

THE BYLAWS
OF THE
COUNCIL OF CIVIC ORGANIZATIONS OF
BRANDYWINE HUNDRED, INC.

Article I
Name

Section 1.01. Name. The name of this corporation shall be The Council of Civic Organizations of Brandywine Hundred, Inc. hereinafter referred to as "the Council."

Article II
Purpose

Section 2.01. Purposes. The purpose of this Council is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This corporation shall be a nonprofit corporation. Its purpose shall be charitable and benevolent and to promote a high quality of life in the communities of Brandywine Hundred, New Castle County, Delaware and to accomplish the same either directly or indirectly through cooperation with and assistance to other civic associations and organizations having like objects and purposes. Among the primary purposes of the Council shall be (i) to promote quality of life issues and better standards of living in Brandywine Hundred; (ii) to promote, encourage, or assist any worthwhile movement that would benefit Brandywine Hundred and residents thereof; and (iii) to contribute in any way possible to an atmosphere of tolerance, friendliness and community spirit throughout Brandywine Hundred.

Article III
Offices

Section 3.01. Registered Office. The registered office of the Council in Delaware shall be 11 Laurel Ridge Lane, Wilmington, New Castle County, Delaware 19807.

Section 3.02. Other Offices. The Council may also have offices at such other places as the Board of Directors of the Council may from time to time appoint or the business of the Council may require.

Article IV
Board of Directors

Section 4.01. Definition. The business and affairs of the Council shall be governed and controlled by the Board of Directors, hereinafter sometimes referred to as "the Board." The members of the Board shall be members of the Council as that term is set forth in the Certificate of Incorporation and the Delaware General Corporation Law. A

Director shall be a member of the Board for only so long as such Director serves as a Director under these Bylaws.

Article V Membership

Section 5.01. Voting Members. The Board shall consist of not less than twenty (20) nor more than thirty (30) voting members, with the exact number fixed by resolution of the Board. These members shall elect directors whose terms have expired for a term of three years, with as close to as possible of one-third of the directors being elected at each annual meeting.

Section 5.02. Election of The Board of Directors.

(a) Any Board member may nominate any person or persons considered qualified for service as a Director member of the Board. Any person so nominated shall be approved by a majority of the members of the Board. Nothing in these Bylaws shall be construed to prevent any member of the Board from succeeding him or herself.

(b) If a vacancy shall occur due to the resignation, inability of a Director member to perform his or her duties or removal of such member, the position shall be filled by an individual nominated by any member of the Board and approved by a majority vote of the members of the Board. Such individual shall serve for the remaining term of the member who is being replaced.

(c) No person holding an elective public office shall be qualified to serve as a member of the Board.

Section 5.03. Term. Director members of the Board shall serve terms of three years each.

Section 5.04. Removal of Members.

(a) Any Director member having three consecutive or non-consecutive unexcused absences from regular meetings of the Board during a period of twelve consecutive months shall be removed from membership. The Board, in its sole discretion, shall determine whether an absence is excused or unexcused.

(b) Any Director member can be removed with or without cause by a vote of two-thirds of the members of the Board.

Section 5.05. Civic Association Members.

(a) Every Civic Association located within Brandywine Hundred, New Castle County, may be a "Civic Association Member;" provided, however, such Civic Association has paid the Council's current annual dues. Annual dues shall be set by the Board, and in absence of making such determination, shall be the amount of the dues for the immediately preceding year. Such dues shall be payable within three (3) months after billing.

(b) A Civic Association Member current with the payment of dues to the Council shall be entitled to designate two (2) individuals to serve as Civic Association Representatives to the Council. Civic Association Representatives shall be entitled to be invited to all meetings of the Council, and shall have the privilege of voice, but, except as otherwise set forth in Section 5.05 (c) herein, not of vote.

(c) Any Civic Association Member shall be permitted to present to the Board proposed non-binding resolutions to be considered at any annual, regular or special meeting of Council, and should the Board approve, such resolution shall be presented at an annual, regular or special meeting of Council called for the purpose of considering such proposed non-binding resolution. At any such meeting, the Board members and the Civic Association Representatives, whose Civic Association is current with the payment of dues to the Council, shall be polled to record their position on such non-binding resolution.

(d) Any Civic Association Member shall have the right to petition the Board for assistance with any matter relating to an issue of importance to the Civic Association of which such Member represents, and the Board shall consider such matter at the next annual or regularly scheduled Board meeting or a special meeting of the Board called for purposes of considering such matter. The Board shall act on such petition, and thereafter advise the Civic Association Member making such petition.

Article VI Duties and Powers

Section 6.01. General Powers. The Board may exercise all such powers of the Council and do all such lawful acts and things as are not by statute, or by the Certificate of Incorporation or by these Bylaws, directed or required to be exercised and done by the members. Without limiting the generality of the foregoing, the powers of the Board shall include the power to authorize increases in the Council's indebtedness and to mortgage and pledge its assets.

Section 6.02. Informal Action by the Board. Any action, which may be taken at a meeting of the members of the Board, if any, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the Board and filed with the Recording Secretary of the Board.

Article VII
Committees of the Board of Directors

Section 7.01. Nominating Committee. A Nominating Committee, which shall nominate and recommend to the Board of Directors individuals for election as directors and officers of the corporation, shall be appointed by the President and approved by the Board of Directors.

Section 7.02. Audit Committee. An Audit Committee, which shall perform an annual audit and review of the Council's accounts, shall be appointed by the President and approved by the Board of Directors. No officer shall serve on the Audit Committee.

Section 7.03. Committees. Other committees may be created as need requires by resolution approved by a majority of the members of the Board. Membership on such committees shall be at the discretion of the Board, and members of such committees need not be members of the Board. The Chair of each Committee shall be appointed by the President subject to the approval of the majority of the Board.

Article VIII
Meetings

Section 8.01. Meetings of the Board

(a) Annual Meeting. The annual meeting of the Board shall be held at the date, time and place determined by the Board. Officers whose terms have expired shall be elected at this meeting and shall take office following adjournment.

(b) Regular Meetings. In addition to the annual meeting, the Board shall hold meetings no less than quarterly at such dates and times as the Board shall determine.

(c) Special Meetings. Special meetings of the Board may be held at the call of the President. Special meetings shall also be called when three or more members of the Board petition the President for such a meeting.

(d) Notice of Meeting. Written or electronically created notice shall be given to each voting member of the Board at his or her usual place of business and/or residence at least ten days in advance of each annual or regular meeting. Adequate notice of any special meeting shall be given.

(e) Quorum. A majority of the voting members of the Board currently serving terms shall constitute a quorum for the transaction of business at any regular meeting of the

Board. If at any meeting there shall be less than a quorum, a majority of those present may recess the meeting to another time and/or place.

- (f) **Vote Required.** Except as specifically required by the Board or these Bylaws, a simple majority of those voting on any question shall be required to carry or defeat a motion or proposed action, provided that a quorum is achieved.
- (g) **Rules of Order.** Except as specifically required by the Board or these Bylaws, Simplified Parliamentary Procedure, Based on Robert's Rules of Order Newly Revised, published by the League of Women Voters, shall govern the proceedings of all Board meetings.

Section 8.02. Meetings of the Council

(a) **Annual Meeting.** The annual meeting of the Council shall be held at the date, time and place determined by the Board. Director members whose terms have expired shall be elected at this meeting and shall take office following adjournment.

(b) **Regular Meetings.** In addition to the annual meeting, the Board shall hold meetings of the Council no less than quarterly at such dates and times as the Board shall determine.

(c) **Special Meetings.** Special meetings of the Council may be held at the call of the President. Special meetings shall also be called when three or more members of the Board petition the President for such a meeting.

(d) **Notice of Meeting.** Written or electronically created notice shall be given to each Director member of the Board and each Civic Association Representative at his or her usual place of business and/or residence at least ten days in advance of each annual or regular meeting. Adequate notice of any special meeting shall be given. In addition, such notice shall be given to newspapers of general circulation in the community, as well as posted electronically such that it will be accessible to the general public.

(e) **Quorum.** A majority of the voting members of the Board currently serving terms shall constitute a quorum for the transaction of business at any meeting of the Council. If at any meeting there shall be less than a quorum, a majority of those present may recess the meeting to another time and/or place.

(f) **Vote Required.** Except as otherwise specifically required by the Board or these Bylaws, a simple majority of the Director members of the Board voting on any question shall be required to carry or defeat a motion or proposed action, provided that a quorum is achieved.

(g) **Resolutions.** Non-binding resolutions, with the approval of the Board, may be presented at any meeting of the Council. Director members and Civic Association

Representatives, whose Civic Association is current with the payment of dues, shall, at the request of any member, be polled to record such individual's position on any resolution presented for approval; provided that the substance of such resolution was provided along with the notice of the meeting. A non-binding resolution shall be adopted if approved by a simple majority of the Director members and Civic Association Representatives polled. If five or more Director members, Civic Association Representatives or any combination thereof vote against any resolution which is adopted at a meeting, such Director members or Representatives may, if they so request, submit a minority report, and this minority report shall be presented along with the approved resolution in any official statement issued by the Board or Council with respect to that resolution.

Section 8.03. Open Meetings. All meetings of the Council shall be open to the general public to attend and observe.

Article IX Officers

Section 9.01. President; Powers and Duties. The President shall be the presiding officer at all meetings of the Board and the Council. The President shall be the senior officer of the Council and shall have such powers and duties as the Board may prescribe. He or she shall have general charge and supervision of the business of the Council and shall exercise or perform all the powers and duties usually incident to the Office of President. The President shall from time to time make or cause to be made such reports of the affairs of the Council as the Board may require. The President shall be a member of every committee appointed by the Board.

Section 9.02. Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board.

Section 9.03. Recording Secretary; Powers and Duties. The Recording Secretary shall attend all sessions of the Board and all meetings of the Council and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Council and of the Board, and shall perform such other duties as may be prescribed by the Board or by the President. The Recording Secretary shall keep in safe custody the corporate seal of the Council, and may affix the same to any instrument requiring it and attest the same.

Section 9.04. Corresponding Secretary; Powers and Duties. The Corresponding Secretary shall attend all sessions of the Board and all meetings of the Council. The Corresponding Secretary shall conduct the general correspondence of the Board and Council, and shall perform such other duties as may be prescribed by the Board or by the President. The Corresponding Secretary shall keep in safe custody the correspondence and records of the Board and Council.

Section 9.05. Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Council in such depository or depositories as may be designated by the Board, subject to disbursement or disposition upon orders signed in such manner as the Board shall prescribe. The Treasurer shall render to the President, at the regular meetings of the Board or whenever the President or the Board may require it, an account of all his or her transactions as Treasurer and of the results of operations and financial condition of the Council. If required by the Board, the Treasurer shall give the Council a bond in such sum and with such surety or sureties as may be satisfactory to the board for the faithful discharge of the duties of his or her office, and for the restoration to the Council, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in his or her possession or under his or her control belonging to the Council.

Section 9.06. Assistant Treasurer; Powers and Duties. The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as may be prescribed by the Board or by the President.

Section 9.07. Delegation of Officer's Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board; and in case of the absence of any officer or assistant officer of the Council, or for any other reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of such officer's powers or duties, for the time being, to any person.

Section 9.08. Election of Officers.

(a) The officers of the Council shall be elected to two year terms by the Board. Nominations for each office shall be made by the Nomination Committee or may be made by any member of the Board, and such nominee may, but need not be, a member of the Council. Except as otherwise provided herein, each nominee shall serve in such office upon election by a majority of the voting members of the Board.

(b) No person holding an elective public office shall be qualified to serve as an officer.

(c) Voting for the election of officers shall be by secret ballot. If no candidate receives a majority of the votes, the two candidates receiving the largest number of votes shall be voted upon again, and thereafter the one obtaining the largest number of votes shall be

declared elected; except, however, that when there is only one nominee for any office, the Recording Secretary, upon motion duly made and approved, may be authorized to cast a unanimous ballot for such nominee.

(d) Each officer, upon election as such, shall also become a member of the Board, and such officer's term as Director member shall cease upon the election and qualification of his or her successor as officer.

Section 9.09 Vacancies. When the office of President becomes vacant, for any reason whatsoever, the Vice President shall become President for the remainder of the unexpired term. When a vacancy occurs in any other office, it shall be filled for the remainder of the unexpired term by a majority vote of the voting members of the Board.

Section 9.10. Removal of Officers. The Board, upon majority vote of its members, may remove any or all of the officers, with or without cause at any time.

Article X Records

Section 10.01. Corporate Records. The Council shall keep at its registered office in this State or at its principal place of business wherever situated an original or duplicate record of the proceedings of the directors and the original or copy of its Bylaws, including all amendments and alterations thereto to date, and a register, giving the names and addresses of the members of the Board. The Council shall also keep complete and accurate books or records of account.

Section 10.02. Right of Inspection. Every member of the Board and every Civic Association member, whose Civic Association's dues are current, shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, one reasonably related to the interest of such person as a member of the Board, books and records of accounts, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Section 10.03. Execution of Written Instruments. All contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President and attested by any other officer of the Council in the manner as the Board may from time to time designate. All checks, notes, drafts and orders for the payment of money shall be authorized in the manner and signed by such one or more officers or agents as the Board may from time to time designate.

Article XI Miscellaneous Provisions

Section 11.01. Transactions with Board Members and Officers. Without limiting the provisions of applicable law, no contract or transaction between the Council and one or more of its Board, or between the Council and any other corporation, partnership, association or other organization in which one or more of its Board, has or have a financial interest, shall be void or voidable solely for such reason, or solely because the Board member is present at or participates in the meeting of the Board which authorizes the contract or transaction, if the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Board members even though the disinterested members are less than a quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction specified in this section.

Section 11.02. Indemnification of The Board and Officers.

(a) Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation), by reason of the fact that he or she is or was a director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such act, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation unless and only to the

extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

(c) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in Section 145 of the Delaware General Corporation Law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

Section 11.03. Fiscal Year. The fiscal year of the Council shall commence on the first day of July of each year, unless otherwise provided by resolution of the Board of Directors.

Article XII Amendment of Bylaws

Section 12.01. Amendments. These Bylaws may be altered, modified, amended, supplemented or repealed by a two-thirds vote of the members of the Board at any regular or special meeting of the Board, duly convened after notice to the Board members for that purpose; or by unanimous written consent or consents of all of the Board members, without a meeting.

Article XIII Irrevocable Dedication; Dissolution and Reversion

Section 13.01. Irrevocable Dedication. The Council is not organized, nor shall be operated, for a pecuniary gain or profit. The property, assets, profits and net income of the Council are irrevocably dedicated to charitable purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof.

Section 13.02. Dissolution. Should the Council cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Board.

Adopted by the Board of Directors of The Council of Civic Organizations of Brandywine Hundred, Inc. this _____ day of _____, 2007.

Amended February 28, 2008

Attest: _____

Title: _____