

***Woodlyn Crossing
Homeowners Association***

695 Valley Stream Circle, Langhorne, PA 19053

Bylaws

Adopted March 7, 1991
Revised July, 2004
Revised November, 2015
Revised June, 2021

BYLAWS FOR WOODLYN CROSSING HOMEOWNERS ASSOCIATION

ARTICLE 1.-DEFINITIONS

Section 1.1. "Association" shall mean and refer to the Woodlyn Crossing Homeowners Association, a non-profit corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

Section 1.2. "The Properties" shall mean all lands acquired by the Association in the Woodlyn Crossing development located in Lower Southampton Township, Bucks County, Pennsylvania, regardless of when or how acquired.

ARTICLE 2.-MEETING OF MEMBERS

Section 2.1. -Annual Meetings. Annual meetings of the Association shall be held on weekdays at such time as may be fixed from time to time by resolutions of the Board of Directors.

Section 2.2. -Special Meetings. The Association shall hold a special meeting: (1) upon the call of the President; (2) if so directed by resolution of the Board of Directors; (3) upon a petition presented to the Secretary and signed by members entitled to cast at least twenty percent of the total number of votes. The signatures on a petition requesting a special meeting shall be valid for a period of one hundred eighty days after the date of the first such signature. Such resolution, petition or request must: (1) specify the time and place at which the meeting is to be held; (2) either specify a date on which the meeting is to be held which will permit the Secretary to comply with Section 2.3 hereof, or else specify that the Secretary shall designate the date of the meeting; (3) specify the purposes for which the meeting is to be held; and (4) be delivered to the Secretary. No business other than that stated in such resolution, request or petition shall be transacted at such meetings.

Section 2.3. -Notice of Meetings. Written notice stating the place, day and time of each annual meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be given by the Secretary to each member entitled to Vote at such meeting not less than ten nor more than sixty days before the date of the meeting. The giving of notice in the manner provided in this section and Article 13 hereof shall be considered service of notice.

Section 2.4. -Waiver of Notice of Meetings

(a) Whenever any notice is required to be given of any meeting of the Association, a waiver thereof in writing signed by a member entitled to such notice, whether given before or after the meeting shall be equivalent to the giving of such notice to that member and such waiver shall be delivered to the Secretary for inclusion in the minutes or filing with the Association records. (b) A member who attends a meeting shall be conclusively presumed to have had timely and proper notice of the meeting or to have duly waived notice thereof, unless such member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the person conducting the meeting at or prior to the commencement of the meeting or at or prior to consideration of the matter subject to objection, in the case of a special meeting.

Section 2.5. -Quorum

A quorum shall be deemed to be present throughout any meeting of the Association if members entitled to cast at least ten percent of the total number of votes are present, in person, at the beginning of such meeting. Once a member is present at a meeting such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new Record Date is or shall be set for that adjourned meeting. If at any meeting of the Association a quorum is not present, the members who are present at such meeting in person may by a majority vote of such members adjourn the meeting to a date not less than ten nor more than sixty days after the date of the original meeting at such date and place as such members may agree, where upon the Secretary shall announce the date, time and place at such meeting and notify all members of such date, time and place. At any such future meetings, a quorum shall be deemed present if members entitled to cast at least five percent of the total number of votes are present in person.

Section 2.6. -Order of Business.

Unless otherwise specified in the notice of the meeting, the order of business at all meetings of the Association shall be as follows: (1) roll call (proof of quorum): (2) proof of notice of meeting; (3) reading of minutes of preceding meetings; (4) reports of officers; (5) report of Board of Directors; (6) reports of committees; (7) unfinished business; (8) new business.

Section 2.7. -Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at such meetings. The President may appoint a parliamentarian at any such meeting of the Association. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Association when not in conflict with the Association Documents.

Section 2.8. -Record Date to Determine Members; List of Members.

The date for determining which Person are members and therefore entitled to vote ("Record Date") shall be the close of business on the day before the effective date of the notice to the members of the meeting, unless the Board of Directors shall determine otherwise. The Board shall not fix a Record Date more than seventy days before the date of the meeting of other action requiring a determination of the members, nor shall the Board set a Record Date retroactively. At least ten days before each meeting, the Secretary shall make a complete list of members, with the address of each, available for review by the members before and during the meeting. The list shall be current as of the Record Date.

Section 2.9. -Action by Members without Meeting.

Any action required or permitted to be taken at a meeting of the Association may be taken with a meeting if a consent in writing setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof and delivered to the Secretary for inclusion in the minutes or filing with the Association records. Such consent shall have the same force and effect as a unanimous vote of the members.

ARTICLE 3 -MEMBERS AND VOTING

Section 3.1. - Membership. Every person or entity who is record owner of a fee interest in any property or lot in the Woodlyn Crossing development shall be a member of the Association provided that any such person or entity who holds such interest as mortgagee shall not be a member.

- (a) As set forth in the restrictions and covenants pertaining to the Woodlyn Crossing development, membership in this Association shall be mandatory by virtue of being a record owner.
- (b) When any person or entity is no longer a record owner of property as afore said, such person or entity immediately ceases to be a member of this Association.
- (c) The membership rights of any person or entity whose interest in Woodlyn Crossing development is subject to assessments under Article V, whether or not he be personally obligated to pay such assessments, may be suspended by action of the directors during the period when the assessments remain unpaid but upon payments of such assessments, his rights and privileges shall be automatically restored. If the directors have adopted and published rules and regulations governing the use of the properties and facilities, and the personal conduct of any person there on, the directors may, in their discretion, suspend the rights of any such person for violation of such rules and regulations.

Section 3.2. -Additional Provisions Governing Voting.

- (a) Association Votes. If the Association is an Owner, the Association shall cast its votes with the majority with respect to any Lot it owns, and in any event such votes shall be counted for the purpose of establishing a quorum.
- (b) Voting Certificate. If a member is not a natural person, the vote by such member maybe cast by any natural person authorized by such member. Such natural person must benamed in a certificate signed by an authorized officer, partner or trustee of such Personand filed withthe Secretary; provided, however, that any vote cast by such naturalperson on behalf of such member shallbe deemed valid unless successfully challengedprior to the adjournment of the meeting at which the vote was cast. Such certificateshall be valid until revoked by a subsequent ce1tificate similarly executed and filed.Wherever the approval or disapproval of a member is requiredby the AssociationDocuments. such approval or disapproval may be made by any Person who would be entitled to cast the vote of such member at any meeting of the Association.
- (c) Delinquency. No member may Vote at any meeting of the Association, in any election, or be elected to serve on the Board of Directors if payment by such member of any financial obligation including dues, fines or assessments (unless that financial obligation is the subject of ongoing litigation) to the Association is delinquent more than sixty days and the amount necessary to bring the account current has not been paid at least two weeks prior to the time of such meeting or election.

Section 3.3. - The Association shall have one (1) class of membership as follows: The Members shall be all those owners owning a single-family residential lot including townhouse lots who also reside there on. When more than one person holds such interest or interests in any such lot, all such persons shall be members but attendance at meetings maybe exercised by any one or more of such members; and further, there shall be but one vote for any such memberships based on each lot, which shall be cast as decided by the majority of such members owning such lot. (a) It is understood that a

single person or entity while being one member only may have more than one (1) vote if such person or entity fulfills requirements as set forth herein by owning more than one lot.

Section 3.4. -Manner of Voting. Voting by members at a meeting shall be by voice vote (except for the election of directors which shall be by written ballot, unless the presiding officer determines that a vote by written ballot should be held indicating the name of the member voting and the number of vote appertaining to such member.

- (a) A vote shall only be cast in person.
- (b) Voting for the election of directors may be accomplished up to two weeks prior to the announced date of such election during the regular hours of the Association Office by appearing in person, with identification and following the procedures outlined by the Board for a secret ballot.

ARTICLE 4 - PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 4.1. - Each member who is a member in good standing. shall be entitled to the use and enjoyment of the common properties and facilities, as provided by Deed of Dedication and Article III of the Declaration of Covenants, subject and pursuant to the rules and regulations of the Association. A member in good standing must comply with the Declarations of Restrictions and Covenants, the Architectural Control Committee Guidelines and the Rules and Regulations; All assessments and fines must be paid in full.

Section 4.2. - Any members may delegate his rights of enjoyment in the Common Properties and facilities to the members of the family who reside upon the properties. Such member shall notify the secretary of the Association in writing of the name of any such person and of the relationship of the members to such person. The rights and privileges of such person are subject to suspension under Article III of the Declaration of Restrictions and Covenants, the Bylaws, and the Rules and Regulations of the Association to the same as extent as those of the member. Such member shall be responsible fully for the activities of any such family member including, but not limited to, the obligation to pay any fines or penalties assessed against such family member.

Section 4.3. - In addition to the above, the Board of Directors may grant the privilege of the use of any recreational facility within the common properties to other persons upon payment of a reasonable fee as may be established from time to time by the Board of Directors.

ARTICLE 5 - DUES AND ASSESSMENTS

Section 5.1. - The members of the Association are subject to the payment of periodic assessment levied by the Board of Directors of the Association, the obligation of which assessments is imposed against each owner and in addition becomes a lien upon the property against which such assessments are made as provided by Article IV of the Declaration of Restrictions and Covenants and which shall include any provisions outlined in the Declarations of Covenants and Restrictions.

Section 5.2. - Such assessments, when determined by the Board of Directors of this Association, shall also become the personal obligation of the members in the manner assessed, and may be collected by legal action as any other liquidated debt.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1. - Managing Agent. The Board of Directors may employ for the purpose of administering the Property a "managing agent" at a compensation to be established by the Board. The managing agent must be able to advise the Board of Directors regarding the administrative operation of the Property and shall employ personnel knowledgeable in the areas of insurance, accounting, contract negotiation, labor relations and property management. The managing agent shall perform such duties and services as the Board of Directors shall direct. The board of Directors may delegate to the managing agent all of the powers granted to the Board of Directors by these Bylaws other than the power set forth in Paragraph 6.2 (5), (12), (13), (15), (16), (17), (18) and (19). The managing agent shall perform the obligations, duties and services relating to the management of the Property, the rights of the Mortgagees and the maintenance of reserve funds in compliance with the provisions of the Act and the Association Documents.

Section 6.2. - Powers and Duties of the Board of Directors. The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not required by the Association Documents to be exercised and done by the members. The Board of Directors shall delegate to one of its members or to a Person employed for such purpose the authority to act on behalf of the Board on such matters relating to the duties of the managing agent (as defined in Section 6.1 hereof). If any, which may arise between meetings of the Board as the Board deems appropriate. In addition to the duties imposed by any other provision of the Association Documents or by any resolution of the Association that may hereafter be adopted, the Board shall perform the following duties and take the following actions on behalf of the Association:

- (1) Provide goods and services to the members in accordance with the Association Documents. and provide for Upkeep of the Common Area and, to the extent provided in the Association Documents, of the Lots.
- (2) Designate, hire, dismiss and, where appropriate, compensate the personnel necessary to provide services to the Association and provide goods and services to the members, as well as purchase equipment, supplies and materials to be used by such personnel in the performance of their duties.
- (3) Collect the assessments, deposit the proceeds thereof in depositories designated by the Board of Directors and use the proceeds to carry out the Upkeep of the Property to the extent the Association is so authorized by the Association Documents.
- (4) Adopt and amend any reasonable Rules and Regulations not inconsistent with the Association Documents.
- (5) Open bank accounts on behalf of the Association and designate the signatories thereon.
- (6) Enforce the provisions of the Association Documents.

- (7) Act with respect to all matters arising out of any eminent domain proceeding affecting the Common Area owned in fee simple by the Association.
- (8) Notify the members of any litigation against the Association involving a claim in excess of ten percent of the amount of the annual budget.
- (9) Obtain and carry insurance against casualties and liabilities, pay the premiums therefore and adjust and settle any claims there under.
- (10) Pay the cost of all authorized goods and services rendered to the Association and not billed to Owners of individual Lots.
- (11) Notify a Mortgagee of any default in paying assessments for Common Expenses by an Owner (which remains uncured for sixty days) or for any other default, simultaneously with the notice sent to the defaulting Owner.
- (12) Acquire, hold and dispose of Lots and mortgage the same without the prior approval of the members if such expenditures and hypothecations are included in the budget.
- (13) Charge reasonable fees for the use of the Common Area and for services.
- (14) Prepare an annual budget in accordance with of the Declaration.
- (15) Adopt an annual budget and make assessments against the Owners to defray the Common Expenses of the Association, establish the means and methods of collecting such assessments from the owners and establish the period of the installment payment, if any, of the annual assessment for Common expenses in accordance with of the Declaration.
- (16) Borrow money on behalf of the Association, when required for any valid purpose; provided, however, that either a Majority Vote of Members obtained at a meeting held for such purpose or written approval by members entitled to cast more than fifty percent of the total number of votes shall be required to borrow any sum in excess of fifteen percent of the total annual assessment for Common Expenses for that fiscal year and subject to the Declaration, mortgage any of the Common Area owned in fee simple (if any) by the Association.
- (17) Grant easements, right-of-way or licenses over and through all the Common Area.
- (18) Suspend the right of any Owner or other occupant of a Lot, and the right of such Person's company, guests, employees, customers, tenants, agents, and invitees to use the Common Area.
- (19) After notice and an opportunity to be heard, levy reasonable fines within its sound discretion, tow vehicles and motorcycles, and apply any other reasonable penalties for violation of the rules and regulations, Bylaws or Declaration.

Section 6.3. -Number of Directors. The Board shall consist of five directors.

Section 6.4. -Term of Office. Each director shall hold office for a five (5) year term, Beginning in March of 1991 and continuing each year thereafter, one position on the Board of Directors will be vacant and available. Each year a director shall be elected to fill said vacancy. Thus the five (5) year terms for Board Members will be staggered so that one position on the Board of Directors is available each year. There is no restriction on the number of terms a director can serve.

Section 6.5. -Nomination Process. Any person nominated by the Board of Directors or by ten (10%) percent of the members entitled to vote will have his or her name placed on a ballot for election to the Board of Directors.

Section 6.6. -Election Process.

- (a) Election ballots shall be cast in person pursuant to the arrangements made by the Board for a secret ballot.
- (b) The person who receives the highest number of votes cast will then be elected to the Board of Directors.

ARTICLE 7-OFFICERS

Section 7.1. -Designation and Duties of Officers. The principal Officers of the Association shall be the President (who shall also serve as Chairman of the Board of Directors), the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. All officers shall be Owner and members of the Board of Directors. Each Officer shall perform such duties as are normally associated with such office in parliamentary organization, except to the extent (if any) inconsistent with the Association Documents, and shall perform such other duties as may be assigned to such office by resolution of the Board of Directors. If any Officer is unable for any reason to perform the duties of the office, the President (or the Board of Directors if the President fails to do so) may appoint another qualified person to act in such Officer's stead on an interim basis.

Section 7.2. - Election of Officers. The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting or each new Board and shall hold office at the pleasure of the Board. Any Officer may hold more than one position; provided, however, that the offices of President, Vice President and Secretary shall be held by three different individuals. Except for death, resignation or removal, the Officers shall hold office until their respective successors shall have been elected by the Board.

Section 7.3. -Resignation or Removal of Officers. Any Officer may resign by delivering written notice to the Board of Directors. Unless otherwise specified, such resignation shall take effect upon the receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. Upon the affirmative vote of a majority of the total number of directors any Officer may be removed. Either with or without cause, and a successor maybe elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 7.4. -Vacancies.A vacancy in any office may be filled by appointment by the Board of Directors. The person appointed to fill a vacancy shall serve for the remainder of the term of such person.

Section 7.5.-President. The President shall be the chief executive officer of the Association; have general and active direction of the business of the Association subject to the control of the Board; see to the execution of the resolutions of the Association and the Board of Directors; see that all orders and resolutions of the Board are carried into effect; and, in general, perform all the duties incident to the office President

Section 7.6. -Vice President. The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other director to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed by the Board of Directors or by the President.

Section 7.7. - Secretary. The Secretary shall: keep the minutes of all meetings of the Association and of the Board of Directors; have charge of such books and papers as the Board may direct; give or cause to be given all notices required by these Bylaws; give each Owner notice of each assessment against such Owner's Lot as soon as practicable after assessment is made, give each member notice and a copy of the Rules and Regulations or amendment thereof; maintain a register setting forth the place to which all notices to members and Mortgagees hereunder shall be delivered; to give notice to each member of any dedication, conveyance and transfer by the Association of any property or of an easement or other estate or interest therein; make is possible for any member or Mortgagee to inspect and copy at reasonable times and by appointment the records of the Association; and, in general, perform all the duties incident to the office of Secretary.

Section 7.8. - Treasurer. The Treasurer shall be responsible for Association funds and securities; keep full and accurate financial records and books of account showing all receipts and disbursements; prepare or cause to be prepared all required financial data, deposit all monies and other valuable effects in the name of the Board of Directors or the Association, in such depositories as may from time to time be designated by the Board; and, in general, perform all the duties incident to the office of Treasurer.

ARTICLE 8 -COMMITTEES

Section 8.1. - Committees. The Board of Directors may create and abolish from time to time such committees consisting of two or more performs as the Board may deem appropriate to aid in the administration of the affairs of the Association. Such committees shall have the powers and duties fixed by resolution of the Board from time to time. The Board shall appoint the chair of each committee, and may either appoint the other members thereof or leave such appointment to the committee chair.

ARTICLE 9-MEETING OF BOARD OF DIRECTORS AND COMMITTEES

Section 9.1.- Types of Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors; provided, however, that such meetings shall be held at least once during each fiscal year. Special meetings of the Board of Directors may be called by the President, and shall be called by the Vice President or Secretary upon the written

request of at least two directors. Meetings of any committee or subcommittee may be held on an as needed basis, as determined by the Board of Directors. All meetings of the Board of Directors or any Committee shall be open to members as observers, except that the President or presiding officer or chairman of a committee may call the Board or committee into executive session on sensitive matters such as personnel, litigation strategy or hearings with respect to violations of the Association Documents. Any final action taken in executive session shall be recorded in the minutes.

Section 9.2. -Notice. Notice of meetings shall be given to each director of committee member, as appropriate, personally or by mail, telegraph or telephone, orally or in writing, at least three business days prior to the day named for such meeting. Such notice shall state the place, day and time and, in the case of special meetings, the purpose thereof. Notice of meetings may be posted otherwise published in a manner reasonable expected to notify all members of said meetings, unless such meetings are closed pursuant to Section 9.1. hereof.

Section 9.3.- Waiver of Notice. Any director or committee member, as appropriate, may at any time, in writing, waive notice of any meeting of the Board of Directors, and such waive shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of the time, place and purpose of such meeting, unless the director or committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the person conducting the meeting at or prior to the commencement of the meeting or at or prior to consideration of the matter subject to objection, in the case of a special meeting. If all directors or the Board of Directors or committee member, no notice shall be required and any business may be transacted at such meeting.

Section 9.4 -Quorum. At all meetings of the Board of Directors or a committee a majority of the total number of directors or committee members, as appropriate, shall constitute a quorum for the transaction of business, and a Majority Vote while a quorum is present shall constitute the decision of the Board of Directors, unless provided otherwise in the Act, the Articles of Incorporation or the Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn or recess the meeting from time to time. At any such adjourned meeting at which a quorum is present, any director or committee member, as appropriate, who participates in a meeting by any means of communication by which all directors or committee members may simultaneously hear each other during the meeting, shall be deemed present at the meeting for all purposes.

Section 9.5. -Conduct of Meetings. The President shall preside over meetings of the Board of Directors and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at the meetings. The chairman of a committee shall preside over the meeting of the committee and may appoint any member of committee to keep minutes. The then current edition of Robert's Rules of Order shall govern the conduct of the meetings of the Board of Directors or committee when not in conflict with the Act or the Association Documents.

Section 9.6. - Action Without Meeting. Any action by the Board of Directors or a committee required or permitted to be taken at any meeting may be taken without a meeting if a consent in writing setting forth the action taken shall be signed

either before or after such action is taken by all of the directors or committee members, as appropriate. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board of Directors or committee. Any action by the Board of Directors or a committee required or permitted to be taken at any meeting may be taken without a meeting via the use of electronic communications. Such action, including copies of the electronic communication, shall be included in the minutes of the board meeting immediately following the board's action, and shall be formally ratified at that time.

ARTICLE 10 - FIDUCIARY DUTIES

Section 10.1 - Execution of Documents. Unless otherwise provided in the resolution of the Board of Directors: (1) all agreements, contracts, deeds, leases, checks and other instruments of the Association for expenditures or obligations in excess of ten percent of the total annual assessment for Common Expenses for that fiscal year, and all checks drawn upon reserve accounts, shall be executed by any two persons designated by the Board of Directors' and (2) all such instruments for expenditures or obligations of ten percent or less of the total annual assessment for common Expenses for that fiscal year, except from reserve accounts, may be executed by any one person designated by the Board of Directors. Any Officer of the Association may be designated by Board resolution to sign a Statement of Common Expenses on behalf of the Association.

Section 10.2 - Conflicts of Interest.

(a) Rule and Exceptions. Each director or Officer shall exercise such director's or Officer's powers and duties in good faith and in the best interests of the Association. No contract or other transaction between the Association and any of its directors or Officers, or between the Association and any corporation, firm or association (including the Declarant) in which any of the directors or Officers of the Association are directors or officers or have a pecuniary or other interest, is either void or voidable because of such relations or because any such director or Officer is present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction or because such director's or Officer's vote is counted for such purpose if any of the following conditions exist: (1) the material facts of the transaction and the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof, and the Board authorizes, approves or ratifies such contract or transaction in good faith by a majority of directors entitled to vote on the transaction, but in no event may such a transaction be authorized, approved or ratified by a single director; (2) the interest is disclosed or known to all of the members entitled to vote on the matter, and the members who are entitled to be counted in a vote on the transaction approve or ratify the contract or transaction by a majority of the total number of votes entitled to be cast; or (3) the contract or transaction is commercially reasonable to the Association in view of all the facts known to any director or Officer at the time such contract or transaction is authorized, ratified, approved or executed. No director or officer having disclosed or made known a conflict of interest shall be liable to the Association or any member or credit or thereof or any other Person for any loss incurred by the Association under or by reason of any contractor transaction nor

shall any such director or member be accountable for any gains or profits realized there from: (4)except, and only except, effective December 31, 2000, no member of the Board of Directors shall be a paid employee (W-2 wage earner)of the Association.

- (b) **Vote Not Counted.** Any interested directors or Officers may be counted in determining the presence of a quorum of any meeting of the Board of Directors, a committee thereof, or the members which authorized, approves or ratifies any contract or transaction, but such director's vote shall not be counted with respect to any matter as to which such director would have a conflict of interest; such director may vote, however, at the meeting to authorize any other contract or transaction.

Section 10.3. -Liability and Indemnification.

- (a) **No Personal Liability.** The directors. Officers and members of the Covenants Committee shall not be liable to the Association or any member for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. Directors and Officers shall have no personal liability to third parties for any contractual obligation or the Association. No member shall be liable for the contract or tort liability of the Association by reason or ownership or membership therein. Every agreement made by the Board of Directors, the Officers of the managing agent on behalf of the Association shall, if obtainable, provide that the directors, the Officers or the managing agent, as the case maybe, are acting only as agents for the Association and shall have no personal liability there under.
- (b) **Indemnification.** The Association shall indemnify the directors, Officers and members of the Covenants Committee to the extent that it is contemplated a non-profit corporation may indemnify its directors, officers; provided, however, that before the Association uses association funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification.
- (c) **Directors and Officers Liability Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was adirector. Officer or member of the Covenants Committee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power to indemnify such Person against such liability under the provisions of this section. Further. the availability of the Association's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Association.

ARTICLE 11-BOOKS AND RECORDS

Section 11.1. -Maintenance. The Association shall keep books and records as required by the Association Documents. All books and records shall be kept in accordance with generally accepted accounting principles. The Association, through its Board of Directors, shall engage a Certified Public Accounting firm to maintain the books and records. A principal of that firm shall prepare, or have prepared, periodic statements (but no less than

annually) for review by the Board. No principal of that firm shall be an Owner or an occupant of a Lot within Woodlyn Crossing. The cost of these services shall be a Common Expense.

Section 11.2. -Availability. The books and records of the Association shall be available for examination by the members, their attorneys, accountants, Mortgagees and authorized agents during general business hours on business days at the times and in the manner established by the Board of Directors for the general knowledge of the members in accordance with Section 13.1-933 of the Act. The list of members required b)Section 2.8 here of shall be available for inspection for a period of ten days prior to the meeting and at the meeting. Pursuant to Section 13.3 of the Declaration, all Mortgagees or their representatives shall have the right to examine the books and records of the Association on the same terms and conditions as the members and Owners. The Board of Directors may fix from time to time a reasonable charge to cover the direct and indirect costs of providing any documents to a member or Mortgagee.

Section 11.3. - Accounting Report. Within one hundred twenty days after the end of each fiscal year, the Board of Directors shall make available to all members, and to each Mortgagee requesting the same, an itemized accounting of the Common Expenses for such fiscal year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the budget adopted by the Board of Directors for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserves.

Section 11.4. - Fiscal Year. The first fiscal year of the Association shall begin on April 1 and end on the last day of March, unless otherwise determined by the Board of Directors. Each subsequent fiscal year shall commence on April 1 and end on March 31, unless otherwise determined by the Board of Directors.

ARTICLE 12 -NOTICES

Except as specifically provided otherwise in the Association Documents, all notices, demands, bills, statements or other communications under the Association Documents shall be in writing and shall be deemed to have been duly given if delivered personally or by telegraph, teletype or other form of wire or wireless communications or by private carrier or sent United States mail, postage prepaid or if notification is of a default or lien, sent by registered or certified United States mail, return receipt requested, postage prepaid: (1) if to a member, at the address which the member shall designate in writing and file with the Secretary or, if no such address is designated, at the address of the Lot of such member: (2) if to the Association, the Board of Directors or to the managing agent, at the principal office of the managing agent or at such other address as shall be designated by notice in writing to the members pursuant to this section: or (3) if to a Mortgagee, at the address indicated by the Mortgagee in a written notice to the Association. If mailed, such notice shall be deemed to be given when deposited in the United States Mail addressed to the member's address shown in the Association records. Notice of meetings may be included as part of the Association's newsletter, if the newsletter is delivered to every member, if a Lot is owned by more than one Person, each such Person who so designates an address in writing to the Secretary shall be entitled to receive all notices hereunder, otherwise, the Person receiving the notice shall have the responsibility for notifying the other Persons comprising the Owner.

ARTICLE 13 -AMENDMENTS

Section 13.1. These Bylaws may be amended at a regular or special meeting of the Board of Directors by a vote of a majority of the Board.

ARTICLE 14 -GENERAL

Section 14.1. This Association is formed and is subject to the laws of the Commonwealth of Pennsylvania relating to, non-profit corporations, all of which laws, as the same may be promulgated and amended from time to time, except as set forth differently in these Bylaws, shall constitute rules of conduct applicable to this Association.

Section 14.2. Nothing in these Bylaws shall be deemed in any way to infringe upon, minimize or interfere with the powers given by law to the Board of Supervisors, planning commission, zoning hearing board, or other municipal bodies of Lower Southampton Township, Bucks County, Pennsylvania. These Bylaws are the basis for the internal organization of this Association only.

IN WITNESS WHEREOF, we, being all the Directors of the Woodlyn Crossing Homeowners Association, have here unto set our hands and seals this 30 (thirtieth) day of June, 1995.

RICHARD KASSOWAY

JOEL TODD

JON TABAS

CHUCK NAROD

HOWARD SHINDER