

**AMENDED AND RESTATED BY-LAWS
OF
BEACON HILL RECREATION ASSOCIATION**

A Pennsylvania Nonprofit Corporation

**ARTICLE I
NAME AND PURPOSE**

1.1 Name. The name of the Corporation is BEACON HILL RECREATION ASSOCIATION, a non-profit recreational corporation, hereinafter referred to as the Corporation

1.2 Purpose. The Corporation was formed for the purpose of owning, managing and maintaining the swimming pool, recreation/maintenance building and such other structures, facilities and equipment as may be constructed or acquired by the Corporation (the "Facilities") located on the Property.

1.3 Location. The Facilities are located in the Borough of Wilkinsburg at Beacon Hill Drive, Pittsburgh, PA 15221 known as Tax Parcel Number 298-A-55 (the "Property").

1.4 Principal Office. The principal office of the Corporation shall be located at Beacon Hill Drive, Borough of Wilkinsburg, County of Allegheny, Pennsylvania, 15221, but meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania, County of Allegheny, as may be designated by the Board of Directors.

**ARTICLE II
MEMBERSHIP**

2.1 Membership. The membership of the Corporation shall consist of all members of (i) the Beacon Hill Townhouse Condominium Association (the "Townhouse Association"), (ii) the Beacon Hill Gardens Condominium Association (the "Gardens Association" and together with the Townhouse Association, the "Associations"), (iii) the Beacon Hill Apartments Amore Companies ("Amore Companies" and together with the Associations, the "Beacon Hill Organizations") and their respective successor organizations. A person's eligibility to become a member of the Corporation and enjoy the benefits of such membership shall be determined in accordance with the membership requirements of each of the respective Beacon Hill Organizations.

**ARTICLE III
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

3.1 Authority. The management and administration of the affairs of the Corporation shall be vested in the Board of Directors which shall administer, manage, preserve and protect the Facilities and the Property of the Corporation (the "Board"). Accordingly, subject to the restrictions set forth in ~~Article V~~Article IV hereof, the Board may take any action which is permitted or required to be taken by members of a nonprofit corporation under the laws of the Commonwealth of Pennsylvania.

3.2 Number. The Board shall consist of seven (7) members (each, a "Director"), or such other number as set by the Board from time to time. Directors shall be natural persons of full age who regularly attend meetings of the Corporation.

3.3 Term of Office. Each Director will be appointed to serve a one-year term or until such Director's death, resignation or removal by other members of the Board.

3.4 Appointment. Each year, three (3) Directors shall be appointed by the members of the Townhouse Association; three (3) Directors shall be appointed by the members of the Gardens Association; and one (1) Director will be appointed by Amore Companies. Each of the Beacon Hill Organizations shall appoint the respective Directors in accordance with the governing documents of each such entity.

3.5 Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of their respective organization. In the event of death, resignation or removal of a Director, the successor shall be selected by the Beacon Hill Organization that appointed the removed Director and shall serve for the unexpired term of the predecessor.

3.6 Compensation. No Director shall receive compensation for any service rendered to the Corporation. However, Directors may be reimbursed for actual expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV **MEETING OF DIRECTORS**

4.1 Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

4.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation or by a majority of the Directors, after not less than five (5) days' notice to each Director.

4.3 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE V **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 5.1 Powers. The Board of Directors shall have the power to:
- (a) adopt and publish rules and regulations governing the use of the Facilities of the Corporation, and the personal conduct of the members of the Corporation and their guests, and to establish penalties for the infraction thereof;
 - (b) exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, or in the Articles.
 - (c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
 - (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

5.2 Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by fifty percent (50%) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed;

(c) establish the amount of the annual assessment against for each Beacon Hill Organization at least thirty (30) days in advance of each annual assessment; if the annual budget is not prepared prior to the assessment, the prior budget will remain in effect until a new budget is approved.

(d) send written notice of each assessment to each of the Beacon Hill Organizations and, where appropriate at least thirty (30) days in advance of each annual assessment period.

(e) procure and maintain liability, fire and other hazard insurance on property owned by the Corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause all of the Facilities to be maintained.

ARTICLE VI **OFFICERS AND THEIR DUTIES**

6.1 Enumeration of Offices. The officers of this Corporation shall be a President and Vice-President who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

6.2 Election of Officers. The election of officers shall take place at the first quarterly meeting of the Board of Directors.

6.3 Term. The officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

6.4 Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

6.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

6.7 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the offices except in the case of special offices created pursuant to Section ~~6.45.4~~ of this Article.

6.8 Duties. The duties of the officers are as follows:

(a) **PRESIDENT**

The President shall establish the agenda and preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign, or designate an individual with the authority to sign, all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) **VICE-PRESIDENT**

The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) **SECRETARY**

The Secretary shall record, or appoint an individual to record, the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

(d) **TREASURER**

The Treasurer or their designee shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE VII **COMMITTEES**

7.1 The Board of Directors shall appoint such committees as deemed appropriate in carrying out its purpose.

ARTICLE VIII **BOOKS AND RECORDS**

8.1 The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member of the Corporation. The Articles and By-Laws of the Corporation shall be available for inspection by any member of the Corporation at the principal office of the Corporation, where copies may be purchased at reasonable cost.

ARTICLE IX **ASSESSMENTS**

9.1 As more fully provided in the governing document of each of the Beacon Hill Organizations, each member is obligated to pay to the Corporation, through their respective organization, such assessments which are secured by a continuing lien upon the property against

which the assessment is made. Any assessments, annual or special, which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the Corporation may bring an action at law against the member obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the property of the Corporation or abandonment of any property

9.2 The amount of the assessment allocated to each Beacon Hill Organization will be determined from time-to-time by the Board of Directors and included in the annual budget of the Corporation.

9.3 In addition to the annual assessment, the Corporation may levy in any assessment year, special assessments for the purpose of offsetting, in whole or in part, (a) the cost of any construction, reconstruction, repair or replacement of a capital improvement, including fixtures and personal property related to the Facilities, or (b) the expense of any other contingencies; provided that any such assessment shall be approved by a two-thirds vote of the Board of Directors.

9.4 The Corporation shall establish and maintain a reserve fund for repair and replacement of the Facilities. The amount of the annual assessment allocated to the reserve fund shall be established by the Board of Directors and set forth in the budget. The reserve fund will be segregated from the general funds of the Corporation and deposited in federally insured banking institution. The reserve fund will be used for the purpose of effecting repairs or replacement of the structural elements and mechanical equipment of the Facilities and for such other purposes as may be determined by the Board of Directors.

9.5 The Corporation shall maintain appropriate insurance, as determined by the Board of Directors and officers of the Corporation, for the repair or replacement of the Facilities and the improvements caused by fire or other hazards. The Facilities and improvements will be insured for an amount not less than eighty percent (80%) of the insurable value thereof.

ARTICLE X **PERMIT USERS**

10.1 The Board of Directors may, at their discretion, establish rules and regulations governing the use of the Facilities, which may include a process for the issuance of permits to persons living outside the Beacon Hill Organizations. Such persons may use the Facilities subject to the rules, regulations and fees promulgated by the Board of Directors.

ARTICLE XI **AMENDMENTS**

11.1 These By-Laws may be amended, at a regular or special meeting of the members, by a two-thirds vote of the Board of Directors.

11.2 In the case of any conflict between the Articles and these By-Laws, the Articles shall control.

ARTICLE XII **DISSOLUTION**

12.1 The corporation may be dissolved only with the written consent of not less than two-thirds (2/3) of the members of each of the Corporation. Upon the dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be distributed in accordance with the Articles of Incorporation.

ARTICLE XIII
MISCELLANEOUS

13.1 The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year.