

BYLAWS
OF
WILLIAMSBURG HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is **WILLIAMSBURG HOMEOWNERS ASSOCIATION**, hereinafter referred to as the “Association”. The initial principal office of the corporation shall be located at One Daylesford Station, 1301 Lancaster Avenue, Berwyn, Pennsylvania, 19312, but meetings of Members and Directors may be held at such places within the state of Pennsylvania, County of Chester, as may be designated by the Executive Board.

ARTICLE II

DEFINITIONS

Section 1. “Association” shall mean and refer to the Williamsburg Homeowners Association, its successors and assigns.

Section 2. “Executive Board” shall mean and refer to the Executive Board of the Williamsburg Homeowner Association.

Section 3. “Declaration” shall mean and refer to the Declaration of Covenants, Restrictions, Easements, Charges and Liens for Williamsburg.

Section 4. “Lot” shall be synonymous with the term “Lot” defined in Article I of the Declaration.

Section 6. “Member” shall mean and refer to all those Owners of Lots within Williamsburg. Every Owner of a Lot within Williamsburg shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Section 7. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot within Williamsburg, but shall not mean and refer to any mortgagee or holder has acquired to title pursuant to foreclosure or any procedure in lieu of foreclosure.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. Meetings of the Association shall be held at least once each year. The first annual meeting of the Members and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o’clock p.m., unless an alternate date is chosen by the Executive Board. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday, or on such alternate date as may be chosen by the Executive Board.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, by the Executive Board, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. 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 either hand delivery or first class, postage prepaid mailing such notice at least 10 days but not more than 60 days before such meeting to each Member entitled to vote thereat, addressed to the Members 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 (i) the place, day and hour of the meeting, and (ii) the items on the agenda, including the general nature of any proposed amendment to the Declaration of Bylaws, any budget or assessment changes, and any proposal to remove a Member of the Executive Board or an officer.

Section 4. Quorum. Except as otherwise specified in the Declaration for certain actions, the presence at the beginning of the meeting of Members entitled to cast, and/or of proxies entitled to cast, two-tenths (2/10) of the votes shall constitute a quorum for any action except as otherwise provided in the articles of Incorporation of the Association, the Declaration, or these Bylaws. 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.

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 only by giving actual notice of revocation to the person presiding over a meeting, and shall automatically cease upon conveyance by the Member of his Lot. A proxy is void if it is not dated and purports to be revocable without notice. A proxy terminates one year after its date unless it specifies a shorter term.

ARTICLE IV

EXECUTIVE BOARD, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by and Executive Board of five (5) Directors, two (2) of whom do not need to be Members of the Association, and at least three (3) of which shall be Members. (Prior to the end of Declarant control, none of the Directors need to be Members.)

Section 2. Term of Office At the first meeting after the end of the period of Declarant control of the Board, the Members shall elect one Director for a term of one year, two Directors for a term of two years and two Directors for a term of three years; and at each annual meeting thereafter, the Members shall elect a Director(s) for the terms of three years to replace the Director (s) whose term is expiring. A Director may be re-elected.

Section 3. Removal. Any Director may be removed from the Executive Board, with or without cause, by the 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 actions so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF EXECUTIVE BOARD

MEMBERS (DIRECTORS)

Section 1. Nomination. Nomination for election to the Executive Board may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee, if appointed by the Executive Board, shall be one Member of the Executive Board, and two or more Members of the Association. The Nominating Committee may be appointed by the Executive Board prior to each annual meeting of the Members, so serve from the 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 may make as many nominations for election to the Executive Board as it shall in its discretion determine. Such nominations may be made from among Members and Non-Members, within the limits specified in Article IV, section 1.

Section 2. Election. Election to the Executive Board shall be by secret written ballot. At such election, each Member or his proxy may cast, in respect to each vacancy, one vote. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF THE EXECUTIVE BOARD

Section 1. Regular Meetings. Regular meetings of the Executive Board shall be held 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, than 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 Executive Board 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. Wavier of Notice. The Executive Board, by unanimous written consent, may wave notice of any regular or special meeting.

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business by the Executive Board. 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 EXECUTIVE BOARD

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

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

(b) suspend the voting rights and rights to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.;

(c) Collect Assessments authorized in the Declaration and, on behalf of the Association collect and remit to the Association Assessments authorized in the Declaration;

(d) Exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(e) declare the office of a Member of the executive Board to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Executive Board; and

(f) employ a manager, an independent management company, or such other employees as they deem necessary, and to prescribe their duties.

The Board's powers as above specified may not be delegated, except that the powers specified in paragraph 1 (c) may be delegated to the manager or management company employed by the Board as managing agent.

Section 2. Duties. It shall be the duty of the Executive Board:

(a) cause to be kept a complete record of all of 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 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

(1) fix the amount in the annual assessment against each Lot, generally at least thirty (30) days in advance of each annual assessment period, and fix any special assessments that are from time to time deemed necessary or desirable;

(2) send written notice of each annual assessment to every Owner subject thereto generally at least (30) days in advance of each annual assessment period (provided, however, that failure to observe the time limits specified in subparagraphs (1) and (2) for filing the annual assessment and sending notice thereof shall not be deemed to invalidate any annual or special assessment) ; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring any action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any Member, a certificate containing all of the applicable information set forth in Section 5407 of the Uniform Planned Community Act (“Act”), said certificate being herein known as a “Resale Certificate”. A reasonable charge may be made by the Board for the issuance of Resale Certificates;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) carry out the Maintenance responsibilities set forth in the Declaration;

The Board’s duties, as above specified, may not be delegated, except that the duties specified in paragraphs 2 (a), 2 (c), 2 (d), 2 (e), 2 (f), and / or 2 (g) may be delegated to the manager or management company employed by the Board as managing agent.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be President and Vice-President, who at all times shall be Members of the Executive Board, a Secretary, and a Treasurer, 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 the first meeting of the Executive Board following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No 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 are as follows:

President

- (a) The President shall preside at all meetings of the Executive Board and of the Association; shall sign or co-sign all leases, mortgages, deeds and other written instruments and all checks and promissory notes.

Vice-President

- (b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. Any document, check or note not signed or co-signed by the President shall be signed or co-signed by the Vice-President.

Secretary

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Executive Board; keep proper books of account; cause an annual review of the Association books to be made by a public accountant or other individual deemed by the Board to be qualified, at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Section 9. Amendments to the Declaration. Any two officers of the Association, acting in concert, may prepare, execute, certify and record amendments to the Declaration on behalf of the Association, provided, however, that one of the two officers shall be either the President or Vice- President.

ARTICLE IX

COMMITTEES

The Executive Board may appoint a Nominating Committee, as provided in the Bylaws. In addition, the Executive Board may appoint other committees as deemed appropriate in carrying out its purpose; provided, however, that any such committee shall not be delegated any of the powers or the duties of the Executive Board..

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 Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a 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 the 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 prescribed 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, 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 non-use of the Common Areas or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form identifying the year and place of its incorporation.

ARTICLE XIII
AMENDMENTS

Section 2. These Bylaws may be amended, at a regular or special meeting of the Members, by the vote of the majority of a quorum of Members present in person or by proxy.

Section 3. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, 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 of December of every year, except the first fiscal year shall begin on the date of incorporation.

IN WITNESS THEREOF, we, being all of the Directors of **WILLIAMSBURG HOMEOWNERS ASSOCIATION**, have hereunto set our hands this 7th day of November, 1996.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the **Williamsburg Homeowners Association**, a Pennsylvania non profit corporation; and

THAT the forgoing Bylaws constitute the original Bylaws of the said Association, as duly adopted at a meeting of the Executive Board thereof, held on the 7th day of November, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Association this 7th day of November, 1996.
