

**BY-LAWS
OF
SHARPLEY CIVIC ASSOCIATION**

I. TITLE: The name of this corporation is “Sharpley Civic Association.”

II. INCORPORATION AND ASSIGNMENT:

- a. Sharpley Civic Association was incorporated in the State of Delaware on the twenty-fourth day of February, A.D. 1966.
- b. On the twenty-second day of September, A.D. 1972, Woodlawn Trustees, Incorporated sold, assigned and transferred all of its rights and powers, including the Deed and Agreement between Woodlawn Trustees, Incorporated and Reuben Satterthwaite, Jr. (Sharpley Deed Restrictions) dated October 15, 1956, to the Sharpley Civic Association.

III. OBJECTIVES AND PURPOSE:

- a. The objectives and purposes of this corporation as set forth in the Sharpley Certificate of Incorporation are:
 - i. To promote discussion and improvement of conditions and affairs in the community of Sharpley, located in the County of New Castle, State of Delaware;
 - ii. To participate in such activities as will promote the welfare of the residents of Sharpley; and
 - iii. To engage in programs of civic improvement and advancement.
- b. As assigned by Woodlawn Trustees, Incorporated, Sharpley Civic Association is bound by the Sharpley Deed Restrictions.
 - i. The Sharpley Civic Association Board of Directors administers the Sharpley Deed Restrictions in accordance with state and county laws and ordinances.
 - ii. From time to time the Board publishes policy guidelines to ensure that the Sharpley Deed Restrictions are administered in a fair and equitable manner, consistent with the original intent of the restrictions.

IV. FISCAL YEAR: The fiscal year for this corporation shall run from the first day of April to the last day of March.

V. MEMBERSHIP

- a. All adult property owners or residents of Sharpley shall be eligible for membership in this corporation.
- b. The first members shall be the members of the unincorporated voluntary association known as the Sharpley Civic Association as of the date of the adoption of these By-Laws. Other eligible persons may acquire membership by payment of annual dues for the member's residential unit and enrollment on the corporation's membership books.
- c. Each member shall have to right to vote so long as the dues are paid for the residential unit in which he resides.
- d. Membership shall be terminated when a member resigns, or ceases to be a property owner or resident of Sharpley, or by nonpayment of dues within a grace period of thirty days from the due date.

VI. DUES AND ASSESSMENTS

- a. The annual dues per residential unit shall be determined by the Board of Directors annually at the first meeting of the Board following the Annual Meeting of the members.
- b. Dues shall be due and payable annually, in advance, by August 1 of each year.

VII. DISTRICT REPRESENTATION AND ELECTIONS

- a. The community of Sharpley is divided into nine representative districts as drawn on a plot plan of the community attached hereto and made a part hereof.
- b. Members residing in each representative district shall be entitled to elect a member, as defined in paragraph V. above, from that district as the District Representative from that district.
- c. Vacancies in the office of District Representative created by resignation or loss of membership shall be filled by a majority vote of the remaining members of the Board of Directors.
- d. If at least one nominee from within a district cannot be found to stand for election or to fill a vacancy, the remaining Board of Directors may elect a nominee from

another Sharpley district to serve until a nominee from within the district can be found or until the next election.

- e. The District Representatives and its elected officers shall serve as the Board of Directors of the corporation.
- f. Except as otherwise provided, each District Representative shall be elected for a term of three years.
- g. The first District Representatives shall be the representatives of the Sharpley Civic Association, an unincorporated association of the residents of Sharpley, as of the date of adoption of these By-Laws. The terms of those first District Representatives shall expire as follows:

<u>District</u>	<u>Term Expires</u>
1	Annual Meeting 1967
2	Annual Meeting 1968
3	Annual Meeting 1966
4	Annual Meeting 1966
5	Annual Meeting 1966
6	Annual Meeting 1967
7	Annual Meeting 1968
8*	Annual Meeting 1968
9	Annual Meeting 1967

* Vacancy

- h. The offices of those District Representatives whose terms expire at the 1966 Annual Meeting shall be filled for a term of three years by those District Representatives elected in the March 1966 district elections of the Sharpley Civic Association, an unincorporated association of the residents of Sharpley.
- i. Commencing in 1967, following the cycle established in paragraph VII, g above, an election shall be held each year to fill the offices of those District Representatives whose terms expire during that year
- j. Also, commencing with the 1967 election, and for all subsequent elections:
 - i. The President shall appoint a nominating committee to recommend to him candidates for nomination for the office of District Representative from those districts in which a vacancy shall exist by reason of the expiration of the term of the District Representative.

- ii. The President shall report the recommendations of the nominating committee to the interested electorate at least thirty days prior to an election.
- iii. No person shall be nominated for office who has not expressed a willingness to serve.
- iv. Candidates selected by the nominating committee shall be placed on the ballot for the district involved.
- v. Any other member may be placed on the ballot for the office of District Representative from his district provided he shall file with the President, at least twenty days prior to an election, a petition so requesting and signed by ten other voters of his district.
- vi. All elections shall be held in such manner as to insure that each voter is given a reasonable opportunity to vote.
- vii. The Board of Directors shall issue such rules for the conduct of elections as it shall deem proper.

VIII. BOARD OF DIRECTORS

- a. The affairs of this corporation shall be governed by a Board of Directors consisting of from nine to thirteen members.
- b. The Board shall be composed of:
 - i. The District Representative from each of the representative districts, each of whom shall serve on the Board for the term for which elected, which term shall commence at the annual Meeting of the Membership; and
 - ii. The Officers of the Corporation, who may be elected from among the District Representatives or from the Sharpley Community as specified in paragraph IX, below.
- c. The Board of Directors shall govern the corporation in all operations within the objectives and purpose of the corporation.
- d. If more than one-half of the members of the Board are present for any official meeting, a majority vote of those present shall decide any question, except as stated in paragraph IX.e., below.

- e. Any action of the Board of Directors may be rescinded by an affirmative vote of two-thirds of the membership of the corporation present at any Special Meeting called for this purpose.

IX. OFFICERS

- a. The officers of the corporation shall be four in number:

President
Vice-President
Secretary
Treasurer

- b. The officers shall be elected by the Board of Directors at a Special meeting of the Board to be held within two weeks following the Annual Meeting of the membership.
- c. The President shall be elected from among the District Representatives. All other officers may be elected from among the District Representatives or from among the dues paying members of the Sharpley community.
- d. The election shall be by secret ballot with separate balloting for each of the four offices. The individual receiving the greater number of votes shall be named to the office for which voting was held.
- e. Officers so elected shall serve for a term of one year, or until their successors are elected and installed.
- f. For purposes of this special meeting of the Board, two-thirds of the members of the Board must be present and voting.

X. DUTIES OF OFFICERS

- a. President: The President shall be the chief executive officer of the corporation; shall preside at all meetings; shall see that all orders and resolutions are carried into effect; and shall execute all contracts and agreements authorized by the corporation or by the Board of Directors.
- b. Vice-President: The Vice-President shall perform the duties of the President in the absence or disability of the President or, in special circumstances, at the request of the President.
- c. Secretary: The Secretary shall keep an accurate record and minutes of all proceedings of the corporation, shall attest all properly authorized contracts and agreements executed by the President, and shall be responsible for all written communications to the membership.

d. Treasurer:

- i. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit and record all dues collected by the Association.
- ii. All funds deposited are to be placed in a bank approved by the Board of Directors and are to be deposited in the name of the corporation.
- iii. All checks withdrawing funds are to be signed by the Treasurer or such other officer as is authorized by the Board of Directors.

XI. MEETINGS

a. Annual Meetings:

- i. The Annual Meeting of the corporation membership shall be held during the month of March of each year for the seating for the newly elected District Representatives as members of the Board of Directors and for such new business as may have been determined by the Board for submission for consideration and/or vote of the members present at said annual Meeting.
- ii. The order of business shall be:
 1. Reading of the minutes of the previous annual Meeting and the minutes of intervening Board meetings and special meetings, if any.
 2. Reports of officers.
 3. Reports of committees.
 4. Unfinished business.
 5. New business.
- iii. The date of said Annual Meeting shall be selected by the incumbent Board and written notice given to all members by delivery to each residential unit of the time, date and place of said meeting, together with an agenda listing all items to be presented for consideration and/or vote of the members and such written notice shall be delivered at least two weeks in advance of said date.

b. Special Meetings: Special meetings of the membership may be called by:

- i. The President at any time on two weeks' written notice delivered to the residence of each person residing in Sharpley having membership in the corporation, or
 - ii. At any time, on two weeks' written notice to the membership, by the Board of Directors as a result of a directive vote of the majority of said Board, or
 - iii. By petition of the membership over the written signatures of a majority of said membership directing the President to call a Special meeting.
 - c. Board of Directors Meetings: The Board of Directors shall meet at least twice during the fiscal year:
 - i. At the direction of the President, or
 - ii. By a directive vote of the majority of the Board,
 - iii. Such meetings to be in addition to the annual Meeting.
 - iv. At least two weeks' written notice shall be given to each member of the Board prior to the date selected.
- XII. QUORUM: For any official meeting of the membership of the corporation, attendance of one or more members from ten percent of the residential units for which current dues are paid shall be construed as a quorum.

XIII. COMMITTEES

- a. Committees may be appointed as necessary to assist the Board of Directors in the discharge of its obligations.
- b. All appointments shall be made by the President with the approval of the Board.

XIV. SHARPLEY CIVIC ASSOCIATION HANDBOOK, "THIS IS SHARPLEY"

- a. The Board of Directors shall cause to be published from time to time a handbook for Sharpley homeowners and members of the Sharpley Civic Association.
- b. The handbook shall contain:
 - i. A current copy of these By-laws;

- ii. A copy of the Assignment from Woodlawn Trustees, Incorporated to Sharpley Civic Association;
- iii. A copy of the Certificate of Incorporation of Sharpley Civic Association;
- iv. A copy of the Sharpley Deed Restrictions;
- v. A copy of the current policy guidelines approved by the Board of Directors for administering the Sharpley Deed Restrictions; and
- vi. A current telephone directory of all Sharpley residents.

XV. SHARPLEY NEWSLETTER: The Board of Directors shall publish a newsletter to the residents of Sharpley for the following purposes:

- a. To announce dates and agendas of Annual and Special Meetings of the Sharpley Civic Association;
- b. To announce dates, and requirements for annual District Representative elections and to request nominees for the same;
- c. To announce vacancies in District Representative seats;
- d. To announce changes to dues, these By-laws, and to deed restriction policies;
- e. To announce changes to the membership or officers of the Board of Directors;
- f. To announce any association action which may impact Sharpley residents; and
- g. To announce civic and social events sponsored by the association.

XVI. AUDIT OF ACCOUNTS

- a. A committee on audit consisting of three members not on the Board of Directors shall be appointed by the Board at its last regular meeting prior to the Annual Meeting, and this committee shall make a complete audit of the books and records of the corporation and make its report to the membership at the Annual Meeting.
- b. If volunteers are not available among the non-Board membership to conduct the audit, the President may appoint two members of the Board, other than those authorized to sign checks, who will conduct the audit and report to the Annual Meeting.

XVII. SEAL: The corporation seal shall have inscribed thereon the name of the corporation, the year of its incorporation (1966) and the words "Seal," "Incorporated," and "Delaware."

XVIII. AMENDMENTS: These By-laws may be amended by:

- a. The affirmative vote of two-thirds of the membership present at the Annual Meeting, or at any special meeting called for that purpose, or
- b. By the affirmative vote of three-fourths of the members of the Board of Directors.