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RESTATED BY-LAWS  
OF THE GLENCANNON HOMES ASSOCIATION, INC.

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RESTATED BY-LAWS  
OF THE GLENCANNON HOMES ASSOCIATION, INC.

WHEREAS, the By-Laws were adopted on the 22nd day of October, 1970, and were recorded in the Recorder of Deeds Office, Washington County, Pennsylvania, on the 23rd day of October, 1970, at Deed Book 1326, Page 928; and,

WHEREAS, Amendments to the By-Laws were duly approved by the Members of the Association on the 20th day of March, 1973, and were recorded in the Recorder of Deeds Office, Washington County, Pennsylvania at Deed Book 1460, Page 210; and,

WHEREAS, Amendments to the By-Laws were duly approved by the Members of the Association on the 2nd day of February, 1976, and were recorded in the Recorder of Deeds Office, Washington County, Pennsylvania, on the 15th day of November, 1976; and,

WHEREAS, it is the intent of the Members of the Association to restate the By-Laws in order to facilitate the review by any person of the Association's goals, objectives, and regulations, and to preserve the well being of the community; and,

NOW THEREFORE, the By-Laws of the Glencannon Homes Association, Inc. are hereby revised, restated, and amended as follows:

ARTICLE I

Name and Location

The name of the corporation is the Glencannon Homes Association Inc., a Pennsylvania non-profit corporation hereinafter referred to as the "Association". Meetings of Members and Directors may be held at such places within the Commonwealth of Pennsylvania, Washington County, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to Glencannon Homes Association, Inc., a Pennsylvania non-profit corporation, its successors and assigns.

Section 2. "Board of Directors" shall mean and refer to the Board of Directors of the Association as provided in the By-Laws of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Members.

Section 4. "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 for Washington County, Pennsylvania.

Section 5. "Glencannon" shall mean and refer to the monthly newsletter published by the Association noting the dates and times of the Board of Directors' meetings, relevant community news, and paid advertisements.

Section 6. "Living Unit" shall mean and refer to any portion of a building situated upon the Properties designated and intended for use and occupancy as a residence by a single family.

Section 7. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 8. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 9. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple by title to any Lot which is a part of the Properties, including contract sellers.

Section 10. "Properties" shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, in accordance with the provisions of said Declaration.

Section 11. "Proxy" shall mean written authorization given by an Owner to another person allowing said person to cast the Owner's vote(s) at a Special Meeting of the Members.

Section 12. "Recorded" shall mean duly recorded in the office of the Recorder of Deeds, Washington County, Pennsylvania, unless otherwise clearly indicated.

Section 13. "Townhouse" shall mean and refer to any single family Living Unit built on its own Lot as part of a larger structure, and connected to another Living Unit by a common roof and party wall.

## ARTICLE III

## The Association

Section 1. Membership. Every Owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section 2. Voting Rights. Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest on any Lot, all such persons shall be Members; however, only one vote for such Lot shall be exercised as they among themselves determine. An Owner may delegate his right to vote to the occupant of each Lot, with such delegation being in writing and filed with the Secretary of the Association.

Section 3. Annual Meeting. The Annual Meeting of the Members of the Association shall be held on the third Tuesday of the month of March at 8:00 P.M..

Section 4. Special Meetings. Special Meetings of the Members may be called at any time by the President of the Board of Directors, or by a majority of the Board of Directors, or upon written request, submitted to the Secretary of the Association, of one-fourth (1/4) of the Members entitled to vote.

Section 5. Notice of Meetings. Written notice of each meeting of the Members shall be given by the Secretary at the direction of the Board of Directors, by delivering a copy of such notice at least fifteen (15) days before such meeting to each Member entitled to vote thereat. Notice shall also be given by publication in the Glencannon at least thirty (30) days before such meeting, such publication shall be distributed to each Living Unit. 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 6. Quorum. The presence at the Meeting of Members of one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the restated By-Laws and/or Declarations. If such quorum shall not be present at any meeting, the Members entitled to vote the rest shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. The Members at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of the holders of enough shares to leave less than a quorum. Be it understood that this in shall no way operate to reduce the required assent set forth in the Declaration and Articles of Incorporation for dedication and transfer of Common Area, merger or consolidation, mortgaging of the Common Area, approval of special assessments or of increase in the annual assessment, or dissolution of the Association.

Section 7. Voting At all meetings of the Members, except for the election of the members of the Board of Directors as provided in Article V of these By-Laws, each Member may vote either 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 conveyance by the Member of their Lot.

#### ARTICLE IV

##### Board of Directors

Section 1. Number The affairs of the Association shall be governed by a Board of nine (9) Directors, at least three (3) of whom shall be Owners of single family dwellings other than Townhouses and at least three (3) of whom shall be Owners of Townhouses. The remaining three (3) Directors need not be Members of the Association.

Section 2. Eligibility All Members of the Board of Directors of the Association must reside within a Living Unit on the Properties within the jurisdiction of the Association.

Section 3. Term of Office A Director shall serve a term of three (3) years.

Section 4. Removal Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 5. Filling of Vacancies In the event of death, resignation, or removal of a Director, a successor shall be selected to complete the unexpired term from candidates nominated by a remaining Board member at the next Regular Meeting of the Board of Directors following notification of such vacancy in the Glencannon. All nominees must give consent for nomination, either in person or in writing to the Secretary prior to the nomination. The appointment will be either by public vote or secret ballot and shall require the affirmative vote of the majority of the remaining board members. If the vacancy occurs in either the "Townhouse" or "Single Family Dwelling" category, as described in Article V, Section 2, the appointee must be an Owner of the same type of Living Unit. If no eligible nominees come forth, the Board may appoint any Owner meeting the eligibility requirements of Section 2 of the Article.

Section 6. Compensation No Director may receive compensation for any service rendered to the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 7. Action Taken Without a Meeting The Directors shall have the right to take action in the absence of a meeting which they could take at a meeting. Any action so approved shall have the same effect as though taken at a meeting of the Directors. All such actions shall be reported at the next monthly meeting of the Board of Directors.

## ARTICLE V

Board of Directors: Nomination, Election, and Voting Procedures

Section 1. Nominations. All nominations for election to the Board of Directors shall be made and seconded by Members of the Association at the Regular Meeting of the Board of Directors held in February. If the February meeting is less than 30 days before the Annual Meeting of the Members, such nominations shall be made at the Regular Meeting of the Board of Directors held in January. Notification of the meeting shall be published in the Glencannon at least 30 days prior to such Regular Meeting. All Members nominating candidates shall obtain the nominee's consent before placing their name into nomination; said consent shall be either in person or in writing filed with the Secretary. All nominees, if Members of the Association, shall be in good standing; that is, they shall have paid all annual, monthly, regular, and special assessments due the Association before their names can be placed into nomination. A nominee shall be eligible for nomination in only one category as set forth in Section 2 of this Article.

Section 2. Election. At each Annual Meeting, there shall be elected to the Board of Directors, one (1) Townhouse Owner, one (1) Owner of a Single Family Dwelling, and one (1) person from an "Open" category, which includes Owners of Townhouses, Single Family Dwellings, and anyone who meets the eligibility requirement set forth in Article IV, Section 2 of these By-Laws.

Section 3. Voting Procedures. Voting for members of the Board of Directors shall be by secret ballot. Such ballots may be cast either in person at the Annual Meeting, or by returning to the Secretary an official election ballot prior to the beginning of the Annual Meeting. This official ballot will be mailed to each Member, along with notice of the Annual Meeting, at least fifteen (15) days prior to the Annual Meeting. Such ballots may be returned by mail, given to the Secretary in person, or given to the Secretary by another Member at the Annual Meeting. Regardless of the manner returned, such ballots must be enclosed in the envelope provided for return to be considered valid. The Secretary will record the lot numbers from the envelopes returned. At the Annual Meeting, the envelopes will be opened, and the ballots contained therein will be combined with those ballots cast in person at the Annual Meeting. The votes will then be tallied, and the nominee receiving the largest number of votes in each of the three (3) categories described in Section 2 of this Article shall be elected.

Section 4. Tallying of Ballots. At the Annual Meeting, the ballots will be opened and tallied by an Election Committee. This committee will be comprised of three (3) Members of the Association selected by the President of the Board of Directors at the Annual Meeting. Committee members cannot be members of the current Board of Directors and their immediate families, or a current nominee and members of their immediate families.



## ARTICLE VI

Meetings of Directors

Section 1. Regular Meetings. Regular Meetings of the Board of Directors shall be held monthly at such place and hour as shall be fixed annually by resolution of the Board of Directors at the Regular Meeting held in November. Such resolution shall pertain to all Regular Meetings of the Board of Directors for the following calendar year. Notice of such resolution shall be included in the issue of the Glencannon published immediately following the November meeting.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be called by the President of the Board, or by any two (2) directors, after not less than two (2) days notice to each director. All actions taken at such Special Meetings will be reported at the next Regular Meeting of the Board of Directors. Such report shall contain the date, time, and place of the meeting, those board members present, items discussed, actions taken (including roll call votes), and the reason for the Special Meeting.

Section 3. Quorum. A majority of the Directors shall constitute a quorum at all Regular and Special meetings of the Board. Every act or decision done or made by a majority of the Directors present at a duly held meeting where a quorum is present shall be regarded as an act of the Board.

## ARTICLE VII

Powers and Duties of the Board of Directors

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

(a) Adopt and publish rules and regulations governing the use of Common Area and facilities, and personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and the right to use 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 for a Member, their family, and guests, after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations; assessments to continue during suspension. No suspension for a rules infraction shall take place until after a hearing between the alleged offender and a committee appointed by the Board President comprised of three (3) Board Members. If the infraction is by a minor, the hearing shall be held with said minor's parent(s) or legal guardian(s). The hearing shall be scheduled within ten (10) days of the alleged infraction. At the hearing, the committee may issue a temporary suspension, which must then be approved by the Board of Directors at the next Regular Board meeting.

(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 the Declaration, the Articles of Incorporation, or the By-Laws;

(d) Declare, by a majority vote of the entire Board, the seat of a member of the Board of Directors vacant in the event such member misses two (2) consecutive Regular Meetings of the Board of Directors, or more than one-third (1/3) of the Regular Meetings in a consecutive twelve month period without just cause; and,

(e) Employ a manager, an independent contractor, or other such employees as deemed necessary, and to 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-fourth (1/4) of the Members;

(b) Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days before each annual assessment period;

(2) Deliver written notice of each assessment to every Owner subject thereto at least thirty (30) days before each annual assessment period;

(3) 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 same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any Member, 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 such 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 and employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Provide for the publication of a monthly newsletter entitled the Glencannon. Such letter shall note the dates and times of the Board of Director's meetings, relevant community news, paid advertisements, and that information required by the various Articles of the By-Laws. Such newsletter shall be delivered free at least five (5) days before the Monthly Meeting of the Board of Directors to each Living Unit within the jurisdiction of the Association, and shall be given free to any non-resident Member upon request;

(h) Cause the Common Area to be maintained.

ARTICLE VIIIOfficers and Their Duties

Section 1. Enumeration of Officers. The officers of the Association shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, who need not be members of the Board, and other such 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 a Special Meeting of the Board of Directors following the Annual Meeting of the Members, but before the next Regular Meeting of the Board of Directors. Such election shall be either by public vote or by secret ballot, to be decided by the majority vote of the members of the Board of Directors present.

Section 3. Term. The officers of the Association shall hold office for a one (1) year term unless they shall resign sooner, or shall be removed or otherwise disqualified from office.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association and the Board 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. Removal and Resignation. Any officer may be removed from office with or without cause by a two-thirds vote of the members of the entire Board of Directors at a Regular Meeting. Any officer may resign at any time, giving written notice to the Board, the President, and the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of the Board of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office shall be filled by appointment by the Board at the next Regular Meeting following the effective date of the resignation. Such appointment shall be by public vote or secret ballot, to be decided by a majority vote of the members of the Board of Directors present. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he/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 shall be as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that all orders of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. The President shall also cast a vote on all motions brought before the Board.

(b) Vice-President. 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 them by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all 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 the 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. The Secretary shall also prepare for inclusion in the Glencannon a report showing the date, time, and location of all Board meetings held since the last publication of said newsletter, a list of those Board members present, a list of all motions approved, including the vote on each, and any pertinent information resulting from the Meeting.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all moneys 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall prepare an annual budget and statement of income and expenditures to be presented to the Members at the Annual Meeting, and deliver a copy to each Member. The Treasurer shall also prepare a synopsis report for publication in the Glencannon showing the monthly income and expenditures of the Association.

#### ARTICLE IX

##### Committees

The Board of Directors shall appoint an Architectural Control and Maintenance Committee as provided in the Declaration. 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 these 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 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 which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest and penalty from the date of delinquency at a rate and amount as specified in the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, penalties, costs, and reasonable attorney fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Lot.

## ARTICLE XII

Corporate Seal

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

## ARTICLE XIII

Amendments

Section 1. Vote. These By-Laws may be amended at the Annual Meeting or at a Special Meeting of the Members by a vote of two-thirds (2/3) of the entire membership of the Association, voting either in person or by proxy. All proposed amendments shall be submitted in writing to the Board of Directors at least sixty (60) days before the proposed date of adoption thereof; and the publication and distribution of proposed amendments to the Members of the Association shall be by means of the Glencannon or by other reasonable means at least thirty (30) days before the Annual Meeting or Special Meeting convened to consider the adoption of the proposed amendment. Any amendment to the By-Laws shall be recorded in the Recorder of Deeds Office, Washington County, Pennsylvania.

Section 2. Conflict with Declaration. 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.

ARTICLE XIV

Miscellaneous

Section 1. Fiscal Year. 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.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT, I am the Secretary of the Glencannon Homes  
Association, Inc., a Pennsylvania corporation, and,

THAT the foregoing By-Laws constitute the Restated By-Laws  
of the said Association as duly adopted at a meeting of the  
members thereof held on the 6th day of September, 1994.

IN WITNESS WHEREOF, I have hereunto subscribed my name and  
affixed the seal of said Association this 15 day of  
September, 1994.

*Elizabeth A. Carey*  
Elizabeth A. Carey, Secretary

ACKNOWLEDGEMENT

Before me, the undersigned authority, personally appeared Elizabeth A. Carey, who acknowledged herself to be the Secretary of Glencannon Homes Association, Inc., a Pennsylvania non-profit corporation, and that she being duly authorized to do so, executed the foregoing instrument for the purposes therein contained.

023211

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 15th day of September, 1994.

*Wendy J. Williams*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

N. P. SEAL:

Notarial Seal  
Wendy J. Williams, Notary Public  
Washington, Washington County  
My Commission Expires March 23, 1996  
Member, Pennsylvania Association of Notaries