

**By-Laws**

Here are the By-Laws for The Pines

**January 25, 2009**

**BY-LAWS**

**The Pines at Long Neck**

**Homeowner's Association, Inc.**

**I BOARD OF DIRECTORS**

**1. General:**

Responsibilities for day-to-day management of the HOA (Home Owner's Association) shall be vested in a Board of Directors, which shall consist of (5) five members consisting of President, Vice-President, Secretary, Treasurer, and member at large. These officers shall constitute the Board of Directors.

**2. Qualifications:**

A Director/Officer must be a member in good standing of the Pines at Long Neck Homeowner's Association, Inc. who is not delinquent in the payment of Association assessments and fees and who is entitled to cast a vote for the lot in which the member holds an interest as is stated in Article 1, Section 2, of the Declaration of Covenants. Conditions and restrictions for The Pines at Long Neck, as may now exist and as might have already or may hereinafter be amended, (Hereinafter the 'Declaration'), establishing a plan of development as executed on April 17, 1995, and initially filed on record on May 15, 1995, in Deed Book 2050, Page 247, as the same may be amended, in the Office of the Record of Deeds, in and for Sussex County, Delaware.

**3. Terms:**

Officers shall be elected for terms of two years by majority vote of the HOA. Officers may succeed themselves. All officers shall hold office until their successors have been duly elected and qualified.

**4. Responsibilities:**

**a. The President** (or in his or her absence, the Vice President) shall preside at all meetings of the Board of Directors and HOA; shall present a report of the work of the Board since the last meeting; shall appoint all committees with the consent of a majority of the Board of Directors; and shall be an ex officio member of all committees *as a non-voting member*.

**b. The Vice-President** shall assist the President in carrying out his/her activities, and shall act on behalf of the President in his/her absence.

**c. The Secretary** shall issue notice of all meetings; shall be responsible for the keeping and maintaining of Homeowner's minutes, records, and other documents pertaining to the affairs of The Pines at Long Neck Homeowner's Association, regardless of attendance.

**d. The Treasurer** shall be responsible for the custody of all monies and securities of the Homeowner's Association, and shall have the responsibility for the keeping of regular books of account with respect thereto. The Treasurer shall also perform all duties specifically delegated by the Board; and shall have available all receipts at the meeting; and shall preside as Chairperson of the Finance Committee.

**e. Member at Large** shall assist upon request any Board Member as needed; and shall preside as Chairperson of the Grounds Committee.

**5. Removal:**

Any Board Member may be removed with or without cause by a majority vote of The Board.

**6. Vacancies:**

Vacancies of the Board shall be filled by a vote of the majority of the remaining members of the Board of Directors for the remainder of the unexpired term of the officer. No officer may hold more than (1) one office at a time. In the event of a mass resignation of the majority of the Board of Directors, the Office vacancies will be filled by the persons receiving the second highest number of votes in the last election. {HOA authority will divert to a pro-tem organization structure, consisting of the By-Laws and Finance Committee, and will remain in effect to hold an emergency election, and establish a new Board of Directors.}

**7. Resignation:**

Any officer may resign at any time by giving written notice to the President or to the Secretary. The resignation of an officer shall take effect at the time specified in such notice, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

**8. Compensation:**

Officers shall not be paid compensation for the performance of their duties.

## **II BOARD OF DIRECTORS MEETINGS**

### **1. Annual Meetings:**

The annual meeting of the Board shall be held in June of each year, at a time and place convenient to members of the Board. The date, time, and place of the meeting shall be established by the President, and shall be such as to be convenient to a maximum number of officers. The Secretary shall give adequate notice to the members of the Board not less than (15) days and no more than (60) days before the meeting.

### **2. Special Meetings:**

Special meetings of the Board may be called at any time by the President, or by a majority of the members of the Board. The Secretary shall give adequate notice to the members, not less than (15) days and no more than (30) days before the special meeting; including all votes on non-complying requests. The results of any vote shall be made public within two (2) weeks being posted on the Community Mailbox Station.

### **3. Quorum:**

A majority of the members of the Board shall constitute a quorum. A majority vote of that quorum shall suffice for a fully valid and official act of the Board, except as indicated otherwise in the HOA articles and By-Laws.

### **4. Unanimous Written Consent:**

A decision of the Board shall be valid and official without a meeting of the Board, if the decision in writing is signed by all members of the Board.

### **5. Meeting Platform:**

Meetings may be held by teleconference or by such other media transmission in which the Board may communicate in unison.

## **III MEMBERSHIPS & VOTING RIGHTS of HOA**

**1. All meetings shall be conducted using Robert's Rules of Order as a guideline.**

### **2. Regular Meetings:**

The regular meeting of the Homeowner's Association shall occur in June of each year. Homeowner's Association members in good standing that are not delinquent in the payment of association assessments and fees will be qualified to vote at each meeting. The date, time, and place of each meeting shall be established by the President, and shall be such as to be convenient to a maximum number of officers. The Secretary shall give adequate notice to the members not less than (15) days and no more than (60) days before the meeting date.

### **3. Order of Business:**

The following order of business shall be used as a guide in the conduct of business meetings.

1. Meeting called to order.

2. Pledge of Allegiance.
3. Moment of prayer. Convocation.
4. Secretary read minutes of previous meeting.
5. Secretary asks that minutes be approved as read.
6. Treasurer's Report.
7. Report from all of the Board and Committees.
8. Old Business.
9. New Business.
10. Adjourn.

#### **4. Special Meetings:**

Special meetings of the Homeowner's Association may be called by the President. The Secretary shall give adequate notice to the Homeowner's Association members, not less than (15) days and no more than (30) days before the special meeting.

#### **5. Quorum:**

The presence of twenty (20%) percent of the Homeowner's Association members shall constitute a quorum, and a majority vote of those shall suffice for a fully valid act of all members.

#### **6. Voting:**

One (1) vote per property.

#### **7. Proxy Votes:**

Proxy votes must be in writing and presented to the Secretary prior to the meeting.

### **IV FINANCES**

**1. All Financial accounts,** in any financial institution shall be held in the name of The Pines at Long Neck Homeowner's Association, Inc., with the authority of the President, Vice-President, or Treasurer. Any two sign for the Homeowner's Association.

**2. Miscellaneous Expenditure** shall not exceed the amount of Five Thousand Dollars, any amount above \$5,000.00, shall require Finance Committee evaluation, and HOA approval.

### **V SPECIAL COMMITTEES**

#### **1. Grounds Maintenance Committee:**

It shall be the responsibility of this committee, Chaired by the Member-at-Large, and two (2) non-board members, to maintain awareness of all property to assure that the development is kept up to standard, and report to the Board of Directors, any unclean, unsightly, or unkempt conditions of buildings or grounds, which tend to substantially decrease the beauty or value of the community.

**2. Financial Committee:**

This committee shall be composed of the Treasurer and two (2) non-board members. It shall be responsible for recommending fiscal policies to the Board of Directors. Whenever there is a transfer of accounts, as in the case of a new Treasurer, but not less than annually, this committee shall audit all funds of the Homeowner's Association. This committee shall prepare an annual detailed financial report. This committee shall also act as an advisory committee in evaluating costs benefits, and the economic feasibility of recommended improvements, such as road maintenance, and landscape upkeep.

**3. By-Laws Committee:**

The By-Laws and Deed Restriction Committee shall consist of three (3) non-board members. This committee shall be responsible as an advisory committee to the Board of Directors re clarification and interpretation of issues pertaining to the By-Laws and code violations of the Covenant Document.

**VI AMENDMENTS****1. Amending Articles:**

The By-Laws of this Homeowner's Association may be amended by the Board Members except in cases where the amendment conflicts with the Articles of Incorporation, or the Declaration of Covenants and Restrictions. These By-Laws were originated from a document dated May 29, 2001, from Brown Sheils Beauregard & Chasanov 302-856-9043 T-451 P.002/004 F-915

**History of Revisions:**

January 25, 2009:

Reviewed and edited the entire document.

May 3, 2004:

Restructured the entire document for clarity and included the following changes/revisions.

Added Section V Miscellaneous Rules Articles 1 through 3. Approved May 2003.

Revised Section I, Article 2, Qualifications: A Director/Officer must be a member in good standing of The Pines at Long Neck Homeowner's Association Inc. "who is not delinquent in the payment of Association Assessments and Fees". Approved June 6, 2002

Revised Section III, Article 2, Regular Meetings: Members in good standing that are not delinquent in the payment of Association Assessment and Fees", will be qualified to vote at each meeting. Approved July, 2001

Revised Article 1, Section 6, Vacancies: Added "No director may hold more than one (1) office at a time".

Revised Article III, Section 2, Regular Meetings: Changed regular meetings from two to three per year, occurring in March, July, and November. Annual reports will be presented at the July meeting. Approved by the Board of Directors on May 3, 2004

Added Article II, Section 6, Meeting Platform.

Added Article III, Section 1: All meetings shall be conducted using Robert's Rules of Order as a guideline.

Added Article III, Section 7, Proxy Votes: "Proxy votes must be in writing and presented to the Secretary prior to the meeting".

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