

# **BYLAWS**

## **SEWICKLEY HEIGHTS MANOR HOMES ASSOCIATION**

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**BYLAWS OF SEWICKLEY HEIGHTS MANOR HOMES ASSOCIATION**

ARTICLE I

NAME AND LOCATION

The name of this corporation is: Sewickley Heights Manor Homes Association. Its principal office is located in Aleppo Township, Pennsylvania.

ARTICLE II

DEFINITIONS

Unless the context clearly indicated 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, and the First Amendment to the Declaration of Covenants, Conditions and Restrictions recorded with respect to the property known as Sewickley Heights Manor.

ARTICLE III

MEMBERSHIP

The members 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 within one hundred twenty (120) days after eighty per cent (80%) of the Units in the entire development have been sold and title to same have been conveyed, or eight (8) years from the date of incorporation of the Association, whichever shall occur first. At such meeting, there shall be elected by ballot of the members a Board of Directors. The members may also transact such other business of the corporation as may properly come before them. Thereafter, an annual meeting of the members shall be held on the third Monday of March of each year, or in the event that day is a holiday, on the first day thereafter which is not a holiday.

Section 2. Notice of Meetings

Notice of any meetings shall be given to the members either personally or by sending a copy through the mail, postage prepaid, at least six (6) days in advance of the meeting. The notice shall be mailed to the member's address of record with the Association and shall set forth the place, day, and hour of the meeting and the nature of the business to be transacted.

Section 3. Proxies

At all corporate meetings of members, each voting member may vote in person or by proxy on a form approved by the Board. All proxies shall be filed with the Association Office not later than twenty four (24) hours prior to the corporate meeting. The procedures applying to proxies shall also apply to absentee ballots. Every proxy and absentee ballot shall be revocable and shall cease upon sale by the member of his Unit.

Section 4. Quorum

The presence, either in person or by proxy, of the members entitled to cast thirty per cent (30%) of all votes shall constitute a quorum. If such quorum shall not be in attendance, those members who are present may adjourn the meeting to a new date without notice other than announcement at the meeting. At the rescheduled meeting those members in attendance shall be deemed to constitute a quorum so the business may be conducted. Unless by express provision of the Declaration, the Articles of Incorporation, or these Bylaws, a different vote is required, each question presented at a meeting shall be determined by a majority vote of those present.

ARTICLE V

DUTIES AND POWERS OF THE ASSOCIATION

In addition to the duties and powers inherently charged to and possessed by the Association as a Pennsylvania not-for-profit corporation, and the duties and powers enumerated herein and in its Declaration or elsewhere provided for, and without limiting the generality of the same, the Association, through its Board of Directors, shall have the following duties and powers:

## Section 1. Common Properties

- a. Own, maintain, and otherwise manage all of the Common Properties and all facilities, improvements, private streets, sidewalks, parking areas, exterior lighting, and landscaping situate in the Common Properties. Lawns, trees, shrubs, and other landscaping features are to be mowed, trimmed and cultivated.
- b. Pay any real property taxes and charges assessed against the Common area.
- c. Obtain, for the benefit of the Common Properties, all water and electric services, refuse collection, and similar services, as needed.
- d. Grant easements where necessary for public utilities over the common Properties, to serve both the Common Properties and the Lots.
- e. Maintain such policy or policies of insurance as the Board of Directors of the Association deems necessary or desirable in furthering the purposes of and protecting the interests of the Association and its members, officers, and directors.
- f. Establish and maintain appropriate operating and reserve funds with respect to the Common Properties and the Residential Areas in the amount determined from time to time by the Board of Directors. In any event the fund shall be employed by the Association in such manner as its Directors shall deem fit for the purpose of effectuating the objects and purposes of the Association, consistent with the terms and provisions of this declaration. Funding may be furnished by means of the Assessments provided for in Article IV of the First Amendment to the Declaration.

## Section 2. Residential Areas – Exterior Building Maintenance

In addition to the maintenance upon the Common Properties, the Association shall provide for the exterior maintenance, repair, and replacement on each Lot which is subject to Assessment under Article IV of the First Amendment to the Declaration as follows:

- a. Painting, staining, refinishing, repair, replacement and tuck pointing of all exterior surfaces of the owner's home, excluding glass surfaces, but specifically including, among other things, siding, roofs, chimney, decks, gutters, downspouts, and shutters. All of the foregoing services shall comply with the standards from time to time adopted by the Architectural Control Committee.
- b. Mowing lawns within each Lot unless fenced, surrounded by shrubs, or landscaped by the Owner in such manner as to preclude convenient access by large equipment. The determination of the Board of Directors with respect to convenience shall be binding and conclusive.
- c. Snowplowing of driveways and parking areas situate on each Lot.
- d. For the purpose solely of performing the exterior maintenance required by this Article, the Association, through its duly authorized agents or employees, shall have the right, after reasonable notice to the Owner, to enter upon any Lot or exterior of any Unit at reasonable hours on any day except Sunday.

The foregoing services provided by the Association with respect to exterior surfaces of an Owner's home shall be limited to normal wear, tear, and deteriorations, and the Owner shall be solely responsible for all exterior repair and replacement, occasioned by insurable casualty as hereinafter provided. In the event the Owner shall fail to effect promptly the repairs and replacement, occasioned by insurable casualty, the Association may (but shall not hereby be required) to effect such repairs and replacements, and the Association shall be entitled to reimbursement in full from the Owner for its costs of every kind incurred in this connection, including the right provided for in the Declaration to receive applicable insurance proceeds. This obligation by the Owner may be treated by the Association in all respects as if it were an assessment hereunder.

## Section 3. Insurance

Each Owner shall keep the home now or hereafter situate on his Lot insured against loss or damage by fire, lightning, and windstorm under policies issued by the company or companies designated by the Board of Directors and providing for payment of monies sufficient to cover the full cost of replacing or repairing the same under insurance policies payable, in case of loss or damage, to the Owner or to the Association as their interests may appear (subject to the rights of the mortgagee, if any), such rights to be evidenced by the standard clause to be attached to each policy, and shall deliver to the Association evidence of such insurance and the renewal thereof from time to time upon request. If, in such circumstances, the Association shall elect to undertake such repairs and replacements, the Association shall have the right, through its agents, employees, and independent contractors, to enter upon the Lot within 60 to 90 days upon good cause and to both the exterior and interior of the home situate thereon to the extent necessary for the aforesaid purpose and shall not be guilty of any trespass. To the extent the insurance proceeds shall be insufficient to reimburse the Association for its said costs, the same shall become the personal obligation of the Owner and a continuing lien on the Lot, recoverable with interest, costs, and reasonable attorney's fees, in the same manner and to the same extent as provided under Section 7, Article IV of the First Amendment to the Declaration with respect to delinquent assessments.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number

The direction and administration of the Association shall be vested in a Board of Directors, consisting of seven (7) persons who shall be appointed or elected in the manner herein provided.

Section 2. Term of Office

The Board of Directors shall be made up of seven (7) members, elected on a staggered basis. The regular term of office of each Director shall be two (2) years. Those Directors holding office at the time this amendment to the Bylaws is approved shall serve the remainder of their elected terms in office.

Section 3. Removal

A Director may be removed from office provided that such removal shall have the assent of five (5) or more Directors. In the event of death, resignation, or removal of a Director, a successor shall be selected by a majority of the remaining members of the Board and shall serve for his or her predecessor until the next annual meeting; at which time the Directors shall stand for re-election of the remainder of the term of said vacancy.

ARTICLE VII

ELECTION OF DIRECTORS – NOMINATING COMMITTEE

Section 1. Nominations

Nominations for elections 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 Chairperson who shall be a member of the Board of Directors and two (2) or more members of the Association. The Chairperson of the Nominating Committee shall be appointed by the Board of Directors sixty (60) days prior to each Annual Meeting of the membership. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominees include only members who are residents of Sewickley Heights Manor.

Section 3. Election

Election to the Board of Directors shall be by secret written ballot. 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 VIII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly, or more often as appropriate, at such place and hour as may be fixed from time to time by the President. The Secretary shall make the schedule of meetings available to any member upon request.

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 four (4) Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum

At all meetings of the Board of Directors, four (4) or more members shall constitute a quorum for the transaction of business, and any action may be taken by the majority of those present.

#### 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 or oral approval of a majority of Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

### ARTICLE IX

#### 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 thereon, and to establish penalties for the infraction thereof;
- 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. 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;
- 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 Bylaws, the Articles of Incorporation, or the Declaration; or the First Amendment to the Declaration of Covenants, Conditions and Restrictions.
- d. Declare the office of a member of the Board of Directors to be vacant in the event such members shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- e. Employ a manager, independent contractors, or such other employees as it deems necessary and prescribe their 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 half (1/2) of the members who are entitled to vote), and the Directors shall schedule a meeting in that event.
- 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 assessments and the annual maintenance assessments against each Unit at least thirty (30) days prior to the new assessment period;
  2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days prior to the new assessment period;
  3. File and enforce the lien against any property for which assessments are not paid within the thirty (30) days after due date by bringing such actions at law or in equity as the Board shall deem necessary and appropriate.
  4. When the Association fixes the amount of the annual assessments, and that amount is in accordance with a maximum 10% increase allowed on an annual basis, the addition shall be calculated in accordance with accepted accounting procedures for "penny accounting".
- d. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessments 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;
- g. Cause the Common Areas to be maintained;
- h. Cause the Residential Areas to be maintained

Section 3. The Article V hereof is incorporated by reference.

#### Section 4. Emergency Powers

In addition to the powers set forth in Article IX, Section 1 above, in the event of an "emergency" (as defined herein), the Board of Directors shall have the power to adopt temporary provisions for the conducting of the business of the Association. An "emergency" shall mean an event, occurrence, condition, or other situation making the gathering of the membership of the Association impossible, impractical, and/or unsafe. Upon a declaration of an emergency by a majority vote of the Board of Directors, which declaration shall be communicated to the membership as soon and as effectively as possible, the Board of Directors by majority vote may adopt provisions enabling the Association to continue to conduct business during the pendency of the emergency. Such provisions may include, but are not limited to: (i) modifying the requirements for a quorum for any meeting authorized by these Bylaws; (ii) modifying the date, time, location, and/or manner of appearance for any meeting authorized by these Bylaws; (iii) modifying the method(s) for voting by the membership for any meeting authorized by these Bylaws; and (iv) modifying any notice requirements for any meeting authorized by these Bylaws, provided that the Board of Directors must provide notice to the membership in advance as effectively as possible. As with the declaration of an emergency, any provisions adopted by the Board of Directors pursuant to this section shall be communicated to the membership as soon and as effectively as possible. Once an emergency has been declared, the emergency and any provisions adopted by the Board of Directors pursuant to this section shall remain in force and effect until the earlier of: (i) the Board of Directors by majority vote declares an end to the emergency; or (ii) the membership by majority vote of any quorum present at any meeting authorized by these Bylaws declares an end to the emergency.

### ARTICLE X

#### OFFICERS AND THEIR DUTIES

##### Section 1. Enumeration of Offices

The officers of the Board shall be a 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 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 membership.

##### Section 3. Term

The officers of the Board shall be elected annually by the Board, and each shall hold office for one (1) year unless they resign sooner 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 four (4) or more members of the Board. Any officer may resign at any time giving written notice to the Board, the President, or the 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 a vote of four (4) or more members of 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 persons shall simultaneously hold more than one of any of the other offices except in the case of special office 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, but may be compensated for services in any other capacity. 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:

President

a. The President shall:

1. 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 checks or delegate to one or more Board Members.
2. During the first meeting of the new Board appoint a special three (3) person committee including himself, or herself to designate essential, functional committees and nominate Chairpersons to head those committees for that year. This committee will advise the other members of the Board of its recommendations at the following meeting. The Board will either ratify these recommendations as a whole or request the committee to submit a new slate for the next meeting.
3. Be responsible for employee supervision. The President may delegate this responsibility as appropriate to other Board Members, but remains the final arbiter in any dispute as to supervisory authority.

Vice-President

b. The Vice-President shall act in the place and stead of the President in the event of his or her 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

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.

Treasurer

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 sign all promissory notes of the Association; sign all checks or delegate to one or more Board Members, as well as office administration; 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 represented to the membership at the regular annual meeting, and deliver a copy of each to the members.

ARTICLE XI

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees and/or elect committee Chairpersons as deemed appropriate in carrying out its purpose.

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual Association assessments, annual maintenance assessments, and special assessments 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. Each assessment not paid by the last day of the month in which the due date falls shall be subject to a late charge set by the Board from time to time and the Association may bring an action at law or in equity against the owner to collect the unpaid assessment plus late fees, cost, and reasonable attorney's fees. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: SHM Homes Association.



ARTICLE XIV

AMENDMENTS

Section 1.

These Bylaws may be amended, at a regular or special meeting of the membership, by a vote of a majority of a quorum of members of their proxies present.

Section 2.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Matters of dispute

Matters of dispute or disagreement between Association members or with respect to interpretation or application of the provisions of these Bylaws shall be determined by the Board of Directors, which determination shall be binding on all Association members.

Date of Adoption. . . . .	November 1, 1974
Amendment Number 1. . . . .	January 16, 1984
Amendment Number 2. . . . .	March 18, 1985
Amendment Number 3. . . . .	March 16, 1987
Revised Printing. . . . .	March 21, 1988
Amendment Number 4 . . . . .	March 19, 2012
Amendment Number 5. . . . .	March 15, 2021