



206 Hidden Valley Ln. Newtown, PA 18940  
<https://newtowncrossing.org>

# **BY-LAWS OF THE NEWTOWN CROSSING COMMUNITY ASSOCIATION**

## **Edition 1.1**

*This PDF edition is transcribed from a scan  
of the original paper document by  
Fred Ehmann, February, 2023*

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## **ARTICLE I NAME AND ADDRESS**

The name of the corporation is the NEWTOWN CROSSING COMMUNITY ASSOCIATION. The principal office of the corporation shall be located at the Newtown Crossing Community Club, Newtown, Pennsylvania 18940, but meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania as may be designated by the Board of Directors.

## **ARTICLE II DEFINITIONS**

*Section 1.* "Association" shall mean and refer to NEWTOWN CROSSING COMMUNITY ASSOCIATION, a not-for-profit corporation organized under the laws of the Commonwealth of Pennsylvania, its successors and assigns.

*Section 2.* "Properties" shall mean and refer to that certain real property described in Exhibit "C" to the Declaration (hereinafter defined) and such additions to such real property as may hereafter be brought within the jurisdiction of the Association as provided in Section 1 or Section 2 of Article II of the Declarations.

*Section 3.* "Declaration" shall mean and refer to the Newtown Crossing Declaration of Covenants, Conditions and Restrictions, applicable to the Properties, dated January 30, 1975, recorded in the Office of the Recorder of Deeds in and for Bucks County, Pennsylvania in Deed Book 2153 at page 47, as the same may be amended from time to time pursuant to the terms thereof.

*Section 4.* "Common Areas" shall mean and refer to all ground owned by the Association for the common use and enjoyment of the Owners (hereinafter defined).

*Section 5.* "Common Facilities" shall mean and refer to all buildings, improvements and fixtures situated on or in the Common Areas and owned by the Association and all personal property owned by the Association included in the definition of "Common Facilities" in Section 1 of Article I of the Declaration.

*Section 6.* "Unit" shall mean and refer to each dwelling unit, regardless of type or form of ownership, located within the Properties.

*Section 7.* "Owner" shall mean and refer to the record owner, whether one or more persons or entities and including the Developer (hereinafter defined) where applicable, of the fee simple title to any Unit or portion of any Unit, which is a part of the Properties, but shall not mean or refer to the mortgagee of such Unit unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding or transfer in lieu of foreclosure.

*Section 8.* "Developer" shall mean and refer to Hoffman Rosner Corporation of Pennsylvania, a Pennsylvania corporation, its agents, successors, and assigns.

*Section 9.* "Member" shall mean and refer to those persons entitled to voting membership in the Association, as provided in the Declarations.

*Section 10.* "First Mortgagee" shall mean and refer to those holders of first mortgages on Units who are defined as being "first Mortgagees" in Article I of the Declaration.

## **ARTICLE III ASSOCIATION PURPOSES AND POWERS**

*Section 1. Purposes.* The Association has been organized for the purposes set out in Articles 3 and 9 of its Articles of Incorporation, as the same may be amended from time to time as provided by law.

*Section 2. General Powers.* Except as otherwise provided in the following Section of this Article I, the Association shall have all powers permitted by law in order to carry out the purposes of the Association.

*Section 3. Mergers and Consolidations.* Subject to the provisions of the Declaration, and to the extent permitted by law, the Association may participate in mergers and consolidations with nonprofit or other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and which shall set forth the purpose of the meeting. At the first meeting duly called as provided herein, the presence of Members, or of proxies, entitled to cast sixty (60) percent of all of the votes of each class of voting membership shall constitute a quorum. If the required quorum is not forthcoming at any

meeting, another meeting may be called, subject to the notice requirements set forth in this Section 3. and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

*Section 4. Mortgages: Other Indebtedness.* The Association shall have the power to mortgage its properties except to the extent that such power is limited in the Declaration. The total debts (other than accounts payable incurred in the ordinary course of business) of the Association, including the then unpaid principal amounts of mortgage loans which the Association is personally obligated to pay, shall not exceed the total of twenty (20) years' annual assessments current at that time. provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and which shall set forth the purpose of the meeting. At the first meeting duly called as provided herein, the presence of Members. or of proxies, entitled to cast sixty (60) percent of all of the votes of each class of voting membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called. subject to the notice requirements set forth in this Section 4, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

*Section 5. Dedication of Properties or Transfer of Function to Public Agency or Utility.* The Association shall have the power to dispose of its real property only as authorized herein or in the Declaration.

*Section 6. Dissolution.* The Association shall be dissolved only with the assent given in writing and signed by the Members entitled to cast two-thirds (2/3) of each class of its voting membership. Written notice of a proposal to dissolve. setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Section 7 of this Article III) shall be mailed to every Member at least ninety (90) days in advance of any action taken.

*Section 7. Disposition of Assets upon Dissolution.* Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, not-for-profit corporation, association, trust or other organization for the benefit of the Owners as a group, so that such assets may be devoted to purposes as nearly as practicable the same as those to which they are required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him under the Declaration and deeds applicable to the Properties unless made in accordance with the provisions of such Declaration and deeds.

## **ARTICLE IV MEMBERSHIP AND VOTING RIGHTS**

*Section 1. Qualifications for Membership.* The qualifications for membership in the Association are set out in Section 1 of Article III of the Declaration.

*Section 2. Voting Rights of Members.* The voting rights of Members and the classes of membership in the Association are set out in Section 2 of Article III of the Declaration.

*Section 3. Conditions of Continued Membership.* As provided in Article VI of the Declaration, the rights of membership are subject to the making of capital contributions called for by the Association and the payment of annual and special assessments levied by the Association, the obligation for which capital contributions and assessments are imposed against each Owner of a Unit and which are secured by a lien upon the Unit against which the call for contribution or assessment is made. A Member who is delinquent in such capital contribution or assessment will be subject to additional charges, all of which may be enforced by an action at law against the Owner, and/or to foreclose the aforesaid lien.

*Section 4. Suspension of Membership Rights.* The membership rights of any person whose interest in the Properties is subject to the making of capital contributions and the payment of assessments under Section 3 of this Article IV, whether or not he be personally obligated to pay such capital contributions and assessments, may be suspended by action of the Board of Directors during the period when a capital contribution or assessment or installment of either remains unpaid but, upon full payment of such assessment or installment, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations

governing the use of the Common Areas and/or Common Facilities, and the personal conduct of any person thereon, as provided in Section 1 of Article XI hereof, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations or any provision of the Declaration for a period not to exceed thirty (30) days.

*Section 5. Members' Rights of Enjoyment of Common Areas.* Each Member shall be entitled to the use and enjoyment of the Common Areas and Common Facilities as provided by Article VI of the Declaration. Any Member may delegate to one or more members of his family who are residents of his Unit or one or more tenants of his Unit, such Member's rights of enjoyment in the Common Areas and Common Facilities provided in Section 1 of Article VI of the Declaration subject to such rules and regulations as the Board of Directors may from time to time adopt. Such Member shall notify the Secretary in writing of the name of any person or persons to whom such rights are so delegated and of the relationship of the Member to such person(s). The rights and privileges of such person are subject to suspension under Section 4 of this Article IV to the same extent as those of the Member.

## **ARTICLE V MEETING OF MEMBERS**

*Section 1. Annual Meetings.* The first annual meeting of the Members shall be held on April 2, 1975 at the hour of 8 o'clock p.m., and each subsequent regular annual meeting of the Members shall be held at the same time and on the same day of the same month of each year thereafter. 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.

*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 together are entitled to cast at least one-fourth (1/4th) of the votes of each class of voting membership (other than Class D) then in existence.

*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 hand delivery or by mailing a copy of such notice, postage prepaid, at least fifteen (15) 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. Each Member shall register his address with the Secretary at the time of becoming a Member and thereafter at any time such Member wishes to change his address for notice purposes. The aforesaid meeting notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting; provided, however, that if the business of the meeting includes any action governed by the Articles of Incorporation of the Association or the Declaration or Section 3, Section 4 or Section 6 of Article III hereof, notice of such meeting shall be given as therein provided

*Section 4. Quorum.* The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one tenth (1/10th) of the votes of each class of voting 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 except or otherwise provided in the Declaration, until a quorum as aforesaid shall be present or be represented by proxies.

## **ARTICLE VI 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 shall be natural persons but need not be Members of the Association.

*Section 2. Term of Office.* The initial Board of Directors named in the Articles of Incorporation shall hold office until the election of their successors at the first annual meeting of the Members. At the first annual meeting the Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect that number of directors whose tenure expires on that date, for a term of three (3) years.

*Section 3. Removal.* Any director may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a director, his successor shall be selected by a majority vote of the remaining directors 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 VII NOMINATION AND ELECTION OF DIRECTORS**

*Section 1. Nomination.* Nomination for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association. Nominations may also be made from the floor at the 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 may be made from among Members or non-Members.

*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 of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Each Member shall receive as many ballots as he has votes, except that all the co-Owners of a Unit shall receive a single ballot for such Unit. Notwithstanding that a Member may be entitled to more than one vote, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The person(s) receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VIII MEETINGS OF DIRECTORS**

*Section 1. Regular Meetings.* Regular meetings of the Board of Directors shall be held at least quarterly. They may be held without notice, on such dates and at such place and hour as may be fixed from time to time by resolution of the Board. and, in the absence of such a resolution, regular meetings of the Board of Directors may be called by the president of the Association, after not less than five (5) days notice to each director.

*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. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

## **ARTICLE IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

*Section 1. Powers.* The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and the Common 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 right 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 capital contribution or assessment (or installment of either) called for or levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for each infraction of the other provisions of the Declaration or the promulgated rules and regulations of the Association;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the 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; and

(e) employ, prescribe the duties of, and discharge, one or more of a manager, an independent contractor, and employees or agents, if and when the Board of Directors deems that such employment is necessary or desirable in order to assist the Board in exercising its powers and carrying out its duties.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all of its acts and the corporate affairs of the Association and to present a detailed report thereof covering the immediately preceding calendar year to the Members at the annual meeting of the Members, or any special meeting when such report is requested in writing by Members who together are entitled to cast one-fourth (1/4th) of the votes of each class of voting membership (other than Class D) then in existence.

(b) supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

(c) as more fully provided in the Declaration:

(1) fix the amount of any capital contribution called for or the amount of the annual or special assessment against each Unit at least thirty (30) days in advance of the due date of such capital contribution or assessment (or the first installment of either, if such contribution or assessment is to be made in installments);

(2) send written notice of each capital contribution or annual or special assessment to every Owner subject thereto at least thirty (30) days in advance of the due date of such capital contribution or assessment (or the first installment of either, if such contribution or assessment is to be made in installments);

(3) take all reasonable steps to obtain payment of capital contributions and assessments (or installments of either) which are not paid within thirty (30) days of their due date, including, without limitation, (where such action is required in the Board's judgment) enforcing the Association's lien rights against the delinquent Owner's Unit and bringing an action at law against the Owner personally obligated to pay the same, or both; and

(4) cause a roster of Units to be prepared, stating the amount of any capital contributions and the annual and special assessments applicable thereto, on which roster shall be reported each payment of such contributions and assessments when received; such roster to be kept in the office of the Association and to be open to inspection by any Member and any First Mortgagee during regular business hours.

(d) issue, or to cause an appropriate officer or collecting agent designated by the Board to issue, upon demand by any Member of First Mortgagee, a certificate setting forth whether or not all capital contributions and assessments (or installments thereof against such Unit which are then due and payable have been paid as of the date of such certificate. A reasonable charge may be made by the Board for the issuance of such certificates. If a certificate states that a capital contribution or assessment (or an installment of either) has been paid, such certificate shall be conclusive evidence of such payment.

(e) cause a roster of First Mortgagees to be prepared and maintained in a current manner, which roster shall contain the names of all First Mortgagees, and the addresses to which notices to such First Mortgagees are to be sent, and shall identify the Units which are subject to the first mortgages held by such First Mortgagees.

(f) procure and maintain adequate liability, casualty and hazard insurance on property owned by the Association, a fidelity bond or insurance policy covering all persons who are responsible for handling the funds of the Association, directors' and officers' liability insurance for the directors and officers of the Association, if available, and such other insurance as the Board of Directors shall deem to be necessary or desirable in carrying out its responsibilities under the Declaration.

(g) cause all officers or employees having fiscal responsibilities to be bonded or insured, as it may deem appropriate.

(h) cause the Common Areas and Common Facilities to be maintained, operated and managed.



## **ARTICLE X OFFICERS AND THEIR DUTIES**

*Section 1. Enumeration of Offices.* The officers of the Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

*Section 2. Election of Officers.* The officers shall be elected by majority vote of the directors at the first meeting of the Board of Directors following each annual meeting of the Members except that the initial Board of Directors named in the Articles of Incorporation shall elect the initial officers of the Association at the first meeting of such Board of Directors.

*Section 3. Term.* The officer of the Association shall be elected annually by the Board with (with the exception of the initial officers who shall serve only until the first meeting of the Board after the first annual meeting of the Members) each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or shall be otherwise 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 by giving written notice thereof to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and 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 X.

*Section 8. Duties.* The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, shall sign all leases, mortgages, deeds and other written instruments on behalf of the Association and shall co-sign all checks and promissory notes of the Association.

(b) Vice President. 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 of Directors.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members in books to be kept for that purpose; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board of Directors and of the Members; shall keep appropriate current records showing the Members of the Association together with their addresses as registered with him by such Members; and shall perform such other duties as are required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that such a resolution shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors; shall co-sign all checks and promissory notes of the Association, provided that such checks shall also be signed by the president or the vice president; shall keep proper books of account; shall maintain the roster of assessments referred to in Section 2(c) (4) of Article IX hereof and the roster of First Mortgagees referred to in Section 2(e) of Article XI hereof; shall cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; shall cause the audited financial statement of the Association to be delivered to each Member prior to the annual meeting of the membership; shall prepare an annual budget for the forthcoming fiscal year and submit it for review and adoption by the Board of Directors; and shall deliver a copy of the adopted budget to each Member.

## **ARTICLE XI COMMITTEES**

*Section 1. Standing Committees.* The Standing Committees of the Association shall be: The Nominating Committee, The Recreation Committee, The Maintenance Committee, The Publicity Committee, The Audit Committee.

Unless otherwise provided herein, each committee shall consist of a Chairman and two (2) or more members who shall be Members of the Association but need not be members of the Board of Directors. The Nominating Committee shall include at least one (1) member of the Board of Directors for board contact. The committees shall be appointed by the Board of Directors promptly after each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting of the Members, and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

*Section 2. The Nominating Committee* shall have the duties and functions described in Article VII hereof.

*Section 3. The Recreation Committee* shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

*Section 4. The Maintenance Committee* shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Areas and Common Facilities, and shall perform such other functions as the Board, in its discretion, determines.

*Section 5. The Publicity Committee* shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

*Section 6. The Audit Committee* shall supervise the annual audit of the Association's books and approve the annual budget prior to its submission to the Board of Directors. The treasurer shall be an ex officio member of the Committee.

*Section 7. Subcommittees.* With the exception of the Nominating Committee, each committee shall have the power to appoint one or more subcommittees from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

*Section 8. Complaints.* It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties and activities within such committee's field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

*Section 9. Other Committees.* The Board of Directors shall appoint such other committees from time to time as it deems to be appropriate in exercising the powers and carrying out the duties of the Board.

## **ARTICLE XII 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 and any First Mortgagee. The secretary shall make available for inspection by any Member during reasonable business hours the Declaration and the Articles of Incorporation and the By-Laws of the Association, and copies of the same may be purchased from the secretary at reasonable cost.

## **ARTICLE XIII INDEMNIFICATION**

*Section 1. Directors and Officers.* The Association shall indemnify the officers and directors of the Association to the full extent permitted or allowed by the laws of the Commonwealth of Pennsylvania.

*Section 2. Others.* The Association shall indemnify any person who, by reason of the fact that he is or was an officer or director of the Association, is made a party or is threatened to be made a party to any litigation, claim, suit, action or other proceeding of any kind, against expenses (including reasonable attorneys' fees), liabilities, judgments, costs, fines, penalties, amounts paid in settlement, and other losses, actually and reasonably incurred by him in connection with the defense or settlement thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and if he had no reasonable

cause to believe his conduct was unlawful. No indemnification shall be made in respect of any claim or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

*Section 3. Other Indemnification.* The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification (whether or not they are officers or directors) may be entitled under any law, agreement, vote of members or directors or otherwise, both as to action in official capacities and as to action in other capacities, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of the person being so indemnified.

#### **ARTICLE XIV CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: NEWTOWN CROSSING COMMUNITY ASSOCIATION

#### **ARTICLE XV AMENDMENTS**

*Section 1. Procedure.* These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of each class of voting Members present in person or by proxy entitled to vote at such meeting; provided that a quorum of each class of voting Members is present in person or by proxy at such meeting; and provided further that such provisions of these By-Laws as are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Properties may not be amended except as provided in such Declaration.

*Section 2. Amendments to Comply with Governmental Requirements.* A power coupled with an interest is hereby granted to Hoffman Rosner Corporation of Pennsylvania, a Pennsylvania corporation, acting by and through its duly authorized officers, its successors or designees, as attorney-in-fact to amend one or more of these By-Laws, the Articles of Incorporation of the Association, or the Declaration for the purpose of either or both (a) compliance with requirements of either or both the Veterans Administration or the Department of Housing and Urban Development, or any successor to either of such organizations, or (b) meeting requirements of the Internal Revenue Code of 1954, as now or hereafter amended, (i) relating to organizations exempt from tax under Section 501(c)(7) thereof (or any successor to such Section) or (ii) specifically exempting homeowners' associations from any Federal income tax; provided that Developer shall have no obligation to cause any such amendment to be made. The acceptance of each deed or other instrument with respect to any Unit which is subject to the Declaration shall be deemed to be a confirmation of such power to such attorney-in-fact and shall be deemed to constitute a consent and agreement to and acceptance, confirmation and ratification of all such amendments.

#### **ARTICLE XVI MISCELLANEOUS**

*Section 1. Fiscal Year.* 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 of the Association.

*Section 2. Captions.* The paragraph captions in these By-Laws, and any Table of Contents, are for convenience only and do not in any way define, limit, describe or amplify the terms and provisions of these By-Laws or the scope or intent thereof.

*Section 3. Inconsistencies Among Documents.* 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.

## CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the NEWTOWN CROSSING COMMUNITY ASSOCIATION, a Pennsylvania corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted by an action by unanimous consent of the Board of Directors thereof dated the 30th day of January, 1975

IN WITNESS WHEREOF. I have hereunto subscribed my name and affixed the seal of the said Association this \_

day of \_\_\_\_\_, 1975.

\_\_\_\_\_  
Secretary

(Corporate Seal)  
\_\_\_\_\_