

**BYLAWS OF  
BLACKHAWK PLAN OF LOTS HOME OWNERS ASSOCIATION  
A PLANNED RESIDENTIAL COMMUNITY  
MIDDLESEX TOWNSHIP, COUNTY OF BUTLER, PA**

**Article I – Name and Location**

The Association shall be known as BLACKHAWK PLAN OF LOTS HOME OWNERS ASSOCIATION, herein after referred to as the “Association.” The principal office of the Association shall initially be located at 10431 Perry Highway, Suite 100, Wexford PA 15090, but meetings of members and directors may be held at such places as may be designated by the Board of Directors.

**Article II – Definitions**

Section 1. “Declaration” shall mean and refer to the Declarations of Covenants, Conditions, Reservations and Restrictions, and Amendments, applicable to the property recorded in the Records Office of Butler County, Pennsylvania.

Section 2. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 3. All other terms used herein shall have the definitions as set for in Declarations of Covenants, Conditions, Reservations and Restrictions.

**Article III – Meetings of Members**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within two (2) years from the date of the closing of the final lot. Thereafter, an annual meeting of the Home Owners shall be held each year on the third Monday of January, or in the event that day is a legal holiday, on the first day thereafter, which is not a legal holiday.

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 majority of Members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting and at least twenty (20) days written notice shall be given.

Section 3. Notice of Meetings. 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 such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote, addressed to the Member’s address 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 case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, in person or by proxy, one-sixth (1/6) of the total votes of all members at the time of the meeting shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Adjourned Meetings. If an annual meeting or special meeting is adjourned to a different date, time or place, then the new date, time or place must be announced at the meeting before it is adjourned. Otherwise, notice of the new time, place or date must be given in the same manner as required for the adjourned meeting.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, dated and filed with the Secretary. Every proxy shall be revocable and shall automatically cease within six (6) months or upon conveyance by the Member of his Lot.

Section 7. Voting. At all meetings of Members where a quorum has been attained, those Members present in person or by proxy may vote in the manner set forth in the Declaration and a simple majority of the voting interests present in person or by proxy shall be required on any action unless otherwise provided in the Declaration or these Bylaws.

Section 8. Action of Members Without a Meeting. Any action that may be taken by Members at a meeting or that may be approved or ratified at a meeting, may be taken by written agreement without a meeting in the following manner and provided that the following conditions are met:

- (a) The Board of Directors determines that action by written agreement without a meeting will be in the best interest of the Members (which determination shall be final and binding upon all concerned); and,
- (b) For voting by secret ballot where the Articles, Bylaws, or other laws require issues to be decided by secret ballot, the Board of Directors must prescribe a voting procedure that will assure the sanctity of the secret ballot is preserved;
- (c) The Secretary shall mail or cause to be mailed by regular US Mail, prepaid, the ballot forms to all Members. An affidavit of mailing shall be prepared evidencing the mailing and such affidavit shall become a part of the official records of the Association (the "Affidavit of Mailing"); and
- (d) To be counted, a ballot must be received by the Association not more than sixty (60) days from the date of mailing as reflected in the Affidavit of Mailing. The Board, in its discretion, may establish a shorter period of time within which voting must be completed and in such event such shorter period of time shall be observed as the deadline, provided, however, the time for returning ballots shall in no event be less than ten (10) days; and,

- (e) To be valid, a decision made in writing by agreement of Members, without a meeting, must have minimum number of Members voting, namely the number necessary for a quorum at a Members meeting, as prescribed in Section 4, above.

#### **Section IV – Board of Directors**

Section 1. Number. The affairs of this Association shall be initially managed by a Board of five (5) directors, who need not be members of the Association. There shall never be less than five (5) directors. However, the Board shall continuously be composed of a odd number of directors.

Section 2. Term of Office. Directors shall be elected at the annual meeting and shall serve for a term of one (1) year so long thereafter until their successors are duly elected. However, the Members, at any annual meeting after the Declarant has relinquished control of the Association and to provide a continuity of experience, may vote to create classes of directorships having a term of one, two or three years to create a system of staggered terms.

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, 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. Action Of Directors 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 all of 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**

Section 1. Nomination. 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 Chairman, 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 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 elections 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 may be made from among members or nonmembers.

Section 2. Elections. Election to the Board of Directors shall be by secret written ballot. At such 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 – Meeting of Directors**

Section 1. Regular Meetings. Regular meeting of the Board of Directors shall be held at least annually, 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 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. Notice to Members. All meetings of the Board of Directors shall be open to all members except meetings between the Board and its attorney to discuss proposed or pending litigation where the contents of the discussion would be governed by the attorney-client privilege. Notices of all board meetings must be posted in a conspicuous place in the subdivision at least 48 hours in advance of a meeting, except in an emergency. If notice is not posted in a conspicuous place in the subdivision, notice of each board meeting be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency.

Section 4. Voting. Directors may not vote by proxy or by secret ballot at board meetings, except a secret ballot may be used when electing officers.

Section 5. Miscellaneous. The voting and notice requirements set forth in this Article shall also apply to the meetings of any committees authorized by the Board of Directors including the Architectural Review Committee.

Section 6. Minutes. Minutes of all meetings of the Board of Directors and committees must be maintained in written form or another form that can be converted into written form within a reasonable time. The minutes must reflect the action taken by the Board, or committee, including the recording of votes or the abstention from voting on each matter voted upon for each matter voted upon for each director present or for each committee member present.

### **Article VII** **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 facilities, and the personal conduct of the members and their guests on the common facilities, and establish penalties for the infraction of the rules and regulations;

- b. Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association, but subject to provisions of applicable Pennsylvania law;
- 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 the Bylaws, or 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;
- e. Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties, including authorizing said manager or employee to collect assessments and fees, and to sign checks drawn on appropriate Association bank accounts.
- f. Operate and maintain a storm water management system and a storm water discharge facility as permitted by the appropriate Butler County officials; establish rules and regulations for the facility, assess Members for the expense of maintenance and operation; contract for services related to the facility; and upon dissolution of the Association, to appoint the appropriate governmental entity to resume maintenance and operation.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a. Make available to lot owners and lenders and to holders, insurers or guarantors of any first mortgage, current copies of the Declaration, Bylaws, other rules concerning the project and the books, records and financial statements of the Association. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances;
- 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 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 in effect casualty and liability insurance and fidelity bond coverage together with such additional coverages as the Association's Board of Directors may determine.
- f. Cause the common area to be maintained.
- g. Cause to be kept a complete record of all of 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 of the members entitled to vote.
- h. Operate and maintain a storm water management system and a storm water discharge facility as permitted by the appropriate Butler County PA officials; establish rules and regulations for the facility; assess Members for the expense of maintenance and operation; contract for services related to the facility; and, upon dissolution of the Association, to appoint the appropriate governmental entity to resume maintenance and operation.

Section 3. Budgets. The association shall prepare an annual budget. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member within ten (10) business days after receipt of a written request therefor.

Section 4. Financial Reporting. The Association shall prepare an annual financial report within sixty (60) days after the close of the fiscal year. The Association shall, within ten (10) business days after the completion of the annual financial report, provide each member with a copy of the annual report, or a written notice that a copy of the financial report is available upon request at no charge to the member. The financial report must consist of either:

- a. Financial statements presented in conformity with generally accepted accounting principles; or,
- b. A financial report of actual receipts and expenditures, cash basis, which report must show:

1. The amount of receipts and expenditures by classifications; and,
2. The beginning and ending cash balances of the Association.

### **Article VIII – Officers and Their Duties**

Section 1. Enumeration of Officers. The officers of the Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, and a Treasurer, which may be combined, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual membership meeting.

Section 3. Term. The officers of the 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 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 be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or any other 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 officers created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President: The President shall preside at all meetings of the Board of Directors; shall see all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments;

Vice-President: If desired, the Board may elect a Vice-President who 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 or her by the Board;

Secretary: 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, if any; 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;

Treasurer: The Treasurer shall receive and deposit in the 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; keep proper books of account; 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 – Official Records**

Section 1. The Association shall maintain each of the following items which constitute the “Official Records” of the Association:

- (a) Copies of any plans, specifications, permits and warranties relating to improvements constructed on the Common Area or other property of the Association is obligated to maintain, repair or replace.
- (b) A copy of the Bylaws of the Association and of each amendment thereto.
- (c) A copy of the Articles of Incorporation of the Association and each amendment thereto.
- (d) A copy of the Declaration of Covenants, Conditions, Reservations and and Restrictions for the Blackhawk Plan of Lots, A Planned Residential Community.
- (e) A copy of the current rules of the homeowners association.
- (f) The minutes of all meetings of the Board of Directors and of the members and of any committees appointed by the Board which minutes must be retained for seven (7) years.
- (g) A current roster of all members and their mailing addresses and lot designations.
- (h) All of the Association’s insurance policies or a copy thereof, which policies must be retained for at least seven (7) years.

- (i) A copy of all contracts to which the Association is a party, including without limitation, any management agreement, lease, or other contract under which the Association has an obligation or responsibility. Bids received by the Association for work to be performed must also be considered Official Records and must be kept for a period of one (1) year.
- (j) The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:
  - 1. Accurate itemized and detailed records of all receipts and expenditures.
  - 2. A current account and periodic statement of the account for each member, designating the name and current address of each member who is obligated to pay assessments, the due date and amount of each assessment or other charge against each member, the date and amount of each payment on the account, and the balance due.
  - 3. All tax returns, financial statements and financial reports of the Association.
  - 4. Any other records that identify, measure, record or communicate financial information.

Section 2. The Official Records shall be maintained within the state and must be open and available for photocopying by members or their authorized agents at reasonable times and places within ten (10) business days after receipt of a written request for access. This Section may be complied with by having a copy of the Official records available for inspection or copying in the subdivision.

Section 3. The Board of Directors may adopt reasonable written rules governing the frequency, time, location, notice and manner of inspections, and may impose fees to cover the costs of copying. The Association shall maintain an adequate number of copies of the recorded governing documents, to insure their availability to members and furnishing these documents to those persons who are entitled to receive them.

### **Article X – Assessments**

As more fully provided in the Declaration, each member 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 that are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, a late charge of ten percent (10%) of the assessment amount shall be due and the assessment shall bear

interest from the date of the delinquency at the rate of fifteen (15%) per annum. If the assessment is not paid within thirty (30) days after the due date, the Board of Directors, through its officers, may cause to be filed in the public records of Butler County, Pennsylvania. The Association may bring an action at law against the member personally obligated to pay the assessment or foreclose the lien against the property, and all interest, costs and reasonable attorney's fees of either such action shall be added to the amount of such assessment and shall be included in the lien. In addition, any assessment not paid on or before the due date shall automatically be assessed Twenty-Five Dollars (\$25.00) as a late charge. No member may waive or otherwise escape liability for the assessments provided for herein by non-use of the common properties or abandonment of his lot.

### **Article XI – Amendments**

Section 1. These Bylaws may be amended at a regular or special meeting of the members, by a majority vote of members at a duly called meeting at which a quorum is present in person or by proxy.

Section 2. In case of a conflict between these Declaration and these Bylaws, the Declaration shall control.

Section 3. No Amendment which affects the Declarant's rights prior to the owners obtaining control of the Association shall be effective without the written consent of the Declarant.

### **Article XII – Membership**

Section 1. Membership Generally. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot that is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. Membership cannot be transferred except upon a sale or transfer of any Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for the Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

### **Article XIII – Committees**

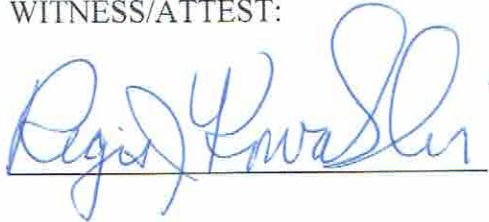
The Association shall appoint an architectural control committee as provided in the Declaration and a nominating committee as provided in these Bylaws. The initial members of the architectural control committee shall be as set forth in the Declaration and they shall continue to serve until removed by the Board of Directors, subject to the limitations and provisions set forth in the Declaration. In addition, the Board of Directors shall appoint committees as deemed appropriate to carry out its purposes.

**Article XIV – Mediation**

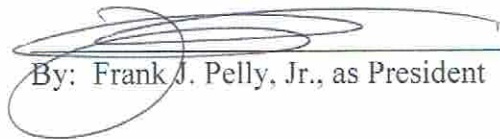
Any dispute between two or more owners, or one owner and the Association may be submitted to a mediator or arbitration. Costs and fees excluding attorney fees, association or arbitration shall be assessed equally to all parties to the dispute. Mediation or arbitration shall be limited to disputes in which all parties agree to mediation or arbitration. Nothing in the Article shall be construed to affect or impair the right of a party to pursue a private cause of action or seek other relief.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal this 14th  
day of June, 2018.

WITNESS/ATTEST:

  
Regina Kwashi

BLACKHAWK PLAN OF LOTS,  
HOME OWNERS ASSOCIATION

  
By: Frank J. Pelly, Jr., as President