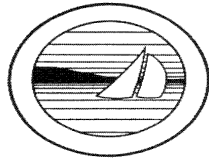


B R I A R



H I L L

By-laws of Briar Hill North Association, Inc.

Written 1977
Revised October 2002

Article One

Organization

- 1) The name of this organization shall be Briar Hill North Association, Inc., a not for profit corporation.
- 2) The organization shall have a seal which shall be in the following form:

Briar Hill North Association, Inc.
Corporate Seal – 1977
Commonwealth of Pennsylvania
- 3) The organization may at its pleasure by a vote of the membership body change its name

Article Two

Purposes

The following are the purposes for which this organization has been organized:

- 1) Maintenance of the roads and carrying out other obligations provided in the deeds of property owners in the developments known as Briar Hill North and Briar Hill Summit.
- 2) Enforcement of all valid property restrictions as set forth in property deeds of above identified developments, as well as those which may be adopted by this organization in the future.
- 3) Hold and administer any property currently owned or any which may be acquired in the future by this organization.
- 4) Engage in such other activities as are of common interest or of group benefit to the property owners of Briar Hill North and Briar Hill Summit developments.

Article Three

Membership

Membership in this organization shall be open to all property owners who fulfill their obligations set forth in their property deeds and as contained in these by-laws. Each member/household, whether held individually or jointly, is entitled to one vote if the holder is a member in good standing of this organization. Failure to fulfill these obligations as defined above for more than one year will deprive a member of his right to vote until such deficiency is removed.

Article Four

Meetings

The annual membership meeting of this organization shall be held on the Saturday nearest to 4th of July each and every year. An exception is if such day be a legal holiday then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

The presence of not less than the number of members to constitute fifteen (15) membership votes in good standing shall constitute a quorum and shall be necessary to conduct the business of this organization. A lesser number may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled by these By-laws. The secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum shall be ten (10) members in good standing for any such adjourned meeting.

Fifty-one percent of those members in good standing present at the annual or any special meeting (wherein a quorum exists) shall be required to carry a vote. An exception is for the amendment of these By-laws and for removal of any officer from office in which instance a two-thirds (2/3) majority of the entire membership shall be required.

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least two (2) weeks but not more than thirty (30) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such a meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of three (3) members of the Board of Directors or ten (10) members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least thirty (30) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent on all present at such meeting.

Article Five *Voting*

At all meetings, except for the selection of officers and directors, all votes shall be viva voce, except for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairperson of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the Chairperson the results and the certified copy shall be physically affixed to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Article Six *Order of Business*

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Treasurer report
4. New business
5. Presentation of the budget for the next fiscal year to include any proposed increase or decrease of dues and/or deposits into reserve fund(s). Also, any major expenditure(s) proposed for the new fiscal year.
6. Membership vote to approve the budget, amount of dues and allocation of surplus funds
7. Reports of Committees

8. Reports of officers
9. Old and unfinished business
10. Good and welfare
11. Election of officers and directors
12. Adjournments

Article Seven

Board of Directors

The business of this organization shall be managed by a Board of Directors consisting of three (3) members together with the officers of this organization. At least one of the directors elected shall be a resident of the Commonwealth of Pennsylvania and a citizen of the United States.

Officers shall by virtue of their office be members of the Board of Directors.

The directors to be chosen for the ensuing term shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two years.

The directors and officers will be elected for staggered two-year terms and no director or officer may serve more than two consecutive terms. The directors and officers elected at the July 2002 annual meeting of the membership shall determine by lot which three (3) among them will serve a two-year term and which four among them shall serve an initial one-year term.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairperson after due notice to all the directors of such meeting.

Four (4) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the Sundays nearest to Memorial Day, Fourth of July and Labor Day holidays at a time and place designated by the Chairperson. The Secretary will give advance notice in writing to each Director of such meetings.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

All Board of Director meetings is open to any member who shall wish to be a guest and silent observer at the meeting. A member(s) who shall wish to bring a matter before the Board of Directors, may request to present the matter at a Board meeting. However, only one member may present the matter as spokesperson. Members wishing to be guests or presenters at a Board of Directors meeting must notify the President or Secretary prior to the meeting and clearly state their purpose in attending.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors until the next annual meeting of the membership.

The President of the organization by virtue of his/her office shall be Chairperson of the Board of Directors. The Board of Directors shall select from one of the number a secretary.

A director may be removed when sufficient cause exists for such removal. Sufficient cause may include, but is not limited to, unexcused absence from three consecutive meetings of the Board. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the organization, for this hearing.

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Association. whether or not he/she is a Director or Officer at the time such expenses are incurred; except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or Officer may be entitled pursuant to Pennsylvania law or by agreement with any other party.

Article Eight

Officers

The officers of the organization shall be as follows:

President
Vice-President
Secretary
Treasurer

The President shall preside at all membership meetings. He/she shall by virtue of his/her office be Chairperson of the Board of Directors.

He/she shall present at each annual meeting of the organization an annual report of the work of the organization.

He/she shall appoint all committees, temporary or permanent.

He/she shall see all books, reports and certificates as required by law are properly kept or filed.

He/she shall be one of the officers who may sign the checks or drafts of the organization.

He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice-President shall in the event of the absence or inability of the President to exercise his office become acting President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he had been duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate files.

It shall be his/her duty to file any certificate required by any statute, federal or state.

He/she shall give and serve all notices to members of this organization.

He/she shall be the official custodian of the records and seal of this organization.

He/she shall present to the membership at any meetings any communication addressed to him/her as secretary of the organization.

He/she shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.

He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. Based on the current proposed budget, the board of directors shall make the recommendation for the amount of funds to deposit in the checking account for the current fiscal year. (July 1 – June 30) The balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the Commonwealth of Pennsylvania.

He/she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He/she shall exercise all duties incident to the office of Treasurer.

No officer shall make a check payable to himself/herself.

All work for the organization shall be considered voluntary, no officer shall receive any pay for work performed for the organization. Nothing herein shall be construed to prevent an officer or director from receiving any reimbursement from the organization for legitimate expenses incurred in carrying out their regular duties.

Article Nine

Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

Article Ten

Committees

All committees of this organization shall be called by the membership at the annual meeting or appointed by the President and their term of office shall be for a period of one year or less if the committee's business has been completed. Committees will be renewed annually. A director shall be an ex-officio member of all committees.

Article Eleven

Dues

The dues of the organization shall be an amount recommended by the Board of Directors and approved by membership at each annual meeting and shall be payable within sixty (60) days following notification in writing by the Secretary following the annual membership meeting.

Article Twelve

Amendments

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than two thirds (2/3) of total members of this organization. Such vote may be either in person or by written proxy.

Article Thirteen

PP&L Shoreline Management Policy

All members are required to abide by, enforce and comply with any and all regulations, requirements and limitations of the PP&L Shoreline Management Policy, whether the members' property abuts Briar Hill North's or PP&L's project property line along Lake Wallenpaupack or not. All members, further are required and by membership, agree to hold harmless BHNA, its officers, agents, servants, and employees from any claims, losses, violations, expenses or damages arising from the members, their agents or employees, failure to comply with the regulation.

Article Fourteen

Rules and Regulations

Officers and directors shall have the right to propose rules and regulations necessary for the safe use and enjoyment of the community. These rules and regulations shall be proposed at the annual meeting for discussion and authorization by vote.