

DEERFIELD MANOR HOMEOWNERS ASSOCIATION*
BY-LAWS

ARTICLE I
Members

Section 1. Membership.

Regular membership in the Association shall be open to all owners of record of a residence within the areas known as Deerfield Manor, being located in Upper St. Clair Township, Allegheny County, Commonwealth of Pennsylvania. Upon payment of dues, any such individual shall be deemed a Regular Member.

Section 2. Termination of Membership.

The Board of Directors may terminate the membership of any Member who becomes ineligible

Section 3. Transfer of Membership.

Membership in the Association is not transferable or assignable.

ARTICLE II
Meetings of Members

Section 1. Place of Meetings.

The annual and any special meetings of the Members shall be held at such place as may be from time to time fixed by the Board of Directors.

Section 2. Annual Meetings.

Annual meetings of the Members shall be held at such time on such day in the fourth quarter of each year as may be determined by the Board of Directors for the purpose of electing Directors. There may also be considered and transacted at an annual meeting, without special notice, any business which under the laws of Pennsylvania may properly be brought before an annual meeting of Members; and if due notice is given as required for a special meeting, any business may be transacted at an annual meeting which under the laws of Pennsylvania might be transacted at a special meeting.

Section 3. Special Meetings.

A special meeting of Members may be held whenever called by the President, or three (3) Directors, or upon the request of ten (10) Members in writing, filed with the Secretary, stating the purpose of the meeting.

Section 4. Notice of Meetings.

Except as otherwise provided in these By-Laws, a written notice of every meeting of Members shall be given to each Member, either by delivering such notice to the Member's residence, or by sending a copy thereof by e-mail or by first-class mail, properly addressed to the Member at the address that appears in the records of the Association.

The notice of the annual meeting shall state the time, place and the purpose or purposes thereof, and, if business is to be transacted thereat, which under the laws of Pennsylvania can only be transacted at a special meeting, due notice thereof shall be given.

The notice of each meeting of the Members shall be given at least five (5) days before the meeting.

The notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association, or other authorized person.

Section 5. Quorum.

The presence, in person or by proxy, of Members entitled to cast at least ten (10) votes on the matters to be acted upon at the meeting shall constitute a quorum.

If a meeting cannot be organized because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

Section 6. Voting.

There shall be one vote for each residence located in the areas known as Deerfield Manor, which is owned by one or more Regular Members, and such vote shall be cast as such Members may determine between or among themselves.

All elections of Directors shall be had by a plurality vote, and all other questions shall be decided by a majority of the votes cast, either in person or by proxy.

Section 7. Proxies.

At any meeting of the Members, any Member may vote the proxy of any absent Member, provided that the Member voting the proxy vote shall have obtained the signed and dated written permission of the absent Member for the casting of the proxy vote. The proxy shall be valid only for one year after the date listed.

Section 8. Organization, Chairman and Secretary of Meetings.

The President of the Association, or in his the absence of the President, a Vice President, shall call all meetings of the Members to order and shall act as Chairman thereof. In the absence of the President and a Vice President, the Members, by the affirmative vote of a majority of Members present in person or by proxy, may elect any Member Chairman of the meeting.

The Secretary of the Association, or a person appointed by the Chairman of the meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings thereat.

ARTICLE III

Directors

Section 1. Number, Term of Office and Qualifications.

The affairs of the Association shall be managed by a Board of not less than six (6) or more than fifteen (15) Directors, each of whom shall be a Member of the Association. The term of office for all Directors shall be three (3) years. A Director may serve two consecutive full terms, following which that Director shall not be eligible for re-election for a full year.

Section 2. Selection of Directors.

Each year the President at the annual meeting of the Members shall present a slate of Directors to replace those whose terms expire at the end of that calendar year, giving due regard to the representation of each area in Deerfield Manor. Additional candidates for Director may be also be nominated by any Member at the Annual Meeting, providing that the consent of any prospective candidate shall have been obtained in advance and evidence of that consent presented at the Annual Meeting.

Section 3. Removal of Directors

At any meeting of the Members called for that purpose, any one or more of the Directors may be removed with out assigning any cause at any time before the expiration of the term for which the Director or Directors shall have been elected, by the affirmative vote of a majority of Members present in person or by proxy, providing a quorum, as defined in Article II, Section 7, exists.

Section 4. Vacancies.

If any vacancy occurs in the Board of Directors the remaining Directors, may, by the affirmative vote of the majority thereof, fill such vacancy or vacancies. In the event and until the filling of any such vacancy or vacancies, the remaining Directors shall constitute the Board of Directors of the Association.

Section 5. Place of Meetings.

The annual meeting of the Board of Directors shall be held at the location of, and immediately following, the annual meeting of the Members, for the purpose of electing officers.

Each special meeting of the Board of Directors shall be held at such place or places, as the Board of Directors or the President may designate.

Section 6. Special Meetings.

Special meetings of the Board of Directors shall be called and held whenever requested by (a) the President, or (b) by any three (3) Directors, but in any event one such meeting shall be held each quarter of each calendar year.

Section 7. Notice of Meetings.

A written notice of the annual meeting of the Board of Directors and, except as in Section 8 of this Article III otherwise provided, a written notice of every special meeting of the Board of Directors shall be given to each Director either by delivering such notice to the Director's residence, or by sending a copy thereof by e-mail or by first-class mail, properly addressed to the Director at the address that appears in the records of the Association, at least five (5) days before the day set for the meeting; or by telephoning the same to him not less than twenty-four (24) hours before the hour set for the meeting. Such notice shall state the time and place of the meeting, and if any extraordinary business is to be considered thereat, shall also state the purpose of the meeting.

The notice of each meeting of the Board of Directors shall be given by, or at the direction of, the Secretary of the Association, or other authorized person.

Section 8. Special Meetings Held on Waivers or by Presence of All the Directors.

Anything in these By-Laws to the contrary notwithstanding, any meeting of the Board of Directors may be held at any time and place, without call or notice, if all the Directors are present or if those not present shall have waived notice thereof in writing, provided that a quorum is present. At any such meeting any and all general or ordinary business may be transacted.

Section 9. Quorum.

At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise required by these By-Laws.

Section 10. Action by Written Consent.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and filed with the Secretary of the Association.

Section 11. Organization, Chairman and Secretary of Meetings.

The President of the Association or in the absence of the President, a Vice President, or in their absence a Director chosen by those present, shall call all meetings of the Board of Directors to order and shall act as Chairman of the meeting.

The Secretary of the Association, or in the absence of the Secretary a person appointed by the Chairman of the meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings of that meeting.

ARTICLE IV

Officers

Section 1. Election.

Immediately after the annual meeting of the Members, the Board of Directors shall meet to elect the executive officers of the Association.

Section 2. Executive Officers.

The executive officers of the Association shall be a President, one or more Vice Presidents, a Treasurer and a Secretary. All executive officers shall be Members, but need not be Directors. Any two or more offices, whether executive or otherwise, may be held by the same person. The Board of Directors may also appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and other such officers as it may deem necessary or advisable for the proper conduct of the business of the Association.

Section 3. Term of Office and Removal.

Unless the office is sooner terminated by death or any other cause, each officer shall hold office until the next Annual Meeting of the Directors following his or her election, or until a successor shall have been elected. Any officer of the Association elected or appointed by the Board of Directors may be removed at any time by a majority vote of the Board of Directors. No President, having been elected for

a full term of one (1) year shall be eligible for re-election as any officer until one (1) year after the expiration of the term of office.

Section 4. Powers, Authorities and Duties of Officers.

Subject to the control of the Board of Directors, the several officers of the Association, in addition to the powers and authorities conferred and duties imposed upon them elsewhere in these By-Laws, shall have the powers, authorities and duties as follows:

4.1. President:

- a. The President shall be the chief executive officer of the Association and shall have general charge of all the business and affairs of the Association.
- b. The President shall keep the Board of Directors fully informed and consult with them concerning the business and affairs of the Association.
- c. The President shall call all meetings of the Members and of the Board of Directors to order and act as Chairman thereof.

4.2. Vice President:

A Vice President may perform the duties and exercise the powers and authorities of the President if the President is absent or unable to act. Each Vice President shall also have such other powers and authorities and perform such other duties as may be conferred upon or assigned to him by the Board of Directors or the President, or conferred or assigned elsewhere in these By-Laws.

4.3. Secretary:

- a. The Secretary shall give and serve, or cause to be given and served, all notices of the association falling within the functions of the office.
- b. The Secretary shall have custody of and be responsible for keeping the minute books of the Association and such other books, records and papers as usually pertain to the office of the Secretary of a corporation and make them available for inspection by any officer or Director or independent auditors designated by the Board of Directors at the Secretary's convenience.

4.4. Treasurer:

- a. The Treasurer shall have custody of and be responsible for all the funds and securities of the Association.

- b. The Treasurer shall promptly collect all moneys and accounts due to the Association, and shall sign or cause to be signed all receipts and vouchers for payments made to the Association.
- c. The Treasurer shall endorse on behalf of the Association all checks, drafts, notes and other orders for payment of money payable to the Association.
- d. The Treasurer shall make all payments for Association purposes by checks, drafts, or vouchers-from money of the Association, except as may be otherwise provided for payments to be made from any special or limited bank account which may have been established under and pursuant to Article V of these By-Laws.
- e. The Treasurer shall investigate and recommend to the Board of Directors depositaries for the funds and securities of the Association.
- f. The Treasurer shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of all moneys received and paid out by him or her on account of the Association and of all financial transactions of the Association.
- g. The Treasurer shall render to the President and to the Board of Directors, whenever requested by either of them, an account of his or her transactions as Treasurer and of the financial condition of the Association.
- h. Whenever requested by the President, the Board of Directors or independent auditors designated by the Board of Directors of the Association, the Treasurer shall exhibit the books and accounts to any of them, at the Treasurer's convenience. A group of Members may petition the Board of Directors to inspect the Treasurer's books; the petition shall be signed by a minimum of fifteen (15) members, and the Treasurer shall make them available for inspection at the Treasurer's convenience.
- i. The Treasurer shall establish and maintain all accounting policies and the methods and procedures of carrying out such policies.
- j. The Treasurer shall be responsible for the design, installation, custody and operation of all accounting, books, records and forms of the Association.
- k. The Treasurer shall prepare all checks, drafts, and other orders for the payment of money for authorized disbursements, or for the transfer of funds of the Association, except as may be otherwise provided in Article V of these By-Laws. The Treasurer shall not prepare or countersign, or permit the countersigning of, any such checks, drafts or orders for the payment of money of the Association if

such payment is in excess of an amount properly authorized by the Board of Directors, or by any officer having such authority.

- l. The Treasurer shall examine or audit all financial and business records and all receipts and disbursements of the Association, including all books and accounts of all officers of the Association who are charged with the receipt and disbursement of money. The Treasurer shall make such examination or audit with established regularity, methods and practices.
- m. The Treasurer shall audit or investigate any matter the audit or investigation of which may be requested of him or her by or at the instance of the Board of Directors or the President.
- n. The Treasurer shall prepare and interpret all financial statements and reports of the Association.
- o. The Treasurer shall be responsible for all matters relating to taxes and shall prepare and file all tax returns and other papers relating to taxes.
- p. The Treasurer may delegate the actual performance of any of his or her work in the interest of efficiency and economy. Such delegation will not, however, affect his or her responsibility for or authority over policies, methods or procedures or the accuracy and results of any work so delegated.

Section 5. Vacancies.

All vacancies in the offices mentioned in this Article IV shall be filled by the Board of Directors in respect of the officers elected by the Board.

Section 6. Fidelity Bonds.

The Treasurer and all persons designated to sign checks, drafts or other orders or requisitions for monies, may be required to give bond, in such form and in such amount and with sureties as the Board of Directors may require and approve, the expense of which shall be borne by the Association.

ARTICLE V

Contracts, Deposits, Disbursements

Section 1. Contracts

The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Section 2. Deposits.

All funds of the Association shall be deposited to the credit of the Association in such depositories as the Board of Directors may approve. For the purpose of such deposit, checks, drafts and other orders for the payment of money payable to the order of the Association shall be endorsed by the Treasurer.

Section 3. Signatures on Checks, Drafts, etc.

To be valid against the Association, all checks, drafts, and other orders for the payment of money for authorized disbursements or for the transfer of funds of the Association or held by the Association shall, except as may be otherwise provided by the Board of Directors, be signed by the Treasurer or for the Treasurer by any such person as may be designated for the purpose by the Board of Directors and shall be countersigned by the President, a Vice President or for a Vice President by any such other person as may be designated for that purpose by the Board of Directors; but the Treasurer or other person designated by the Board of Directors may without countersignature make endorsements for deposit to the credit of the Association in its duly authorized depository or depositories. In no event shall any check, draft or other order for payment of money be signed or countersigned in blank.

Anything in these By-Laws to the contrary notwithstanding, the Board of Directors may authorize the establishment of a special or limited or temporary bank account or bank accounts for special or limited or temporary purpose or purposes of the Association; and the Board of Directors may authorize the withdrawal of such funds by checks, drafts or other orders for payment of money bearing only one signature, or one facsimile signature. If duly authorized by the Board of Directors, the Treasurer may authorize the establishment of a bank account or bank accounts of any one or more of the classes hereinbefore in this paragraph referred to and the withdrawal of funds therefrom by checks, drafts or other orders for payment of money bearing only one signature or one facsimile signature.

ARTICLE VI

Dues

Section 1. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by the Members.

Section 2. Payment of Dues.

Dues shall be payable during the fourth quarter of the year preceding the start of each fiscal year.

Section 3. Default and Termination of Membership.

Any Member in default in the payment of dues shall be considered to have forfeited membership in the Association and shall not be entitled to a vote at the Annual Meeting.

ARTICLE VII

Committees

Section 1. Advisory Council.

Each person who shall have served within the last three (3) years as President or a Vice President of the Association (excluding the incumbent President and Vice Presidents) shall be a member of the Advisory Council. The Advisory Council shall counsel and advise the Board of Directors and have such other responsibilities as the Board of Directors may direct.

Section 2. Other Committees.

The Board of Directors, and officers thereof, have the power to form committees as deemed necessary or appropriate.

Section 3. Commitment of Association

No committee shall publish its conclusions or take any action publicly opposing, endorsing or committing the Association to any proposal or course of action until the same has been approved by the Board of Directors or by the Members at a meeting thereof duly called.

ARTICLE VIII

Limitation of Power of Directors

Section 1.

No Officer, Director, the Board of Directors, or any agents of the Association shall have the power to obligate the Association in excess of the monies in the treasury of the Association or to assess the Members of the Association other than for the payment of annual dues.

Section 2.

No Member, Officer or Director shall have the power to act for the Association in publicly opposing, endorsing or committing the Association to any proposal or course of action, until the proposed action has been approved by the Board of Directors or by the Members at a meeting thereof duly called.

ARTICLE IX

Fiscal Year

Section 1.

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE X

Amendments

Section 1. Amendments.

Except as limited by the laws of Pennsylvania, the Board of Directors shall have the power to make, amend, or repeal the By-Laws, by the affirmative vote of a majority of the Board of Directors, at any regular or special meeting of the Board of Directors, provided that written notice of the intention to make, amend or repeal the By-Laws with a statement of the proposed changes shall be given by the Secretary to each Director either by delivering such notice to the Director's residence, or by sending a copy thereof by e-mail or by first-class mail, properly addressed to the Director at the address that appears in the records of the Association, at least five (5) days before the day set for the meeting. Amendments so adopted shall be duly announced by the President at the next meeting of the membership, and shall be operative from the dates fixed in the resolutions adopting the same.

RESOLUTION OF DEERFIELD MANOR HOMEOWNERS ASSOCIATION

BOARD OF DIRECTORS

At a regular meeting of the Board of Directors of the Association, held on October 14, 2012, a motion was made and seconded to amend the By-laws of the Association to reflect current practice and to remove sex-specific language from the then applicable By-laws, after due notice had been given on September 28, 2012s of the intent to amend the then-current By-laws. The motion was passed by a vote of 7 to 0 on that same date, October 14, 2012, with the new By-laws becoming effective immediately.

s/ _____

Christine Card, President

s/ _____

Denise Letcher, Secretary