCELLANEOUS

13.01. 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.

We, being all of the directors of the Association, sign these Bylaws on \_\_\_\_\_.

Witness:

[Signature]  
[Signature]

[Signature]  
Robert Potteiger

[Signature]  
George Zimmerman

[Signature]

[Signature]  
Christine Fake

[Signature]

[Signature]  
Rebecca Rolley

[Signature]

[Signature]  
Lois Zack

CERTIFICATION

I, the undersigned, do certify:

THAT I am the duly elected and acting secretary of the Association, a Pennsylvania corporation, and,

THAT the foregoing Bylaws constitute the original By-laws of the Association, as duly adopted at a meeting of the Board of Directors of the Association, held on \_\_\_\_\_.

IN WITNESS WHEREOF, I subscribe my name on \_\_\_\_\_

Witness:

[Signature]

[Signature]  
Rebecca Rolley, Secy