

AMENDED BY-LAWS

Confirmed as accepted by homeowner vote at Board Meeting of April 6, 1999.

THE LAMBETH RIDING HOMEOWNERS ASSOCIATION BY-LAWS

ARTICLE I - NAME

The name of the corporation shall be THE LAMBETH RIDING HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE II - PURPOSE

The primary purpose of the Association is to encourage and promote the interests of the community known as Lambeth Riding. This shall include, but not be limited to, the holding of regular open meetings during which members may work toward solutions to community problems.

The Association shall provide for snow removal, maintenance of the front entrance area, and oversee streets and lights. It will provide activities and communications to provide a feeling of community.

ARTICLE III - MEMBERSHIP AND VOTING

The owner of each lot within Lambeth Riding shall be eligible for membership in accordance with the provisions of Article Four of the Certificate of Incorporation of the Association. Voting rights may be exercised in person by the owners of the lot attending Association meetings. Voting rights may also be exercised by written and signed proxy, or a dues paying renter in the absence of the lot owner.

ARTICLE IV - DUES

Annual dues shall be determined in accordance with the provisions of Article Four of the Certificate of Incorporation of the Association. Special assessments may be considered and approved at a special meeting called for that purpose by a vote of the majority of the members.

ARTICLE V - OFFICERS

Section A - The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.

Section B - The duties of the President shall be to:

1. Preside at all meetings of the Association and of the Board of Directors.
2. Appoint all committee chairmen and in the case of the Nominating Committee, two other members as well. The President shall be a member ex-officio of all committees except the Nominating Committee.
3. Appoint as needed to fill any vacancy that may occur during the year.
4. Execute official documents in the name of the Association.
5. Perform other duties usually associated with this office.

Section C - The Vice President shall assist the President in the performance of his/her duties, and shall perform all duties of the President in the absence or disability of the President. Absence shall mean simple physical non-presence at a scheduled meeting. Disability shall mean non-presence or inaction caused by some form of illness.

Section D - The Secretary shall keep a written record of the proceedings of the Association and of the Board of Directors. She/he shall be responsible for notifying members of all Association and board meetings, their agendas, and meeting results. He/she shall be responsible for the correspondence of the Association. She/he shall assist the President in the performance of his/her duties.

Section E - The Treasurer shall have charge of the funds of the Association, pay all the bills, and keep accurate accounts of all transactions. She/he shall present a financial report and a proposed budget for the next fiscal year to the membership at the Annual Meeting. The Treasurer shall collect dues.

All checks shall be co-signed by the Treasurer and either the President or the Vice-President. (If the latter, he/she shall notify the President as soon as practical). She/he shall keep an accurate account of the membership roll.

ARTICLE VI - BOARD OF DIRECTORS

Section A - The Board of Directors shall consist of the four regular Officers plus three Directors to be elected from the membership as provided in Article VIII.

Section B - The responsibilities of the Board of Directors shall be to plan the action of the Association and to recommend through the President means for carrying them out to the membership. In addition, it shall be vested with the powers prescribed by law for operation of the Association.

Section C - A quorum of the Board of Directors shall consist of a simple majority of the Board.

Section D - A report shall be made by the President, after approval by the Board, to the membership at the Annual Meeting.

ARTICLE VII -COMMITTEES

Section A - Nominating Committee

The Nominating Committee shall consist of three members, one of who shall be an Officer or a Director of the Association appointed by the President at least two months prior to the Annual Meeting of the Association. They shall prepare a slate of candidates for each office and directorship, preferably two nominees for each, for presentation at the Annual Meeting. This slate shall be presented to the Board of Directors one month prior to the Annual Meeting. Paid up members may nominate themselves. The ballot will allow for write-in candidates.

Section B - Standing Committees

There shall be four standing committees: Deed Restrictions, Hospitality and Social, Snow Removal and Property. Their duties shall include, but not be limited to, the following:

1. The Deed Restrictions Committee shall ensure compliance with Lambeth Riding Deed Restrictions. The chairman shall be appointed for an initial period of three years, renewable for two-year terms with consent of the Board serving at renewal time. The vice-chairman shall be appointed for an initial period of two or three years, whichever yields a term that is staggered by one full year from that of the chairman; this appointment is also renewable for two-year terms. At renewal time, the Board shall meet within one month of its election to confirm or deny renewal. In the case of resignation or loss of the chairman by any means, the vice-chairman shall automatically become chairman of this committee. Within three months of said resignation or loss, the President shall, with Board approval, appoint a new regular vice-chairman. The chairman shall work closely with the President. All expenditures shall require Board approval.
2. The Hospitality and Social Committee shall greet new residents in Lambeth Riding, informing them of the community and the Civic Association and assisting them in becoming members of the latter. The Committee shall plan and implement social activities to foster a friendly neighborhood. The committee may acknowledge a particular family event. This committee shall make personal contacts with a responsible adult in each household and shall publish and distribute an up-to-date directory by November 30.
3. The Snow Removal Committee shall be responsible for the neighborhood road

snow removal. The snow removal contract shall be approved by the Board.

4. The Property Committee shall oversee the land and structures owned by the Association. The Property chairman or his designate shall inspect Association property periodically, making recommendations regarding condition, need for maintenance, or desirability of improvement to the Board.

Section C - Additional Committees

Other Committees may be appointed by the President as the need arises.

ARTICLE VIII - ELECTIONS

Section A - Election of Officers and Directors shall be held at the Annual Meeting in the month of September each year. The term of office shall be one year. No Officer or Director shall serve more than two consecutive complete terms in the same office.

Section B - In addition to the nominations presented by the Nominating Committee, members shall be given full opportunity to make nominations for each office from the floor, provided that all such nominees shall indicate their willingness to serve prior to the casting of ballots.

Section C - Voting shall be by secret ballot. Elections shall require a majority (not a plurality) of the votes cast. When the first ballot does not show a clear-cut majority winner, runoff ballots shall be conducted until this result occurs. When a tie exists for second place, the three people with the most votes shall participate in the subsequent ballot.

ARTICLE IX - ASSOCIATION MEETINGS

Section A - The Annual meeting shall be held each September.

Section B- Special meetings may be called by the President at his/her own initiative. They must also be called if either three Board members or ten non-Board members request such a meeting in writing, with the meeting to be held within twenty-one days of such a request. If called by other than the President, the meeting notice shall state (1) whether called by Board members or Association members and (2) the reasons for the call.

Section C - A quorum shall consist of 25% of paid-up households present (counting both proxies and persons). A majority vote is required to approve motions at the Annual Meeting or other special meetings. If fewer than 25% of households are present, a paper ballot will be submitted to the rest of the community.

Section D - Written notices of the time, date, location and an agenda of business to be discussed

shall be sent to all members at least ten (10) but not more than twenty (20) days prior to the meeting. No resolution which shall require the expenditure of an amount in excess of 50% of the previous year's annual budget shall be voted upon at any meeting of the Association unless the same shall be set forth in the aforementioned agenda notice. The slate of nominees for Officers and Directors shall be included with the Notice of the Annual Meeting.

ARTICLE X - BOARD MEETINGS

Section A - Regular meetings of the Board shall be held each October, February, May, and August. These meetings are open to the community.

Section B - Additional board meetings may be called at the request of any officer or director of the board. A board meeting may also be scheduled if 10 households make a written request to the board to do so.

Section C - A quorum shall consist of a majority of the Board. A simple majority of those present is sufficient to carry a motion.

Section D - The board will notify the community of issues to be discussed and if there might be a vote.

ARTICLE XI - AMENDMENTS

Section A - Amending these By-Laws shall require two written notices of intent to each household within forty-five days of an Association Meeting. Once a quorum has been achieved at this meeting, a two-thirds vote is needed for passage.

Section B - If the proposed amendment is short enough, it shall be printed in full on the one-page meeting notice. If it is not, copies of the proposed amendment shall be available from one or more Board members for interested members, and those Board members' names shall be included in the meeting notice.

ARTICLE XII - AUDIT

If warranted by the cost, the Board may have a professional audit of the Association accounts and transactions.

ARTICLE XIII RULES OF ORDER

All meetings will be conducted in accordance with Robert's Rules of Order (Revised).

REFERENCE DOCUMENT – ATTACHMENT TO BY-LAWS
Cited in BY-LAWS, ARTICLE IV –DUES.

CERTIFICATE OF INCORPORATION
OF
THE LAMBETH RIDING HOME OWNERS ASSOCIATION

FIRST: The name of the corporation is THE LAMBETH RIDING HOME OWNERS ASSOCIATION.

SECOND: Its registered office in the State of Delaware is to be located in the Community known as “Lambeth Riding” in the County of New Castle and its registered agent is The Lambeth Riding Home Owners Association located in Mill Creek Hundred, and whose post office address is Newark, Delaware 19711.

THIRD: The general purpose of the Association shall be to provide a legal means through which the residents of the community may work to promote and encourage the mutual interests of the community known as “Lambeth Riding”. Toward this end, the Association shall be empowered to do any and all things lawful under the applicable statutes and laws of the State of Delaware which are consistent with the General Purpose of the Association and which shall not adversely affect the non-profit status of the Association. These powers shall include, but not be limited to, the right to contract for the removal of snow from the streets within Lambeth Riding, the right to own and procure land for the benefit of the residents of Lambeth Riding, the right to erect and maintain recreational and meeting facilities for the use of residents of Lambeth Riding, neighboring communities, and various civic and charitable groups located therein, and the right to utilize its facilities and resources to promote the cultural, social and charitable interests of the community at large.

FOURTH: The Association is not a corporation organized for profit and it shall have no capital stock. The membership of the Association shall be open to owners of lots located in Lambeth Riding and any additions thereto hereafter created. Membership shall commence upon the payment of annual dues and shall be limited to one voting member per lot. Dues shall be determined by a vote of the majority of paid-up members, upon recommendation by the Board of Directors of the Association at the Annual Meeting of the Association or at a special meeting called for that purpose. The Annual Meeting of the Association shall be held in September and dues shall be due not later than October 31 next following. Dues shall be sufficient in amount to cover the aggregate anticipated expenses for the following year.

FIFTH: The name and address of the incorporator is as follows:

William A. McCurdy, Jr.
311 Cox Road
Lambeth Riding
Newark, Delaware 19711

SIXTH: The private property of the members shall not be subject to the payment of Association debts to any extent whatsoever,

SEVENTH: The business end affairs of the corporation shall be carried on by the Board of Directors which shall consist of such number of persons elected for such term or terms as may be fixed by the By-Laws and said By-Laws may be amended as therein provided. Any vacancy occurring in the Board may be filled by a majority of the remaining members of the Board until the next Annual Meeting of the members.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Delaware.

The undersigned, for the purpose of forming a corporation pursuant to Title 8, Chapter 1, of the Delaware Code, entitled, "General Corporation Laws", and the acts amendatory thereof and supplemental thereto, if any, makes and files this Certificate of Incorporation, hereby declaring and certifying that the facts herein are true and accordingly sets his hand and seal this (nineteenth) day of (December), 1977.

(Signed)
William A. McCurdy, Jr.

NOTE:

Resolution ratifying Incorporation and acceptance of original Association By-Laws were approved by homeowners at the meeting of December 21, 1977, per meeting minutes for that date.

LAMBETH RIDING HOMEOWNERS

As of 2:00 p.m. Monday, December 19, we are a legal, non-profit corporation.

It is essential that we meet to ratify these amended by-laws, establish a membership and pass several resolutions to form a bank account and contract for snow removal.

I am, therefore, requesting that we meet immediately (due to holidays and possible snow). There will be a meeting at my home (205 Cain Rue) on Wednesday, December 21, 1977, at 7:00 p.m.

AGENDA

1. Collect money and establish a voting membership.
(Bring \$25.00 or check made out to Lambeth Riding Homeowners Assoc.
2. Elect President.
3. Elect Vice President, Secretary, Treasurer and Directors.
4. Adopt resolution to ratify incorporation.
5. Accept By-laws as amended at meeting 12/11/77.
6. Adopt resolution to contract for snow removal.
7. Pass bank resolution (Board of Directors).

In order to save time, please bring your X-mas gift to be given out X-mas Eve to your children.

IT IS ESSENTIAL THAT EVERY HOME IS REPRESENTED.

COME WITH NOMINEES IN MIND TO AVOID DELAYS.

(signed)

Bob Woods