

**BY-LAWS**  
  
**OF**  
  
**LITTLE CREEK FARMS HOMEOWNERS ASSOCIATION**  
\* \* \* \* \*

**ARTICLE I**

**Members**

Section 1.01. Annual Meetings. The Little Creek Farms Homeowners Association, Inc. (the "Association") shall hold each year, commencing with the year 2001, an annual meeting of the members during the month of November (or sooner if the Board of Directors so determines), at a date and time so designated by the Board of Directors. Any business of the Association may be transacted at an annual meeting without being specifically designated in the notice, except such business as is specifically required by statute or by the Articles of Incorporation to be stated in the notice. Commencing with the annual meeting of the membership of the Association held in February of 2001, a regular order of business at such annual meetings shall be the election of Officers and Directors as hereinafter provided in Article II. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

Section 1.02. Special Meetings. At any time in the interval between annual meetings, special meetings of the members may be called by a majority of the Board of Directors by a vote at a meeting or in writing with or without a meeting.

Section 1.03. Place of Meetings. All meetings of members shall be held at the principal office of the Association, in York County, Pennsylvania, except in cases where the notice of the meeting thereof designates some other place; but all such meetings shall be held within the Commonwealth of Pennsylvania.

Section 1.04. Notice of Meetings. Not less than ten (10) days or more than sixty (60) days before the date of every meeting of the members of the Association, the Secretary shall give to each member entitled to vote at such meeting, written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, or actual attendance at the meeting in person, shall be deemed equivalent to the giving of such notice to such persons. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 1.05. Quorum. At any meeting of the members of the Association, the presence in person of members entitled to cast twenty-five percent (25%) of the votes there at shall constitute a quorum; but this section shall not affect any requirement under statute or under the Articles of Incorporation of the Association for the vote necessary for the adoption of any measure. In the absence of a quorum the members present in person, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. In addition, at such a meeting where a quorum of members is not present in person, a majority of the members present may call a further meeting of members, in accordance with the provisions of the Corporations Title of the Annotated Statutes of Pennsylvania and at such further meeting

the members present in person shall constitute a quorum and, by majority vote of those present, may approve or authorize any proposed action and take any other action, which might have been taken at the original meeting, if a sufficient number of members had been present including without limitation, the election of directors.

Section 1.06. Votes Required. A majority of the votes cast at a meeting of members, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast required by statute or by the Articles of Incorporation. Unless the Articles of Incorporation provides for a greater or less number of votes per member or limits or denies voting rights, each member shall be entitled to one (1) vote per membership fee.

Section 1.07. Votes to be Cast in Person. No member shall be entitled to assign his right to vote, by power of attorney, by proxy, or otherwise, and no vote shall be valid unless cast in person by the individual member, provided, however, (i) that in the case that two or more members own or hold a lot as tenants by the entireties, joint tenants, tenants in common or any other manner of joint or common ownership or interest, any one such member may assign in writing his right to vote, by power of attorney, by proxy, or otherwise to any other such member, provided however, that such members shall collectively be entitled to only one (1) vote relative to such Lot; and (ii) that members unable to attend a meeting in which directors of the Association are to be elected or at which a vote is to be taken with respect to any assessments to be levied upon the members of the Association shall be entitled to file a written vote under the following procedure: by sending a written letter addressed to the person then serving as Secretary of the Association (or if there be no Secretary, then to the Board of Directors of the Association) naming the individual or individuals for whom he casts his vote for Directors of the Association or casting his vote for or against the assessment in question, as the case may be. If such letter is received by the Secretary (or by the Board of Directors) on or before the day of the meeting, the ballot embodied in the letter shall have the same force and effect as if the party sending the same had voted in person.

Section 1.08. List of Members. At each meeting of members a full, true and complete list in alphabetical order of all members entitled to vote at such meeting, certifying the number of votes to which each such member is entitled, shall be furnished by the Secretary.

## ARTICLE II

### Board of Directors

Section 2.01. Powers. The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors may exercise all the powers of the Association, except such as are by statute, the Articles of Incorporation of the Association, or by the By-Laws conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

Section 2.02. Number of Directors. The number of directors of the Association shall be three (3), as provided in the Articles of Incorporation, until such number is changed as herein provided. By vote of a majority of the entire Board of Directors, the number of Directors may be increased or decreased, from time to time, but not to exceed seven (7) nor less than three (3) directors. The tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board.

Section 2.03. Election of Directors. The Board shall consist of the persons named as such in the Articles of Incorporation. Beginning with the first meeting of members following the complete construction of the Planned Community and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting, or until their successors are elected and qualified. At any meeting of members duly called and at which a quorum is present, the members may, by the affirmative vote of a majority of the members present, remove any director or directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed directors.

Section 2.04. Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a majority of the remaining members of the Board of Directors. Any vacancy occurring by reason of an increase in the number of directors may be filled by action of a majority of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until the next annual meeting of the members or until his successor is elected and qualifies.

Section 2.05. Regular Meetings. For each meeting of members at which a Board of Directors shall have been elected, the Board of Directors so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business at such time and at such place as may be designated by the members. If no such time or place is designated by the members, the first such meeting of the Board of Directors shall be held at 7:30 p.m. on the first Tuesday of the month following the meeting of the members at which the Board of Directors was elected, such meeting to be held in the office of the Association, York County, Pennsylvania. No notice of such first meeting shall be necessary if held as hereinabove provided. Other regular meetings of the Board of Directors shall be held on such dates and at such places within or without the Commonwealth of Pennsylvania as may be designated from time to time by the Board of Directors.

Section 2.06. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. Such special meetings shall be held at such place or places within or without the Commonwealth of Pennsylvania as may be designated from time to time by the Board of Directors. In the absence of such designation such meetings shall be held at such places as may be designated in the calls.

Section 2.07. Notice of Meeting. Except as provided in Section 2.05, notice of the place, day and hour of every regular and special meeting shall be given to each director at least five (5) days before the meeting, by delivering the same to him personally, by sending the same to him by telegraph, by leaving the same at his place of residence or usual place of business, or by mailing such notice at least seven (7) days before the meeting, postage prepaid, and addressed to him at his last known post office address, according to the records of the Association. Unless required by these By-Laws or by resolution of the Board of Directors, no notice of any meeting of the Board of Directors need state the business to be transacted thereat. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 2.08. Quorum. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the Articles of Incorporation or by the By-Laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.09. Compensation. No director shall receive compensation for any service he may render to the Association in his capacity as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties and a director who serves the Association in any other capacity may receive compensation therefor.

Section 2.10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

### ARTICLE III

#### Committees

Section 3.01. Architectural Committee. Until the first meeting of the Association in 2001, as herein defined, Little Creek Associates Limited Partnership ("the Developer") may designate individuals to serve collectively as an Architectural Committee.

At the first meeting of the Board of Directors following formation of the Association, the Board of Directors shall appoint an Architectural Committee consisting of individuals. The Architectural Committee shall exercise all the powers and perform all the duties and obligations on its part to be performed as set forth in the Declaration.

Section 3.02. Other Committees. The Board of Directors may by resolution provide for an executive committee for such other standing or special committees, including a landscape committee, as it deems desirable, and discontinue the same with pleasure. Each such committee shall have such powers to perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

### ARTICLE IV

#### Officers

Section 4.01. Chairman. The Board of Directors shall in each year elect a Chairman of the Board from among the Directors. The Chairman shall preside at all meetings of the Board of Directors and meetings of members at which he shall be

present and shall and may exercise such additional powers and duties as are from time to time assigned to him by the Board of Directors.

Section 4.02. Vice-Chairman. The Board of Directors shall elect one person to serve as the Vice-Chairman of the Association. In the absence of the Chairman of the Board, the Vice-President shall preside at all meetings of the members and of the Board of Directors. In general, the Vice-Chairman shall perform such other duties as, from time to time, may be assigned to him by the Board of Directors.

Section 4.03. Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors, in books provided for that purpose; he/she shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; he/she shall be custodian of the records of the Association; he/she shall see that the corporate seal of the Association is affixed to all documents the execution of which, on behalf of the Association, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he/she shall perform all duties incident to the office of a Secretary of a corporation.

Section 4.04. Treasurer. The Treasurer shall have charge of and be responsible for all funds, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he/she shall render to the Board of Directors whenever requested, an account of the financial condition of the Association, and, in general, he/she shall perform all the duties incident to the office of a Treasurer of a corporation.

Section 4.05. Subordinate Officers. The Board of Directors may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period and perform such duties as the Board of Directors may prescribe.



The Board of Directors may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and prescribe the duties thereof.

Section 4.06. Compensation. Any subordinate officers may receive such compensation as may be determined from time to time by resolution of the Board of Directors.

Section 4.07. Removal. Any officer or agent of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

## ARTICLE V

### Finance

Section 5.01. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Association shall, unless otherwise provided by resolution of the Board of Directors, be signed by two persons designated by the Board of Directors.

Section 5.02. Annual Reports. There shall be prepared annually by the Secretary and Treasurer a full and correct statement of the affairs of the Association, including a balance sheet and a financial statement of operations for the preceding calendar year, which shall be submitted at the annual meeting of the members and filed within twenty (20) days thereafter at the principal office of the Association in this State.

Section 5.03. Fiscal Year. The fiscal year of the Association shall be the twelve calendar months period ending December 31 of each year, unless otherwise provided by the Board of Directors.

## ARTICLE VI

### Sundry Provisions

Section 6.01. Amendments. Any provision of these By-Laws may be altered or repealed and new By-Laws may be adopted by any annual meeting of the members, or at any special meeting called for that purpose, by a vote of a majority of those present and entitled to vote.

Section 6.02. Use and Maintenance of Common Areas. The use and maintenance of the common areas shall be in accordance with the following:

6.02.01. Owner's Rights of Enjoyment. Every Owner shall have a right and non-exclusive use and enjoyment in and to the Common Area which shall be appurtenant to and shall pass with the title to every Lot, subject to the following provisions:

6.02.01.1 Rights reserved by Declarant to form certain areas not immediately adjacent to recreational and pathway trails.

6.02.01.2 The right of the Association to suspend the voting rights and right to use of the Common Area by an Owner for any period during which any assessment against his Lot remains unpaid, and for a period not to exceed sixty (60) days for any infraction of its published rules and regulations. The Developer reserves the right to plant parts of the Common Area for a period of seven (7) years or until control of the Homeowners Association is transferred to the unit owners.

6.02.01.3 The right of the Association to dedicate or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such

dedication or transfer shall be effective unless an instrument signed by two-thirds (2/3) of Owners agreeing to such dedication or transfer has been recorded.

6.02.02. Improvement to the Common Area. Except as otherwise permitted by the provisions of these By-Laws, no Structure shall be erected, placed or maintained on any Common Area except: (i) Structures designed for the common use of Members and approved by the Architectural Committee, including only benches, fences, walls, lighting, walkways, roadways, and other passive recreational Structures, and (ii) pumping stations, drainage, storm water management and other utilities. Grading and Planting of the Common Areas is permitted, subject to approval of the Architectural Committee, for the use, comfort and enjoyment of the Members, or for the establishment, retention or preservation of the natural growth or topography of the Common Area.

6.02.03. Common Area Use Rules. The Association shall have the right to prescribe reasonable rules and regulations governing the use of the Common Area, which rules and regulations shall apply equally to all Members. The Association shall have the right to suspend voting rights of a Member in the Association for a period of not more than sixty (60) days, for an infraction of its published rules and regulations.

6.02.04. Association Management. The Association may improve, develop, supervise, manage, operate, examine, inspect, and maintain, the Common Area and repair, replace, restore and maintain the Common Area Facilities.

### Section 6.03 Membership and Voting Rights.

6.03.01 Association Membership. Every Owner of a Lot shall be a Member of the Association and there shall be no other qualification for Membership.

Membership shall be appurtenant to, and shall not be separated from, the ownership of a Lot.

6.03.02 Classes of Voting Membership. The Association shall have two (2) classes of voting membership.

6.03.02.1 Class A. All Lot owners other than Developer shall be Class A Members and shall be entitled to one vote (per Lot owned) on each matter submitted to a vote at a meeting of the Members, subject to the following exceptions and conditions:

A. When any such Lot is owned or held by more than one Member as tenants by the entireties, or in joint tenancy in common or any other manner of joint or common ownership or interest, such Members shall collectively be entitled to only one (1) vote relative to such Lot, and if such Members cannot jointly agree as to how that vote should be cast, no vote shall be allowed with respect to such Lot. But if a vote is cast, that vote will be final and binding with respect to such Lot regardless of the disagreement between Common Owners, and counted by the Association, the Association has no liability for counting such a vote.

B. Any member who has violated the Common Area Use Rules may have their voting rights suspended in accordance with Section 2.6 of these By-Laws.

C. Any member who has been notified by the Architectural Committee of a violation of the Covenants and Restrictions or the Architectural Committee Rules, shall not be entitled to vote during any period in which such violation continues.

D. Any member who fails to pay any special assessment levied by the Association shall not be entitled to vote during any period in which any such assessment is delinquent and unpaid.

E. The Board may make such regulations, consistent with the terms of the Covenants and Restrictions and Articles of Incorporation and By-Laws of the Association, as it deems advisable for any meeting of members, in regard to proof of Membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of members for voting purposes, and such other matters concerning the conduct of meetings and voting as it shall deem fit.

6.03.02.2 Class B. The Class B Member shall be Developer. The Class B Member shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the first to occur of the following events.

A. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

B. December 31, 2007, which ever first occurs.

J:\docs\CLIENTS\012405\00002\00067548.DOC

RECORDER OF DEEDS  
YORK COUNTY  
PENNSYLVANIA

INSTRUMENT NUMBER

2000048411

RECORDED ON

AUG 25, 2000

2:24:07 PM

RECORDING FEES \$79.00

STATE WRIT TAX \$0.50

COUNTY ARCHIVES FEE \$1.00

REC ARCHIVES FEE \$1.00

TOTAL \$81.50