

**AMENDED AND RESTATED
BY-LAWS
OF
ABBEY WOODS HOMEOWNERS ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

1.01 The name of the corporation is Abbey Woods Homeowners Association, a Pennsylvania non-profit corporation (the "Association"). The principal office and registered office of the Association shall be located at 124 Brookhaven Boulevard, Mars, Pennsylvania 16046, but meetings of the Members and the Board of 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" has the meaning ascribed to it in **Article I** of these Bylaws.

2.02 "Board of Directors" means the Board of Directors of the Association.

2.03 "Common Area(s)" means Parcels A and B as shown on the Plats and all other real property, including improvements thereto and facilities thereon, owned or areas of easement held in favor of the Declarant and/or the Association or administered thereto by the Declarant and/or the Association for the common use and enjoyment of the members of the Association. The Common Areas include streets, landscaped areas, storm water detention ponds, sewage treatment plant, sewage treatment appurtenances, wells, water treatment appurtenances and green spaces as shown on the Plats, but may also include in the future parking areas and community structures.

2.04 "Declarant" means Abbey Woods Development, Inc., a Pennsylvania corporation, and all successors to, and assigns of any of, Declarant's rights, including, without limitation, the Association at the expiration of the Declarant Control Period.

2.05 "Declarant Control Period" means that date on which Declarant relinquishes control of the Association, as more particularly set forth in **Section 4.01(d)** herein.

2.06 "Declaration" means that certain Declaration of Covenants, Conditions Reservations and Restrictions for the Abbey Woods Plan of Lots, dated March 20, 1996 and recorded in the Butler County Recorder's Office (the "Recorder's Office") at Deed Book Volume 2608, page 657, as amended by that certain First Amendment to Declaration, dated October 24, 2001 and recorded on November 5, 2001 in the Recorder's Office at Instrument Number 200111050031543, as assigned by that certain Assignment of Declaration, dated October 24, 2001 and recorded on November 5, 2001 in the Recorder's Office at Instrument Number 200111050031544, as amended by that certain Second Amendment to Declaration,

dated October 24, 2001 and recorded on November 5, 2001 in the Recorder's Office at Instrument Number 200111050031545, as amended and restated by that certain Amended and Restated Declaration of Covenants, Conditions, Reservations and Restrictions, dated _____, 2001 and recorded on _____ in the Recorder's Office at Instrument Number _____ and any future amendments thereto made from time to time.

2.07 "Lot" means a lot in the Real Estate and/or as described in the Plats, with the exception of the Parcels A and B and any other areas labeled Common Area as shown thereon, as well as any other areas that meet the definition of the term Common Area hereunder.

2.08 "Lot Owner" means the owner in fee simple of any Lot, including the Declarant, but shall not include any person or persons purchasing a Lot under contract (until such contract is fully performed and legal title is conveyed of record).

2.09 "Member" shall mean and refer to those persons entitled to membership in the Association as provided in **Section 7.1** of the Declaration.

2.10 "Original Declaration" means that certain Declaration of Covenants, Conditions Reservations and Restrictions for the Abbey Woods Plan of Lots, dated March 20, 1996 and recorded in the Recorder's Office at Deed Book Volume 2608, page 657.

2.11 "Plat(s)" means the Abbey Woods plans referenced in **Section 2.1** hereof and any other subdivision plat or plats recorded, or to be recorded, subdividing and re-subdividing the Real Estate and portions thereof, as the same may be amended from time to time.

2.12 "Real Estate" means the real estate described in Exhibit "A", and additions thereto, as are subject to this Declaration.

2.13 "Rules and Regulations" means those certain written rules and regulations promulgated by Declarant and/or the Association, as amended from time to time.

2.14 "Townhouse Association" means Abbey Woods Townhouse Homeowners Association, a Pennsylvania non-profit corporation.

2.15 "Townhouse Lots" means Lots 221 through and including 226 in the Plats, as such lots may be further subdivided, and any additional real estate designated as townhouse lots from time to time.

ARTICLE III **MEETINGS OF MEMBERS**

Annual Meetings

3.01 The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association. Subsequent annual meetings of the Members shall be at such time and on such date as the Board of Directors may determine.

Special Meetings

3.02 Special meetings of the Members may be called at any time by the Declarant, the President of the Association or by the Board of Directors, or upon written request of the Members representing twenty-five percent (25%) of the Lots.

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 (15) days before the meeting to each Member entitled to vote at the meeting. Such notice shall be addressed to the Member's address last appearing on the books of the Association or the address 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 (1/10) of the Lots shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or these By-laws. 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 TERMS OF OFFICE OF DIRECTORS

Number and Control

4.01 (a) The affairs of the Association prior to the expiration of the Declarant Control Period shall be managed by a board of directors consisting of three (3) directors, each of whom need not be Members of the Association.

(b) Until the sixtieth (60th) day after conveyance of twenty-five percent (25%) of the Lots to Lot Owners other than Declarant, Declarant shall have the right to appoint and remove any and all officers and members of the Board of Directors.

(c) No later than sixty (60) days after conveyance of twenty-five (25%) percent of the Lots to Lot Owners other than Declarant, one (1) of the three (3) members of the Board of Directors shall be elected by Lot Owners. Declarant may not unilaterally remove any members of the Board of Directors elected by Lot Owners.

(d) No later than the earlier of (i) seven (7) years after the date of the recording of the Original Declaration; or (ii) sixty (60) days after eighty (80%) percent of the Lots have been conveyed to Lot Owners other than Declarant (such time period from the date hereof to the earlier of the dates described in clauses (i) or (ii) being referred to herein as the "Declarant Control Period"), all members of the Board of Directors shall resign, and a new five (5) member Board of Directors shall be elected as set forth in **Section 4.01(e)** hereof.

(e) After the expiration of the Declarant Control Period, the Lot Owners as a whole group shall elect one (1) member of the Board of Directors, the Lot Owners (excluding the Lot Owners of the Townhouse Lots) shall elect two (2) members of the Board of Directors, and the Lot Owners of the Townhouse Lots shall elect two (2) of its members to serve as directors on the Board of Directors.

Term of Office

4.02 (a) Except as otherwise provided in this **Section 4.02**, each director elected or appointed to the Board of Directors prior to the Declarant Control Period shall hold office for a period of one (1) year.

(b) At the first annual meeting of the Members after the expiration of the Declarant Control Period, the Members shall nominate and elect directors in the following manner: the Lot Owners as a whole group shall elect one (1) director to hold office for a period of two (2) years. The Lot Owners (excluding the Lot Owners of the Townhouse Lots) shall elect one (1) director to hold office for a period of one (1) year and one (1) director to hold office for a period of two (2) years. The Lot Owners of the Townhouse Lots shall elect one (1) of its members to hold office for a period of one (1) year and shall elect one (1) of its other members to hold office for a period of two (2) years.

(c) At each annual meeting of the Members commencing with the second annual meeting after the expiration of the Declarant Control Period, the Members shall elect directors to succeed those directors whose terms have expired. Any director elected at an annual meeting commencing with the second annual meeting after the expiration of the Declarant Control Period shall hold office for a period of two (2) years. Each director shall hold office until his or her successor shall have been duly elected and qualified.

Removal

4.03 Any director may be removed from the Board of Directors, with or without cause, by a vote of at least seventy-five percent (75%) 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 of Directors and shall serve for the unexpired term of his or her

predecessor. In the event that any director is absent from two (2) consecutive regular meetings of the Board of Directors, the Board of Directors may declare the office of such director to be vacant.

Compensation

4.04 No director shall receive compensation for any service he or she may render to the Association; provided, however, that 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 elections to the Board of Directors shall be made from the floor at any meeting convened for the purposes of electing directors. Such nominations may be made by the members of the Board of Directors or any Member entitled to vote in the election of directors. Except for directors appointed by the Declarant, all nominations shall be made from among the Members only.

Elections

5.02 Elections of directors shall be by secret written ballot. At the election, each Member may cast, in respect to each vacancy, one (1) vote for each Lot owned by the Member. No Member shall have the right to cumulate his or her votes for the election of directors, or otherwise, or for any other purpose except for the right to exercise a cumulative voting privilege specifically granted or reserved by law.

ARTICLE VI
MEETINGS OF DIRECTORS

Regular Meetings

6.01 Regular meetings of the Board of Directors shall be held at least quarterly, may be held without notice, and at the place and hour that may be fixed from time to time by resolution of the Board.

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 (2) directors, after not less than three (3) 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 of Directors.

ARTICLE VII
POWERS AND DUTIES OF BOARD OF DIRECTORS

Powers

7.01 The Board of Directors shall have power to:

(a) Appoint committees of the Board of Directors (which need consist of only one member of the Board of Directors and which may include Lot Owners who are not members of the Board of Directors) and to delegate to such committees the Board of Directors' authority to carry out certain duties of the Board of Directors subject to the approval and control of the Board of Directors.

(b) Engage the services of any persons (including but not limited to property managers, employees, engineers, accountants and attorneys) deemed necessary by the Association at such compensation as is deemed reasonable by the Board of Directors in the operation, repair, maintenance and management of the Common Areas, in connection with any duty, responsibility or right of the Association, and for interpretation and enforcement of the Declaration, and to remove and/or replace, at any time, any such personnel.

(c) Purchase insurance in such amounts and of such types as is deemed reasonable.

(d) Adopt, publish and amend, as needed or required, Rules and Regulations.

(e) 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. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of the Rules and Regulations.

(f) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these By-laws, the Articles of Incorporation, or the Declaration.

(g) Except as otherwise provided in these By-laws, cause to be fixed and determined from time to time, rules and regulations and the amount to be charged and retained or collected for water or sewer service rendered or required to cover the cost of such service, including coverage of existing or planned improvements, a reasonable reserve, interest charges, loss and expense or the requirements for working capital or special funds created; provided, however, that any such services shall be provided to the Members of the Association on a non-profit basis.

Duties

7.02 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.

(b) Supervise all officers, agents, and employees of the Association.

(c) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or bring an action at law against the owner personally obligated to pay the assessments.

(d) 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, the certificate shall be conclusive evidence of the payment.

(e) Cause such officers, management personnel and employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(f) Cause the Common Areas to be maintained as required by **Section 4.2** of the Declaration and provide for water service and sewage collection and treatment service as required by the Declaration.

(g) Promulgate and enforce, or cause to be enforced, the Rules and Regulations described in **Section 10.01** hereof.

(h) Present to the Members of the Association at each annual meeting of the Members the itemized accounting of Common Expenses (as defined in the Declaration) set forth in **Section 8.4** of the Declaration.

ARTICLE VIII **OFFICERS AND THEIR DUTIES**

Enumeration of Officers

8.01 The officers of the Association shall be chosen by the Board of Directors and shall be a President, Vice-President, if any, Secretary and Treasurer, and other officers as the Board of Directors may from time to time by resolution create. The President of the Association shall be at all times be selected from among the members Board of Directors currently holding office.

Appointment of Officers

8.02 The appointment 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 the Association appointed by the Board of Directors shall each hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Special Appointments

8.04 The Board of Directors may appoint 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 of Directors 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 of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or the President. Resignations 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. Any officer who is also a member of the Board of Directors may resign from his or her office but may retain his or her director seat.

Vacancies

8.06 A vacancy in any office may be filled by appointment by the Board of Directors. 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 **Section 8.04** hereof.

Duties

8.08 The duties of the officers are as follows:

(a) The President shall preside at all meetings of the Board of Directors, see that orders and resolutions of the Board of Directors are carried out and sign all leases, mortgages, deeds and other written contracts or agreements which bind the Association.

(b) The Vice-President, if any, shall act in the place and stead of the President in the event of the President's absence or disability and shall exercise and discharge all other duties as may be required of him or her by the Board of Directors.

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and 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 of Directors and the Members, keep appropriate current records showing the Members of the Association together with their addresses and perform other duties as required by the Board of Directors.

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse the funds as directed by resolution of the Board of Directors.

(e) Unless otherwise provided by resolution of the Board of Directors, all checks, notes, demands for money or other monetary obligations of the Association shall require the signature of any one (1) of the following officers of the Association to be valid and binding: President, Vice-President, if any, Secretary or Treasurer.

ARTICLE IX **COMMITTEES**

9.01 The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X
RULES AND REGULATIONS

10.01 The Declarant and/or Association shall have the right to promulgate, and amend as deemed necessary, written Rules and Regulations governing, among other matters, the use and operation of the Common Areas, including the water and sewage facilities, and to set fees for the use of those facilities pursuant to the Declaration, and to establish any other Rules and Regulations in order to insure the attractiveness of the Real Estate, protect and enhance the value and amenities of the Real Estate, and facilitate the operation of the Association.

ARTICLE XI
BOOKS AND RECORDS

11.01 The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation, the Declaration, these By-laws and the Rules and Regulations shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII
AMENDMENTS

12.01 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.

ARTICLE XIII
MISCELLANEOUS

Fiscal Year

13.01 The Board of Directors shall have the power to fix by resolution the fiscal year of the Association. If the Board of Directors shall fail to do so, the President shall fix the fiscal year.

Conflicts

13.02 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. To the extent that there is a provision in these By-laws that is duplicative of a provision in the Declaration, such provision in these By-laws cannot be amended unless the applicable provision in Declaration is first amended.