

**AMENDED BY-LAWS OF
WOODS OF SAXONY HOMEOWNER'S ASSOCIATION**

ARTICLE I. DEFINITIONS

- Section 1. "Association" shall mean and refer to the Woods of Saxony Homeowner's Association, Inc., a non-profit corporation organized and existing under the laws of the Commonwealth of Pennsylvania on August 16, 1979 as Saxony Farms Homeowner's Association. The name of the Association was changed on or about April 2017.
- Section 2. "The Properties" shall mean all lands denoted as open space, recreational area or detention basin area on the Final Plans of "Saxony Farms" as approved by the Supervisors of Newtown Township and as identified in the Declaration of Covenants and Restrictions pertaining to Subdivision known as Saxony Farms.
- Section 3. "Developer" shall mean Woods of Saxony or their designated successors.

ARTICLE II. LOCATION

- Section 1. The principal office of the Association shall be located at Woods of Saxony, Newtown Township, Bucks County, Pennsylvania with its mailing address as P.O. Box 385, Newtown, PA 18940.

ARTICLE III. MEMBERSHIP

- Section 1. Membership; every person or entity who is a record owner of a fee interest in any property or lot in the Woods of Saxony 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.
- As set forth in the restrictions and covenants pertaining to the Woods of Saxony development, membership in this Association shall be mandatory by virtue of being a record owner.
- Section 2. When any person or entity is no longer a record owner of property as aforesaid, such person or entity immediately ceases to be a member of the Association.
- Section 3. The membership rights of only 1 person or entity whose interest in Woods of Saxony development is subject to assessments, whether or not to be personally obligated shall pay such assessments, may be suspended by action of the directors during the period when these assessments remain unpaid but upon payments of such assessments, his / her 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 thereon, as provided below, the directors may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.
- Section 4.

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ARTICLE IV. VOTING RIGHTS OF MEMBERS

Section 1. As of the date of adoption of these Amended By-Laws, the Association shall have one (1) class of membership as follows:

Class A. Class A members shall be all those owners owning a single family residential lot who also reside thereon. When more than one person holds such interest or interests in any such lot, all such persons shall be members, but attendance at meetings may be exercised by any one or more of such members; and further, there shall be but one vote for each lot, which shall be cast as decided by the majority of such members owning such lot.

Section 2. 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.

ARTICLE V. DUES AND ASSESSMENTS

Section 1. The members of the Association are subject to the payment of yearly assessments levied by The Board of Directors of the Association, the obligations 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 in the Declaration of Restrictions and Covenants and which shall include any provisions outlined in the Declaration of Covenants and Restrictions.

Section 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.

Section 3. Assessments shall be made for an adequate reserve fund for replacement of the common elements. The Association in adopting its annual budget, shall obtain an estimate of replacement costs and an evaluation of the useful remaining life of the common elements. The Association need not obtain an engineers report unless it is deemed advisable to do so by the Board.

The following schedule is for payment and recovery of annual dues. New residents or residents who do not receive a bill for annual dues still have the responsibility of payments.

Section 4.

- a. Residents will receive a statement from the Association on or about January 15th of each year.
- b. Payment is due from residents by the stated due date, which is typically the last day of February.
- c. Residents with unpaid balances as of March 15th will be considered delinquent, and their account will be assessed a late fee in the amount of \$30.00 for EACH month payment is not received by the Association. Outstanding payments may

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be paid by check or cash and sent to the Association's mailing address. It is the homeowner's responsibility for making payments.

- e. All Delinquent accounts as of June 1st will be immediately handed over to the Associations' attorney for collections.
- f. If any resident does not make payment on or before the date when any assessment or installment thereof is due, subject to such grace periods as may be established, the Board of Directors may assess, and such resident shall be obligated to pay the above referenced late fees in addition to a reasonable attorneys' fees, incurred by the Board in collecting any such unpaid assessment.
- g. Residents with delinquent accounts forfeit their membership rights to the Association and shall not be granted voting rights, nor be permitted to volunteer as Board Members or use common property.

Section 5.

Upon sale or transfer of title of any home within the Association, the seller must request a Form 5407 Resale Certificate from the Board of Directors. This request shall include a check made out to the Woods of Saxony Homeowner's Association in the amount of \$100.00. A copy of the completed and executed form along with purchaser's contact information shall be sent to the Association for proper record keeping.

ARTICLE VI. PROPERTY RIGHTS AND RIGHTS OF PROPERTY OWNERS

Section 1.

Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided by Deed of Dedication and Declaration of Covenants applicable to the properties.

Section 2.

Any member may delegate his / her rights of enjoyment in the Common Properties and facilities to the members of the family who reside upon the properties. The rights and privileges of such person are subject to suspension under Article III, Section 4, to the same extent as those of the member.

Section 3.

Appropriate use of the common ground should be observed; therefore, the following activities are prohibited:

- a. Horseback riding.
- b. Motorized vehicles, with the exception of those used for contracted agricultural services.
- c. Dumping.
- d. Burning.
- e. Illegal activities.
- f. Golfing

Section 4.

Restrictions on Use of Common Ground. Permanent structures, including sheds, recreation equipment, drains, utilities and underground pipes, are prohibited. Landscaped gardens and plantings are prohibited; any existing plantings are the property of Association and shall be maintained or removed as determined by the Association in its

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sole discretion. Woods of Saxony Residents are permitted use of common grounds for their recreational enjoyment. Any damages incurred by the use of the common property are the responsibility of the individual homeowner and not the Association.

Section 5:

1. The Code of Ordinances of the Township of Newtown shall govern the following areas and as such the Homeowners Association will not be responsible for correction or notifications of any such violations.
 - a. Disposal of Leaves and Branches
 - b. Junk cars & Abandoned vehicles
 - c. Sidewalk maintenance and snow removal
 - d. Lawn maintenance and upkeep
 - e. Tree limbs and shrubs clearances at sidewalks
 - f. Signage
 - g. Storage of campers, recreation vehicles, and boats

Section 6: Responsibilities of Homeowner's Association.

- a. It is the responsibility of the Woods of Saxony Homeowners Association to manage all common grounds and open space property and to provide for its proper maintenance.
- b. The Board of Directors shall review and approve professional contracts and obtain competitive lump sum bids from competent insured contractors. In the case of emergency repairs or remediation, the Board of Directors may approve negotiated hourly professional services as deemed necessary.
- c. Outside organizations hired to perform work on Woods of Saxony grounds will carry appropriate insurance, obtain permits and adhere to general guidelines required by both the Homeowners Association Board and shall be required to obtain permits before commencing work.
- d. Homeowners are not permitted to perform work on the open/common grounds owned and maintained by the Woods of Saxony Homeowners Association with the following exception: If a homeowner objects to a tree or thicket which borders the homeowner's property line (or is approximately within fifteen yards of the homeowner's property line) such that the homeowner wants to either remove the tree or thicket or maintain/trim the tree or thicket to a higher standard than the Association's responsibility (see Article VI.6(a)) then the homeowner may submit to the Board plans and specifications for such work and ask the Board to waive the prohibition against homeowners performing work in the open/common grounds as stated in the first sentence of this paragraph 6(d). The Board will consider the application for a waiver with the following stipulations: (1) The work will be performed at the homeowner's expense. None of the cost will be borne by the Association. (2) The homeowner presents to the Board a valid certificate of insurance for the work to be performed by either the homeowner or by person(s) hired by the homeowner. (3) The homeowner is signatory to an Agreement to financially indemnify the Association for any damage, harm or injury resulting

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from the work performed by the homeowner or by the homeowner's agent or contractor on the open/common grounds of the Association, such Agreement to be drafted by the Board when the waiver is conditionally approved. (4) The work to be performed does not violate any governmental ordinance. (5) The homeowner obtains the consent of all neighbors whose property lines also are within approximately fifteen yards of the same tree(s)/thicket(s). If the stipulations are satisfied, then the Board will generally approve a waiver. However, the Board will not grant a waiver if the Board determines that the work to be performed will damage the open/common grounds of the Community. For example, a waiver for tree trimming will not be granted if the Board is advised by its 3rd party, professional tree expert that the trimming will destabilize one or more trees. Likewise, a waiver for tree removal will not be granted if other trees are destabilized. The waiver will not be granted if the work to be performed would damage the landscape harmony and original character of the Woods of Saxony. The Board reserves the right to adopt forms and administrative policies and procedures in order to effectuate the intent hereof.

ARTICLE VII. ASSOCIATION PURPOSE PROPERTIES

Section 1. The Woods of Saxony Homeowners Association has been formed to maintain common areas and elements.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by a Board of five (5) Directors who must be members of the Association.

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- Section 2. Every Director shall be elected by members of the Association for a three (3) year term.
- Section 3. Vacancies in the Board of Directors shall be filled by the majority of remaining Directors, any such appointed Director to hold office until his / her successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE IX. ELECTION OF DIRECTORS, NOMINATING COMMITTEE, ELECTION COMMITTEE

- Section 1. Election to the Board of Directors shall be by ballot as hereinafter provided. 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 recorded covenants applicable to the property. The names receiving the largest number of votes shall be elected.
- Section 2. Nominations 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.
- Section 3. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association who need not be members of the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.
- Section 4. 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, as the Committee in its discretion shall determine. The nominating committee in making its determinations, shall consider the skills and talents of nominees and the positions for which they seek office.
- Section 5. All elections to the Board of Directors shall be made at the annual meeting of the members as set forth hereinafter. Additional nominations to those made by the Nominating Committee may be made by the members at the time of the meeting.
- a. Notice of regular members' meeting, shall be posted on the Associations website at least thirty (30) days prior to such regular or annual meetings of members. The notice shall indicate the time and place where the annual meeting shall take place, that the meeting is for the purpose of election of Directors for the forthcoming year, and any other information desired or any information required by law. The time and place of the regular or annual member's meeting will also be posted at the entrances for thirty (30) days preceding the meeting.
 - b. Voting for directors shall be in accordance with the number of votes permitted to members as set forth above, and voting for Directors shall be cumulative as set forth in the Non-profit Corporation Law of Pennsylvania.

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ARTICLE X. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have power:

Section 1.

- a. To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one fourth (1/4) of the voting membership.
- b. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of each such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever, except that no such person shall receive compensation so long as any of the original Directors named in the Articles of Incorporation continue to serve.
- c. To establish, levy and assess, and collect the assessments or charges referred to in Article V.
- d. To adopt and publish rules and regulations governing the use of the Properties and facilities and the personal conduct of the members and their guests while utilizing the Properties.
- e. To exercise for the Association all powers, duties and authorities vested in the Association, by the laws of Pennsylvania and these By-Laws.
- f. In the event that any member of the Board of Directors of this Association shall be absent from three consecutive regular or special meetings of the Board of Directors, the Board may by action taken at the meeting during which the said third absence occurs, declare this office of such absent Director to be vacant.

Section 2.

Neither the Association nor the Board of Directors shall be entitled to:

- a. By act of omission seek to abandon, partition, subdivide, encumber, sell or transfer real estate or improvements thereon which are owned, directly or indirectly by the Association for the benefit of the units. (The granting of easements for public utilities or for other public purposes consistent with the intended use of such property shall not be deemed a transfer within the meaning of this clause.)
- b. Change the method of determining the obligations, assessments, dues or other charges which may be levied against the Unit Owners.
- c. By act or omission change, waive or abandon any scheme of regulations, or enforcement thereof, pertaining to the exterior appearance of units, the exterior maintenance of units, the maintenance of party walls or common fences or driveways, or the upkeep of lawns and plantings in the development

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Fail to maintain fire and extended coverage on insurable common properties on a current replacement cost basis in the amount of not less than one hundred percent (100%) of the insurable value (based on current replacement cost).

- e. Use hazard insurance proceeds for losses to any of the common properties for other than the repair, replacement or reconstruction of such improvements.

Section 3. It shall be the duty of the Board of Directors:

- d.
 - a. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members as the annual meeting of the member or at any special meeting when such when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XIV, Section 2.
 - b. As more fully provided in the Declaration of Covenants applicable to the Properties:
 - 1. To fix the amount of the assessment against each lot (property) for each assessment period at least thirty (30) days in advance of such date or period at the same time.
 - 2. To prepare a roster of the properties any assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time.
 - 3. To send written notice of each assessment to every owner subject thereto.
 - 4. To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment there is stated to have been paid.

ARTICLE XI. DIRECTORS' MEETING

Section 1. A regular meeting of the Board of Directors shall be held immediately following the meeting of the members. Other regular meeting duties may be established from time to time by the Board of Directors.

Section 2. Special meetings of the Board of Directors shall be held when called by any two officers or Directors of the Association after not less than two days' notice to each Director, in writing, orally, or by telephone.

Section 3. Other provisions, such as waiver of notice, quorum and the like, shall be as set forth in the Pennsylvania Non-profit Corporation law.

ARTICLE XII. OFFICERS

Section 1. The Board of Directors shall be composed of five officers. The officers shall be a President (A), a Vice-President (B), a Vice President for Landscaping (C), a Secretary (D), and a Treasurer (E).

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- Section 2. The officers shall be chosen by vote of the members of the Association at the annual meeting of members. Positions for the next term will be decided by the New Board Members at the first monthly meeting immediately after the Annual Meeting of Members.
- Section 3. All officers shall hold office at the pleasure of the Board of directors. The term of office shall be three (3) years. To provide continuity, Directors A and D shall be elected in an odd year. Director C shall be elected in an even year. Directors B and E shall be elected in the next odd year. The Directors shall hold office until their respective successors have been duly elected or until removed in the manner elsewhere provided.
- Section 4. The President shall preside at all meetings of the Board of Directors, shall see the orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deed and other written instruments as provided herein.
- The Vice-President shall perform all the duties of the President in their absence.
- Section 5. The Vice-President for Landscaping shall be the primary point of contact with regard to the maintenance of all common grounds and other landscaping issues.
- Section 6. The Secretary shall keep the records of the Association. He/She shall record in a book kept for that purpose, the names of all members of the Association together with their addresses as registered by such members.
- Section 7. 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 a resolution of the board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by at least one other Board member.
- Section 8. The Treasurer shall supervise an Accounting Firm to keep proper books of account and compile annual financial statements and tax returns which will be available for review by members. The Treasurer shall prepare and present an annual budget and income statement to be presented at the regular annual meeting.
- Section 9. The Treasurer's duties may be assigned to an Accounting Firm upon the Approval of the Board but must fall under the supervision of the Treasurer.
- Section 10.

ARTICLE XIII. COMMITTEES

- Section 1. The Board of Directors of the Association shall have the authority from time to time to appoint such committees as may be deemed desirable by such Board. In the event of such appointments, such committees will have powers and authorities as may be delegated to

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them by the said Board of Directors. The Committees to be appointed and the manner of appointment shall be in the sole discretion of the Board of Directors. It shall be the first duty for the Board of Directors to appoint, initially, the Nominating Committee.

Section 2. With the exception of the Nominating Committee, each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 3. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its 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.

ARTICLE XIV. MEETINGS OF MEMBERS

Section 1. Each annual meeting of the members shall be held on a weekday within the first two weeks of November.

Section 2. Special meetings of the members for any purpose may be called at any time by any two or more members of the Board of Directors, or upon written request of the members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth (1/4) of all the votes.

Section 3. Written notice of any special meeting shall be posted on the Associations web site by the Secretary at least 14 days prior to such special meeting and posted at the entrances of the development.

Section 4. All those present at the annual meeting of members plus proxies herein shall constitute a quorum for a meeting of members.

Section 5. At all corporate meetings of members, each member may vote in person or by proxy.

Section 6. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of one (1) month, and every proxy shall automatically cease upon sale of the member of his / her home or other interest in the Woods of Saxony development.

Section 7. Each member of the Association shall register their address with the Secretary of the Association.

Section 8. Meetings of the members may also be held by electronic communication, provided that:

- a. Participants may simultaneously hear each other during the meeting.
- b. The same notice is given of the electronic communication as would be required for a regular meeting.
- c. The number of persons participating in the electronic communication constitutes a quorum. Participation in a meeting by this means is considered personal presence at the meeting.

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ARTICLE XV. BOOKS AND PAPERS

Section 1. The books, records, and papers of the Association shall be kept at the Association's Attorney and may be inspected by any member of the Association, during reasonable business hours.

ARTICLE XVI. CORPORATE SEAL

Section 1. The Association shall have a seal in circular form.

ARTICLE XVII. AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Board of Directors, but all amendments shall be presented at the subsequent Annual Meeting of the Members.

ARTICLE XVIII. GENERAL

Section 1. This Association is formed in 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 By- Laws, shall constitute rules of conduct applicable to this Association.

Section 2. Nothing in these By-Laws 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 Newtown Township, Bucks County, Pennsylvania. These By-Laws are the basis for the internal organization of this Association only.

Section 3. To exercise due care in performing their duties, and to act reasonably and in good faith with the best interests of both the residents and the Association in mind, the Board of Directors shall utilize the following general series of progressive dispute resolution steps.

- a. Communication from the Board raising awareness of the issue.
- b. Reference to these Association By-Laws and Amendments
- c. Reference to the appropriate Newtown Township Code of Ordinances
- d. Turning the matter over to the Association's attorney for appropriate legal action

Section 4. Unless acting in bad faith, neither the Board as a body nor any Director, Officer or Committee Member of the Homeowner's Association shall be personally liable to any Member in any respect for any action or lack of action arising out of the execution of the duties of their office. The Association shall, to the extent the alleged liability is not covered by insurance, indemnify individuals acting in any official capacity on behalf of

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the Association, except with regard to matters as to which they are found to be liable for gross negligence or willful misconduct.

IN WITNESS WHEREOF, we, being all the incorporators of Woods of Saxony Homeowners Association, Inc., have hereunto set out hands and seals this 31st day of January, 2023.

BOARD OF DIRECTORS

Jill Geist, President

Mike Blumhardt, VP Landscaping

Anthony Principale, VP

James Howard, Treasurer

Dmitry Ostanin, Secretary
