

**WYNDHUR.ST MANOR
HOMEOWNERS' ASSOCIATION
A Pennsylvania Non-Profit Corporation**

BYLAWS

ARTICLE I - PURPOSE/OFFICES

1. The Wyndhurst Manor Homeowners' Association (the " Association") shall exist (i) to hold title to, maintain and/or administer all of the real estate of Wyndhurst Manor, a planned community ("Wyndhurst"), that comprises the "common elements" of Wyndhurst as defined in Article I, Section 2 of the Declaration, (ii) to enforce and comply with the Declaration of Covenants and Easements imposed upon the real estate of Wyndhurst (the "Declaration"), as amended, (iii) to perform the actions set forth in the Uniform Planned Community Act, Act of 180 of 1996, 68 Pa. C.S.A. §5101, et. seq. (the "Act"), as amended, and (iv) for such other non-profit purposes as a homeowners' association may undertake for the benefit of the Owners (as defined in the Declaration) of the Lots (as defined in the Declaration) in Wyndhurst.

2. The registered office of the Association shall be *c/o York H-G Properties, 40 Gotham Way, Suite D, York PA 17356 or such other address as the Executive Board may elect from time to time.*

3. *The Association may change its offices to the address of one of the officers or to such other place(s) as the Executive Board may from time to time direct.*

4. Any term used herein but not defined herein shall have the meaning attributable to it in the Declaration.

ARTICLE II – REPEALED

ARTICLE III - MEMBERS

1. The membership of the Association shall be comprised of the Owners of each of the Lots that are the subject of the Declaration (the "Members"). The Members shall have the voting rights as provided for under Article IV of the Declaration.

2. Membership in this Association is not transferable or assignable except as a result of the sale, settlement, and transfer of one of the Lots as set forth in the Declaration and these Bylaws.

ARTICLE IV - MEETINGS OF MEMBERS

1. If held in person, meetings of the Members shall be held at such place or places, within the County of Dauphin, Pennsylvania, as may from time to time be fixed by the Executive Board. *Meetings of Members may also be held virtually, by telephone or Zoom, Microsoft Teams, WebEx, or other means by which all persons participating may hear everything that is said during the Meeting.*

2. The annual meeting of the Members shall be held between **October 1 - November 30** each year when they shall elect an Executive Board and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six (6) months after the designated time, any Member may call such meeting.

3. Special meetings of the Members may be called at any time by the President, or the Executive Board, or Members entitled to cast at least ten percent (10%) of the votes which all Members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the date and time of the meeting which shall be not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the date and time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the notice and matters germane thereto.

4. Written notice of every meeting of the Members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each Member of record entitled to vote at the meeting, not less than ten (10) nor more than sixty (60) days in advance of the day named for the meeting. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

5. Persons authorized or required to give notice of a meeting of Members must cause the notice to be hand delivered, sent prepaid by United States mail to the mailing address of each Member or to any other mailing address designated in writing by the Member, or by electronic delivery to the email address provided by the Member to the Association.

6. No business may be transacted at a meeting of Members duly called unless a quorum is present. The presence in person or by proxy of fifty percent (50%) of Members entitled to cast a vote shall constitute a quorum at all meetings of the Members. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If business cannot be transacted at a meeting because a quorum is not present, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Board Members, those who attend the second meeting, although less than a quorum, shall nevertheless constitute a quorum for the sole purpose of electing such Board Members. In the case of any meeting called for any other purpose, those who attend the second meeting, although less than a quorum, shall nevertheless constitute a quorum for the sole purpose of acting upon any matter set forth in the notice of the meeting. If written notice of such second meeting is given to each Member of record entitled to vote at such second meeting it must be given at least ten (10) days prior to the day named for the second meeting.

7. **Votes allocated to a Lot may be cast pursuant to a proxy duly executed by a Member in favor of another Member.** If a Lot is owned by more than one person or entity, only one vote may be cast, whether jointly by or on behalf of the owners or through a duly executed proxy. A Member may not revoke a proxy given under this section except by actual notice of revocation to the

person presiding over a meeting of the association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date unless it specifies a shorter term. A proxy is valid only for the purposes set forth therein.

8. No Member shall sell his vote for money or anything of value. Upon request of a Member, the books or records of membership shall be produced at any regular or special meeting of the Association. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records or proxy to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Members entitled to vote may vote in their name or through proxy executed in their favor. The right of a Member to vote, and the Member's right, title and interest in or to the Association or its property, shall cease on the termination of the Member's membership by the Member's sale and settlement on the Member's Lot which shall not relieve the Member of the Member's liability to pay the assessments or other amounts, if any, against the Member's Lot.

9. Voting may be by show of hands, voice, mail or any reasonable means determined by the Executive Board.

10. In advance of any meeting of Members, the Executive Board may appoint judges of election, who need not be Members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any Member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge. The presiding officer may also appoint a parliamentarian for the meeting.

ARTICLE V - EXECUTIVE BOARD MEMBERS

1. The business and affairs of this Association shall be managed by its Executive Board, consisting of three (3) five (5) or seven (7) Board Members, the exact number to be set from time to time by resolution of the Executive Board (the "Board Members"). The Board Members shall be natural persons of full age, residents of this Commonwealth, and Members of this Association. They shall be elected by the Members at the annual meeting of Members of the Association, and each Board Member shall be elected for the term of two (2) years and until his successor shall be elected and shall qualify. If the Board consists of three (3) Members, two (2) Members shall have terms expiring in even-numbered years and the third a term expiring in odd-numbered years. If the Board consists of five (5) Members, then three (3) Members shall have terms expiring in even-numbered years and two (2) shall have terms expiring in odd-numbered years. If the Board consists of seven (7) Members, then four (4) shall have terms expiring in even-numbered years and three (3) shall have terms expiring in odd-numbered years. To be eligible for election to the Board, for appointment to fill a vacancy on the Board, or to remain on the Board after being elected or appointed, a Member must be current in payment of all assessments or other amounts due relative to his Unit.

2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Executive Board shall have all of the powers conferred on them by the Act and may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles or by these Bylaws directed or required to be exercised or done by the Members.

3. The meetings of the Executive Board may be held at such times and at such place or places within this Commonwealth, or elsewhere, in person or by any method enabling all those participating to hear everything that is said, as a majority of the Board Members may from time to time appoint, or as may be designated in the notice calling the meeting.

4. Written or personal notice, including electronic notice, of every meeting of the Executive Board shall be given by the Secretary to each Board Member at least ten (10) days prior to the day named for the meeting.

5. A quorum is deemed present throughout any meeting of the Executive Board if persons entitled to cast at least fifty percent (50%) of the votes on the Executive Board are present at the beginning of the meeting. Any action which may be taken at a meeting of the Executive Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board Members in office and shall be filed with the Secretary of the Association.

6. The Executive Board shall annually establish the total assessment amount for the Association, as well as establish the special and supplemental assessments, if any, of the Association. Additionally, the Executive Board shall adopt and then deliver to all Members copies of each budget approved by the Executive Board and notice of any special or supplemental assessment approved by the Executive Board promptly after such approval. The Members entitled to cast a majority of the votes in the Association may reject any annual budget approved by the Executive Board within thirty (30) days after the Executive Board's approval of such budget. Upon rejection by the Members, the annual budget for the next succeeding year shall be the same as the approved budget for the current year. If the budget stands as approved by the Executive Board, then same may be amended by the Executive Board at any time during the fiscal year. If a budget approved by the Executive Board has been rejected by Members and replaced by the current year's approved budget, then Members entitled to cast a majority of votes in the association may, at any time during the fiscal year, amend the budget. Any amounts accumulated from annual assessments in excess of the amount actually required for expenses and reserves for future expenses shall be credited to each Member's Lot in accordance with that Lot's fractional assessment amount. These credits shall be applied to the next scheduled payment of annual assessments and thereafter until exhausted.

7. The Executive Board may, establish one or more committees to consist of one or more Board Members of the Association. Any such committee, to the extent provided in the resolution of the Executive Board or in the Bylaws, shall have and may exercise all of the powers and authority of the Executive Board, except that no such committee shall have any power or authority as to the following:

- (a) the submission to Members of any action required by statute to be submitted to the Members for their approval.
- (b) The filling of vacancies in the Executive Board.
- (c) The adoption, amendment, or repeal of the Bylaws.
- (d) The amendment or repeal of any resolution of the Executive Board.

8. The Executive Board may designate one or more Board Members as alternate committee members of any committee, who may replace any absent or disqualified committee member at any meeting of the committee. In the absence or disqualification of a member of a committee, the other member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Board Member to act at the meeting in the place of any such absent or disqualified committee member. Each committee of the Executive Board shall serve at the pleasure of the Executive Board.

9. The Executive Board shall receive compensation for their services in the form of a \$50 reduction in their monthly assessment. This reduction would not apply to any special or supplemental assessments. Members of the Executive Board would be required to attend at least 75% of the board meetings annually, recorded in the meeting minutes, and be involved in committees as needed. Failure to meet this requirement would result in the member reimbursing the Association the entire discounted assessment. Board members may also be reimbursed for out-of-pocket expenses paid or incurred in furtherance of their fiduciary duties as a Board Member for which receipts are provided.

10. The entire Executive Board or any individual Board Member may be removed from office without assigning any cause by a two-thirds (2/3) vote of all persons present and entitled to cast a vote at any meeting of the Members at which a quorum is present. In case the whole Executive Board or any one or more Board Members are so removed, a new Board Member(s) may be elected at the same meeting. Further, a Board member may be removed by majority vote of the Board after missing two (2) Executive Board meetings in a row without what is deemed to be good cause.

11. The Executive Board may declare vacant the office of a Board Member if he is declared of unsound mind by an order of court, is convicted of felony, if within sixty (60) days after notice of his selection he does not accept such office either in writing or by attending a meeting of the Executive Board, if he does not meet such other requirements of qualification as the Bylaws may specify, or if he resigns his office.

12. A Board Member of this Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (1) the Board Member has breached or failed to perform the duties of his office in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 12 shall not apply to the responsibility or liability of a Board Member pursuant to any criminal statute or for the payment of taxes pursuant to local, state, or federal law.

ARTICLE VI - OFFICERS

1. The Executive officers of the Association shall be chosen by the Executive Board, and shall be a President, Secretary, and Treasurer. The President and Secretary shall be Members of the Board; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. Officers shall hold their offices for a term of one (1) year and until a successor is

elected and shall have such authority and shall perform such duties as are provided by the Bylaws, prescribed by the Executive Board, and according to applicable law. The offices of Secretary and Treasurer may be held by the same person. The Executive Board may secure the fidelity of any or all such officers by bond or otherwise.

Officers shall receive no compensation for their service in such capacity but may be reimbursed for out-of-pocket expenses paid or incurred in furtherance of their fiduciary duties as an officer for which receipts are provided.

2. Any officer or agent may be removed by the Executive Board whenever in its judgment the best interests of the Association will be served thereby.

3. The President shall be the chief executive officer of the Association; shall preside at all meetings of the Members and Board Members; shall have general and active management of the affairs of the Association; and shall see that all orders and resolutions of the Executive Board are carried into effect, subject, however, to the right of the Executive Board to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association. The President shall execute bonds, mortgages, and other documents on behalf of the Association. The President shall be EX-OFFICIO, a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President, or any other officer appointed by the President, shall prepare, execute, certify and record amendments to the Declaration on behalf of the Association.

4. The Secretary shall attend all sessions of the Executive Board and all meetings of the Members and act as clerk thereof, and ensure that a record is made of all votes of the Association and the minutes of all its transactions in a book or other location maintained for that purpose; and shall perform like duties for all committees of the Executive Board when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Executive Board, and shall perform such other duties as may be prescribed by the Executive Board or President, under whose supervision the Secretary shall be.

5. The Treasurer shall have custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in records belonging to the Association, and shall keep the moneys of the Association in a separate account to the credit of the Association. The Treasurer shall disburse the funds of the Association as may be ordered by the Executive Board, and shall render to the Board Members, at regular meetings of the Executive Board, or whenever they may require it, an account of the financial condition of the Association.

ARTICLE VII - VACANCIES

1. If the office of any officer, becomes vacant for any reason, the Executive Board may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Executive Board, including vacancies resulting from an increase in the number of Board Members, shall be filled by a majority of the remaining Board Members, though less than a quorum, and each person so elected shall be a Board Member until their successor is elected by the Members, who may make such election at the next annual meeting of the Members, or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE VIII - BOOKS AND RECORDS

1. The Association shall keep an original or duplicate record of the proceedings of the Members and the Executive Board, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary, and an original or a duplicate membership register, giving the names of the Members, and showing their respective addresses and other details of the membership of each. The Association shall also keep appropriate, complete, and accurate records of account sufficiently detailed to enable the Association to comply with Section 5407 (relating to resales of Lots) of the Act. The records provided for herein shall be kept at the registered office of the Association in this Commonwealth, at its principal place of business wherever situated, or in such other manner or at such other place as directed by the Executive Board.

2. Every Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the Members and Executive Board. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to the Association at its registered office in this Commonwealth, at its principal place of business wherever situated, or at such other place as directed by the Executive Board.

ARTICLE IX - REPEALED

ARTICLE X - TRANSACTION OF BUSINESS

1. The Association shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless eighty percent (80%) of the Members entitled to cast a vote in the Association agree to such action. An agreement to sell, mortgage, lease, convey or otherwise dispose of its real property shall be evidenced by the execution of an agreement or ratification of an agreement by the requisite number of Members.

2. Whenever the lawful activities of the Association involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Association, and in no case shall be divided or distributed in any manner whatsoever among the Members, Board Members or officers of the Association.

3. All checks or demands for money and notes of the Association shall be authorized by the Treasurer and signed by such officer(s) or other person as the Executive Board may from time to time designate.

ARTICLE XI - ANNUAL FINANCIAL STATEMENT

1. Within ninety (90) days after the close of its fiscal year, or such other time as may be reasonable under the circumstances, the Executive Board shall have an annual financial statement prepared and disseminated to all Members, which statement shall, show in appropriate detail, during and as of the end of the fiscal year immediately preceding the date of the statement, the following:

- (a) The assets and liabilities of the Association;
- (b) The principal changes in assets and liabilities;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes.
- (e) The number of Members of the Association as of the date of the statement,

2. The cost of preparing the statement shall be a common expense.

ARTICLE XII - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally, by sending a copy thereof by first class mail, postage pre- paid, to his address appearing on the books of the Corporation or the address supplied by him to the Association for the purpose of notice, or by electronic delivery to the email address provided by the Member to the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of a meeting shall specify the place or manner, day and hour of the meeting and any other information required by statute or these Bylaws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of Members, such waiver of notice shall specify the general nature of

the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the Association shall end on the last day of December.
2. One or more persons may participate in a meeting of the Executive Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE XIV - INDEMNIFICATION

1. Subject to the limitations hereinafter set forth, the Association shall indemnify each Board Member, officer, employee or agent of the Association, and his heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Corporation, in which he was involved because of anything he may have done or omitted to do as a Board Member, director, officer, employee or agent of the Association or of any organization that he may have served as a board member, director, officer, employee or agent at the request of the Corporation, but such indemnification can be made only if a determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Said indemnification can be made only if a determination has been made, with the advice of counsel for the Association, by members of the Executive Board not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Executive Board not involved in the claim or proceeding, or by independent legal counsel in a written opinion:

- (1) that the Board Member, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, and
- (2) that the amount of the proposed indemnification is reasonable, and
- (3) that the proposed indemnification is just and proper and can be legally made by the Association under then existing law, and

(4) that the indemnification shall be made by the Association in an amount stated in the determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

2. Expenses incurred by an officer, Board Member, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association.

3. The Association shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the Board Members, officers and employees and agents of the Association or arising out of his status as such.

4. The invalidity of any portion of this ARTICLE XIV shall not affect the validity of the remainder hereof.

ARTICLE XV - AMENDMENTS

1. These Bylaws may be adopted, amended or repealed **by the vote of a majority of Members of the Association** at any regular or special meeting duly convened after notice to the Members of that purpose and at which meeting a quorum is present.