

**BYLAWS
OF
SHADOW WOOD
HOMEOWNERS
ASSOCIATION, INC.**



As Amended June 15, 2007 ARTICLE I: NAME AND LOCATION

The name of the corporation is **SHADOW WOOD HOMEOWNERS ASSOCIATION, INC.** hereinafter referred to as the "ASSOCIATION".

The principal office of the corporation shall be located at

117 Timber Lane
Trafford, Pennsylvania 15085

Meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania, County of Allegheny, or County of Westmoreland, as may be designated by the Board of Directors.

ARTICLE II: DEFINITIONS

SECTION 1. "ASSOCIATION" shall mean and refer to SHADOW WOOD HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

SECTION 2. "PROPERTIES" shall mean and refer to that certain real property described in the Declaration of Covenant, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, in accordance with the provisions of said Declaration.

SECTION 3. "COMMON AREA" shall mean all real property owned by the Association for the common use and enjoyment of the Owners

SECTION 4. "LOT" shall mean and refer to any plot of land shown upon any recorded subdivision of the properties with the exception of the Common Area and roads.

SECTION 5. "OWNER" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title of any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 6. "DECLARANT" shall mean and refer to CARDINAL DEVELOPMENT & INVESTMENT CORPORATION, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

SECTION 7. "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 Westmoreland County, Pennsylvania.

SECTION 8. "MEMBER" shall mean and refer to those persons entitled to membership in the "ASSOCIATION" as provided in the Declaration.

SECTION 9. "RECORDED" shall mean duly recorded in the Office of the Recorder of Deeds for Westmoreland County, Pennsylvania, unless otherwise clearly indicated.

ARTICLE III: MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS. The annual meetings of the members shall be held on the third Monday of January, at the hour of 8:00 o'clock

p.m.

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 members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A or Class B membership.

SECTION 3. NOTICE OF MEETING. 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 thirty (30) days before such meeting to each member entitled to vote thereat, addressed to the member's address last 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 the case of a special meeting, the purpose of the meeting.

SECTION 4. QUORUM. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. The members at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, it being understood that this shall in no way operate to reduce the required assent set forth in the Declaration of Covenants, Conditions, and Restriction and the Articles of Incorporation for dedication and transfer of common area, merger or consolidation, mortgaging of the common area, approval of special assessment or of increase in the annual assessment, or dissolution of the Association.

SECTION 5. PROXIES. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV: BOARD OF DIRECTORS SELECTION, TERM OF OFFICE

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board of FIVE (5) DIRECTORS, who need not be members of the Association.

SECTION 2. TERM OF OFFICE. At the first annual meeting, the members shall elect Directors, two members to be elected for a term of one year, two members for a term of two years and one member for a term of three years; and at each annual meeting thereafter the members shall elect successors to those Directors whose terms are then expiring for a term of three years each.

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 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 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 or the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from 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 election 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 shall be made in a manner consistent with Section 2 of Article IV.

SECTION 2. ELECTION. 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: MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly without notice, 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 held 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. QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. POWERS. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area 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 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; assessments shall continue during suspension;
- (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 these By-Laws, the Articles of Incorporation, or the 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. Employment of any manager shall require advance approval of the membership. Such approval shall be by majority vote of the members who vote, in person or by proxy, at either an Annual Meeting or a Special Meeting of the members as defined in Article III.
- (f) Expenditures of an amount expected to exceed \$5,000.00 for any construction, reconstruction, repair, or replacement of any capital improvement upon the Common area shall require advance approval of the membership. Such approval shall be by majority vote of the members who vote, in person or by proxy, at either an Annual Meeting or a Special Meeting of the members as defined in Article III.

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 Class A or Class B members who are entitled to vote;
- (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

to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX: COMMITTEES

The Board of Directors should appoint an Architectural Committee as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as it deems 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 the 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 from the date of delinquency at the rate of six (6%) percent per annum, 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, costs, and reasonable attorney's 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 nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: SHADOW WOOD HOMEOWNERS ASSOCIATION, "NON-PROFIT CORPORATION", "PENNSYLVANIA", and "1976".

ARTICLE XIII : AMENDMENTS

SECTION 1. VOTE. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

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, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XV: BOARD LIABILITY

SECTION 1. STANDARD OF CONDUCT In the performance of their duties, the officers and members of the SWHO Board of Directors shall stand in a fiduciary relation to the Plan and shall perform their duties, including duties as members of any committee the Board may appoint, in good faith, in a manner they reasonably believe to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a member of the Board of Directors, or any failure to take any action, shall be presumed to be in the best interest of the Association.

SECTION 2. LIMIT OF LIABILITY No officer or member of the Board of Directors acting in his or her capacity as such, shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless he or she has breached or failed to perform the duties of his or her office under the standards described above; provided, however, that the provisions of this section shall not apply

to the responsibility or liability of such person pursuant to any criminal statute, or to the liability of such person for the payment of taxes pursuant to local, state, or federal law.

BYLAW RECORDING HISTORY

Original By-Laws signed **December 15, 1976** by the Directors of the Association and certified by the Secretary of the Association.

Amendment duly adopted in accordance with the provisions of the By-Laws by the members at the regular annual meeting of the members held **January 21, 1991**. (Article VII, Section 1)

Amendment duly adopted in accordance with the provisions of the By-Laws by the members as of **June 15, 2007** (Article XV).

**ARTICLES OF
INCORPORATION
OF
SHADOW WOOD
HOMEOWNERS
ASSOCIATION, INC.**



As filed with: **COMMONWEALTH OF PENNSYLVANIA**
DEPARTMENT OF STATE
CORPORATION

Articles of Incorporation – Domestic Nonprofit Corporation

1. The name of the corporation is:

SHADOW WOOD HOMEOWNERS ASSOCIATION, INC.

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

Suite 200, 400 Penn Center Boulevard
Pittsburgh, Pennsylvania 15235

3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To promote the health, safety and welfare of the homeowners and to provide for the maintenance of the Common Areas and the preservations of the residence lots within that certain track of property known as Shadow Wood, located in Trafford Borough, Westmoreland County, Pennsylvania; and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania by law may now or hereafter have or exercise.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The term for which the corporation is to exist is: perpetual.

5. The corporation is organized upon a nonstock basis.

The name and post office address of each incorporator is:

Cardinal Development & Investment Corporation
Suite 211, 400 Penn Center Blvd.
Pittsburgh, PA 15235

***Articles of Incorporation Signed and Sealed by the incorporator,
October 6, 1976.***