

BY-LAWS OF
BROOKWOOD PLACE
HOMEOWNERS' ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of this Association is **BROOKWOOD PLACE HOMEOWNERS' ASSOCIATION**, a non-profit corporation (hereinafter sometimes referred to as the "Association"). The principal office of the Association shall be located in Washington County, Pennsylvania, but meetings of members and directors may be held at such other places as may be designated by the Board of Directors of the Association.

ARTICLE II
DEFINITIONS

Unless the context clearly indicates otherwise, the words and phrases used herein have the same meaning as the identical words and phrases have in the Declaration of Covenants, Conditions and Restrictions, recorded with respect to the development known as "**BROOKWOOD PLACE, A PLANNED COMMUNITY**", located in Peters Township, Washington County, Pennsylvania (hereinafter sometimes referred to as the "Declaration").

ARTICLE III
MEMBERSHIP

The members of the Association shall consist of all the Unit Owners of the Property. Membership shall be appurtenant to, and may not be separated from ownership of any Unit.

ARTICLE IV
MEETING OF MEMBERS

Section 1. Annual Meetings. The first Annual Meeting of the membership shall be held no later than one (1) year after seventy-five percent (75%) of the total lots in **BROOKWOOD PLACE** have been sold. Thereafter, an Annual Meeting of the members shall be held during the month of November in each year.

Section 2. Special Meetings. Special Meetings of the members may be called at any time by the President or a majority of the Board of Directors of the Association, or on written request of the members who are entitled to vote twenty percent (20%) of all the votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by or at the direction of the Secretary. Such notice may be given by personal delivery or by mailing a copy of such notice, postage prepaid, at least twenty (20) days before such meeting

to each member entitled to vote at said meeting, 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 time of the meeting and, in the case of a Special Meeting, the purpose of the meeting. A written waiver of notice shall be deemed equivalent to the giving of notice. The attendance of a member in person or by proxy at the meeting shall constitute a waiver of notice by such member.

Section 4. Proxies. At all meetings of members, each voting member may vote in person or by proxy. All proxies shall be in writing and filed with Secretary. Every proxy shall be revocable and shall automatically cease upon sale by the member of his Unit. A proxy may not be valid for more than sixty (60) days.

Section 5. Quorum. The presence, either in person or by proxy, of the members entitled to cast thirty-three percent (33%) of all the votes shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If a quorum is not in attendance, those members who are present may adjourn the meeting to a new date or dates, without notice other than announcement at the meeting, until a quorum as above defined shall be present or represented. Unless a different vote is required by express provision of the Declaration or these By-Laws, each question presented at a meeting shall be determined by a majority vote of those present.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors. Other than the Directors appointed by the Developer, the members of Board shall be either Unit Owners or the spouse of a Unit Owner. The number of Directors shall be five (5). The initial Board of Directors shall be appointed by the Developer. They shall hold office until their successors have been elected at the First Annual Meeting, as provided in Article IV, Section 1. At the First Annual Meeting and at each Annual Meeting thereafter, the Board of Directors shall be elected in the manner herein provided.

Section 2. Term of Office. The term of office of a Director shall be one (1) year commencing on the date of the Annual Meeting. The Board Members shall hold office until their successors have been elected and qualify. A Director may run for reelection to his or her office.

Section 3. Removal or Vacancy. A Director may be removed from the Board, with or without cause, by a majority vote of the members at any Special Meeting called for the purpose. In the event of death, disability, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for his services as a Director. However, Directors may be reimbursed for any reasonable expenses incurred in the performance of their duties.

ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations. Nominations 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.

Section 2. Nominating Committee. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Directors and two (2) other members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the membership to serve from the close of such Annual Meeting until the close of the next Annual Meeting and such 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.

Section 3. Election. At such election, the voting 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 VII
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. If a quorum is not present at a regularly scheduled meeting within fifteen (15) minutes of the scheduled meeting time, the Board Members then present may adjourn the meeting to another time, either during the current month or to the next regularly scheduled meeting.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President or by any two (2) Directors, after not less than three (3) days written notice to each Director.

Section 3. Quorum. At all meetings of the Board of Directors, a majority of the Board Members shall constitute a quorum for the transaction of business, and any action taken by the majority of those present shall be regarded as the act of the Board.

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 approval of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. They may also act by conference telephone or other electronic means whereby all Directors can hear each other at all times.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) Adopt and publish Rules and Regulations governing the use of the Common Areas and Common Property, and the personal conduct of the members and their guests thereon, and to establish penalties for the infractions thereof; and

(b) Suspend the voting rights 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 may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published Rules and Regulations; and

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws or the Declaration; and

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors without cause; and

(e) Employ a manager, an independent accountant or such other employees or independent contractors as they deem necessary and to prescribe their duties; and

(f) Open bank accounts and designate the signatures required; and

(g) Collect assessments; and

(h) Enforce by legal means the provisions of the Declaration, these By-Laws and any Rules and Regulations and commence any proceeding on behalf of the Owners concerning the Association; and

(i) To borrow money for the purpose of the repair or restoration of the Common Area and Common Property. Any borrowing over Ten-Thousand Dollars (\$10,000.00) must be approved of at the annual or special meeting by a majority of Unit Owners.

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;

(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 Association Assessment against each Unit at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of assessment to every Owner subject thereto at least thirty (30) days in advance of any increase of an annual assessment for each such annual assessment period.

(d) Procure and maintain insurance as provided in Article V of the Declaration;

(e) Cause officers or employees to be bonded if the Board deems it appropriate;

(f) Cause the Common Areas and Common Property to be maintained;

(g) Issue or cause an appropriate officer to issue a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made for the issuance of these certificates;

(h) Carry out any other duties imposed by the Declaration or these By-Laws;

(i) The Board shall have the right to delegate its managerial powers, including all of the financial matters associated therewith, to a third party management company.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. The Officers must be members of the Board of Directors.

Section 2. Election of Officers. The election of Officers shall be by the members of the Board of Directors, and shall take place at the first meeting of the Board of Directors following each Annual Meeting of the membership.

Section 3. Term. The officers shall hold office for one (1) year unless they shall sooner resign, be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may appoint 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 resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect of the date of receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The 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. Compensation. The President and Vice-President shall not receive any compensation for their services, except reimbursement for out-of-pocket expenses. The Secretary and Treasurer may be compensated for their services if the Board of Directors determines that such compensation is appropriate.

Section 9. Duties. The duties of the Officers are as follows:

(a) The President shall preside at all meetings of the Board of Directors and Unit Owners; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments; shall have the authority to prepare, execute, certify, and record any amendments to the Declaration; and shall co-sign all checks;

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

(c) 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 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.

(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 co-sign all checks of the Association; keep proper books of account, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the regular Annual Meeting.

ARTICLE X
INSURANCE AND INDEMNITY

Each Unit Owner shall maintain its own insurance. The Association shall obtain adequate insurance for the Common Areas, the Common Property, and the Board of Directors as provided in the Declaration. In addition, the Association shall indemnify the members of the Board of Directors from any costs, demands, judgments, and/or liabilities incurred by the members of the Board of Directors associated with any actions that they took, in good faith, while serving as members of the Board of Directors.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay annual Association assessments and special assessments all of 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 the Board shall enforce said assessments as set forth in the Declaration. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or Common Property or abandonment of his Unit.

ARTICLE XII
OBLIGATIONS OF ASSOCIATION

The Board of Directors of the Association, with input from the Unit Owners, shall from time to time determine the obligations of the Association.

ARTICLE XIII
AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the membership, by vote of a majority of members present in person or by proxy, except that any By-Laws affecting the rights or interests of the Developer shall not be amended or modified without the written consent of the Developer. Notice of any proposed amendment must be given to every Owner at least twenty (20) days before the meeting at which such amendment is considered.

ARTICLE XIV
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.

Section 2. Books and Records. The Association shall keep records and books of account and minutes of meetings as well as a list of all members. The books and records shall be available at reasonable times for inspection by any member of the Association at the Association's principal office and copies made available at a reasonable cost.

Section 3. Conflicts. In the case of any conflicts between the Declaration and these By-Laws, the Declaration shall control; in the case of any conflict between the Rules and Regulations and these By-Laws, the By-Laws shall control.

IN WITNESS WHEREOF, the first Directors of **BROOKWOOD PLACE HOMEOWNERS' ASSOCIATION** have adopted the foregoing By-Laws this _____ day of _____, 2019.

**BROOKWOOD PLACE
HOMEOWNERS' ASSOCIATION**

By: _____
E. MARTIN GILLESPIE, PRESIDENT

CERTIFICATION

I, the undersigned, hereby state that:

1. I am the duly elected and acting President of **BROOKWOOD PLACE HOMEOWNERS' ASSOCIATION**.
2. That the foregoing By-Laws are the original By-Laws of the Association, having been duly adopted at a meeting of the Board of Directors thereof held on the _____, day of _____ 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2019.

**BROOKWOOD PLACE
HOMEOWNERS' ASSOCIATION**

By: _____
E. MARTIN GILLESPIE, PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF ALLEGHENY)

On this _____ day of _____, 2019, before me, a Notary Public, personally appeared E. MARTIN GILLESPIE, President of BROOKWOOD PLACE HOMEOWNERS' ASSOCIATION, and acknowledged that he executed the foregoing instrument for the purposes therein contained by signing his name as President.

Notary Public

My Commission Expires: