

# **AMENDED AND RESTATED**

## **BY-LAWS**

OF

### **THE LAMBETH RIDING HOME OWNERS ASSOCIATION**

#### **ARTICLE I - NAME**

The name of the corporation shall be **THE LAMBETH RIDING HOME OWNERS 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.

The fiscal year of the Association shall be from January 1 through December 31 of each calendar year.

#### **ARTICLE III - MEMBERSHIP AND VOTING**

The owner(s) of each home 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 home attending Association meetings. Voting rights may also be exercised by written and signed proxy, or a dues paying renter in the absence of the home 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 as amended. Special assessments may be considered and approved at a special meeting called for that purpose by a majority vote of a quorum 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. Subject to the supervision of the Board of Directors, the Officers shall have the duties hereinafter stated, and such other duties as the Board shall from time to time determine.

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 duties of the Vice President shall be to:

1. Assist the President in the performance of his/her duties and perform other duties as assigned by the President.
2. 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 duties of the Secretary shall be to:

1. Keep a written record of the proceedings of the Association and of the Board of Directors.
2. Notify Board members and/or Association members of all Association and Board meetings, agendas, meeting results and any other matters for which these By-Laws or any Board resolution calls for such notice. Notices may incorporate, by reference, information posted on the Association's website, provided a clear and sufficient website address and a clear and sufficient location within the website are stated. Notices may be given by paper copy (U.S. Mail or hand delivered) and/or may be given by e-mail and/or other electronic means adopted by the Board, without paper copy, to members who have provided the Association an e-mail or other electronic address, while such address remains active. If any such e-mail or electronic address becomes inoperative, or if any such members request that notices instead, or also, be sent to them by paper copy, it shall be so provided.
3. Maintain the lists of such e-mail or electronic addresses in conjunction with the Treasurer.
4. Be responsible for the correspondence of the Association.
5. Assist the President in the performance of his/her duties.
6. Greet new residents in Lambeth Riding, informing them about the community, the Home Owners Association and the Association website and assisting them in becoming members of the Association.
7. Make contact with a responsible adult in each household to obtain current information for publication of an up-to-date directory of homeowners. This directory may be published on the website, in a secure manner, available for homeowner use only, and/or as paper copy, if requested. The directory will be published by April 30, annually, or biennially, if no homeowner changes are experienced.

Section E - The duties of the Treasurer shall be to:

1. Be responsible for the funds of the Association, pay all the bills and keep accurate accounts of all transactions. The Board shall approve a current Board member as authorized to sign Association checks in the absence or disability of the Treasurer if such payments are required for Association business. Absence shall mean simple physical non-presence or availability. Disability shall mean non-presence or inaction caused by some form of illness or injury.
2. Reconcile the bank account monthly. All Board members shall be provided copies of the monthly bank statement and the monthly reconciliation report which should include copies of any checks written and copies of the checkbook ledger if any transactions occurred during that period.
3. Present a financial report and a proposed budget for the next year and provide a recommendation for Association dues to the membership for approval at the Annual Meeting.
4. Prepare and file on a timely basis, the Federal Form 1120-H, the Delaware Franchise Tax Return and any additional tax related forms and documents.
5. Submit the Delaware Department of Transportation (DelDOT) snow reimbursement forms, including filing new W-9 forms, when necessary.
6. Collect Association dues. Association dues notices shall be distributed to homeowners on or about January 1 of each calendar year and are payable to the Association by February 1 of that year.
7. Keep an accurate account of the membership roll with the Secretary.

ARTICLE VI - BOARD OF DIRECTORS

Section A - The Board of Directors shall consist of five to eight Directors, including those assigned duties as Officers.

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. The Board shall assist the Officers as necessary in the execution of their duties. 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 half 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. At least one member 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 - Other Committees

The following committees may be established by the President as the need arises. Their duties shall include, but not be limited to, the following:

#### 1. Deed Restrictions Committee

The Deed Restrictions Committee shall inform the Board as to compliance with the Lambeth Riding Deed Restrictions, and take such specific actions, if any, as the Board may determine as to their enforcement. The committee shall work closely with the President, and all expenditures shall require Board approval.

#### 2. Social Committee

The Social Committee shall plan and implement social activities to foster a friendly neighborhood. The committee may acknowledge a particular family event.

#### 3. 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. However, if no other nominees are presented for a position the incumbent may be considered for re-election if he/she is willing to serve a further term.
- Section B - In addition to the nominations presented by the Nominating Committee, members shall be given the 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.
- Section D - An officer or director may be subject to recall by homeowners for malfeasance in office. A special recall election may be called by the President at his/her own initiative or if either three Board members or ten non-Board members request such a meeting in writing. The meeting shall be held within twenty-one days of such a request. A meeting notice shall be provided at least ten (10) days prior to the meeting date and shall state the reasons for the recall election. If a vote is taken a majority of paid-up households is required for recall of any officer or director. In the interim, if circumstances warrant, the officer(s)/director(s) whose recall is sought may be immediately suspended by unanimous action of the other members of the Board, provided they are a majority.

## 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 or represented, 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 paid-up households are present, the meeting may be continued to another specified time and place, for the purpose of assembling a quorum.

Section D - A notice of the time, date, location and an agenda of business to be discussed shall be provided 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 ten (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 one notice of intent to each household within not less than thirty (30), nor more than forty-five (45), days of an Association Meeting. Such notices may be given by paper copy (U.S. Mail or hand delivered) and/or may be given by e-mail and/or other electronic means adopted by the Board, without paper copy, to members who have provided the Association an e-mail or other electronic address, while such address remains active. If any such e-mail or electronic address becomes inoperative, or if any such members request that notices instead, or also, be sent to them by paper copy, it shall be so provided. Once a quorum has been achieved at this meeting, a two-thirds vote is needed for passage.

Section B - The proposed amendment will be posted on the website for reference. If paper copy is provided, and 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 member's names shall be included in the meeting notice.

## ARTICLE XII - AUDIT

If warranted by the cost, the Board may have an independent 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).