

**BY-LAWS OF**  
**BLUE HERON RIDGE HOMEOWNERS ASSOCIATION**  
**A NONPROFIT CORPORATION**

**ARTICLE I**  
**INTRODUCTION**

**1.01 Definition of By-Laws:** These By-Laws constitute the code of rules adopted by The Blue Heron Ridge Homeowners Association (the "**Corporation**" and from time to time the "**Association**") for the regulation and management of its affairs. .

**1.02 Purposes and Powers:** This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended, or any successor legislation.

The primary purpose of this Corporation is to manage the affairs of the common areas of the real property current or in the future owned by the Corporation in the Blue Heron Ridge Plan of Lots located in the Township of Pine, County of Allegheny and the Commonwealth of Pennsylvania, which are now existing or may hereafter be created.

**ARTICLE TWO**  
**OFFICES AND AGENCY**

**2.01 Principal and Branch Offices:** The initial place of business of this Corporation in Pennsylvania will be located at 11279 Perry Highway, Wexford, PA 15090. In addition, the Corporation may maintain other offices either within or without the Commonwealth of

Pennsylvania as its business requires, and as the Board of Director(s) may change from time to time.

2.02 Location of Registered Office: The location of the registered office of this Corporation is stated in the Articles of Incorporation. The registered office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may, from time to time, change the address of its registered office and principal place of business upon notice to the Secretary of the Commonwealth of Pennsylvania as may be permitted by law.

### **ARTICLE THREE**

#### **MEMBERSHIP**

3.01 Definition of Membership: The Members of this Corporation are those persons having membership rights in accordance with the provisions of these By-Laws, and the Declaration of Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan of Lots, as recorded or as same shall be so recorded in the Recorder's Office for Allegheny County, Pennsylvania and as may be amended from time to time.

3.02 Class of Members: This Corporation will have three classes of Members as denoted in the Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan of Lots, all of which shall be collectively designated as General Member(s). Certificates of membership evidencing membership in such classes will not be issued by the Corporation, with membership therein being incident and appurtenant to the ownership of a lot in the Blue Heron Ridge Plan of Lots.

3.03 Qualifications of General Members Each Member of the Blue Heron Ridge Homeowners Association shall be a Member as same is defined in the Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan and each such Member shall only be a Member and

shall enjoy such rights and privileges thereto so long as the Member is a "Member in Good Standing in the Corporation.

3.04 Members' Assessments: The Member's assessments, shall be payable to the Corporation by General Member(s) in accordance with the procedures as set forth in the Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan and any other rule, regulation of standard that the Board of Directors may adopt from time to time.

3.05 Place of Members' Meetings: Meetings of Members will be held at the registered office of this Corporation in the Commonwealth of Pennsylvania, or such other location as designated by the Board of Directors, from time to time.

3.06 Annual Members' Meetings: The annual meeting of the Members will be held at 7:00 P.M. on the second Monday of January of each year. If the date set for the meeting falls on a legal business holiday, then the meeting will be held instead on the first business day immediately following.

3.07 Special Members' Meetings: Special meetings of the Members may be called by any of the following:

- (1) The Board of Directors;
- (2) The President; and
- (3) Members having at least twenty (20) percent of the votes which all Members are entitled to cast at such meeting.

3.08 Notice of Members' Meetings: Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than fifteen (15) nor more than thirty (30) days before the date of the Members' meeting, either personally, by first class mail, or by express mail by or at the direction of the President, the Secretary, or the officers or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to

be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid.

3.09 Voting Rights of Members: Unless otherwise provided in the Declaration of Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan of Lots each Member will be entitled to one vote on each matter submitted to a vote of Members. Where more than one person owns a lot within said plan, the Membership vote appurtenant to such lot shall be voted as an undivided single vote.

3.10 Members' Proxy Voting: A Member may vote either in person or by proxy executed in writing by the Member or by his, her or their duly authorized attorney-in-fact. No proxy will be recognized as valid after two (2) months from the date of its execution.

3.11 Quorum of Members: The number or percentage of votes represented in person or by proxy which constitutes a quorum at a meeting of Members will be Members holding one-half (1/2) of the votes entitled to be cast in such manner. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any provision of these By-Laws, or the recorded covenants, conditions and restrictions.

3.12 Termination of Membership: Membership will terminate in this Corporation on any of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact;
- (2) The death of a Member;
- (3) The failure of a Member to pay his or her annual assessment(s), general or special on or before their due date;
- (4) a Member is not a Member in Good Standing;

- (5) a Member no longer owns any lot in the Blue Heron Ridge Plan of Lots;  
and
- (6) the Member or the one or more of the immediate family of the Member violates any provision of the Covenants, Conditions or Restrictions for the the Blue Heron Ridge Plan and such violation(s) have not be timely or promptly cured.

However, a Member terminating membership status for reasons other than (2) or (5) above may be completely and automatically reinstated AS A member if the Member shall correct the otherwise cause of termination prior to the formal action by the Board of Directors in the passing of a resolution acknowledging such termination of said Member.

## **ARTICLE FOUR**

### **DIRECTORS**

4.01 Definition of Board of Directors: The Board of Directors is that group of persons vested with management of the business and affairs of this Corporation.

4.02 Structure of Board: The Board of Directors of this Corporation will constitute a single class.

4.03 Qualifications of Directors: The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors must be residents of the Commonwealth of Pennsylvania.
- (2) Directors must be Members of this Corporation.
- (3) Directors must own a lot, either individually or in his/her/their business entity in the Blue Heron Ridge Plan of Lots.

4.04 Number of Directors: The number of Directors of this Corporation will not be less than one (1) Director, nor more than five (5). The number of Directors may be more than the foregoing if the Board of Directors shall choose to increase the number of directors for said Board.

4.05 Terms of Directors: The Directors constituting the first Board of Directors will be the incorporators for the Corporation who shall hold office until their or his successors are so elected by the Members. Each Director(s) shall hold such office for an initial term of three (3) years. Thereafter, each Director(s) will be elected for a term of three (3) years. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.

4.06 Elections of Directors: At the first annual election of Directors, for which an election shall apply, Directors shall be elected for a term of three (3) years. At each succeeding annual election, the Board shall present to the membership a slate of nominees to fill the positions of the Directors whose terms are expiring. Each Director shall then be elected for a term of three (3) years. Additional nominations shall be solicited from the floor at the time of each annual election. Every Member in good standing of this corporation shall be entitled to vote in the election of Directors, as proscribed by the Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan of Lots.

4.07 Vacancies on the Board: Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office or in such position has been newly created due to the increase in the number of Director(s) until such regularly scheduled election.

4.08 Location of Director's Meetings: Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or such place or places as the Board of Directors designates by resolution duly adopted.

4.09 Regular Directors Meetings: Regular meetings of the Board of Directors will be held at 7:00 P.M. on the first Monday of the first month of each calendar quarter. If the date set for the meeting falls on a legal business holiday, then the meeting will be held instead on the day immediately following. This provision of the By-Laws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

4.10 Notice of Special Directors' Meetings: Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than fifteen (15) days nor more than thirty (30) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, in the United States mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

4.11 Call of Special Board Meetings: A special meeting of the Board of Directors may be called by either:

- (1) The President; or
- (2) Fifty-one (51%) percent of the Board of Directors.

4.12 Waiver of Notice: Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. However, in this instance the Director, must give written notice of the Director's intention to so object to such meeting. Such notice must be given, at the latest, at the beginning of such meeting.

4.13 Quorum of Directors: A majority of the whole Board of Directors will constitute a quorum; provided, that in no event will a quorum consist of less than twenty-five (25%) percent of the whole Board.

4.14 Telephonic Meetings: Any meeting of the Board of Directors or a committee thereof, may be held in which one or more, or all, of the Directors or participants may participate as if present in person, by means of conference telephone or similar communication equipment in a manner by which all persons participating in the meeting can hear each other.

## ARTICLE FIVE

### OFFICERS

5.01 Roster of Officers: The Officers of this Corporation will consist of the following personnel:

- (1) President;
- (2) Vice-President;
- (3) Secretary;
- (4) Treasurer; and
- (5) Such other officers and assistant officers as the Board of Directors shall deem advisable.

5.02 Selection of Officers: Each of the Officers of this Corporation will be a Member of the Corporation, and will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the regular meeting of the Board of Directors taking place on the first calendar quarter of each year.

5.03 Multiple Officeholders: In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously.

5.04 President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs



of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these By-Laws or prescribed by the Board of Directors.

5.05 Vice President: The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.

5.06 Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these By-Laws, and, generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned by the Board of Directors.

5.07 Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws or which may be assigned by the Board of Directors.

5.08 Removal of Officers: Any Officer elected or appointed to office may be removed by the persons authorized under these By-Laws to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

## **ARTICLE SIX**

### **INFORMAL ACTION**

6.01 Waiver of Notice: Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation of this Corporation, or these By-Laws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

6.02 Action by Consent: Any action required by law or under the Articles of Incorporation of this Corporation or these By-Laws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with respect to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation.

## **ARTICLE SEVEN**

### **COMMITTEES**

7.01 Definition of Executive Committees: This Corporation may have certain Committees, each of which will consist of one (1) or more Directors. Each Executive Committee will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Submission to Members of any action requiring approval of Members under the Nonprofit Corporation Law of 1972.
- (2) Filling of vacancies of the Board.

- (3) Adoption, amendment, or repeal of By-Laws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by By-Laws or resolution of the Board to another Committee of the Board.

7.02 Appointment of Committees: The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Executive Committees and delegate to these Committees the specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Executive Committees will not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed by law.

7.03 Functionary Committees: In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. These Committees will be chaired by a Director as designated by the Board. The Chairman will proceed to select the remaining Members of the Committee up to the number set by the Board or terminate the memberships or appoint successors in the Chairman's discretion. The Board may terminate any Committee by resolution.

7.04 Standing Functionary Committees: The Corporation may have the following Standing Functionary Committees, each of which will be chaired by a Director designated by the Board of Directors, and may consist of any other Members of personnel of the Corporation appointed by the Chairman:

- (1) Ways and Means Committee, consisting of at least one (1) Member(s) plus a Chairman, to determine the financial feasibility of corporate projects, acts, and undertakings referred to it by the Board of Directors, and to make recommendations

with appropriate documentation to the Board concerning matters under consideration.

**ARTICLE EIGHT**  
**OPERATIONS**

8.01 Fiscal Year: The fiscal year of this Corporation will end December 31 of each calendar year.

8.02 Execution of Document: Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by any signatures authorized by the Board of Directors. Contracts, leases, or other instruments executed as part of the income of this Corporation will be distributed to its Members, Directors, or Officers. No Member of the Board of Directors shall receive compensation from the Corporation for acting as such director, but such director may be reimbursed for any expenses incurred in the performance of such duties.

8.03 Books and Records: This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committees. The Corporation will keep at its registered office a membership register giving the names, addresses, and other details of the membership of each Member, and the original or a copy of its By-Laws including amendments to date certified by the Secretary of the Corporation.

8.04 Inspection of Books and Records: All books and records of this Corporation may be inspected by any Members or his agent or attorney at the office of the Corporation, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

8.05 Nonprofit Operations: This Corporation will not issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Member,

Directors, or Officers. However, the Corporation may reimburse directors and/or officers for expenses actually incurred in the performance of the director(s) and/or officer(s) duties.

8.06 Loans to Management: This Corporation shall not make loans to any of its Directors, Officers or Members.

8.07 Dissolution of Corporation: Upon the dissolution of this Corporation for whatever reasons, all funds held in all accounts shall be disbursed to a tax-exempt charitable organization or organizations that share the same or similar charitable purpose or aim as this Corporation, or to the Members of such Corporation.

## **ARTICLE NINE**

### **ARBITRATION**

9.01 Any dispute between any member and the Association shall be submitted to binding and nonappealable arbitration as is further provided in the Covenants, Conditions and Restrictions for the Blue Heron Ridge Plan of Lots.

## **ARTICLE TEN**

### **AMENDMENT**

10.01 Modification of By-Laws: The power to alter, amend, or repeal these By-Laws, or to adopt new By-Laws, to the extent allowed by law, is vested in the Board of Directors.

## **ARTICLE ELEVEN**

### **FUTURE PHASE OF THE PLAN**

11.01 Application to Future Phases of the Plan: These By-Laws and Membership in the Blue

DM02004 pending file  
Blue Heron Ridge Homeowners Association By-Laws  
1st draft  
05-08-04

Heron Ridge shall be applicable to any other or future phase of the Blue Heron Ridge Plan of Lots and such application shall become automatic upon the recordation of such plan in the Recorder of Deeds Office for Allegheny County, PA.

**ARTICLE TWELVE**

**ADOPTION**

12.01 Adoption of By-Laws: Adopted by the Members on the 8th day of May 2004, at Wexford, Pennsylvania.

**ATTEST:**

**BLUE HERON RIDGE HOMEOWNERS  
ASSOCIATION**

/s/ David Mauro

by: /s/ Dominic Gigliotti  
DOMINIC GIGLIOTTI

/s/ David Mauro

by: /s/ Robert W. Sirera  
ROBERT W. SIRERA