

AMENDED AND RESTATED BY-LAWS OF GOOD HOPE FARMS CIVIC ASSOCIATION

ARTICLE I

Name

The name of the Association is Good Hope Farms Civic Association.

ARTICLE II

Principal Office

The principal office of the Association shall be at the residence of the current President of the Association within Good Hope Farms.

ARTICLE III

Purposes

The purposes for which the Association is organized are:

- (a) To develop a community designed for safe, healthful, and harmonious living.
- (b) To promote the collective and individual interests and rights of all persons owning dwelling houses in the Subdivision known as Good Hope Farms, situated in the Township of Hampden, County of Cumberland, Commonwealth of Pennsylvania.
- (c) To care for the improvements and maintenance of the community center, gateways, public easements, parkways, grass plots, parking areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the Subdivision, which now exist or which may hereafter be installed or constructed therein.
- (d) To aid and cooperate with members of the Association and all owners of dwelling houses in the Subdivision in the prevention and restraint of gross abuses of any conditions, covenants and restrictions on and appurtenant to their property as are now in existence, and to counsel with the Hampden Township Planning Commission, the Board of Commissioners of Hampden Township and any other administrative or political body having jurisdiction in relation to any zoning or land use controls that may affect any portion of the Subdivision.
- (e) To promote the collective and individual interests and rights of members of the Association in the growth and development of the Township of Hampden.
- (f) To acquire, own, lease, sell and improve real estate for the sole purpose of providing educational, recreational and cultural opportunities solely for the collective benefit of the members of the Association.
- (g) To arrange social and recreational functions for its members.
- (h) To exercise any and all powers that may be delegated to it from time to time by the owners of dwelling houses in the Subdivision.

- (i) In general, to do everything necessary, proper, or advisable for the accomplishment of the purposes hereinabove set forth.

ARTICLE IV

Membership

1. Eligibility. Each family unit which owns and/or leases a residence in Good Hope Farms is entitled to membership in the Association upon payment of dues.
2. Voting rights. Each family unit eligible for membership in the Association shall be entitled to one (1) vote for each adult resident of a household, not to exceed two (2) votes per household.
3. Termination. Membership in the Association shall terminate upon a member ceasing to be an owner or tenant of a residential unit in Good Hope Farms, upon non-payment of dues or upon expulsion from membership for just cause found to exist by the Board of Directors. No membership in the Association may be terminated without three (3) days prior written notice to the member that his, her or their membership may be terminated as a result of a meeting to be held by the Board of Directors, identifying the date, time and place of the meeting.

ARTICLE V

Meetings of Members

1. Annual meeting. The annual meeting of the members of the Association shall be held between May 20 and September 10 at a time determined by the Board of Directors to achieve maximum attendance of all members of the Association and potential members of the Association for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
2. Special meetings. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by not less than fifteen (15) members having voting rights. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present, either in person or by proxy.
3. Place of meetings. Meetings of the Association shall be held at its principal office or such other suitable place convenient to the members as may be designated by the Board of Directors.
4. Notice of meetings. It shall be the duty of the Secretary to mail and/or deliver or cause to be delivered a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each member of at least (5), but not more than ten (10), days prior to the meeting.
5. Quorum. The presence, at any meeting, in person or by proxy, of thirty (30) voting members of the Association, shall constitute a quorum for the transaction of business.

6. Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.
7. Manner of acting. A majority of the votes entitled to be cast on a matter to be voted upon by the voting members present at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by these By-laws.
8. Voting by mail. Where directors or officers are to be elected by members such election may be conducted by mail in such manner as the Board of Directors shall determine.
9. Order of business. The order of business at the annual meeting of the members shall be as follows:
 - (a) Roll call.
 - (b) Proof of notice of meeting or waiver of notice.
 - (c) Reading of minutes of preceding meeting.
 - (d) Reports of officers.
 - (e) Report of committees.
 - (f) Election of directors.
 - (g) Unfinished business.
 - (h) New business.

ARTICLE VI

Board of Directors

1. Number and qualification. The Association shall be governed by a Board of Directors composed of twelve members of the Association.
2. Powers and duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these By-laws directed to be exercised and done by the members.
3. Other duties. In addition to duties imposed by these By-laws or by resolutions of the Association, the Board of Directors shall be responsible for the following:
 - (a) Care, upkeep and surveillance of the Subdivision and its common areas and facilities, to be designated by the voting membership.
 - (b) Collection of dues and special assignments from the members.
 - (c) Designation and dismissal of the personnel necessary for the accomplishment of the purposes of the Association.
4. Election and term of office. The term of office of all present and future Directors shall expire commensurate with the end of each fiscal year on September 30. Three (3) Directors shall be elected at the 1982 annual meeting and serve for a term of one (1) year commencing October 1, 1982. At the same meeting, three (3) Directors shall be elected for a term of two (2) years commencing October 1, 1982. Thereafter, six (6) Directors shall be elected at each annual meeting so that there will be twelve (12) Directors divided into two staggered classes of two (2) years and six (6) Directors shall be elected each year thereafter for a two-year term. Directors shall hold office until their successors have been duly chosen and qualify.
5. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority

of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

6. Removal of Directors. Any Director may be removed for cause by two-thirds (2/3) vote of the Board of Directors. Any Director failing to attend three (3) consecutive meetings of the Board or four (4) meetings of the Board in one (1) calendar year may be removed for cause by the Board. The Board of Directors is hereby granted wide discretion in removing Directors from office for other actions which, in the discretion of the Board, warrant removal.
7. Reorganization meeting. The first meeting of the newly elected Board of Directors shall be held within ten (10) days of October 1 of each year at which time the Directors shall elect among themselves a President, Vice President, Secretary and Treasurer. No notice shall be necessary to the newly elected Directors in order to legally convene the meeting providing a majority of the whole Board shall be present.
8. Regular meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.
9. Special meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice of each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Directors.
10. Waiver of notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.
11. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE VII

Officers

1. Designation. The principal officers of the Association shall be a President, Vice President, a Secretary and a Treasurer, all of whom shall be elected by and from the

Board of Directors. The Directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary.

2. Election of officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.
3. Removal of officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.
4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.
5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of Secretary.
7. Treasurer. The Treasurer shall have responsibility for Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

ARTICLE VIII

Membership Committee

1. Number. At the first meeting of a newly elected Board of Directors a Membership Committee shall be elected, consisting of three (3) members, at least one of whom shall be a Director.
2. Duties. The Membership Committee shall act on applications for membership as received and submit a report of their actions to the Board of Directors at its next regular meeting for review. Such approved membership lists shall be made a part of the Board minutes.

ARTICLE IX

Nomination Committee

A Nomination Committee shall be appointed by the President, which shall make a written report to the Board of Directors thirty (30) days prior to the annual meeting and a list of the nominations proposed by the Nomination Committee shall be circulated among the membership at least fifteen (15) days prior to the annual meeting.

ARTICLE X

Other Committees

The Board of Directors may appoint such other committees as it may deem advisable. Each such committee shall have such powers and authority as shall be specified by the Board of Directors.

ARTICLE XI

Fiscal Year

The fiscal year of the Association shall commence October 1 of each calendar year and expire on September 30 of the following calendar year.

ARTICLE XII

Dues and Assessments

1. Annual dues. Annual dues of the Association shall be established each fiscal year by the Board of Directors.
2. Payment of dues. Dues shall be payable one (1) year in advance and are deemed to be in arrears if not paid before December 1 of each fiscal year, provided, however, that eligible residents may join the Association upon payment of dues prorated over as many months as the member will live in Good Hope Farms during the fiscal year.
3. Special assessments. Special assessments may be levied on members of the Association only by a vote of two-thirds of the majority of all voting members of the Association.
4. Default in assessments. When any member shall be in default of the payment of any assessment from the date on which such assessment shall become payable, he shall, for the purposes of voting, not be considered a member in good standing and may be expelled from active membership in the Association. Such member shall not be reinstated until such member has paid past-due assessments in full and until such member is reinstated, no such member shall have rights of any kind arising out of membership in the Association.

ARTICLE XIII

Authority of Board of Directors

The Board of Directors shall have the authorities generally conferred upon directors of non-profit associations under the laws of the Commonwealth of Pennsylvania, including, without limitation, the power and authority to determine policies and activities of the Association, to determine the amount of dues, pay all bills of the Association and, as may be incidental and necessary to conducting the affairs of the Association, to accomplish the purpose of the Association as provided in these By-laws.

ARTICLE XIV

Indemnification of Directors

The Association shall, and hereby agrees to, indemnify any person who is or was a party or is threatened to be made a party to threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including actions by or in the right of the Association) by reason of the fact that such person is or was a Director of the Association or is or was serving at the request of the Association as a member of any committee appointed by the Board, against expenses (including attorneys' fees), judgments, fines and accounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the full extent authorized or permitted by law. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, to the full extent authorized or permitted by law, but subject to any conditions required by law. The indemnification provided herein is not and shall not be deemed exclusive of any other right to which a person seeking indemnification may be entitled under any by-law, agreement, vote of directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XV

Amendments

These By-laws may be amended or repealed, or new by-laws may be made and adopted, at any annual, regular, or special meeting of the members of the Association, by a two-thirds vote of all the members entitled to vote, provided that notice of intention to amend shall have been contained in the notice of the meeting.