

**BY-LAWS**  
**OF**  
**SANDY BRAE COMMUNITY SERVICES ASSOCIATION INC.**

**ARTICLE I**

**Name and Location**

The name of the corporation is Sandy Brae Community Services Association Inc., hereinafter referred to as the "Association". Meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania as may be designated by the Board of Directors.

**ARTICLE II**

**Definitions**

**Section 1.** "Association" shall mean and refer to Sandy Brae Community Services Association Inc., its successors and assigns.

**Section 2.** "Properties" shall mean and refer to that certain real property in North Strabane Township, Washington County, Pennsylvania described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, in accordance with the provisions of said Declaration.

**Section 3.** "Common Areas" or "Common Facility" shall mean all real property owned by the Association for the common use and enjoyment of the owners, including storm water detention ponds.

**Section 4.** "Controlled Facilities" shall mean the roofs, exterior painting, siding, private streets and grass cutting of the yards on each unit.

**Section 5.** "Common Elements" shall mean the Common Facility and the Controlled Facilities.

Section 6. "Lot" shall mean and refer to any plot of land and any designation of units shown upon any recorded subdivision map of the Properties with the exception of the Common Area. If a unit designation does not result in an actual corresponding constructed unit, a "Lot" shall mean and refer to an area upon or in which a separate Living Unit is constructed except in Multifamily Structures. The term "Lot" shall include a condominium Living Unit where such may occur.

Section 7. "Owner" 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 8. "Declarant" shall mean and refer to Maronda Homes Inc., their successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 9. "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 of Allegheny County, Pennsylvania.

Section 10. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 11. "Recorded" shall mean duly recorded in the Office of the Recorder of Deeds, Allegheny County, Pennsylvania unless otherwise clearly indicated.

### ARTICLE III

#### Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same month of each year thereafter, at the hour of 8:00 P.M.

Section 2. Special Meetings. Special Meetings of the members 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 the votes of any class of members.

Section 3. Notice of Meetings. Except as otherwise provided in the Declaration, 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 or delivering a copy of such notice to each member entitled to vote thereat at least fifteen (15) days in advance of such 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 hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Voting. Except as otherwise provided in the Declaration or By-Laws, all motions, resolution, etc. of the Association shall be passed by a majority of the votes cast in person or by proxy, without regard to classes of membership.

Section 5. "Quorum". The presence at the meeting of members entitled to cast, or of proxies to cast one-tenth (1/10) of all votes, regardless of 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. The members present at a duly organized meeting can continue to do business until adjournment only so long as a quorum is maintained.

Section 6. "Proxies". 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 upon the conveyance by the member of his Lot or termination of occupancy as the case may be.

Section 7. "Powers of Association". In addition to and not in limitation of all powers given it, the Association shall have the right to borrow money for the purpose of improving or increasing the Common Area or Common Facility and in aid thereof, with assent of two-thirds (2/3) of each class of members (except Class D), to mortgage said Common Area or Common Facility.

#### ARTICLE IV

##### Board of Directors: Selection: Term of office

Section 1. Number. Initially, the affairs of this Association shall be managed by a Board of Three (3) Directors, who need not be members of the Association. Beginning with the first annual meeting to be held after Sixteen (16) Lots have been sold by Declarant, the Board shall be composed of five (5) members, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three (3) Directors for a term of one (1) year; at each annual meeting thereafter until sixteen (16) Lots have been sold by Declarant, the members shall elect Directors for a term of one (1) year. At the first annual meeting at which five (5) Directors are to be chosen, the members shall elect two (2) Directors for a term of one (1) year, two Directors for a term of two (2) years and one Director for a term of three (3) years; and at each annual meeting thereafter the members shall elect Directors as needed.

Section 3. Removal 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, or the vacancy of an office of a member of the Board his 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 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 5. Business Conducted Without a Meeting. In lieu of a formal meeting, the Directors shall have the right to conduct appropriate business within the constraints of the Association's By-Laws and covenants by obtaining written approval of all the Directors. Any business so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE V

### Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations may also 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 or the Board of Directors. 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 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 any such 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 shall be made in a manner consistent with Section 1 of Article IV hereof.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such elections 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 person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## 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 penalties for the infraction thereof;

(b) suspend the voting rights or the right to the use of the recreational facilities of a member for any period during which any assessment against his Lot or Living Unit remains unpaid. 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; assessments shall continue during suspension;

(c) 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 Article of Incorporation, or the Declaration;

(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 regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe 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

members who are entitled to vote or by one-fourth (1/4) of the members of any class of members except Class E;

(b) supervise all officers, agents and employees of this 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 against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at 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; and

(g) cause the Common Elements to be maintained.

## ARTICLE VIII

### Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be 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 of Directors 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 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 a majority of all of the members of the Board, with or without a meeting. Any officer may resign at any time by giving written notice to the Board, the President or 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 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 or she 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 officers are as follows:

(a) President. 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 promissory notes.

(b) Vice President. 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) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of its 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) Treasurer. 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 and shall obtain the co-signature of the President on all promissory notes and the co-signature of one other officer of the Association or other designated person on all checks; 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 its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE IX

### Committees

The Board of Directors of the Association shall appoint an Environmental Protection Board (EPB) 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 at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

### Assessments

As more fully provided in the Declaration, each Owner is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not received by the Association by the first day of each month shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear a \$5.00 service charge for each month delinquent. The Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property; and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. Additionally, the Board may suspend rights specified in Article VII, Section 1. Powers, paragraph (b). No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot.



ARTICLE XII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Chelsea Glen Plan 2 Community Services Association Inc.

ARTICLE XIII

Amendments

Section 1. Vote. 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, except that the Federal Housing Administration and Veterans Administration shall have the right to veto amendments only in accordance with the conditions set forth in Article X, Section 5 of the Declaration.

Section 2. Conflict with Declaration. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Article 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 year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors Of Sandy Brae Community Services Association Inc., have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, 2003.

Witness:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS  
COUNTY OF ALLEGHENY )

On this the \_\_\_\_ day of \_\_\_\_\_, 2003 before me, a Notary Public, the undersigned officer, personally appeared and whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

**Notary Public**