

BYLAWS  
OF  
CROSSGATES MANOR HOMEOWNER'S ASSOCIATION, INC.

A Nonprofit Corporation  
Formed Under the Laws of the Commonwealth of Pennsylvania

## TABLE OF CONTENTS

Article I - Name and Organization .....	1
Article II - Registered Office and Place of Business .....	1
Article III - Seal .....	1
Article IV - Purposes, Limitations .....	1
Article V - Members .....	3
Article VI - Meetings of the Members .....	3
Article VII - Board of Directors .....	4
Article VIII - Officers .....	5
Article IX - Fees, Dues and Assessments .....	7
Article X - Director Liability .....	7
Article XI - Indemnification .....	8
Article XII - Miscellaneous .....	10
Article XIII -Amendments .....	10

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OF  
CROSSGATES MANOR HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I  
NAME AND ORGANIZATION

The name of the corporation shall be Crossgates Manor Homeowner's Association, Inc. ("Corporation"). The Corporation is formed pursuant to the provisions of the Nonprofit Corporation Law of 1988, Act of December 21, 1988, P.L. 1444, and as now or hereafter amended ("Nonprofit Corporation Law"). The Corporation is organized on a non-stock basis.

ARTICLE II  
REGISTERED OFFICE AND PLACE OF BUSINESS

The registered office and the principal place of business of the Corporation shall be 1899 Lititz Pike, Lancaster, Pennsylvania 17601. The Corporation may have such other places of business as the Board of Directors may from time to time decide.

ARTICLE III  
SEAL

The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE IV  
PURPOSES, LIMITATIONS

1. General Purposes. The corporation is formed and shall, be operated exclusively and to promote the general welfare of the residents and owners of any portion of the Property<sup>1</sup>, a residential development located in the Township of Manor, Lancaster County, Pennsylvania, and the property interests therein and to maintain and care for the Corporation's property. The Corporation shall have and exercise all rights and powers conferred on nonprofit corporations under the laws of the Commonwealth of Pennsylvania, or which may hereafter be conferred including but not limited to the power to acquire, own, lease and/or sell real and/or personal property.

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<sup>1</sup>All capitalized terms herein shall have the same meaning as those terms set forth in the Declaration of Covenants, Conditions and Restrictions for Crossgates Manor Homeowner's Association, as now or hereafter amended, hereinafter the "Declaration".

In amplification of the purposes for which the Corporation has been formed as set forth in the Articles of Incorporation, the purposes and objects are as follows:

(a) To promote the collective and individual property and civic interests and rights of all members who own property in the residential development of Crossgates Manor (the "Development").

(b) To care for the improvements and maintenance of the easements, parkways, grass plots, parking areas, common areas, and any facilities of any kind dedicated to the community use and other open spaces and other features of the Development which now exist or which may hereafter be installed or constructed therein.

(c) To cooperate with the Owners of all Lots that exist or that hereafter shall exist in the Development in keeping them in good order and condition and in preventing them from becoming nuisances and detriments to the beauty of the Development and to the value of the improved property therein.

(d) To aid and cooperate with the members of this Corporation in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall hereafter apply, and to counsel with the Supervisors of Manor Township, Pennsylvania.

(e) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and Owners of any portions of the Development and their property interests therein.

(f) To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

(g) To exercise any and all powers that may be delegated to it from time to time by the members.

(h) This Corporation shall not engage in political activity or pursue political purposes of any kind or character.

2. No Private Inurement. No part of the net earnings of the Corporation shall inure, directly or indirectly, to the benefit of any private person or individual; and no

Director, officer or employee of the Corporation shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the Corporation in effecting its corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## ARTICLE V MEMBERS

Membership in the corporation shall be as set forth in the Declaration. A copy of the Declaration and all amendments shall remain on file in the offices of the Corporation.

## ARTICLE VI MEETINGS OF MEMBERS

1. Annual Meeting. An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing Directors shall be held in Lancaster County, Pennsylvania in December of each year, beginning with the year 2000. The time and place shall be fixed by the Directors.

2. Special Meetings. A special meeting of the members may be called by the board of Directors. A special meeting of the members must be called within sixty (60) days by the president, or the board of Directors, if requested by two (2) Directors or by members entitled to cast not less than thirty percent (30%) of all votes.

3. Notice of Meetings. Written notice stating the place and hour of any meeting of members shall be delivered either personally or by mail, facsimile or email to each member entitled to vote at such meeting not less than thirty (30) nor more than sixty (60) days before the date of such meeting. The date of notice if such notice is mailed shall be the date such notice is deposited in the United States mail.

4. Quorum. The members holding a majority of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members. In the absence of a quorum, the rules for establishment of a quorum at a subsequent meeting shall be as set forth in the Declaration.

5. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after

twenty-four (24) months from the date of its execution, unless otherwise provided in the proxy.

## ARTICLE VII BOARD OF DIRECTORS

1. General Powers. Except as required by the Declaration or by these Bylaws or by law, the business and affairs of the Corporation shall be managed by the Board of Directors.

2. Number, Tenure and Qualifications. The number of Directors shall initially consist of three Directors which number may increase in increments of two as the Board of Directors shall from time to time determine. The term of office of each of these Directors shall be for a term of two years (the initial term of office of these Directors shall be staggered so that the term of one Director will expire after one year the term of the remaining two Directors will expire after two years) and until each person's successor shall be chosen and shall qualify. The initial terms of any new Directors, as caused by an increase in the number of Directors, shall be staggered so that the term of one Director is one year and the term of the other Director is two years.

3. Election. Directors shall be appointed by the affirmative vote of a majority of the Members, provided that the initial Board of Directors shall be those persons named in the initial minutes of the Incorporator of the Corporation.

4. Regular Meetings. The Board of Directors shall meet regularly, at least quarterly, at a time and place it shall select for the purpose of transacting such business and matters as may come before the Board of Directors.

5. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the president or of any two Directors.

6. Notices. Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto, by written notice delivered personally or sent by mail, facsimile or e-mail to each Director. The date of notice if such notice is mailed shall be the date such notice is deposited in the United States mail. Any Director may waive notice of any meeting. Any Director who attends any meeting (except for the sole purpose of objecting to the lack of notice of said meeting) shall be deemed to have waived notice thereof.

7. Quorum. Except as otherwise required by the Declaration, by these By-Laws or by law, a majority of the Board of Directors shall constitute a quorum for the

transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time, and without further notice.

8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws or by the Declaration. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

9. Telephone Conferences. One or more Directors may attend and participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

10. Vacancies. Any vacancy occurring in the Board of Directors, and any Directorship to be filled by reason of the increase in the number of Directors, shall be filled by election by the Board of Directors. A Director elected to fill a vacancy shall be \*elected for the unexpired term of his predecessor in office.

11. No Compensation. A Director shall not receive any salary or compensation for services as a Director of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered to the Corporation in such other capacity.

## ARTICLE VIII OFFICERS

1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be appointed by the Board of Directors. The duties, powers and discretion of officers of the corporation shall be as set forth in these Bylaws and as shall from time to time be designated by the Board of Directors. Any number of offices may be held by the same person.

2. Qualifications and Method of Election. All officers of the Corporation shall be natural persons of full age. For purposes of these Bylaws, a person of "full age" shall mean a person who has attained eighteen years of age. The officers shall be elected by the Board of Directors, and shall serve for a term of one year and until their successors shall be elected and shall qualify.

3. President. The President shall preside at all meetings of the members and of the Board of Directors at which he/she is present, shall exercise general supervision of the affairs and activities of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Directors to delegate any specific powers. He or she shall execute on behalf of the Corporation all documents under the seal of the corporation. He or she shall serve as an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the president of the corporation.

4. Vice-President. The Vice-President shall assume the duties of the President during his/her absence.

5. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall act as clerk thereof, and shall record all the votes of the Directors and shall keep the minutes of all of the meetings of the Corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall be custodian of all corporate records.

6. Treasurer. The Treasurer shall receive all corporate funds, keep them in a bank approved by the Board of Directors, and pay out funds only on notice signed by the Treasurer and by one other officer. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Corporation in books belonging to the Corporation and shall render to the President and Directors, at the regular meeting of the Board of Directors, or whenever they may require it, an account of all the transactions as treasurer and of the financial condition of the Corporation. The Treasurer shall be an ex-officio member of the finance committee if established by the Board of Directors.

7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the Board of Directors for the unexpired portion of the term.

ARTICLE IX  
FEES, DUES, AND ASSESSMENTS;  
SPECIAL PROVISIONS RELATING TO CERTAIN ACTIONS

1. Fees, dues and assessments shall be established by the Directors or the members as set forth in Article II of the Declaration. Mortgagees are not required to collect any dues or assessments.

2. Notwithstanding any other provisions of the Articles of Incorporation or these By-Laws the following actions are subject to the following provisions:

(a) any transfer, sale, conveyance or mortgage of any Common Area shall not be effective unless such transfer, sale, conveyance or mortgage is (i) effected by the Declarant (as defined in the Declaration) or (ii) approved by (A) a majority of Directors then in office and (B) Owners who own two-thirds of the Lots; and

(b) so long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dedication of Common Area; amendment of the Declaration; dissolution of the Corporation; amendment of the Articles of Incorporation; and amendments of the By-Laws.

3. Failure to pay any dues, fees or assessments will not constitute a default under an insured mortgage.

ARTICLE X  
DIRECTOR LIABILITY

1. Director's Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect.

2. Modification or Repeal. Any modification or repeal of this Article shall not have any effect upon the liability of a Director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal. The rights conferred by this Article shall continue as to any person who has

ceased to be a Director of the Corporation and shall insure to the benefit of such person's successors and assigns.

## ARTICLE XI INDEMNIFICATION

1. Indemnification. The Corporation shall indemnify to the fullest extent now or hereafter permitted by law, any person who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, by reason of the fact that such person is or was a Director or officer of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding provided that the Board of Directors determines that the person seeking indemnification acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation.

2. Successful Defense. Notwithstanding any other provision of this Article XI, to the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 of this Article XI, or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation against all expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

3. Preservation of Rights. The rights of indemnification provided by this Article, shall continue as to any person who has ceased to be a Director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any modification or repeal of this Article shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

4. Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time and in addition to any indemnity provided under these Bylaws or otherwise, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection

with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this paragraph 4 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

5. Scope of Indemnification. Indemnification under this Article is provided pursuant to the Nonprofit Corporation Law, and this Article is intended to provide indemnification in accordance therewith whether the Corporation would have the power to so indemnify under any other provisions of other law and whether the indemnified liability arises or arose from any threatened pending or completed action by or in the right of the Corporation. It is intended that the Corporation shall indemnify each authorized representative to the maximum extent permitted by law. Consistent with such intent, this Article shall be interpreted as creating an irrevocable contractual obligation of the Corporation, which shall be for the benefit of each authorized representative, to indemnify each authorized representative to the maximum extent permitted by law. Indemnification under this Article shall not be made by the Corporation in any case where indemnification for the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by law.

6. Insurance; Funding to Meet Indemnification Obligations. The Corporation shall have the power to purchase and maintain insurance on behalf of any authorized representative of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability. The Board of Directors shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time to discharge the Corporation's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance on behalf of each authorized representative.

7. Miscellaneous. Each authorized representative of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the

heirs, executors and administrators of such person. Any repeal or modification of this article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

8. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

## ARTICLE XII MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.
2. Advisors. The Corporation shall be authorized to retain and pay for the services of accountants, attorneys, investment counselors and all other advisors as the Board of Directors shall deem necessary or appropriate for the business of the Corporation.

## ARTICLE XIII AMENDMENTS

These Bylaws may be amended by the affirmative vote of the majority of all members entitled to vote except that the Articles of Incorporation of the Corporation shall not be amended without the affirmative vote of two thirds of the Directors then in office and (2) the affirmative vote of two thirds of the members entitled to vote, provided, however, that so long as there is a Class B Membership, all amendments to these Bylaws shall require the prior approval of the Federal Housing Administration and the Veterans Administration.

Regulations adopted by the Board of Directors, Crossgates Manor

1. No parking along sides of streets for any length of time. Parking is available in the overflow spots. Streets are not of standard width and emergency and fire vehicles must be able to get through.
2. All residents must use A & A Refuse for trash removal to keep heavy trucks traveling on our private roads to a minimum. Adopted May 2007
3. Fences are not permitted except underground "invisible" fences. Vinyl privacy screens are permitted around circumference of patios. Adopted April 2008
4. Ice melt is to be applied by owners/residents on private walkways and driveways. This is not the responsibility of the snow removal contractor. Adopted Nov. 2008
5. Dues application – Payments are applied first to interest owed, then to retire late fees assessed, and finally to Association dues. Adopted May 2010
6. No dumping of materials of any sort on private roads in preparation for any building projects. All material and supplies must be dumped owner's driveway or yard. Adopted May 2010