

FOX FIRE HOMEOWNERS' ASSOCIATION
CONSTITUTION and BYLAWS
Revised JUNE 14, 2016 and June 7, 2018

ARTICLE 1. NAME

THE NAME OF THIS ASSOCIATION SHALL BE THE FOX FIRE HOMEOWNERS' ASSOCIATION AS INCORPORATED IN THE STATE OF DELAWARE, AND WILL HEREINAFTER BE REFERRED TO AS THE ASSOCIATION.

ARTICLE 2. PURPOSE AND AIMS

- 2.1 TO PROMOTE AND ENCOURAGE CIVIC IMPROVEMENTS, HARMONIOUS AS SPECIFIED IN THE DECLARATION OF RESTRICTIONS FOR FOX FIRE, HEREFTER REFERRED TO AS THE DEED RESTRICTIONS, IN THE COMMUNITY OF FOX FIRE, HEREINAFTER REFERRED TO AS THE COMMUNITY, AND RELATED AREAS.
- 2.2 TO PROMOTE AND PROTECT THE PROPERTY RIGHTS AND VALUES IN THE COMMUNITY.
- 2.3 TO PROMOTE EDUCATIONAL, RECREATIONAL, PHYSICAL, AND SOCIAL ACTIVITIES IN THE COMMUNITY.
- 2.4 TO PROMOTE BETTER CITIZENSHIP IN THE COMMUNITY.
- 2.5 TO ENGAGE IN SUCH ACTIVITIES AND TO DISSEMINATE SUCH INFORMATION AS SHALL BE USEFUL TO THE INHABITANTS OF THE COMMUNITY AND SHALL TEND TO RAISE THE STANDARDS OF CIVIC CONSCIOUSNESS AND COMMUNITY WELFARE.
- 2.6 TO PROMOTE THE GENERAL WELFARE AND SAFETY OF THOSE LIVING IN THE COMMUNITY AND OTHER ADJACENT COMMUNITIES.
- 2.7 TO BUY, ACCEPT, RECEIVE, OWN, SELL, LEASE, HOLD, MAINTAIN, EQUIP OR FURNISH REAL ESTATE, BUILDINGS, FACILITIES, AND IMPROVEMENTS THEREON FOR USE AS RECREATIONAL FACILITIES OR GROUNDS.
- 2.8 TO ENSURE THAT THE ASSOCIATION CONSTITUTION AND BYLAWS, AND THEIR AMENDMENTS AND MODIFICATIONS, COMPLY WITH ESTABLISHED AND CURRENT DELAWARE LAWS AND NEW CASTLE COUNTY ORDINANCES, CODES AND POLICIES.
- 2.9 TO ENSURE THE RIGHT TO DUE NOTICE OF ALL ANNUAL AND SPECIAL MEETINGS OF THE ASSOCIATION AS WELL AS FAIRNESS AND TRANSPARENCY REGARDING ASSOCIATION ACTIVITIES AND BUSINESS.

ARTICLE 3. TERRITORY AND PROPERTIES

THE ASSOCIATION SHALL INCLUDE ALL THAT SECTION OF NEW CASTLE COUNTY, STATE OF DELAWARE, AS BOUNDED AND DESCRIBED ACCORDING TO THE PLAN OF FOX FIRE, AS RECORDED IN THE OFFICE OF THE RECORDER OF DEEDS, IN AND FOR THE COUNTY OF NEW CASTLE, AND ALL PARKLANDS AND OPEN-SPACE SET ASIDE FOR THE USE OF FOX FIRE. ALSO, THE ASSOCIATION SHALL INCLUDE ANY OTHER LANDS, BUILDINGS, AND PROPERTIES OF ANY KIND WHICH MAY BE ACQUIRED BY THE ASSOCIATION IN ANY LAWFUL MANNER WHATSOEVER.

ARTICLE 4. MEMBERSHIP, ASSESSMENT FEES, AND MEMBER PRIVILEGES

- 4.1 ALL FOX FIRE PROPERTY OWNERS ARE AUTOMATICALLY MEMBERS IN THE ASSOCIATION AS PER THE DEED RESTRICTIONS. MEMBERS AS HEREIN USED MEANS ALL OWNERS AS A UNIT OF ANY SINGLE LOT.
- 4.2 MEMBERS SHALL BE DEEMED IN GOOD STANDING IN ACCORDANCE WITH THE FOLLOWING:
 - A. ALL CURRENT AND PAST YEARS' ASSESSMENTS AND FEES PAID IN FULL AND
 - B. COMPLIES WITH THE CONSTITUTION AND BYLAWS OF THE ASSOCIATION AND THE DEED RESTRICTIONS.
- 4.3 EACH PARCEL OF PROPERTY HAS TWO VOTES REGARDLESS OF THE NUMBER OF OWNERS OF THAT PROPERTY.
- 4.4 ASSESSMENT SHALL BE DUE ON JUNE 1ST FOR THE CURRENT FISCAL YEAR, IN AN AMOUNT DETERMINED BY THE OFFICERS, AND APPROVED BY THE ASSOCIATION. NONE OF THIS ASSESSMENT REVENUE MAY BE USED FOR THE ASSOCIATION EXPENSES PRIOR TO JUNE 1. THE FISCAL YEAR IS JUNE 1 TO MAY 31 IN ACCORDANCE WITH THE DEED RESTRICTIONS.
- 4.5 PAYMENT OF THE ANNUAL ASSOCIATION ASSESSMENT AND FEES IS REQUIRED PER THE DECLARATION OF RESTRICTIONS ACCEPTED AT THE TIME OF "CLOSING" AND ANNUALLY THEREAFTER. NON-PAYMENT OF THE ANNUAL ASSESSMENT AND ANY RELATED FEES BY THEIR PAYABLE DATES SHALL BE DEEMED DELINQUENT, AND APPROPRIATE ACTIONS WILL BE TAKEN TO RECOVER ALL PAST DUE ASSESSMENTS AND FEES, INCLUDING PENALTIES, LEGAL FEES, AND INTEREST, IN ACCORDANCE WITH THE DEED RESTRICTIONS.
- 4.6 THE ORIGINAL ASSESSMENT AMOUNT SET BY THE FOX FIRE DEVELOPMENT CORPORATION WAS \$200 ANNUALLY. THIS ASSESSMENT WILL BE REVIEWED ANNUALLY BY THE OFFICERS, AND ADJUSTED ONLY BY VOTE OF THE ASSOCIATION MEMBERS AT AN ANNUAL OR SPECIAL MEETING OF THE ASSOCIATION, CONSIDERING THE NEEDS FOR MAINTENANCE OF LANDSCAPING, SNOW REMOVAL, OVERALL GENERAL MAINTENANCE OF THE PROPERTY, AND PAYMENT FOR ANNUAL TAXES, INSURANCE, AND ANNUAL FEES AS CONSIDERED ESSENTIAL.
- 4.7 MEMBERSHIP IN THE ASSOCIATION IS NOT TRANSFERABLE, EXCEPT AS RESULT OF SALE OF THE PROPERTY OR CHANGE OF OWNERSHIP.

ARTICLE 5. OFFICERS

- 5.1 THE OFFICERS OF THE ASSOCIATION SHALL BE THE PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER. ALL OFFICERS MUST BE MEMBERS IN GOOD STANDING. THESE OFFICERS SHALL CONSTITUTE THE BOARD OF DIRECTORS.
- 5.2 ANY AND ALL OFFICERS, PAST AND PRESENT, SHALL BE INDEMNIFIED AGAINST EXPENSES, INCLUDING COUNSEL FEES, ACTUALLY AND NECESSARILY INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF ANY ACTION, SUIT OR PROCEEDING IN WHICH THEY, OR ANY OF THEM ARE MADE PARTIES, OR A PARTY, BY REASON OF BEING OR HAVING BEEN OFFICERS, EXCEPT IN RELATION TO MATTERS AS TO WHICH ANY SUCH OFFICER, OR FORMER OFFICER, SHALL BE ADJUDGED IN SUCH ACTION, SUIT, OR PROCEEDING, LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF DUTY. THE FOREGOING RIGHT TO INDEMNIFY SHALL INCLUDE REIMBURSEMENT OF THE AMOUNTS AND EXPENSES

PAID IN SETTLING ANY SUCH ACTION, SUIT OR PROCEEDING, WHEN SETTLING APPEARS TO BE IN THE INTEREST OF THE ASSOCIATION. THE RIGHT OF INDEMNIFICATION CONTAINED HEREIN SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY OFFICER MAY BE ENTITLED AS A MATTER OF LAW.

- 5.3 ANY OFFICER CAN BE REMOVED FROM OFFICE BY A PETITION SIGNED BY A MAJORITY OF ALL ASSOCIATION MEMBERS AND PRESENTED TO THE OTHER BOARD MEMBERS FOR VERIFICATION AS WELL AS TO THE OFFICER IN QUESTION.

ARTICLE 6. COMPENSATION

ALL ELECTED OFFICERS OF THE ASSOCIATION SHALL SERVE WITHOUT COMPENSATION FOR THE EXECUTION OF THE ELECTED DUTIES WITHIN THE ASSOCIATION, UNLESS AN EXCEPTION TO THIS ARTICLE IS APPROVED IN ACCORDANCE WITH ARTICLE 8--- AMENDMENTS.

ARTICLE 7. MEETINGS AND QUORUMS

- 7.1 THERE SHALL BE REGULAR, ANNUAL MEETINGS OF THE ASSOCIATION. MEETINGS WILL BE HELD AT A REGULARLY STATED TIME AND PLACE, DETERMINED BY THE OFFICERS. THE ANNUAL MEETING WILL BE IN MARCH.
- 7.2 MEMBERS MUST BE GIVEN A MINIMUM OF 15 DAYS NOTICE FOR BOTH THE ANNUAL MEETING AND ANY SPECIAL MEETING OF THE ASSOCIATION.
- 7.3 SPECIAL MEETINGS OF THE ASSOCIATION MAY BE CALLED BY THE PRESIDENT, OR A MAJORITY OF THE BOARD OF DIRECTORS, OR BY PETITION SIGNED BY A MAJORITY OF MEMBERSHIPS IN GOOD STANDING AND DELIVERED TO A BOARD MEMBER. ONLY SUCH BUSINESS MAY BE TRANSACTED AT SPECIAL MEETINGS AS IS SPECIFIED BY THE NOTICE.
- 7.4 UNLESS OTHERWISE STATED, ANY VOTE TAKEN BY OR APPROVAL REQUIRED OF THE ASSOCIATION OR DESIGNATED COMMITTEES, CONCERNING ANY MATTER WHATSOEVER, SHALL REQUIRE A SIMPLE MAJORITY OF THOSE MEMBERS PRESENT AND VOTING.
- 7.5 THE MINUTES OF EACH MEETING OF THE ASSOCIATION SHALL BE PUBLISHED WITHIN THIRTY DAYS AND DISTRIBUTED TO MEMBERS.
- 7.6 ANY MOTION MADE AT AN ASSOCIATION MEETING CALLING FOR THE EXPENDITURE OF MORE THAN \$2,500, SHALL BE HELD FOR VOTE UNTIL THE NEXT ASSOCIATION MEETING, AND FOR WHICH PROPER NOTIFICATION OF THE MOTION WILL BE PROVIDED, WITH THE EXCEPTION OF RECURRING OPERATING EXPENSES.
- 7.7 IN ORDER TO CONDUCT BUSINESS (PROPOSE AND PASS MOTIONS) AT EITHER THE ANNUAL MEETING OF THE ASSOCIATION OR A CALLED SPECIAL MEETING THERE MUST BE AT LEAST NINE (9) PROPERTY MEMBERS PRESENT.

ARTICLE 8. AMENDMENTS

AN AMENDMENT TO THIS CONSTITUTION AND BYLAWS MAY BE PRESENTED ORALLY OR IN WRITING AT ANY MEETING OF THE ASSOCIATION AS A MOTION, TO BE ACTED UPON AT ITS NEXT MEETING. A TWO-THIRDS (2/3) MAJORITY VOTE OF THOSE MEMBERS PRESENT AND VOTING IS REQUIRED TO ADOPT A PROPOSED AMENDMENT.

BY LAWS

ARTICLE 1. DUTIES AND TERMS OF OFFICERS

- 1.1 THERE SHALL BE AN ELECTION FOR EACH OFFICE EACH YEAR AT THE ANNUAL MEETING IN MARCH, AND THE OFFICERS SHALL ASSUME THE DUTIES OF THEIR OFFICES ON MAY 1 OF THAT YEAR.
- 1.2 NO OFFICER SHALL SERVE MORE THAN THREE CONSECUTIVE TERMS IN ONE OFFICE UNLESS THERE IS NO OPPOSITION. ONLY ONE BOARD MEMBER PER PROPERTY LOT CAN SERVE AT ONE TIME.
- 1.3 CANDIDATES FOR OFFICE MUST BE MEMBERS IN GOOD STANDING.
- 1.4 THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE ASSOCIATION, UNLESS INCAPACITATED.
- 1.5 A VACANCY OF THE OFFICE OF PRESIDENT SHALL BE FILLED BY THE VICE PRESIDENT WHO AUTOMATICALLY BECOMES PRESIDENT FOR THE REMAINDER OF THE UNEXPIRED TERM. THE VACANCY IN THE OFFICE OF VICE PRESIDENT WILL BE FILLED BY ELECTION AT THE NEXT MEETING OF THE ASSOCIATION.

WHEN TWO OR MORE POSITIONS ON THE BOARD ARE VACANT AT THE SAME TIME THE REMAINING OFFICERS MUST CALL A SPECIAL MEETING OF THE MEMBERSHIP TO HOLD ELECTIONS TO FILL THOSE VACANT POSITIONS WITHIN SIXTY DAYS.

- 1.6 A VACANCY IN THE OFFICE OF SECRETARY OR TREASURER SHALL BE FILLED BY THE VICE PRESIDENT OR AN APPOINTEE OF THE PRESIDENT FOR THE REMAINDER OF THE UNEXPIRED TERM.
- 1.7 THE VICE PRESIDENT SHALL PERFORM THE DUTIES OF THE PRESIDENT IN HIS ABSENCE, AND ALSO PERFORM THOSE DUTIES WHICH THE PRESIDENT MAY DELEGATE FROM TIME TO TIME.
- 1.8 THE SECRETARY SHALL KEEP AN ACCURATE RECORD OF ALL MEETINGS OF THE OFFICERS AND ALL REGULAR AND SPECIAL MEETINGS OF THE ASSOCIATION.
- 1.9 THE SECRETARY SHALL KEEP AND BE RESPONSIBLE FOR ALL LEGAL PAPERS INCLUDING THE CERTIFICATE OF INCORPORATION, PAST FEDERAL AND STATE TAX RETURNS, AND THE ORIGINAL COPY OF THE ASSOCIATION CONSTITUTION AND BYLAWS, AS WELL AS ISSUE NOTICES OF ALL MEETINGS AND SUCH OTHER NOTICES AS MAY BE NECESSARY UNLESS THESE DUTIES, IN WHOLE OR IN PART, SHOULD BE DELEGATED TO ANOTHER OFFICER OF THE ASSOCIATION.
- 1.10 THE SECRETARY SHALL PREPARE AND KEEP ON RECORD A CURRENT FILE OF NAMES, ADDRESSES, AND OTHER PERTINENT DATA OF ALL MEMBERS. THESE RECORDS SHALL BE OPEN TO ANY OFFICER OR COMMITTEE CHAIRMAN HAVING A VALID NEED FOR THEIR USE.
- 1.11 THE SECRETARY SHALL MAINTAIN A COPY OF ALL ASSOCIATION CORRESPONDENCE NOTICES AND MAILINGS OF ALL TYPES
- 1.12 THE TREASURER SHALL DEPOSIT ALL MONIES RECEIVED IN A BANKING INSTITUTION INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION WHICH HAS BEEN APPROVED BY THE OFFICERS AS THE DEPOSITORY FOR SUCH FUNDS.

- 1.13 THE TREASURER SHALL KEEP AN ACCURATE RECORD OF ALL MONIES COLLECTED AND DISBURSED, AND SHALL BE PREPARED TO REPORT ON FINANCIAL STATUS OF THE ASSOCIATION AND COMMITTEES AT EACH MEETING OF THE ASSOCIATION.
- 1.14 THE TREASURER SHALL PREPARE OR HAVE PREPARED AND SUBMIT ALL CORPORATION TAX RETURNS, BOTH FEDERAL AND STATE.
- 1.15 BOTH THE PRESIDENT AND TREASURER SHALL SIGN ALL CHECKS AND VOUCHERS.
- 1.16 COMMITTEE CHAIRPERSONS SHALL KEEP ACCURATE COMMITTEE FINANCIAL RECORDS SUBJECT TO THE SUPERVISION AND DIRECTION OF THE ASSOCIATION TREASURER.

ARTICLE 2. COMMITTEES

- 2.1 THE STANDING OR PERMANENT COMMITTEES OF THE ASSOCIATION SHALL BE:
 - A. THE BUILDINGS AND GROUNDS MAINTENANCE COMMITTEE
 - B. THE ARCHITECTURAL COMMITTEE
- 2.2 SPECIAL OR TEMPORARY COMMITTEES MAY BE FORMED BY THE BOARD AS THE NEED ARISES.
- 2.3 THE PRESIDENT SHALL APPOINT ALL COMMITTEE CHAIRPERSONS, AND SHALL BE EX-OFFICIO MEMBER OF ALL COMMITTEES

ARTICLE 3. BUILDINGS AND GROUNDS MAINTENANCE COMMITTEE

- 3.1 THE OBJECT AND PURPOSE OF THE BUILDINGS AND GROUNDS MAINTENANCE COMMITTEE IS TO PROMOTE AND SAFEGUARD THE HEALTH, SAFETY, CLEANLINESS AND BEAUTY OF THE COMMUNITY BY PERFORMING REQUIRED MAINTENANCE OF THE ASSOCIATION LAND AND PROPERTY. SAID COMMUNITY LAND AND PROPERTY SHALL INCLUDE, BUT IS NOT LIMITED TO ALL RECREATIONAL PARK LANDS, OPEN-SPACE, GRASS, TREES, FLOWERS, SHRUBS, RECREATIONAL EQUIPMENT, SIGNS, AND BUILDINGS.
- 3.2 THE COMMITTEE SHALL ALSO BE CONCERNED WITH THE SAFE CONDUCT OF THE VEHICULAR TRAFFIC THROUGHOUT THE COMMUNITY.
- 3.3 THE COMMITTEE CHAIRPERSON, WITH THE APPROVAL OF THE OFFICERS, SHALL BE THE AUTHORITY IN SELECTING, SUSPENDING, OR DISCHARGING EMPLOYEES OR CONTRACTORS WORKING UNDER THE CHAIRPERSON'S RESPONSIBILITY.
- 3.4 THE ASSOCIATION OFFICERS SHALL APPROVE ALL BUILDINGS AND GROUNDS EXPENDITURES.
- 3.5 THE COMMITTEE CHAIRPERSON SHALL REPORT AT EACH ASSOCIATION MEETING ALL PERTINENT MATTERS OF COMMITTEE OPERATION AND FINANCE.

ARTICLE 4. ARCHITECTURAL COMMITTEE

- 4.1 THE OBJECT AND PURPOSE OF THE ARCHITECTURAL COMMITTEE IS TO INSURE THAT COMMUNITY APPEARANCE STANDARDS AND PROPERTY MAINTENANCE AND MODIFICATION ARE ACCOMPLISHED IN ACCORDANCE WITH LAND AND PROPERTY USES AND RESTRICTIONS AS OUTLINED IN THE DECLARATION OF RESTRICTIONS ACCEPTED AT THE TIME OF "CLOSING."
- 4.2 THE COMMITTEE WILL BE AVAILABLE TO ANSWER QUESTIONS AND RENDER INTERPRETATIONS OF THE INTENT OF SAID RESTRICTIONS AS NECESSARY AT THE REQUEST OF THE PROPERTY OWNERS.
- 4.3 THE COMMITTEE CHAIRPERSON SHALL BE THE FINAL AUTHORITY IN QUESTIONS OF INTERPRETATIONS OF THE INTENT OF SAID RESTRICTIONS, AND SHALL RESPOND IN WRITING TO THE PROPERTY OWNER IF REQUESTED.
- 4.4 THE COMMITTEE WILL BE RESPONSIBLE TO REVIEW AND RENDER AN OPINION FOR ACCEPTANCE OR DENIAL OF ANY PROPOSALS BROUGHT FORTH BY OWNERS FOR CHANGING SAID RESTRICTIONS. SUCH PROPOSALS SHALL BE PRESENTED FOR ACCEPTANCE AT THE NEXT REGULARLY SCHEDULED MEETING OF THE ASSOCIATION. CHANGES TO SAID RESTRICTIONS CAN ONLY BE ACCOMPLISHED BY A VOTE OF 100 % OF THE MEMBERSHIP.
- 4.5 ANY DEVIATIONS FROM SAID RESTRICTIONS THAT CAN NOT BE CORRECTED BY THE ARCHITECTURAL COMMITTEE WILL BE BROUGHT TO THE ATTENTION OF THE OFFICERS FOR APPROPRIATE ACTION, INCLUDING LEGAL PROCEEDINGS.
- 4.6 THE ASSOCIATION OFFICERS SHALL APPROVE ALL ARCHITECTURAL COMMITTEE EXPENDITURES.
- 4.7 THE COMMITTEE CHAIRPERSON SHALL REPORT AT EACH ASSOCIATION MEETING ALL PERTINENT MATTERS OF THE ARCHITECTURAL COMMITTEE OPERATION AND FINANCE.

ARTICLE 5. ORDER OF BUSINESS AND PARLIAMENTARY AUTHORITY

- 5.1 THE ORDER OF BUSINESS FOR THE ANNUAL MEETING, UNLESS SUSPENDED BY A MAJORITY VOTE OF THOSE PRESENT, SHALL BE AS FOLLOWS:
 - A. ROLL CALL OF THE OFFICERS.
 - B. READING, UNLESS PREVIOUSLY PUBLISHED, AND ADOPTION OF THE MINUTES OF PRIOR ASSOCIATION MEETINGS AND MEETINGS OF THE OFFICERS.
 - C. INTRODUCTION OF NEW MEMBERS.
 - D. TREASURER'S REPORT.
 - E. REPORTS OF STANDING OR PERMANENT COMMITTEES.
 - F. REPORTS OF SPECIAL OR TEMPORARY COMMITTEES.
 - G. OLD AND UNFINISHED BUSINESS.
 - H. READINGS OF COMMUNICATIONS AND PRESENTATION OF BILLS.
 - I. NEW BUSINESS.
 - J. GUEST SPEAKERS.
 - K. ELECTION OF OFFICERS.
 - L. ADJOURNMENT.
- 5.2 THE RULES CONTAINED IN ROBERT'S RULES OF ORDER, REVISED, SHALL GOVERN THE ASSOCIATION IN ALL CASES IN WHICH THEY ARE APPLICABLE AND NOT INCONSISTENT WITH THIS CONSTITUTION AND BYLAWS.

OFFICERS OF THE FOX FIRE HOMEOWNERS ASSOCIATION

Carl Vorhees Aug 15, 2019

CARL VORHEES- Vice President

Stan Glowiak 8/15/2019

STAN GLOWIAK- Treasurer

[Signature] 15 Aug 19

W. KEITH WORTHAM- President

State of Delaware
New Castle County

Restated And executed before me
this 14th day of November. 2019.

Cynthia A. O'Brien Notary Public



OFFICERS OF THE FOX FIRE HOMEOWNERS' ASSOCIATION (AT TIME OF ADOPTION)

CONSTITUTION 6/14/2016:

BY LAWS 6/07/2018:

Prepared By:



20200211-0011886

P: 1 of 9 F: \$0.00 2/11/2020 11:37:38 AM
Michael E. Kozikowski T20200006632
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AND

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Return To:

MISCELLANEOUS

BETWEEN FOX FIRE HOMEOWNERS ASSOCIATION

SEE ATTACHED